

F01000003370



ACCOUNT NO. : 072100000032
 REFERENCE : 197423 4368155
 AUTHORIZATION : *Patricia Pizito*
 COST LIMIT : \$ 78.75

FILED
 01 JUN 25 AM 11:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : June 22, 2001

ORDER TIME : 9:05 AM

ORDER NO. : 197423-005

CUSTOMER NO: 4368155

CUSTOMER: Mr. Brian Meara
 Pentastar Communications, Inc.
 1660 Wynkoop Street
 Suite 1010
 Denver, CO 80202

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 JUN 25 AM 9:48
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 TO ACKNOWLEDGE
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FOREIGN FILINGS

NAME: PENTASTAR ACQUISITION CORP. IX

900004488709--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

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 TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. PentaStar Acquisition Corp. IX

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 84-1570304

(State or country under the law of which it is incorporated) (FEI number, if applicable)

3. December 18, 2000 perpetual

(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

4. 5/21/01

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification." (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))

5. 1743 Quincy, Ste. 143

(Principal office address)

Naperville, IL 60540

(Current mailing address)

6. Doing business in other states

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

7. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CSC (Corporation Service Company)

Office Address: 1201 Hays St.

(City) (Zip code) Florida Tallahassee, FL 32301

8. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BRIAN COURTNEY, ASST. V.P.

(Registered agent's signature)

9. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert S. Lazzari

Director Address: 1660 WYNKOOP ST STE 1010
DENVER CO 80202

Vice Chairman: Richard M Tyler

Director Address: 1660 WYNKOOP ST STE 1010
DENVER CO 80202

Director: Craig J Zoellner

Address: 1660 WYNKOOP ST STE 1010
DENVER CO 80202

Director: CARLTON A BROWN

Address: 1660 WYNKOOP ST STE 1010
DENVER CO 80202

B. OFFICERS

President: B. Neal Tomblin

Address: 1660 WYNKOOP ST STE 1010
DENVER CO 80202

Vice President of Operations: Peter Zafian

Address: 1660 WYNKOOP ST STE 1010
DENVER CO 80202

Secretary: Craig J Zoellner

Address: 1660 WYNKOOP ST STE 1010 DENVER CO 80202

Treasurer: David Dunham

Address: 1660 WYNKOOP ST STE 1010 DENVER CO 80202

NOTE: If necessary, you may attach a rider to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David L. Dunham
(Typed or printed name and capacity of persons signing application)

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PENTASTAR ACQUISITION CORP. IX" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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01 JUN 25 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3331460 8300

AUTHENTICATION: 1197390

010293672

DATE: 06-19-01