

June 28, 2001

State of Florida  
Secretary of State  
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Exario Telecom, Inc. - Application for Authority

Dear Sir or Madam:

Enclosed are two copies of our Application for Authority, together with our check payable to the Florida Secretary of State in the amount of \$70.00 in payment of the statutory filing fee, and our Certificate of Good Standing issued by the State of Delaware, Office of the Secretary of State, on June 18, 2001.

Please file the Application and provide us with a filed copy by return mail.

If you have any questions or need additional information, please contact me at 973-590-2839.

Very truly yours,

*Linda Ann Sens*

Linda Ann Sens  
Assistant to Christian E. Samay, General Counsel

/ls  
Enclosures

By Certified Mail

Copies by e-mail to:

John Dodge, Esq.; Laura Schloss, Esq.; Julie Gordy, Esq.  
Paul Bannwart

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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W01-15703



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 10, 2001

LINDA SENS  
EXARIO NETWORKS, INC.  
600 PARSIPPANY ROAD  
PARSIPPANY, NJ 07054

SUBJECT: EXARIO TELECOM, INC.  
Ref. Number: W01000015703

We have received your document for EXARIO TELECOM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There was no list of officers attached.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Michael Mays  
Document Specialist

Letter Number: 301A000405

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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.*

1. Exario Telecom, Inc.  
(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 3. 22-3731105  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 04, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(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.)  
c/o Exario Networks, Inc., 600 Parsippany Road
7. Parsippany, NJ 07054  
(Principal office address)

(Current mailing address)

Exario Telecom, Inc. will provide telecommunications services throughout the state of Florida.

8. To engage in any act or activity for which corporations may be organized  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(City)

(Zip code)

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TALLAHASSEE, FLORIDA

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**10. 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.*

Corporation Service Company

By: John Pelletier

(Registered agent's signature)

John Pelletier, Assistant Vice President

11. 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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

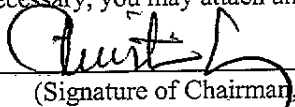
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum 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. Christian E. Samay, Secretary  
(Typed or printed name and capacity of person signing application)

**Directors of Exario Telecom, Inc.**

<u>Name</u>	<u>Business Address</u>
Thomas Mizzone, III	600 Parsippany Road Parsippany, NJ 07054
David B. Worth	600 Parsippany Road Parsippany, NJ 07054
Nathan Stratton	600 Parsippany Road Parsippany, NJ 07054
Justin Hall-Tipping	SG Capital Partners, LLC 1221 Avenue of the Americas-15 <sup>th</sup> Floor New York, NY 10019
Dwight Scott	El Paso Global Networks 1001 Louisiana P.O. Box 2511 Houston, TX 77002

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TALLAHASSEE, FLORIDA

**Officers of Exario Telecom, Inc.**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Thomas Mizzone, III	President, CEO, COO	600 Parsippany Road Parsippany, NJ 07054
David B. Worth	CIO	600 Parsippany Road Parsippany, NJ 07054
Nathan Stratton	CTO	600 Parsippany Road Parsippany, NJ 07054
Christian E. Samay	General Counsel, VP, Secretary	600 Parsippany Road Parsippany, NJ 07054
Troy Centazzo	VP-Corporate Development	600 Parsippany Road Parsippany, NJ 07054
William Fazakerly	VP-West Coast Operations	7041 Koll Center Pkwy Suite 290 Pleasanton, CA 94566
James Bennett	VP-East Coast Operations	600 Parsippany Road Parsippany, NJ 07054

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TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXARIO TELECOM, INC." 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 EIGHTEENTH 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1194227

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DATE: 06-18-01