



F02000001301

ACCOUNT NO. : 072100000032

REFERENCE : 468587 430493

AUTHORIZATION : *Patricia P...*

COST LIMIT : \$ 70.00

FILED
02 MAR 15 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 13, 2002

ORDER TIME : 9:20 AM

ORDER NO. : 468587-020

CUSTOMER NO: 4304935

CUSTOMER: Thomas R. Mulcahy, Legal Asst
Edwards & Angell, LLP
101 Federal Street

Boston, MA 02110-1800

900005110079--1

FOREIGN FILINGS

NAME: FLORIDA COPPER & LIGHT
COMMUNICATIONS, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
02 MAR 15 AM 10:27
DIVISION OF REGISTRATION

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

FILED
NOV 15 11:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
SUBMITTED TO
TALLAHASSEE, FLORIDA

1. Florida Copper & Light Communications, Inc.

2 Delaware

(State or country under the law of which it is incorporated)

3. Applied for.

(FEI number, if applicable)

4 March 11, 2002

5 perpetual

(Date of incorporation)

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

6. Upon qualification

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7 75 State Street, Suite 2500

Boston, MA 02109

(Current mailing address)

8. To engage in any lawful business activity.

(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

(Zip code)

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:

(Registered agent's signature)

ROBERT BRANCH

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

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. _____

Peter Andy, President Gillis Ashman, Treasurer
(Typed or printed name and capacity of person signing application)

EXHIBIT A

FLORIDA COPPER & LIGHT COMMUNICATIONS, INC.

LIST OF OFFICERS & DIRECTORS

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Peter H.O. Claudy	75 State Street, Suite 2500, Boston, MA 02109
Vice President	Neil Seth <i>Sheth</i>	75 State Street, Suite 2500, Boston, MA 02109
Treasurer	Gillis Cashman	75 State Street, Suite 2500, Boston, MA 02109
Secretary	Neil Seth <i>Sheth</i>	75 State Street, Suite 2500, Boston, MA 02109
Director	Peter H.O. Claudy	-same as above-
Director	Neil Seth <i>Sheth</i>	-same as above-
Director	Gillis Cashman	-same as above-

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Delaware

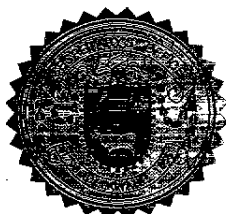
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA COPPER & LIGHT COMMUNICATIONS, 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 THIRTEENTH DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
MAR 15 AM 11:30
SECRETARY OF STATE
TAXES
FLORIDA



3500979 8300

020168260

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1664233

DATE: 03-13-02