



F020000001729

ACCOUNT NO. : 072100000032

REFERENCE : 515259 7227080

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 1220.00

02 APR -8

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 5, 2002

ORDER TIME : 11:27 AM

ORDER NO. : 515259-005

CUSTOMER NO: 7227080

CUSTOMER: Ms. Jennifer W. Orvis
Webaccess International, Inc.
999 18th Street
Suite 2100
Denver, CO 80202

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02 APR -8 PM 12:104
TALLAHASSEE, FLORIDA

RECEIVED

AL

FOREIGN FILINGS

NAME: WEBACCESS INTERNATIONAL, INC.

W002-9838

200005205022--4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder --- EXT# 1118

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

April 8, 2002
Please give original
submission date as file date.

CSC

SUBJECT: WEBACCESS INTERNATIONAL, INC.
Ref. Number: W02000009838

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TALLAHASSEE, FLORIDA
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02 APR -9 AM 8:34

We have received your document for WEBACCESS INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 002A00020752

work order given shows
\$1220.00 1150 + 70
please file

**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. WEBAccess International, 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. 84-150073
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. May 16, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 26, 2001
(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.)
7. 999 18th Street, Suite 2100 Denver CO 80202
(Principal office address)
- 999 18th Street, Suite 2100 Denver CO 80202
(Current mailing address)
8. Business to business internet service provider
(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)

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

Brian Courtney
Asst. V. Pres.

(Registered agent's signature)

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.

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SECRETARY OF
TALLAHASSEE, FLORIDA
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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: _____

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

14. Matthew J. Shiveley, VP of Finance
(Typed or printed name and capacity of person signing application)

Directors:

Blair Whitaker, Chairman
999 18th Street, Suite 2100
Denver, CO 80202

Wiley E. Prentice, Jr.
999 18th Street, Suite 2100
Denver, CO 80202

Shawn Breskow
999 18th Street, Suite 2100
Denver, CO 80202

J. Roger Moody
999 18th Street, Suite 2100
Denver, CO 80202

Barry Stewart
999 18th Street, Suite 2100
Denver, CO 80202

Officers:

Wiley E. Prentice, Jr., President and Secretary
999 18th Street, Suite 2100
Denver, CO 80202

Matthew J. Shiveley, VP of Finance
999 18th Street, Suite 2100
Denver, CO 80202

Steve Spesard, CIO
999 18th Street, Suite 2100
Denver, CO 80202

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Delaware

The First State

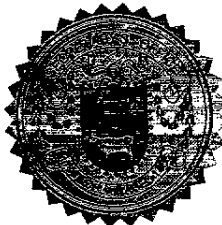
PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEBACCESS INTERNATIONAL, 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 FIFTH DAY OF APRIL, A.D. 2002.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3229136 8300

AUTHENTICATION: 1706068

DATE: 04-05-02

020220709