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April 26, 2002

VIA FEDERAL EXPRESS

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Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314
(850) 488-9000

Re: Certificate of Authority for MGEN Services Corp.

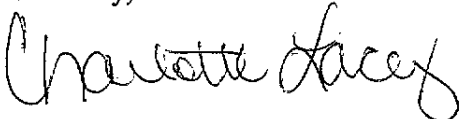
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. Two originals of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the State of Delaware; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward in the overnight package enclosed. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,



Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart

Enclosures

cc: Mr. John R. Snedegar (w/enc)

FILED
02 MAY -6 AM 9:42
SECRETARY OF STATE
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:*

MGEN Services Corp.

1. _____
(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. 33-0956193
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 22, 2001 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. 2510 N. Red Hill Avenue, Santa Ana, CA 92705

(Current mailing address)
8. Provide Telecommunication Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box acceptable)
Name: TCS Corporate Services, Inc. ✓
Office Address: 1406 Hays Street Ste. #2
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.

(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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TALLAHASSEE, FLORIDA

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attached

Address: _____

Vice President: _____

Address: _____

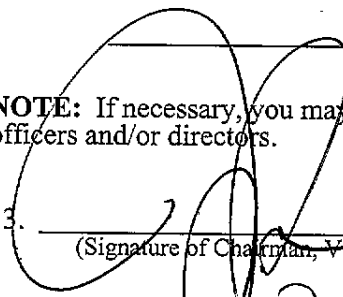
Secretary: _____

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. John Snedegar President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

LIST OF OFFICERS AND DIRECTORS OF
MGEN SERVICES CORP.

OFFICERS

John R. Snedegar	President/CEO
Dale W. Christensen	CFO
Joseph E. Root	Secretary

DIRECTORS

John R. Snedegar
Patrick F. Stone
Randy Quirk
Ernie Smith
Ronald Maudsley
Erika Meinhardt
Edward Dewey
Frank Willey

All the above listed Officers and Directors can be reached at the following address: 2510 Redhill Avenue, Santa Ana, CA 92705.

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

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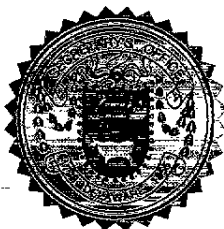
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MGEN SERVICES CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MGEN SERVICES CORP." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF MARCH, 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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02 MAY -6 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3366829 8300

AUTHENTICATION: 1740416

020262363

DATE: 04-24-02