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ACCOUNT NO. : 072100000032

REFERENCE : 630062 4816277

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
02 JUL -1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 19, 2002

ORDER TIME : 9:59 AM

ORDER NO. : 630062-085

CUSTOMER NO: 4816277

CUSTOMER: Ms. Bonnie Campodonico
Brobeck Phleger & Harrison LLP
2000 University Avenue

East Palo Alto, CA 94303

RECEIVED
02 JUL -1 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

AL

FOREIGN FILINGS

NAME: PHX COMMUNICATIONS, INC.

300006127633- -1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PHX Communications, Inc.
(Name of corporation - must include suffix)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ted S. Hollifield
(Name of Person)

Brobeck, Phleger & Harrison LLP
(Firm/Company)

2000 University Avenue
(Address)

East Palo Alto, California 94104
(City/State and Zip code)

For further information concerning this matter, please call:

Ted S. Hollifield at (650) 331-8000
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|--|---|

**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. PHX Communications, 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. 01-0704547
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 25, 2002 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.)

7. 114 Sansome Street, 14th Floor, San Francisco, California 94104
(Principal office address)
114 Sansome Street, 14th Floor, San Francisco, California 94104
(Current mailing address)

8. Telecommunications Services
(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


(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 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: _____

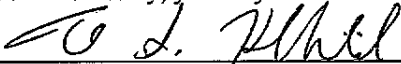
Secretary: _____

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. Ted S. Hollifield, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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S. G. H. OF STATE
TALLAHASSEE, FLORIDA

Officers and Directors Rider

<u>OFFICERS:</u>	<u>NAME AND TITLE</u>	<u>BUSINESS ADDRESS</u>
	Promod Haque, President, Chief Executive Officer, Treasurer and Secretary	114 Sansome Street, 14 th Floor San Francisco, CA 94104
	Larry Bercovich, Vice President and General Counsel	114 Sansome Street, 14 th Floor San Francisco, CA 94104
	Warren T. Lazarow, Assistant Secretary	2000 University Avenue East Palo Alto, CA 94303
	Ted S. Hollifield, Assistant Secretary	2000 University Avenue East Palo Alto, CA 94303
	Jerry Tsai, Assistant Secretary	2000 University Avenue East Palo Alto, CA 94303

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STATE
OF
FLORIDA

<u>DIRECTORS:</u>	<u>NAME</u>	<u>BUSINESS ADDRESS</u>
	Promod Haque	114 Sansome Street, 14 th Floor San Francisco, CA 94104
	Keith Geeslin	c/o 114 Sansome Street, 14 th Floor San Francisco, California 94104
	Shahan Soghikian	c/o 114 Sansome Street, 14 th Floor San Francisco, California 94104
	Peter Morris	c/o 114 Sansome Street, 14 th Floor San Francisco, California 94104

Delaware

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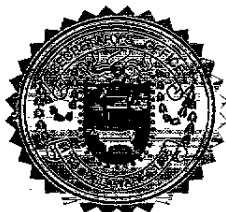
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHX 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 TWENTY-SEVENTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHX COMMUNICATIONS, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002.

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

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SECRETARY OF STATE
DELAWARE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3518948 8300

AUTHENTICATION: 1856616

020417229

DATE: 06-27-02