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ACCOUNT NO. : 072100000032

REFERENCE : 718318 - 5017647

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 70.00

ORDER DATE : August 23, 2002

ORDER TIME : 10:05 AM

ORDER NO. : 718318-030

CUSTOMER NO: 5017647

CUSTOMER: Connie Walsh, Legal Assistant
Bryan Cave Llp
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, MO 63102-2750

RECEIVED
02 AUG 27 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

BK

NAME: GABRIEL COMMUNICATIONS
FINANCE COMPANY

500007367315--9

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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02 AUG 27 PM 1:25
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.

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1. Gabriel Communications Finance Company
(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. 43-1861146
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/26/99 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. 16090 Swingley Ridge Road, Suite 500, Chesterfield, MO 63017
(Principal office address)

same as above
(Current mailing address)

8. telecommunications
(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
[Signature]
(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.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Connie B. Walsh
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Connie B. Walsh, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Directors
of
Gabriel Communications Finance Company**

David L. Solomon
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

G. Michael Cassity
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

John P. Denneen
16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

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Officers
of
Gabriel Communications Finance Company

Chairman and Chief Executive Officer
David L. Solomon*

Vice Chairman
Charles S. Houser**

President and Chief Operating Officer
G. Michael Cassity*

Executive Vice President—Corporate
Development and Legal Affairs and Secretary
John P. Denneen*

Executive Vice President and
Chief Financial Officer
Ronald D. Webster*

Senior Vice President—Human Resources and
Administration and Assistant Secretary
Marguerite A. Forrest*

Senior Vice President—Sales and Marketing
Michael C. Morey*

Senior Vice President—Operations,
Planning and Engineering
Paul A. Pitts**

Senior Vice President—Chief
Information Officer
Josephine Young*

Vice President—MW Regulatory and
Public Affairs
Edward J. Cadieux*

Vice President—Engineering and Planning
Jonathan K. Coker**

Vice President—Service Delivery
Terry L. Dannenbrink**

Vice President and Controller
Douglas W. Faust*

Vice President—Revenue and Cost Assurance
Peggy L. Giaminetti*

Vice President—Sales Support
Ronald Kirby**

Vice President—Marketing
G. Randolph McDougald**

Vice President—Field Operations
Philip Peterson**

Vice President—SE Regulatory and
Legal Affairs
Hamilton E. Russell, III**

Vice President—Centers Operations
Richard J. Scott*

Vice President—Indirect Sales
Daniel Sterling**

Vice President—Methods and Procedures
Tim Tettambel*

Vice President—Finance
Janet M. Wendel*

Assistant Secretary
Connie B. Walsh
211 N. Broadway
Suite 3600
St. Louis, MO 63102

*16090 Swingley Ridge Road
Suite 500
Chesterfield, MO 63017

**301 N. Main Street
Suite 5000
Greenville, SC 29601

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Delaware

PAGE 1

The First State

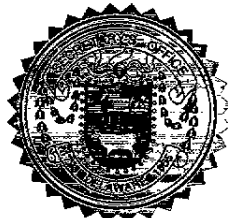
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GABRIEL COMMUNICATIONS FINANCE COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF AUGUST, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GABRIEL COMMUNICATIONS FINANCE COMPANY" WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1999.

02 AUG 27 PM 1:25
STATE OF DELAWARE
SECRETARY OF STATE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1952380

DATE: 08-26-02