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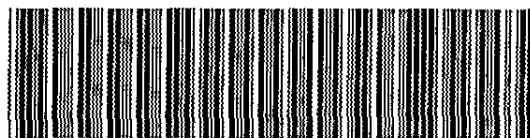
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1002-31091



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 29, 2002

CHRISTINE KORNEGAY
9201 N. CENTRAL EXPRESS WAY
DALLAS, TX 75231

SUBJECT: ALLEGIANCE INTERNET INC
Ref. Number: W02000031091

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TALLAHASSEE, FLORIDA

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We have received your document for ALLEGIANCE INTERNET INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 602A00059399

**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. ALLEGIANCE INTERNET, 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. 75-2778908
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/24/1998 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10-8-2002
(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. 9201 N. CENTRAL EXPRESSWAY DALLAS TX 75231
(Principal office address)
- 9201 N. CENTRAL EXPRESSWAY, DALLAS, TX 75231
(Current mailing address)
8. 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: CT CORPORATION SYSTEM
- Office Address: 1200 SOUTH PINE ISLAND ROAD
- PLANTATION, Florida 33324
(City) (Zip code)

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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.

Maria Ozaeta

Maria Ozaeta
Vice President

(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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

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. Christine Kornegay

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

14. CHRISTINE KORNEGAY, V.P. - CONTROLLER

(Typed or printed name and capacity of person signing application)

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Officers & Directors

<u>Title & Name</u>	<u>Business Address</u>	<u>Residence Address</u>
Chairman & CEO: Royce J. Holland	9201 N. Central Expressway Dallas, TX 75231 469-259-2105	15190 Prestonwood Blvd., #937 Dallas, TX 75248
President: C. Daniel Yost	9201 N. Central Expressway Dallas, TX 75231 469-259-2109	14784 Winnwood Dallas, TX 75240
Executive Vice President: Thomas M. Lord	Two Securities Centre 3500 Piedmont Rd. Atlanta, GA 30305 404-475-4100	7045 Northgreen Drive Atlanta, GA 30328
Senior Vice President of Accounting & Finance: *G. Clay Myers	9201 N. Central Expressway Dallas, TX 75231 469-259-2080	2812 Rosedale Dallas, TX 75205
Vice President of Real Estate & Facilities: Ken Close	700 E. Butterfield Rd., Ste. 400 Lombard, IL 60148 630-522-5215	76 Winterhill Circle Montgomery, IL 60538
Vice President-Controller: Christine Komegay	9201 N. Central Expressway Dallas, TX 75231 469-259-2145	3632 Salford Dr. Plano, TX 75025
Vice President Regulatory & Interconnection: Mary Albert	1919 M Street, Ste. 420 Washington, DC 20036 202-464-6106	3110 38th Street NW Washington, DC 20016
Executive Vice President, General Counsel and Secretary: *Mark B. Tresnowski	700 E. Butterfield Rd., Ste. 400 Lombard, IL 60148 630-522-5240	525 Inverway Inverness, IL 60067
Assistant Secretary: *Annie S. Terry	700 E. Butterfield Rd., Ste. 400 Lombard, IL 60148 630-522-5242	421 S. Grant St. Hinsdale, IL 60521

*Denotes a Director

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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 "ALLEGIANCE INTERNET, 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 FOURTEENTH DAY OF OCTOBER, 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

2912927 8300

AUTHENTICATION: 2033706

020634376

DATE: 10-14-02