

JUN-06-2003 12:28

CT CORPORATION SYSTEM

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Florida Department of State
Division of Corporations
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03 JUN -6 PM 1:35
SECRETARY OF STATE
ALBANY, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

RGT Utilities of Florida, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

JB
6-6-03

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. RGT UTILITIES OF FLORIDA, 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. 13-4239059
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/13/03 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 2, 2003
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1221 Avenue of the Americas
New York, New York 10020
(Current mailing address)
8. Provide telecommunication services and engage in any lawful act or activity for which
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida; corporations may be organized under the laws of the 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
(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.
CT Corporation System
Donnie B. [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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

APPROVED
AND
FILED
03 JUN -6 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Jonathan D. GreenAddress: 1221 Avenue of the AmericasNew York, New York 10020

Vice Chairman: _____

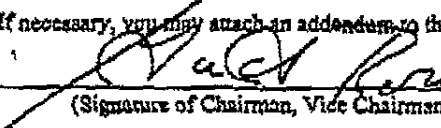
Address: _____

Director: Richard W. HelmuthAddress: 1221 Avenue of the AmericasNew York, New York 10020Director: Gwen A. Rowden and Vincent E. SilvestriAddress: 1221 Avenue of the Americas 1221 Avenue of the AmericasNew York, New York 10020 New York, New York 10020**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Richard W. HelmuthAddress: 1221 Avenue of the AmericasNew York, New York 10020Vice President: A Secretary - Gwen A. Rowden Vice President Terry J. WallinAddress: 1221 Avenue of the Americas 1221 Avenue of the AmericasNew York, New York 10020 New York, New York 10020Secretary: (See above)

Address: _____

Treasurer: Karen A. TreadwellAddress: 1221 Avenue of the AmericasNew York, New York 10020

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. Gwen A. Rowden, Vice President and Secretary

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

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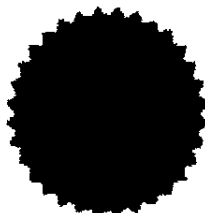
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RGT UTILITIES OF FLORIDA, 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 SIXTH DAY OF JUNE, A.D. 2003.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3625570 8300

AUTHENTICATION: 2456888

030374097

DATE: 06-06-03