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FOREIGN PROFIT QUALIFICATION

CNCS INC.

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10-27-03

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. CNCS INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE
(State or country under the law of which it is incorporated)

3. 98-0189342
(FEI number, if applicable)

4. JUNE 22, 1998
(Date of incorporation)

5. PERPETUAL
(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. 303 SOUTH BROADWAY, SUITE 480, TARRYTOWN, NY 10591
(Principal office address)

C/O CALL-NET ENTERPRISES INC. - 2235 SHEPPARD AVE. E., ATRIA II, STE 1800, TORONTO, ON M2J 5G1
(Current mailing address)

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8. TELECOMMUNICATION 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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

By: Florence Hadley
(Registered agent's signature)
Assistant Secretary

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 SCHEDULE "A" ATTACHED

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: SEE SCHEDULE "A" 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 Director or Officer listed in number 12 of the application)

14. GEORGE MALYSHEFF, CORPORATE SECRETARY
(Typed or printed name and capacity of person signing application)

SCHEDULE "A"

CNCS INC.
CORPORATION NUMBER: 30934368

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

A. DIRECTORS:

NAME	BUSINESS ADDRESS
William Linton	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
Roy Graydon	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
George Malysheff	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1

B. OFFICERS:

NAME	POSITION	BUSINESS ADDRESS
William Linton	Chairman of the Board President and Chief Executive Officer	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
Roy Graydon	Executive Vice President and Chief Financial Officer	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
George Malysheff	Senior Vice President, Chief Legal Counsel and Corporate Secretary	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
Eric Dobson	President, Carrier Services	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
Serge Babin	Senior Vice President and Chief Technology Officer	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
Jim Laramie	Senior Vice President, Finance	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1
Janice Spencer	Assistant Corporate Secretary	2235 Sheppard Avenue E., Suite 1800, Toronto, Ontario M2J 5G1

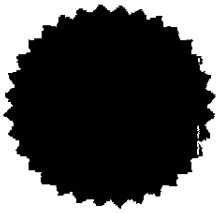
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNCS 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-THIRD DAY OF OCTOBER, A.D. 2003.

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

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AUTHENTICATION: 2707188

DATE: 10-23-03