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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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CLERK OF COURT

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NEUTRAL TANDEM, INC.

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Heather

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*** TRANSMISSION REPORT ***

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RECEIVED
05 JUN -1 AM 9:57
DIVISION OF CORPORATION

**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. Neutral Tandem, 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. 31-178-6871

(FEI number, if applicable)

4. April 19, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 22, 2004

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1 South Wacker Drive, Suite 200, Chicago, IL, 60606

(Principal office address)

1 South Wacker Drive, Suite 200, Chicago, IL, 60606

(Current mailing address)

8. parent company of a telecommunications company separately authorized in the state

(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 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

By: [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: James P. Hynes

Address: 1 South Wacker Drive, Suite 200
Chicago, IL 60606

Vice Chairman: _____

Address: _____

Director: John Barnicle

Address: 1 South Wacker Drive, Suite 200
Chicago, IL 60606

Director: Peter Barris

Address: 1 South Wacker Drive, Suite 200
Chicago, IL 60606

B. OFFICERS

President: John A. Barnicle

Address: 1 South Wacker Drive, Suite 200
Chicago, IL 60606

Vice President: Robert Junkroski

Address: 1 South Wacker Drive, Suite 200
Chicago, IL 60606

Secretary: Ronald W. Cavillet

Address: 1 South Wacker Drive, Suite 200, Chicago, IL, 60606

Treasurer: Robert M. Junkroski

Address: 1 South Wacker Drive, Suite 200, Chicago, IL, 60606

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. _____

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

Delaware

The First State

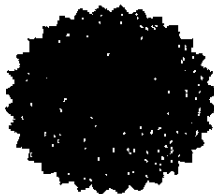
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEUTRAL TANDEM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEUTRAL TANDEM, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF APRIL, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
25 MAY 26 A 9:09
SECRETARY OF STATE
HARRIET SMITH WINDSOR



3382570 8300

050422374

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3897770

DATE: 05-23-05

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