

F06000007916

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 12-28

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Telecom New Zealand USA Limited

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David A. Jefferis

(Name of Person)

Telecom New Zealand USA Limited

(Firm/Company)

99 South Lake Ave., Suite 540

(Address)

Pasadena, CA 91101

(City/State and Zip code)

For further information concerning this matter, please call:

David A. Jefferis

(Name of Person)

at (626) 432-4300

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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. Telecom New Zealand USA Limited 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. Deleware 3. 94-3259730

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

(FEI number, if applicable)

4. September 25, 1996

(Date of incorporation)

5. Perpetual

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

6. _____
(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 99 South Lake Ave., Suite 500 Pasadena, Ca. 91101

(Principal office address)

99 South Lake Ave., Suite 500 Pasadena, Ca. 91101

(Current mailing address)

8. Sale of wholesale voice and data 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 NOT acceptable)

Name: TCS Corporate Services, Inc.

Office Address: 515 East Park Avenue

Tallahassee

(City)

, Florida 32301

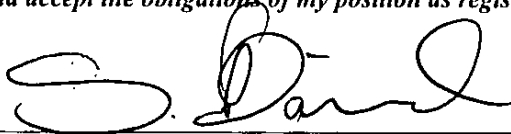
(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.



(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.

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

A. DIRECTORS

2006 DEC 27 PM 1:23

Chairman: Anthony Norris Briscoe

Address: 99 South Lake Ave., Suite 500
Pasadena, CA 91101

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: Laurie Brian Miller

Address: 99 South Lake Ave., Suite 500
Pasadena, CA 91101

Director: Ian Ashley Neale

Address: 99 South Lake Ave., Suite 500
Pasadena, CA 91101

Director: John Benjamin van Woerkom

Address: 99 South Lake Ave., Suite 500
Pasadena, CA 91101

B. OFFICERS

President: Laurie Miller

Address: 99 South Lake Ave., Suite 500
Pasadena, CA 91101

Vice President: David A. Jefferis

Address: 99 South Lake Ave., Suite 500
Pasadena, CA 91101

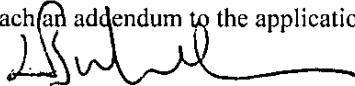
Secretary: Richard Scott

Address: 99 South Lake Ave., Suite 500

Treasurer: David A. Jefferis

Address: 99 South Lake Ave., Suite 500

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. Laurie Miller-President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "TELECOM NEW ZEALAND USA LIMITED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

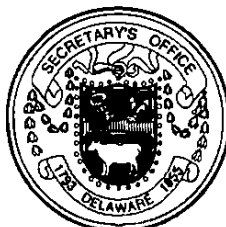
CERTIFICATE OF CORRECTION, FILED THE SIXTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FOURTEENTH DAY OF JULY, A.D. 2003, AT 10:26 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5262242

DATE: 12-08-06

Delaware

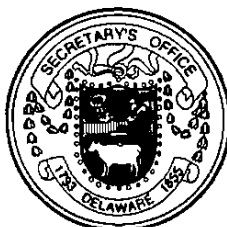
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The First State

AFORESAID CORPORATION, "TELECOM NEW ZEALAND USA LIMITED".

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5262242

DATE: 12-08-06