

IntelCom Group (U.S.), Inc.



August 4, 1995

Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Corporations Division

Re: Qualification of Fiber Optic Technologies Inc.

Gentlemen:

W95-16179

I have enclosed for filing two copies of an executed Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a good standing certificate and our check in the amount of \$70.00 to cover the applicable filing fee.

Please return evidence of the filing of this Application to my attention in the enclosed return envelope. If you have any questions concerning this filing, please feel free to contact me.

Very truly yours,

Joy C. Lloyd
Legal Assistant

enclosures

3000001557633
-08/10/95--01065--001
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95/1022 218:51
8/28



Fiber Optics
Technology Inc.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 11, 1995

JOY C. LLOYD, LEGAL ASSISTANT
INTELCOM GROUP (U.S.A.), INC.
1050 SEVENTEENTH ST., SUITE 1610
DENVER, CO 80265

SUBJECT: FIBER OPTIC TECHNOLOGIES INC.
Ref. Number: W95000016179

We have received your document for FIBER OPTIC TECHNOLOGIES INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST Indicated.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 195A00037690

*Please see attached resolution -
Joy Lloyd*

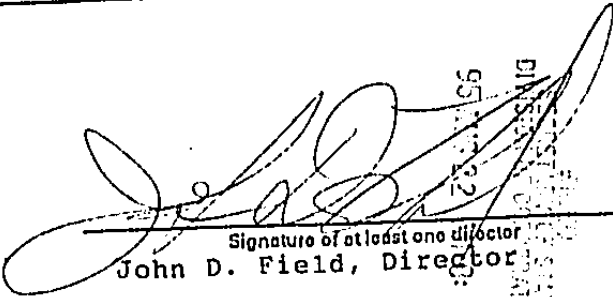
RESOLUTION OF BOARD OF DIRECTORS

"

I, the undersigned John D. Field, do hereby certify
that this Resolution of the Board of Directors of Fiber Optic Technologies, Inc.,
a corporation duly organized and existing under the laws of the State of Colorado,
was duly adopted on August 15, 19 95.

Resolved, that Fiber Optic Technologies, Inc., organized
and existing in the State of Colorado, hereby adopts the
name FOTT Network Services (Corp.) for use in Florida.

Dated: August 15, 1995


Signature of at least one director
John D. Field, Director

1995 AUG 15 10 51 AM
FOTT

**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. Fiber Optic Technologies Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Colorado
(State or country under the law of which it is incorporated)
3. September 12, 1985 4. perpetual
(Date of Incorporation) (Duration)
5. 84-0993274
(Federal Employer Identification number, if applicable)
6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 6555 S. Kenton Street, Suite 301, Englewood, Colorado 80112
(Current mailing address)
8. fiber optic design and installation
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: See addendum attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President: See addendum attached hereto

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

Zip Code

11. 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: Marcia J. Sunahara

12. 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.

13. Martin E. Freidel
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

Martin E. Freidel, Vice President

14. _____
(Name and capacity of person signing application)

**ADDENDUM ATTACHED TO
APPLICATION FOR CERTIFICATE OF AUTHORITY FOR
FIBER OPTIC TECHNOLOGIES, INC.**

OFFICERS/ADDRESSES:

Marc B. Maassen	Director/President/CEO	6555 S. Kenton Street, Suite 301 Englewood, Colorado 80112
Thomas A. Becker	Director	6555 S. Kenton Street, Suite 301 Englewood, Colorado 80112
Cynthia A. Burge	Director	6555 S. Kenton Street, Suite 301 Englewood, Colorado 80112
John D. Field	Director/Vice President	1050 - 17th Street, Suite 1610 Denver, Colorado 80265
John R. Evans	Director/Treasurer	1050 - 17th Street, Suite 1610 Denver, Colorado 80265
Michael Hunkerl	Assistant Treasurer	1050 - 17th Street, Suite 1610 Denver, Colorado 80265
Martin E. Freidel	Vice President/ Secretary	1050 - 17th Street, Suite 1610 Denver, Colorado 80265
Kathleen Boelte	Assistant Secretary	1050 - 17th Street, Suite 1610 Denver, Colorado 80265



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

FIBER OPTIC TECHNOLOGIES INC.
(COLORADO CORPORATION)

file # 871636715 was filed in this office on SEPTEMBER 12, 1985,
and has complied with the applicable provisions of the
laws of the State of Colorado and on this date is in good
standing and authorized and competent to transact business
or to conduct its affairs within this state.

Dated: JULY 28, 1995

Victoria Buckley

SECRETARY OF STATE

55 AUG 22 1985
DIVISION OF STATE RECORDS

Document Number Only

F95000004034

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

7000002154417--1
-05/29/97--01027--019
*****35.00 *****35.00

FOTI Network Services (Corp.)

crossref. name: Fiber Optic Technologies Inc.

changing its name to:

name
Change
Green

ICG Fiber Optic Technologies, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

Name	5/2/97
Availability	5/2/97
Document Examiner	1011
Updater	1011
Verifier	1011
Acknowledgment	1011
W.P. Verifier	1011

CR2E031 (1-89)

PLEASE RETURN EXTRA COPIES
FILE STAMPED

5-29

They want to drop

cross ref. name + original
name.

FILED

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**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Fiber Optic Technologies, Inc. d/b/a FOTI Network Services (Corp.)
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Colorado

3. Date authorized to do business in Florida: August 22, 1995

FILED
97 MAY 29 PM 2:36
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/19/01 BY 60322
STATE OF FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

February 12, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

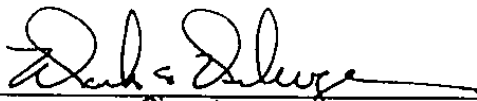
ICG Fiber Optic Technologies, Inc.

6. If the amendment changes the period of duration, indicate new period of duration

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

No Change



Signature

5/27/97

Date

Name and Title

Mark S. Helwege, President



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF MERGER EVIDENCING THE MERGER OF

ICG FIBER OPTIC TECHNOLOGIES, INC.
(COLORADO CORPORATION)

INTO

FIBER OPTIC TECHNOLOGIES INC.
(COLORADO CORPORATION), THE SURVIVOR,

WERE FILED ON FEBRUARY 12, 1997, WITH THE SURVIVING
CORPORATION CHANGING ITS NAME TO

ICG FIBER OPTIC TECHNOLOGIES, INC.

Dated: May 16, 1997

Victoria Buckley

SECRETARY OF STATE