

Document Number Only

F96000001392

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

7000001748067
-03/19/96--01112--019
*****70.00 *****70.00

Rush Network Corp.

3/19
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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| | | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Rush Network Corp.

(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

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

3. 23-283 1951

(FEI number, if applicable)

4. January 4, 1996

(Date of incorporation)

5. Perpetual

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

6. upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 150 South Warner Road, Walnut Hill Plaza, Suite 140, King of Prussia,
Pennsylvania 19406

(Current mailing address)

Telecommunications sales and service provider

8.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Daniel R. Glatz
(Registered agent's signature) (Officer)

DANIEL R. GLATZ

ASSISTANT VICE PRESIDENT

(Type Name and Title of Officer)

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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:

A. DIRECTORS

Chairman: Kingdon R. Hughes

Address: Box 2424, Midland, TX 79702

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. OFFICERS

President: Kingdon R. Hughes

Address: Box 2424, Midland, Texas 79702

Vice President: Kingdon R. Hughes

Address: Box 2424, Midland, Texas 79702

Secretary: Kingdon R. Hughes

Address: Box 2424, Midland, Texas 79702

Treasurer: Kingdon R. Hughes

Address: Box 2424, Midland, TX 79702

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. Kingdon R. Hughes, Vice President

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

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State of Delaware
Office of the Secretary of State

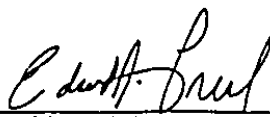
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RUSH NETWORK CORP." 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 FIFTH DAY OF JANUARY, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

7779846

DATE:

01-05-96

RUSH NETWORK CORP.

A NATIONWIDE 220 MHz LICENSEE

THE FORUM AT ONTARIO, SUITE 115
2201 NORTH CENTRAL EXPRESSWAY
ROWLETON, TX 75080-2718
972-NOW-RUSH (669-7074)
FACSIMILE 972-669-7873

F96000001392

November 4, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Address Change

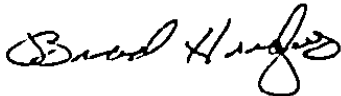
Dear Sir or Madam:

Please be advised that Rush Network Corp., F96000001392, has moved from King of Prussia, PA to:

2201 N. Central Expy., Ste. 115
Richardson, TX 75080-2718

Please update your records accordingly.

Sincerely,



Bradford H. Hughes
Vice President

11-7
5