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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

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-07/06/98--01100--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: U.S. Network Services, Inc.  
(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:

Lynn Burlingame  
(Name of Person)  
Lance Stainhart, Attorney at Law  
(Firm/Company)  
6455 East Johns Crossing, Suite 285  
(Address)  
Duluth, Georgia 30097  
(City/State/Zip)

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TALLAHASSEE FLORIDA  
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Should you need to call someone concerning this matter, please call:

Lynn Burlingame at ( 770 ) 232-9200  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Lance J.M. Steinhart**

Attorney At Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

July 1, 1998

**VIA OVERNIGHT DELIVERY**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Authority for U.S. Network Services, Inc.

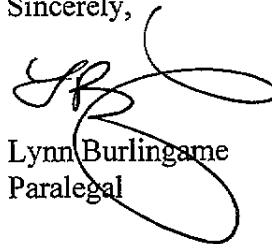
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Corporation;
2. One Certificate of Good Standing issued by the Delaware Secretary of State; and
3. A check in the amount of \$70.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above in the preaddressed, prepaid envelope I have provided. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

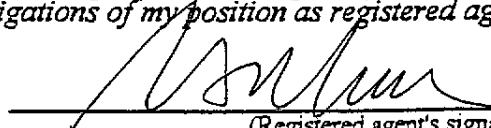


Lynn Burlingame  
Paralegal

Enclosures  
cc: Don Reese

# 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. U.S. Network Services, Inc.  
(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. 51-0382145  
(FEI number, if applicable)
4. June 2, 1998  
(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 817.155, F.S.))
7. 2722 Eastlake Avenue East  
Seattle, Washington 89102  
(Current mailing address)
8. Telecommunications Services  
(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: (P.O. Box or Mail Drop Box NOT acceptable)  
Name: Richard A. Murdoch  
Office Address: 980 N. Federal Highway, Suite 410  
Boca Raton, Florida, 33432  
(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.*  
  
(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

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Ian K. Eisenberg

Address: 2722 Eastlake Avenue East, Seattle, WA 89102

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Ian K. Eisenberg

Address: 2722 Eastlake Avenue East, Seattle, WA 89102

Secretary: Don Reese

Address: 2722 Eastlake Avenue East, Seattle, WA 89102

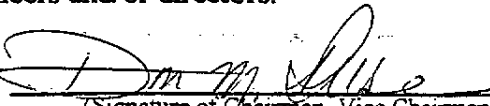
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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. Don M. Reese Secretary  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

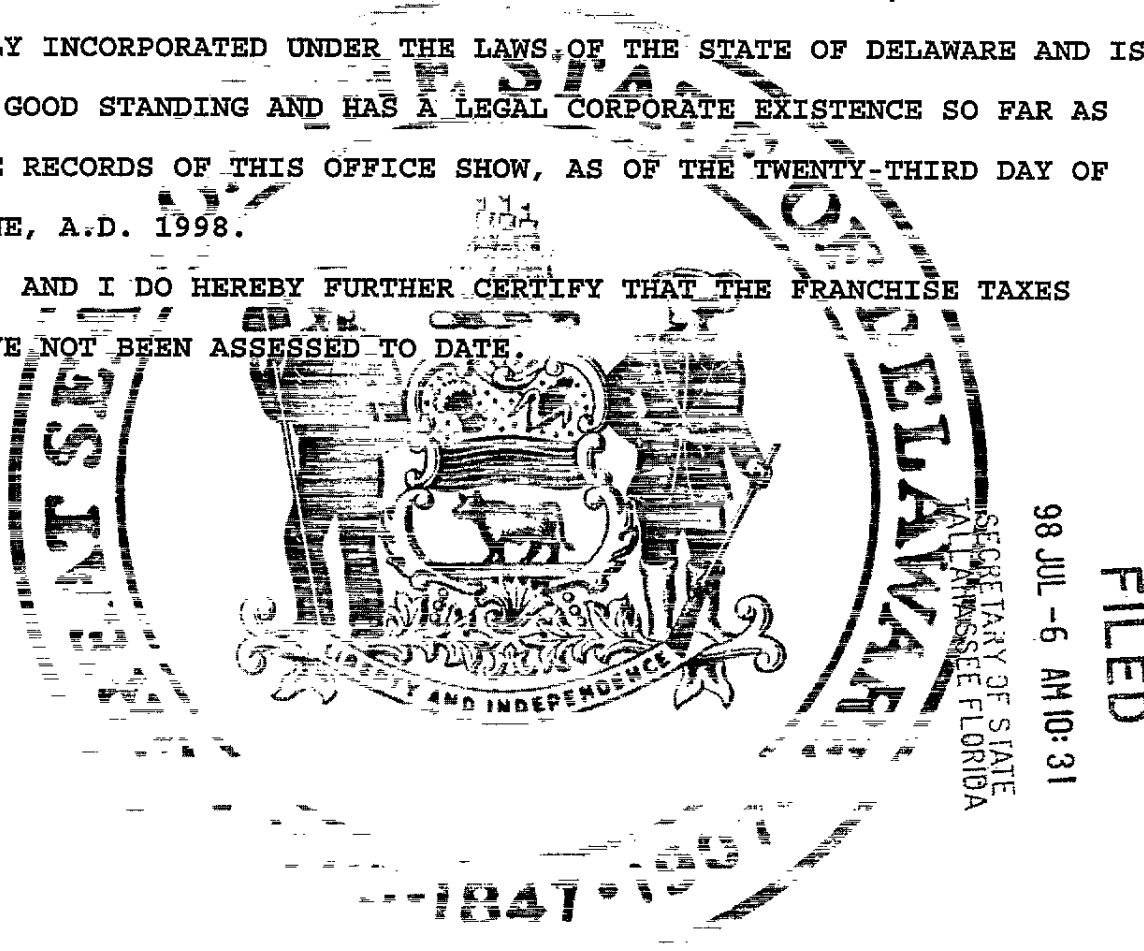
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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U.S. NETWORK SERVICES, 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 JUNE, A.D. 1998.

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



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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06-23-98