

F 980000004206
CT CORPORATION SYSTEM

120 South Central Avenue
Clayton, MO 63105
Tel. 314 863 5545
Fax 314 863 1578

July 20, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-07/23/98--01045--001
*****70.00 *****70.00

Re: DIGITAL BROADCAST NETWORK CORPORATION
(Missouri Domestic)
Order #: 1325496

Gentlemen:

As requested by counsel, we enclose for filing Application for Certificate of Authority on behalf of this corporation, together with funds in payment of the required fees.

Evidence of the filing should be returned to this office by regular mail, using the enclosed self-addressed stamped envelope.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Yours truly,

Bonnie L. Love

Bonnie L. Love
Customer Specialist

Enc.

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DIVISION OF CORPORATIONS

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. DIGITAL BROADCAST NETWORK CORPORATION

(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. Missouri

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

3. 43-1802839

(FEI number, if applicable)

4. January 20, 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 817.156, F.S.))

7. 977 Charter Commons, Chesterfield, Missouri 63017-0609

(Current mailing address)

8. Provide high speed computer network service.

(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

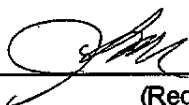
Plantation, Florida, 33324

(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



(Registered agent's signature) (Officer)

Jonathan L. Miles, Asst. Secy.

(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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

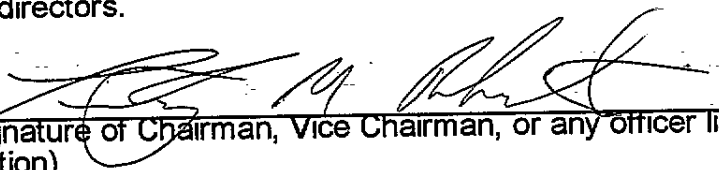
Address: _____

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. Timothy M. Roberts, President

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

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VII. Officer and/or Director Information.

Officer: Timothy M. Roberts, President
Business Address: 977 Charter Commons
Chesterfield, MO 63017-0609
Residence Address: 56 Highland Park Drive
Chesterfield, MO 63017
Social Security No: 490-86-2328

Officer: Richard S. Skoba, Vice President
Business Address: 977 Charter Commons
Chesterfield, MO 63017-0609
Residence Address: 857 Forest Trace Drive
Chesterfield, MO 63017
Social Security No: 488-74-3272

Officer: Mark A. Ivie, Secretary
Business Address: 977 Charter Commons
Chesterfield, MO 63017-0609
Residence Address: 16416 Laurel Park Court
Grover, MO 63040
Social Security No: 500-72-6309

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VII. Officer and/or Director Information (Con't)

Director: James J. Roberts
Business Address: 977 Charter Commons
Chesterfield, MO 63017
Social Security No: 494-58-8953

Director: James J. Lahay
Business Address: 500 North Broadway
Suite 1400
St. Louis, MO 63102
Social Security No: 486-58-8983

Director: William M. Roberts
Business Address: 599 Broadway
SOHO International Center
New York, NY 10012
Social Security No: 491-38-2413

Director: Bernard Schneider
Business Address: 1701 Harbor Bay Parkway
Alameda, CA 94502
Social Security No: 346-50-7896

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STATE OF MISSOURI



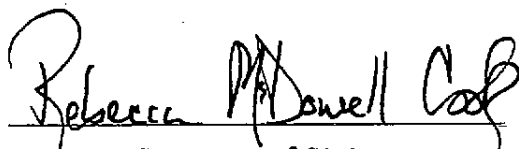
Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE
OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE
AND IN MY CARE AND CUSTODY REVEAL THAT
DIGITAL BROADCAST NETWORK CORPORATION

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 20TH
DAY OF JANUARY, 1998, AND IS IN GOOD STANDING, HAVING FULLY
COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
14TH DAY OF JULY, 1998.


Secretary of State



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DIVISION OF CORPORATE AFFAIRS
SECRETARY OF STATE