

F98000004631

Document Number Only

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

300002615009--5  
-08/13/98--01070--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

High Speed Access Corp.

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DIVISION OF CORPORATION

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|-----------------------------------------------|-----------------------------------------------------|----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit    | <input type="checkbox"/> Amendment                  | <input type="checkbox"/> Merger                    |
| <input checked="" type="checkbox"/> NonProfit |                                                     |                                                    |
| <input checked="" type="checkbox"/> Foreign   | <input type="checkbox"/> Dissolution/Withdrawal     | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership  | <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Reinstatement        | <input type="checkbox"/> Name Registration          | <input type="checkbox"/> Change of R.A.            |
| <input type="checkbox"/> Fictitious Name      | <input type="checkbox"/> UCC-1 Financing Statement  | <input type="checkbox"/> UCC-3 Filing              |
| <input type="checkbox"/> Certified Copy       | <input type="checkbox"/> Photo Copies               | <input type="checkbox"/> CUS                       |
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| <input checked="" type="checkbox"/> Walk In   | <input type="checkbox"/> Will Wait                  | <input checked="" type="checkbox"/> Pick Up        |
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TALLAHASSEE, FLORIDA  
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**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. High Speed Access 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. 61-1324009

(FEI number, if applicable)

4. April 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 817.156, F.S.))

7. 1000 W. Ormsby Avenue, Suite 210, Louisville, Kentucky 40210

(Current mailing address)

8. To engage in broadband high-speed data network business.

(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)

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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

Carol Record

(Registered agent's signature) (Officer)

Carol Record, Asst. Sec'y

(Type Name and Title of Officer)

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: \_\_\_\_\_  
\_\_\_\_\_

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**HIGH SPEED ACCESS CORP.****Officers**

W. Kent Oyler, III  
1000 W. Ormsby Ave, Suite 220  
Louisville, KY 40210

CEO, Secretary, Treasurer

Ronnie W. Pitcock  
38 Lark Bunting Lane  
Littleton, CO 80127

President

David F. Gibbs  
1000 W. Ormsby Ave, Suite 220  
Louisville, KY 40210

Executive Vice President

**Directors**

David A. Jones, Jr.  
101 S. Fifth St., Suite 1850  
Louisville, KY 40202

Robert A. Saunders  
101 S. Fifth St., Suite 1850  
Louisville, KY 40202

Irving Bailey  
101 S. Fifth St., Suite 1850  
Louisville, KY 40202

Michael Gellert  
101 S. Fifth St., Suite 1850  
Louisville, KY 40202

Ronnie W. Pitcock  
38 Lark Bunting Lane  
Littleton, CO 80127

Joseph S. Gans, III  
101 S. Fifth St., Suite 1850  
Louisville, KY 40202

W. Kent Oyler, III  
1000 W. Ormsby Ave, Suite 220  
Louisville, KY 40210

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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. \_\_\_\_\_

*Kent Oyler* CEO, Secretary, Treasurer

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

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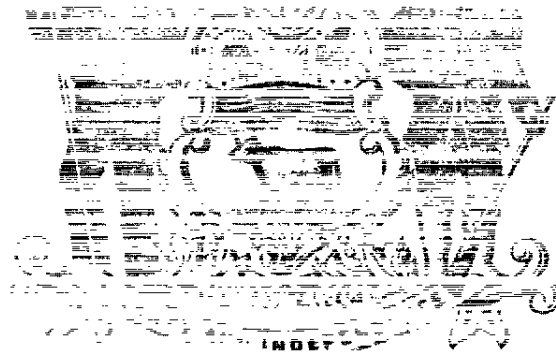
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGH SPEED ACCESS 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 THIRTY-FIRST DAY OF JULY, A.D. 1998.

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



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE: 9229779

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07-31-98