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CORPORATE  
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INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800)-969-1666 . Fax (904) 222-1666

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WALK IN  
DIVISION OF CORPORATION  
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Foreign

1.) First World Communications, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

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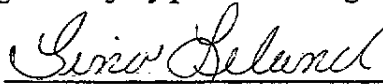
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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. FirstWorld Communications, 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. \_\_\_\_\_  
(FEI number, if applicable)
4. 02/23/98  
(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. 9333 Genesee Avenue, Suite 200  
San Diego, CA 92121  
(Current mailing address)
8. Long distance telecommunications services / Fiber optic network design & 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: NRAI Services, Inc.  
Office Address: 526 E. Park Avenue  
Tallahassee, Florida, 32301  
(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.*



Tina Leland (Registered agent's signature)

Asst. Secretary for NRAI Services, Inc.

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.

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**ADDENDUM LISTING THE OFFICERS AND DIRECTORS**

**OF**

**FIRSTWORLD COMMUNICATIONS, INC.**

**OFFICERS:**

President	Donald L. Sturm	3033 E. First Avenue, #200 Denver, CO 80206-5698
Vice President	Robert E. Randall	4472 Heritage Glen Lane San Diego, CA 92130
Secretary	Dennis Mulroy	4370 Mensha Place San Diego, CA 92130

**DIRECTORS:**

Chairman	Donald L. Stunn	3033 E. First Avenue, #200 Denver, CO 80206-5698
Director	Robert E. Randall	4472 Heritage Glen Lane San Diego, CA 92130
Director	Melanie Sturm	5430 Chevy Chase Parkway NW Washington, DC 20015
Director	Jim Spitzenberger	16108 Burt Street Omaha, NE, 68118
Director	Kevin Garland	1703 Solana Springs Sugar Land, TX 77479
Director	Rodney Malcolm	4409 Mildred Street Bellaire, TX 77401
Director	John Stiska	5307 Soledad Rancho Court San Diego, CA 92109

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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: Please see attached Addendum

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Please see attached Addendum

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.

Robert E. Randall, 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

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRSTWORLD COMMUNICATIONS, 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 SEVENTH DAY OF AUGUST, 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  
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9241181

DATE: 08-07-98