



THE UNITED STATES
CORPORATION
COMPANY

98000007044

ACCOUNT NO. : 072100000032

REFERENCE : 073213 7159293

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 78.75

ORDER DATE : December 21, 1998

ORDER TIME : 1:10 PM

ORDER NO. : 073213-005

300002723683--2

CUSTOMER NO: 7159293

CUSTOMER: Mr. Bruce Klein
Sage Networks Inc..
11 Martine Avenue

White Plains, NY 10606

FOREIGN FILINGS

NAME: SAGE NETWORKS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

File 1st

12/28
FILED
98 DEC 28 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
98 DEC 28 PM 2: 04
DIVISION OF CORPORATION

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. Sage Networks, 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 3. 13-3978980
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/8/98 5. Perpetual
(Date of Incorporation) (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. 215 First Street, Cambridge, MA 02142

(Current mailing address)

8. Trade and Internet 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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company
By: Karen B. Rozar
(Registered agent's signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

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: (Street address ONLY- P.O. Box NOT acceptable)

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

Co- Chairman: Leonard J. Fassler

Address: 11 Martine Ave.
White Plains, NY 10606

Co- Chairman: Bradley A. Feld

Address: 215 First Street
Cambridge, MA 02142

CEO Stephen Maggs

Address: 9735 Summer Oaks Drive
Roswell, GA 30076

Director: SEE ATTACHMENT

Address: _____

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

COO Rajat Bhargava

Address: 215 First Street
Cambridge, MA 02142

Sr. Vice President: and General Counsel Bruce S. Klein

Address: 11 Martine Ave
White Plains, NY 10606

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  Sr. Vice President

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Bruce S. Klein, Senior Vice President and General Counsel

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ATTACHMENT

12. The names and respective addresses of its directors are (cont'd.):

<u>NAME</u>	<u>ADDRESS</u>
Merril M. Halpern	215 First Street, Cambridge, MA 02142
Thomas C. Dircks	215 First Street Cambridge, MA 02142
Patricia Riley	215 First Street Cambridge, MA 02142
Jay M. Gates	215 First Street Cambridge, MA 02142

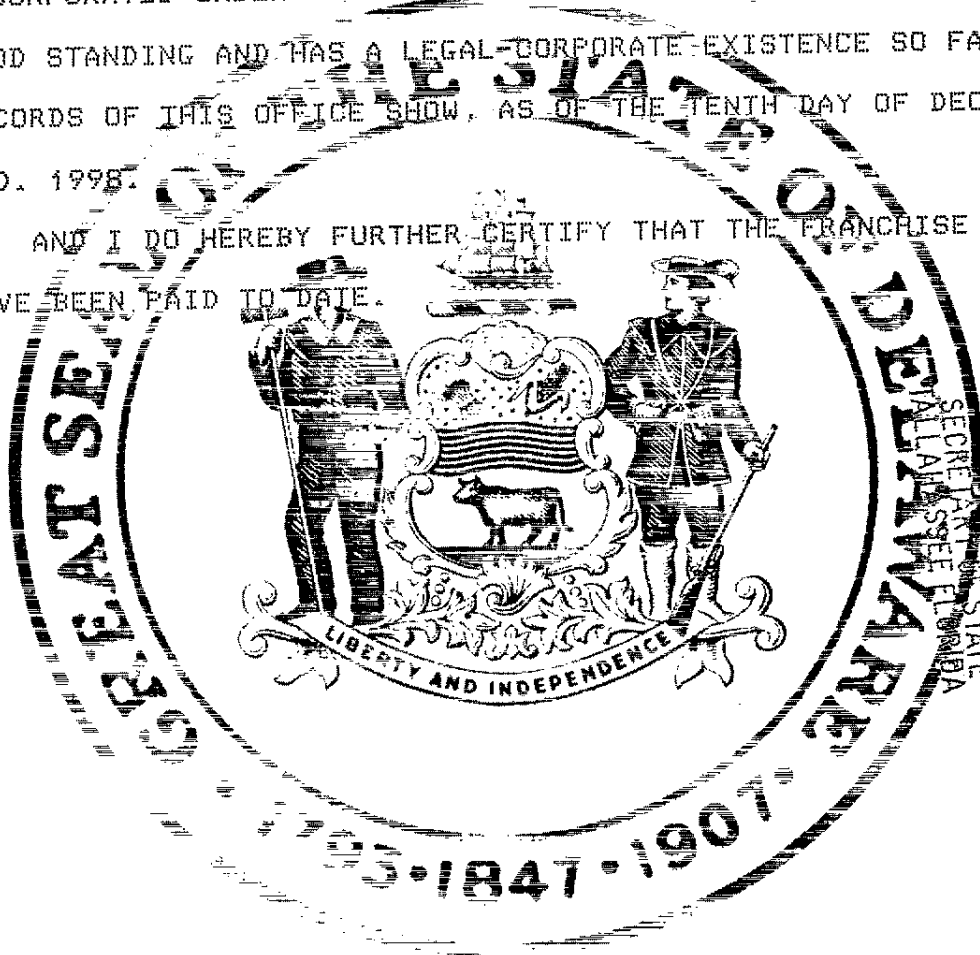
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TALLAHASSEE FLORIDA

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 "SAGE NETWORKS, 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 TENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



98 DEC 28 PM 4:09

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9452984

DATE:

12-10-98

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