

F990000002225

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

600002857196--0
-04/29/99--01105--027
*****70.00 *****70.00

CORPORATION(S) NAME

Global Crossing USA Inc.

| | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

99 MAR 29 PM 2:17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtu
4/29

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/29/99

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

99 APR 29 PM 1:35

**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. Global Crossing USA 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. 3/2/99

(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. 150 El Camino Drive, Suite 204Beverly Hills, CA 90212

(Current mailing address)

Any lawful act or activity for which corporations may be

8. organized under the Florida Business Corporation Act

(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 SystemOffice Address: c/o C-T Corporation System, 1200 South Pine
Island RoadPlantation, 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)

M.T. FITZPATRICK

ASSISTANT SECRETARY

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
99 MAR 29 PM 2:18

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Barry Porter

Address: 150 El Camino Drive

Suite 204, Beverly Hills, CA 90212

Director: Sherri Cook

Address: 150 El Camino Drive, Suite 204

Beverly Hills, CA 90212

B. OFFICERS

President: Barry Porter

Address: 150 El Camino Drive, Suite 204

Beverly Hills, CA 90212

Vice President: Sherri Cook

Address: 150 El Camino Drive, Suite 204

Beverly Hills, CA 90212

Secretary: Sherri Cook

Address: 150 El Camino Drive, Suite 204

Beverly Hills, CA 90212

FILED
SECRETARY OF STATE
MAR 29 PM 2:18

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. _____

Sherri Cook Vice President/Secretary

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

FILED
SECRETARY OF STATE
99 MAR 29 PM 2:18

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 "GLOBAL CROSSING USA 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 SIXTEENTH DAY OF APRIL, A.D. 1999.

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

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
99 MAR 29 PM 2:18



Edward J. Freel
Edward J. Freel, Secretary of State

3011328 8300

AUTHENTICATION: 9690275

991149356

DATE: 04-16-99