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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

ISP Channel Inc.

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAY 14 PM 4:16

- Walk In
- Mail Out
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- Photocopy

Pick Up Time

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- ARTICLES ONLY
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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99 MAY 14 AM 11:06
DIVISION OF CORPORATION

BKC
5/14/99

Ordered By: _____

Date: _____

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:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 14 PM 4:16

1. ISP Channel, 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. See attached
(FEI number, if applicable)

4. 3/17/94
(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. 650 Townsend Street, Suite 225

San Francisco, CA 94103
(Current mailing address)

8. Any and all actions permitted to a corporation under Florida law.
(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)

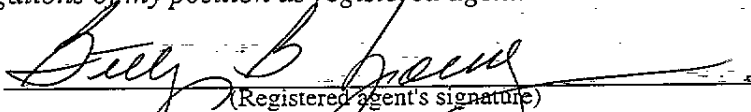
Name: NationsCorp Registered Agents, Inc.

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.


(Registered agent's signature)

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)

Please see attached exhibit

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

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached list

Address: _____

Vice President: _____

Address: _____

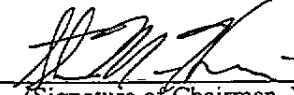
Secretary: _____

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. Steven M. Harris, Secretary _____
(Typed or printed name and capacity of person signing application)

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Names	Directors and Officers	Company	Address
Larry Brilliant	Chairman & Director	ISP Channel, Inc.	650 Townsend Street Suite 225, San Francisco California 94103
Ian Aaron	President & Director	ISP Channel, Inc.	650 Townsend Street Suite 225, San Francisco California 94103
Garrett Girvan	Director, COO & VP	ISP Channel, Inc.	650 Townsend Street Suite 225, San Francisco California 94103
Steve Harris	Secretary & VP	ISP Channel, Inc.	650 Townsend Street Suite 225, San Francisco California 94103
Doug Sinclair	Treasurer & VP	ISP Channel Inc.	650 Townsend Street Suite 225, San Francisco California 94103
Mark Phillips	Assistant Treasurer	ISP Channel Inc.	650 Townsend Street Suite 225, San Francisco California 94103
Jason Wilson	Assistant Secretary	ISP Channel Inc.	650 Townsend Street Suite 225, San Francisco California 94103

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Stock Authorized: 1,500 shares @\$0.0001 per share par value.
Stock Issued: 1,500 shares

FEIN: 93-1147485

State of Delaware
Office of the Secretary of State

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISP CHANNEL, 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 THIRTEENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ISP CHANNEL, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF MARCH, A.D. 1994.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2385910 8300

991190778

AUTHENTICATION:

9742462

DATE:

05-13-99