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Document Number Only

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

600002893936-5
-06/03/99--01044--018
*****78.75 *****78.75

CORPORATION(S) NAME

Crown Network Systems, 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 checked="" 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		

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TALLAHASSEE, FLORIDA

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6/3/99

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W.P. Verifier _____

06/03/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

**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. Crown Network Systems, 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. Pennsylvania 3. 25-1695742
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/20/92 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 375 Southpointe Blvd.
Canonsburg, PA 15317
(Current mailing address)

8. Any and all lawful purposes.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

Jennifer M Burnett
(Registered agent's signature)

Jennifer M Burnett, Asst. Secy.

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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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: SEE ADDENDUM

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: John Patrick Kelly

Address: 375 Southpointe Blvd.
Canonsburg, PA 15317

Vice President: Gilbert Armenta

Address: 375 Southpointe Blvd.
Canonsburg, PA 15317

Secretary: Kathy Glass-Broussard

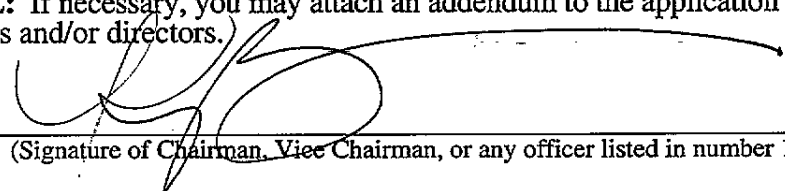
Address: 510 Bering Drive, Suite 500
Houston, Texas 77057

Treasurer: Wesley D. Cunningham

Address: 510 Bering Drive, Suite 500
Houston, Texas 77057

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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. Kathy Glass-Broussard, Secretary
(Typed or printed name and capacity of person signing application)

Crown Network Systems, Inc.

ADDENDUM

Directors:

Robert A. Crown
375 Southpointe Blvd.
Canonsburg, PA 15317

Carl Ferenbach
375 Southpointe Blvd.
Canonsburg, PA 15317

Ted B. Miller, Jr.
510 Bering Drive, Suite 500
Houston, Texas 77057

Stuart A. Williams
375 Southpointe Blvd.
Canonsburg, PA 15317

David L. Ivy
510 Bering Drive, Suite 500
Houston, Texas 77057

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Crown Network Systems, Inc.

ADDENDUM

Officers:

John Patrick Kelly, President
375 Southpointe Blvd.
Canonsburg, PA 15317

Charles C. Green, III, Chief Financial Officer
510 Bering Drive, Suite 500
Houston, Texas 77057

Gilbert Armenta, Vice President
375 Southpointe Blvd.
Canonsburg, PA 15317

Gerald W. Vogl, Vice President
375 Southpointe Blvd.
Canonsburg, PA 15317

Tod Bettenhausen, Vice President-Business Development
375 Southpointe Blvd.
Canonsburg, PA 15317

Joseph L. Bressan, Vice President-Finance
375 Southpointe Blvd.
Canonsburg, PA 15317

Wesley D. Cunningham, Vice President-Treasurer
510 Bering Drive, Suite 500
Houston, Texas 77057

Jed Peter Fawaz, Vice President – Engineering
375 Southpointe Blvd.
Canonsburg, PA 15317

Holly Ernst Groschner, Vice President, General Counsel, Asst. Secretary
375 Southpointe Blvd.
Canonsburg, PA 15317

Pamela Morais, Vice President – Human Resources
375 Southpointe Blvd.
Canonsburg, PA 15317

John Powers, Vice President – Crown Regional Markets
581 Chestnut Court
Wauconda, IL 60084

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David P. Synder, Vice President – Chief Technology Officer
375 Southpointe Blvd.
Canonsburg, PA 15317

Jimmy R. Taylor, Vice President – General Manager
510 Bering Drive, Suite 500
Houston, Texas 77057

Mark Uminski, Vice President – General Manager
510 Bering Drive, Suite 500
Houston, Texas 77057

Kathy Glass-Broussard, Secretary
510 Bering Drive, Suite 500
Houston, Texas 77057

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TALLAHASSEE FLORIDA

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 27, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

CROWN NETWORK SYSTEMS, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

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TALLAHASSEE FLORIDA



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Ditzinger

Secretary of the Commonwealth

DBOH