



# F99000004187

ACCOUNT NO. : 072100000032

REFERENCE : 340295 4304935

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

ORDER DATE : August 12, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 340295-005

CUSTOMER NO: 4304935

CUSTOMER: Thomas R. Mulcahy, Legal Asst  
Edwards & Angell, LLP  
101 Federal Street

Boston, MA 02110-1800

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FOREIGN FILINGS

NAME: SOUTHERN DIGITAL NETWORK, INC.

XXXX QUALIFICATION (TYPE: CO)

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

*bx*

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TALLAHASSEE, FLORIDA

**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. Southern Digital Network, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 14, 1999 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. 390 North Orange Avenue, Suite 2000  
Orlando, Florida 32801  
(Current mailing address)

8. To engage in any lawful business activity.  
(Purpose(s) of corporation authorized in home state or country to be carried out in 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: Laura P. Duff  
(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)

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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

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

14. Michael P. Gallagher, President  
(Typed or printed name and capacity of person signing application)

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**EXHIBIT A**

**SOUTHERN DIGITAL NETWORK, INC.**

**OFFICERS & DIRECTORS**

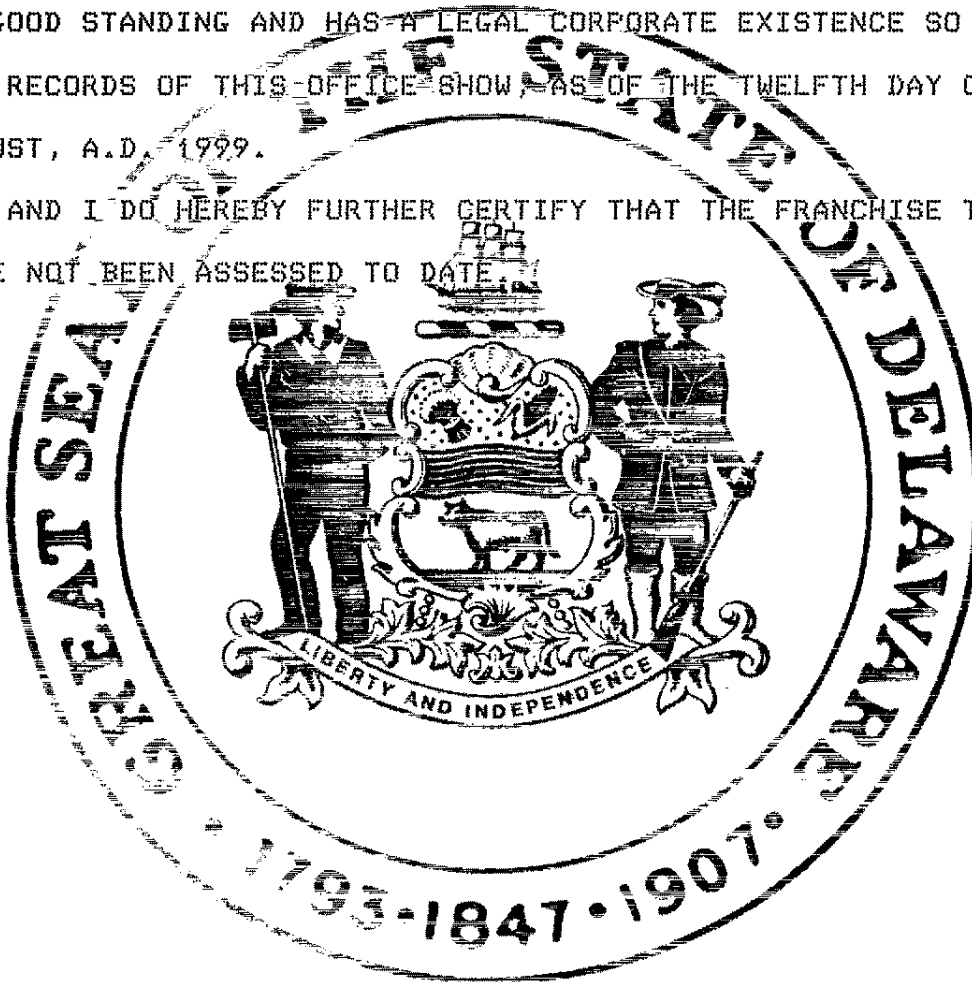
<b><u>Office</u></b>	<b><u>Name</u></b>	<b><u>Address</u></b>
President and Director	Michael P. Gallagher	390 North Orange Avenue, Suite 2000, Orlando, Florida 32894
Treasurer & Secretary	James DaBramo	1523 South Greenleaf Court, Winter Springs, Florida 32708
Director	Richard B. Kolsby	4575 Peachtree Dunwoody Road, Atlanta, Georgia 30342
Director	Peter H. O. Claudy	M/C Venture Partners, 75 State Street, Suite 2500, Boston, MA 02109
Director	Matthew Rubins	M/C Venture Partners, 75 State Street, Suite 2500, Boston, MA 02109
Director	David D. Croll	M/C Venture Partners, 75 State Street, Suite 2500, Boston, MA 02109

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State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN DIGITAL NETWORK, 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 TWELFTH DAY OF AUGUST, A.D. 1999.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9919137

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DATE: 08-12-99