



F99000005829

ACCOUNT NO. : 072100000032
 REFERENCE : 474818 5054219
 AUTHORIZATION : Patricia Pizito
 COST LIMIT : \$ 70.00

ORDER DATE : November 9, 1999
 ORDER TIME : 11:43 AM
 ORDER NO. : 474818-005
 CUSTOMER NO: 5054219

900003041299-4

CUSTOMER: Ms. Michele Lippert
 Vstream Incorporated
 5777 Central Avenue
 Suite 120
 Boulder, CO 80301

FOREIGN FILINGS

NAME: VSTREAM INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jamela Abaied

FILED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 99 NOV 10 PM 3:20

RECEIVED
 99 NOV 10 PM 12:58
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

BK 11/10/99

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. VStream Incorporated
(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, USA (State or country under the law of which it is incorporated)
3. 84-1407805 (FEI number, if applicable)
4. 4/17/97 (Date of incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. 11/30/99 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5777 Central Avenue #120 Boulder, CO 80301 (Current mailing address)
8. sale of internet enhanced business communication service (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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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: Kurt Plender (Registered agent's signature)
Kurt Plender

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)

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: PAUL BERBERZIAN

Address: 9400 Owl Lane Boulder CO 80301

Vice President: NONE

Address: _____

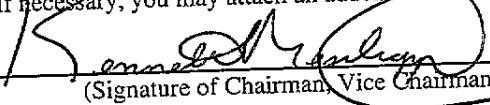
TREASURER/Secretary: JAMES LEJEAL

Address: 9610 Ancelet Lane Lafayette, CO 80024

ASST. Treasurer: KENNETH MESIKAPP

Address: 3905 WEST BUCKTHORN DR. LONGMONT, CO 80503

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. KENNETH MESIKAPP ASST. TREASURER/CONTROLLER
(Typed or printed name and capacity of person signing application)

VStream Incorporated

FIN: 84-1407805

Board of Directors

Paul	Berberian	9400 Owl Lane	Boulder	CO	80301	President
James	LeJeal	9610 Avocet Lane	Lafayette	CO	80026	Chief Financial Officer
Byron	Chrisman	5777 Central Ave #125	Boulder	CO	80301	Director
Brad	Feld	333 W. San Carlos, #1225	San Jose	CA	95110	Director
Don	Parsons	1428 15th St	Denver	CO	80202	Director
Jack	Tankersley	1600 Wynkoop St, #300	Denver	CO	80202	Director

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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: VStream Incorporated
(Name of corporation - must include suffix)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 10 PM 3:20

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kenneth Mesikapp
(Name of Person)
VStream Incorporated
(Firm/Company)
5777 Central Ave #120
(Address)
Boulder CO 80301
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Kenneth Mesikapp at (303) 928.2400
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

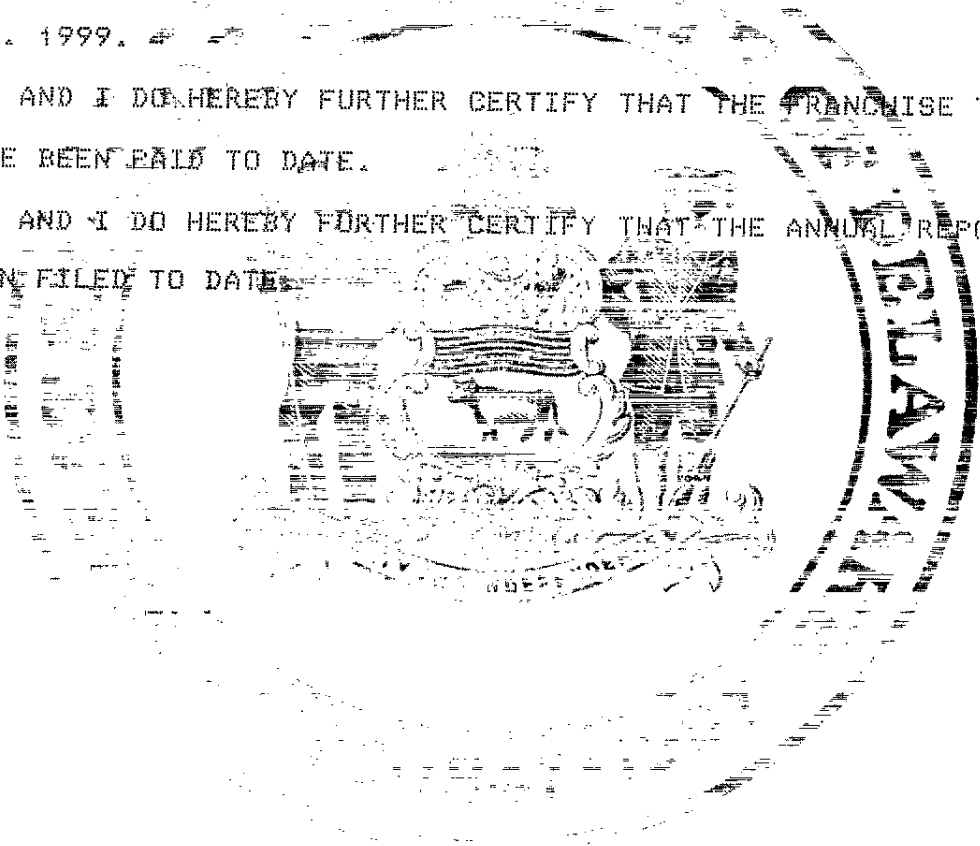
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VSTREAM INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 1999.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 NOV 10 PM 3:20

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

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2741821 8300

991476672

AUTHENTICATION: 0071805

DATE: 11-09-99