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C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

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-12/22/99--01085--004
******8.75 ******8.75

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*****70.00 *****70.00

CORPORATION(S) NAME

PF. Net Network Services Corp.

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(✓) Profit
( ) NonProfit
( ) Limited Liability Company
(✓) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership
( ) Certified Copy

( ) Annual Report
( ) Fict. Filing
( ) Fict. Filing Cancel
( ) Photo Copies

( ) Other
( ) Change of R.A.
( ) UCC-1 UCC-3
(✓) CUS

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Thanks, Melanie

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TALLAHASSEE, FLORIDA

CR2E031 (1-89)

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. PF.Net Network Services Corp.
(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. 91- 1949377
(FEI number, if applicable)

4. September 28, 1999
(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. 1625 B Street, Washougal, Washington 98671
(Current mailing address)

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8. provision of telecommunications services
(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 System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, 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

Kevin Gallagher

(Registered agent's signature) (Officer)

KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)
CT System

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: See attached list of directors

Address: ______________________

____

Vice Chairman: See attached list of directors

Address: ______________________

____

Director: See attached list of directors

Address: ______________________

____

Director: ______________________

Address: ______________________

____

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B. OFFICERS

President: See attached list of officers

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. Stephen Irwin, Vice President
(Typed or printed name and capacity of person signing application)

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PF.NET NETWORK SERVICES CORP.

OFFICER/DIRECTOR RIDER

Officers:

John Warta	President	1625 B Street Washougal, WA 98671
Stephen Irwin	Vice President	c/o Olshan Grundman 505 Park Avenue New York, NY 10022
Phil Wright	Vice President/Secretary/Treasurer	1625 B Street Washougal, WA 98671
Charles Zito	Asst. Secretary	c/o Olshan Grundman 550 Park Avenue New York, NY 10022

Directors:

John Warta	1625 B Street Washougal, WA 98671
Stephen Irwin	c/o Olshan Grundman 505 Park Avenue New York, NY 10022
Brian Kwiat	c/o Odyssey Investment 280 Park Avenue, 38th Floor New York, NY 10017
George Damiris	c/o Koch Ventures, Inc. 4111 E. 37th Street North Wichita, KS 67220

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PF.NET NETWORK SERVICES CORP." 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 THIRTIETH DAY OF NOVEMBER, A.D. 1999.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 0107390

DATE: 11-30-99