CORPORATION(S) NAME

El Pasco Networks, L.L.C.		AND	
			
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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615 MO1-146

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

El Paso Networks, L.L.C.	Name of Carrier United Healthy company)
(.	Name of foreign limited liability company)
Delaware	3. 76-0662255
(Jurisdiction under the law of which foreign company is organized)	limited liability (FEI number, if applicable)
11/30/2000	5. Perpetual
(Date of Organization)	(Duration: Year limited liability company will cease to exist or "perpetual")
Upon qualification	<u> </u>
(Date first transacted busines	ss in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
1001 Louisiana Street, Houston, TX 77002	
	25 S
	(Street address of principal office)
	- 57 -
. If limited liability company is a man	nager-managed company, check here
701 17 1 11 11 11 11 11 11 11 11 11 11 11	
	managing members or managers are as follows:
Quanta Investors, L.L.C.,	1001 Louisiana Street, Houston, Texas 77002
9 · · · · · · · · · · · · · · · · · · ·	
	e, no more than 90 days old, duly authenticated by the official having custody of rec
	nized. (A photocopy is not acceptable. If the certificate is in a foreign language, a
anslation of the certificate under oath of the tran	slator must be submitted.)
Nature of business or purposes to business or purposes to business.	be conducted or promoted in Florida:
1. Nature of business of purposes to	be conducted of promoted in violida.
See Attachment	
_See_attache	d signature block
	nember or an authorized representative of a member. ection 608.408(3), F.S., the execution of this document constitutes
an affirmation under	the penalties of perjury that the facts stated herein are true.)
David L. Siddall, V	vice President

Typed or printed name of signee

Sole Member of El Paso Networks, L.L.C.

By: Photon Investors, L.L.C.

Sole Member of Quanta Investors, L.L.C.

By: El Paso Photon Investor, L.L.C.

Sole Member of Photon Investors, L.L.C.

David I. Sidda

Vice President

18.W 22 PM 1

Nature of the LLC's Business

The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized to do business under the laws of this State.

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FILED

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

El Paso Networks, L.L.C.	N A
2. The name and the Florida street address of the registered agent and office are:	I JAN 22 ECRETARY LLAHASSI
C T Corporation System	PA PA
(Name)	4 1:39 FSTATE FLORIDA
c/o C T Corporation System, 1200 South Pine Island Road	IDA IDA
Florida street address (P.O. Box NOT ACCEPTABLE)	-
Plantation FL 33324	
City/State/Zip	

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

C T Corporation Syste

By

VICTOR ALFANO ASSISTANT SECRETARY

\$ 100.00 Filing Fee for Application

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

State of Delaware Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EL PASO NETWORKS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JANUARY, A.D. 2001.

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

Secretary of State

AUTHENTICATION: 0920089

DATE: 01-17-01

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