

MO200001137

ALSTON BIRD LLP
One Atlantic Center
100 Peachtree Street
Atlanta, Georgia 30309-3424

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Karen Taylor Rodriguez

Direct Dial: 404-881-7917

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April 22, 2002

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Florida Qualification

500005326295--7
-04/23/02--01047--004
****155.00 ****155.00

Dear Sir or Madam:

Enclosed for filing with your office is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and a Certificate of Designation of Registered Agent/Registered Office. I have also enclosed a Certificate of Existence from Georgia and our check in the amount of \$155. The check is for the cost of the filing fee for the application, designation of registered agent, and for a certified copy. I would appreciate your filing these documents with your office as soon as possible and returning evidence of filing to me.

Please contact me should you have any questions regarding the enclosed forms. Your kind assistance is greatly appreciated.

Very truly yours,

Karen Rodriguez
Karen Taylor Rodriguez
Corporate Paralegal

KTR:ctr
Enclosures

ATL01/11187016v1

Bank of America Plaza
101 South Tryon Street, Suite 4000
Charlotte, NC 28280-4000
704-444-1000
Fax: 704-444-1111

90 Park Avenue
New York, NY 10016
212-210-9400
Fax: 212-210-9444

3201 Beechleaf Court, Suite 600
Raleigh, NC 27604-1062
919-862-2200
Fax: 919-862-2260

601 Pennsylvania Avenue, N.W.
North Building, 10th Floor
Washington, DC 20004-2601
202-756-3300
Fax: 202-756-3333

FILED
02 MAY -3 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MO2-1137
QR



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 2002

KAREN TAYLOR RODRIGUEZ
1201 WEST PEACHTREE STREET
ATLANTA, GA 30309-3424

SUBJECT: LAYER 3 COMMUNICATIONS (GEORGIA), LLC
Ref. Number: W02000012156

We have received your document for LAYER 3 COMMUNICATIONS (GEORGIA), LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 602A00026085

02 MAY -3 AM 11:41

FILED

ALSTON & BIRD LLP

One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

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Karen Taylor Rodriguez

Direct Dial: 404-881-7917

E-mail: krodriquez@alston.com

May 1, 2002

VIA: OVERNIGHT DELIVERY

Ms. Tammi Cline
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Florida qualification for Layer 3 Communications (Georgia), LLC

Dear Ms. Cline:

Enclosed for filing with your office is a corrected Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent/Registered Office, as well as the required Certificate of Existence from Georgia. The application was returned to me to correct Item No.6 in the original application. I understand that you kept the check representing payment of the filing fees to use when you received the corrected application. I would appreciate your filing these documents with your office as soon as possible and returning evidence of filing to me.

Please contact me should you have any questions regarding the enclosed forms. Your kind assistance is greatly appreciated.

Very truly yours,


Karen Taylor Rodriguez
Corporate Paralegal

KTR:ctr
Enclosures

ATL01/11192551v1

Bank of America Plaza
101 South Tryon Street, Suite 4000
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601 Pennsylvania Avenue, N.W.
North Building, 10th Floor
Washington, DC 20004-2601
202-756-3300
Fax: 202-756-3333

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION 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:

1. Layer 3 Communications (Georgia), LLC
(Name of foreign limited liability company)
2. Georgia 3. 52-211434
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 11, 1998 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 13575 58th Street North, Suite 200
Clearwater, FL 33760
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

1670 Oakbrook Drive

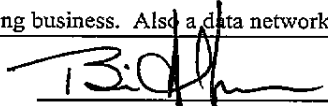
Suite 365

Norcross, GA 30093

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Local and wide area network

design and consulting business. Also a data networking systems integrator providing networking hardware elements.


Signature of a member or an authorized representative of a member.

(In accordance with section 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.)

Brian Afanador

Typed or printed name of signer

FILED
02 MAY - 3 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Layer 3 Communications (Georgia), LLC

2. The name and the Florida street address of the registered agent and office are:

Brian Afanador

(Name)

13575 58th Street North, Suite 200

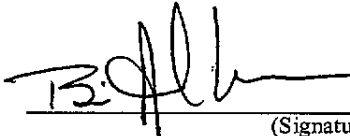
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Clearwater

FL 33760

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..



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
02 MAY -3 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : K829997
DATE INC/AUTH/FILED: 08/11/1998
JURISDICTION : GEORGIA
PRINT DATE : 04/30/2002
FORM NUMBER : 211

ALSTON AND BIRD, LLP
KAREN RODRIGUEZ
1201 W. PEACHTREE ST. ONE ATLANTIC CENTER
ATLANTA, GA 30309-3424

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

LAYER 3 COMMUNICATIONS (GEORGIA) LLC
A GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20020430203820691



Cathy Cox
Secretary of State