



THE UNITED STATES
CORPORATION
COMPANY

M97000000230

ACCOUNT NO. : 072100000032

REFERENCE : 343680 4303194

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 29 PM 1:32

ORDER DATE : April 24, 1997

ORDER TIME : 10:48 AM

ORDER NO. : 343680-020

CUSTOMER NO: 4303194

CUSTOMER: Vivian Godoy, Legal Assistant
Paul Hastings Janofsky &
26th Floor
555 South Flower Street
Los Angeles, CA 90071

100002158701--8

FOREIGN FILINGS

NAME: ONEPOINT COMMUNICATIONS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

PK
4/29/97

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

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APR 29 PM 3:32

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. OnePoint Communications, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 36-4066501
(FEI number, if applicable)

4. March 19, 1996
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Will be transacting business shortly
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2201 Waukegan Road, Suite E-200
Bannockburn, Illinois 60015
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.
(attach additional page if necessary)

| NAME AND ADDRESS: | TITLE: | NAME & ADDRESS: | TITLE: |
|--|----------------|-----------------|--------|
| <u>James A. Otterbeck</u> | <u>Manager</u> | _____ | _____ |
| <u>2201 Waukegan Road, Suite E-200</u> | | _____ | |
| <u>Bannockburn, IL 60015</u> | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |
| _____ | | _____ | |

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY

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DIVISION OF CORPORATIONS
17 APR 29 PM 1:32

The undersigned member or authorized representative of a member of _____

OnePoint Communications, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$1, 640,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ _____. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,640,000. This total includes amounts from 2 and 3 above.

Member: AMI-VCOM 2, Inc.
By: James A. Otterbeck, President

44
17
34

James A. Otterbeck

Signature of a member or authorized representative of a member
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that that facts stated herein are true.)

**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, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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97 APR 19 PM 1:32

1. The name of the limited liability company is: _____

OnePoint Communications, LLC

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

1200 So. Pine Island Road

(P.O. Box or Mail Drop Box NOT acceptable)

Plantation, Florida 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.

C T CORPORATION SYSTEM

By: _____

(Signature)

M.T. FITZPATRICK
Assistant Secretary

April 17, 1997

(Date)

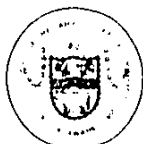
State of Delaware
Office of the Secretary of State

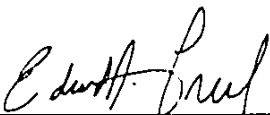
PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONEPOINT COMMUNICATIONS, 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 TWENTY-FIFTH DAY OF APRIL, A.D. 1997.

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




Edward J. Freel, Secretary of State

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971134739

AUTHENTICATION 8438376
04-25-97
DATE