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March 10, 1998

VIA AIRBORNE EXPRESS

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

400002455404--6

-04/15/98--01039--002

****145.00 ****145.00

400002455404--6

-03/12/98--01071--001

****140.00 ****140.00

Re: Certificate of Authority for MVX Communications, LLC

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of Foreign LLC;
2. One Certificate of Existence issued by the Nevada Secretary of State; and
3. A check in the amount of \$140.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

Please return evidence of this filing to the address listed above in the preaddressed Airborne Express envelope I have provided. Should you have any questions or require any additional information, please contact me. Thank you for your attention to this matter.

Sincerely,



Lynn Burlingame
Paralegal

Enclosures

cc: Mr. Jeff Richards

FILED
APR 15 AM 7:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

1. MVX 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. NEVADA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 94-329-1687
(FEI number, if applicable)

4. 12-05-97 5. 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON CERTIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1730 EL CAMINO REAL
SUITE 500 SAN MATEO, CALIFORNIA 94402
(Street address of principal office)

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TALLAHASSEE, FLORIDA

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 & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>ED BRINSKELE,</u>	<u>PRESIDENT</u>	<u></u>	<u></u>
<u>JEFF RICHARDS,</u>	<u>SECRETARY</u>	<u></u>	<u></u>
<u>PETE SCHUIT,</u>	<u>TREASURER</u>	<u></u>	<u></u>
<u>RONALD WEISER,</u>	<u>CHAIRMAN</u>	<u></u>	<u></u>

ALL OF THE ABOVE MENTIONED MANAGERS CAN BE LOCATED AT 1730 EL CAMINO
REAL, SUITE 500, SAN MATEO, CALIFORNIA 94402

**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.

1. The name of the limited liability company is: MVX COMMUNICATIONS, LLC

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

RICHARD A. MURDOCH, ESQ.

(Name)

980 FEDERAL HIGHWAY, SUITE 410

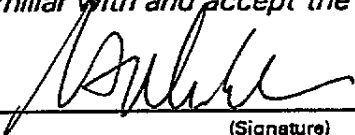
(P.O. Box or Mail Drop Box **NOT** acceptable)

BOCA RATON, FL 33432

(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



(Signature)

3/11/98

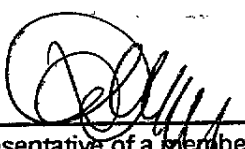
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
_____ MVX 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 \$ 1,260,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . 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
\$ 1,260,000 . This total includes amounts from 2 and 3 above.

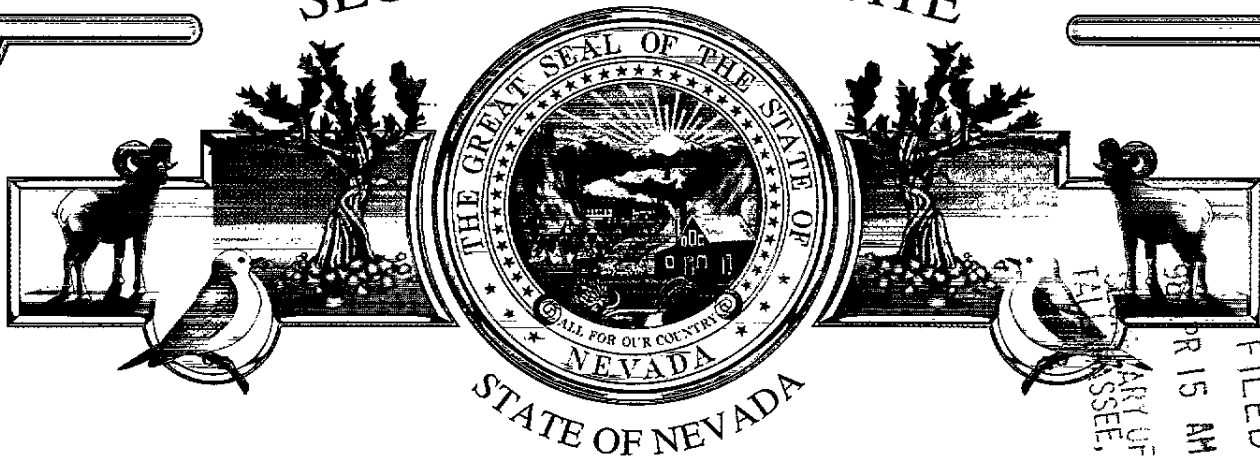


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

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TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **MVX COMMUNICATIONS LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 5, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 29, 1998.



Dean Heller

Secretary of State

By

Wendy Smith

Certification Clerk

FILED
JAN 15 AM 7:46
CLERK OF STATE
TALLAHASSEE, FLORIDA