



F99000006623 *file 2nd*

ACCOUNT NO. : 072100000032

REFERENCE : 510596 7191148

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : December 9, 1999

file 2nd

ORDER TIME : 11:49 AM

ORDER NO. : 510596-005

CUSTOMER NO: 7191148

900003076919--5

CUSTOMER: Becky Milanio, Corp Paralegal
Skylynx Communications, Inc.
1738 Union Street

San Francisco, CA 94123

FOREIGN FILINGS

NAME: SKYLYNX COMMUNICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

FILED
 RECEIVED
 99 DEC 23 AM 11:01
 99 DEC 21 PM 12:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

SC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 22, 1999

CHRISTINE LILLICH
CSC
TALLAHASSEE, FL 32301

SUBJECT: SKYLYNX COMMUNICATIONS, INC.
Ref. Number: W99000029214

We have received your document for SKYLYNX COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You failed to sign as registered agent.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 399A00059979

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 DEC 23 AM 11:01

FILED

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. SkyLynx Communications, Inc.
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 10, 1999 5. Perpetual
(Date of incorporation) (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. 600 South Cherry Street, Suite 400
Denver, CO 80246
Internet Service Provider (Current mailing address)
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 DEC 23 AM 11:00
FILED

10. Registered agent's 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 obligations of my position as registered agent.

Corporation Service Company
By: Kana P. Perry
(Registered agent's signature)

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

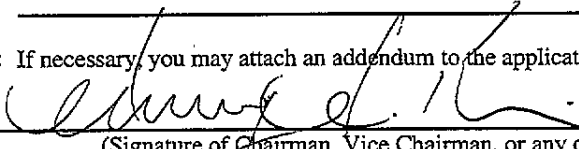
Address: _____

Treasurer: _____

Address: _____

FILED
DEC 23 AM 11:01
CLERK OF SUPERIOR COURT
ALACHUA COUNTY, FLORIDA

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. Jenny J. Kim, Vice President Legal Affairs
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

Officers

President

Jeffery A. Mathias
600 South Cherry Street, Suite 400, Denver, CO 80246

Chief Executive Officer

Jeffery A. Mathias
600 South Cherry Street, Suite 400, Denver, CO 80246

Chief Financial Officer

James E. Maurer
600 South Cherry Street, Suite 400, Denver, CO 80246

Secretary

Ned Abell
600 South Cherry Street, Suite 400, Denver, CO 80246

Vice President, Mergers and Acquisitions

Ned Abell
600 South Cherry Street, Suite 400, Denver, CO 80246

Vice President, Business Development

Dave Roberts
600 South Cherry Street, Suite 400, Denver, CO 80246

Vice President, Legal Affairs

Jenny J. Kim
600 South Cherry Street, Suite 400, Denver, CO 80246

Vice President, Integration

Steven R. Jesson
600 South Cherry Street, Suite 400, Denver, CO 80246

Directors

Jeffery A. Mathias
600 South Cherry Street, Suite 400, Denver, CO 80246

James E. Maurer
600 South Cherry Street, Suite 400, Denver, CO 80246

Frank P. Ragano
600 South Cherry Street, Suite 400, Denver, CO 80246

Robert Smith
600 South Cherry Street, Suite 400, Denver, CO 80246

J. Samuel Ridley
600 South Cherry Street, Suite 400, Denver, CO 80246

FILED
99 DEC 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SKYLYNX COMMUNICATIONS, INC." 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 TENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SKYLYNX COMMUNICATIONS, INC." WAS INCORPORATED ON THE TENTH DAY OF FEBRUARY, A.D. 1999.

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

3003581 8300

991531123



Edward J. Freel

Edward J. Freel, Secretary of State

0133161

AUTHENTICATION:

12-10-99

DATE: