

ORIGINAL 04 0658-TA

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FAX (269) 381-8822

GEORGE H. LENNON ROBERT M. TAYLOR
DAVID G. CROCKER RON W. KIMBREL
MICHAEL D. O'CONNOR PATRICK D. CROCKER
HAROLD E. FISCHER, JR. ANDREW J. VORBRICH
LAWRENCE M. BRENTON TYREN R. CUDNEY
GORDON C. MILLER STEVEN M. BROWN
GARY P. BARTOSIEWICZ KRISTEN L. GETTING
BLAKE D. CROCKER

OF COUNSEL
THOMPSON BENNETT
JOHN T. PETERS, JR.

VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

June 29, 2004

Blanca Bayó
Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

COMMISSION
CLERK
JUN 30 AM 10:47
RECEIVED FPSC

Re: Global Internetworking, Inc.

Dear Ms. Bayó:

Enclosed herewith for filing with the Commission, please find an original and 6 (six) copies of the above captioned corporation's APPLICATION FOR AUTHORITY TO PROVIDE ALTERNATIVE ACCESS VENDOR SERVICE WITHIN THE STATE OF FLORIDA, along with a check in the amount of \$250.00 to cover filing fees relating to same.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Please contact me if you have additional questions or concerns.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

enc

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check:

J. Brown

RECEIVED & FILED
J
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER DATE
07150 JUN 30 04
FPSC-COMMISSION CLERK

**** FLORIDA PUBLIC SERVICE COMMISSION ****

**DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
CERTIFICATION**

APPLICATION FORM

for

**AUTHORITY TO PROVIDE ALTERNATIVE ACCESS VENDOR SERVICE
WITHIN THE STATE OF FLORIDA**

Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 13).
- B. Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

Note: **A filing fee is required** for the sale, assignment or transfer of an existing certificate to another company (see Chapter 25-24.730, F.A.C.).

- E. If you have questions about completing the form, contact:
**Florida Public Service Commission
Division of Competitive Markets and Enforcements
Certification
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

This is an application for (check one):

) **Original certificate** (new company).

) **Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate authority rather than apply for a new certificate.

) **Approval of Assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

) **Approval for transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Global Internetworking, Inc.

3. Name under which applicant will do business (fictitious name, etc.):

N/A

4. Official mailing address (including street name & number, post office box, city, state, zip code):

8605 Westwood Center Drive, Suite 300
Vienna, VA 22182

5. Florida address (including street name & number, post office box, city, state, zip code):

Not Applicable. _____

6. Structure of organization:

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other, | |

7. **If individual**, provide:

Name:

Title:

Address:

City/State/Zip:

Telephone No.: _____ **Fax No.:**

Internet E-Mail Address:

Internet Website Address:

8. if incorporated in Florida, provide proof of authority to operate in Florida:
- (a) The Florida Secretary of State corporate registration number:
9. If foreign corporation, provide proof of authority to operate in Florida:
- (a) ~~The~~ Florida Secretary of State corporate registration number:
- F01000006203**_____
- A copy of Applicant's Articles of Incorporation and Certificate of Authority to transact business within Florida appears as Exhibit A.
10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida.
- (a) The Florida Secretary ~~of~~ State fictitious name registration number:
11. If a limited liability partnership, please proof of registration to operate in Florida.
- (a) The Florida Secretary ~~of~~ State registration number:
12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name:

Title:

Address:

City/State/Zip:

Telephone No.: _____ Fax No.:

Internet E-Mail Address:

Internet Website Address:

13. **if a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) **The Florida registration number:**

14. Provide **F.E.I. Number** (if applicable): **54-1913747**

15. Provide the following (if applicable):

(a) Will the name of your company appear on the bill *for* your services?
() **Yes** () **No**

(b) If not, who will bill for your services?

Name:

Title:

Address:

City/State/Zip:

Telephone No.: _____ **Fax No. :**

(c) Who will the billed party contact to ask questions about the bill?

Name: Customer Service

Telephone Number: (866) 767-2767

(d) How is this information provided?

Contact information will be provided on the customer bill.

16. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Patrick D. Crocker
Title: Attorney
Address: 900 Comerica Building
City/State/Zip: Kalamazoo, MI 49007
Telephone No.: (269) 381-8844 **Fax No.:** (269)381-8822
Internet E-Mail Address: pcrocker@earlylennon.com
Internet Website Address: www.telecomattornev.com

(b) Official point of contact for the ongoing operations of the company:

Name: Michael R. Romano
Title: Vice President
Address: 8605 Westwood Center Drive, Suite 300
City/State/Zip: Vienna, VA 22182
Telephone No.: (703) 442-5500 **Fax No.:** (703) 442-5501
Internet E-Mail Address: rnornano@globalinternetworkhg.com
Internet Website Address: www.globalInternetworking.com

(c) Complaints/Inquiries from customers:

Name: Michael R. Romano
Title: Vice President
Address: 8605 Westwood Center Drive, Suite 300
City/State/Zip: Vienna, VA 22182
Telephone No.: (703) 442-5500 Fax No.: (703) 442-5501
Internet E-Mail Address: mromano@globalinternetworking.com
Internet Website Address: www.globalinternetwroking.com

17 List the states in which the applicant:

- (a) has operated as an Alternative Access Vendor

Applicant has not previously operated as an Alternative Access Vendor on an intrastate basis. Applicant has previously been certified as an interexchange carrier for the provision of intrastate interexchange dedicated circuits in Florida (pursuant to Order No. PSC-02-0868-PAA-TI in Docket No. 020330-TI) and in other states.

- (b) has applications pending to be certificated as an Alternative Access Vendor,

Applicant currently has applications pending for certification as an Alternative Access Vendor (or the equivalent) in the states of Washington, New York, California, and Illinois.

- (c) is certificated to operate as an Alternative Access Vendor,

Applicant currently holds authority to provide intrastate local dedicated access services in Missouri.

- (d) has been denied authority to operate as an Alternative Access Vendor and the circumstances involved.

Applicant has not been denied authority to operate as an Alternative Access Vendor in any jurisdiction.

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

Applicant has not had regulatory penalties imposed for violations of telecommunications statutes in any jurisdiction.

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

Applicant has never been involved in Civil Court proceedings with an interexchange carrier, local exchange company, or other telecommunications entity.

18. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

- (a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

Not applicable.

- (b) an officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

Not applicable.

19. The applicant will provide the following AAV services (check all that apply):

- a. Intraexchange private line service to an affiliate.
- b. Interexchange private line service to an affiliate
- c. Special access as part of a private line dedicated service.
- d. Special access to an IXC switched network.
- e. Private line services (Channel Services)

- DS-0, 64 kb/s
- DS-1, 1.54 Mb/s
- DS-2, 6.31 Mb/s
- DS-3, 44.76 Mbls

THIS PAGE MUST BE COMPLETED AND SIGNED
**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of the gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.
- 3. RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to my provision of alternative access vendor service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding AAV service.

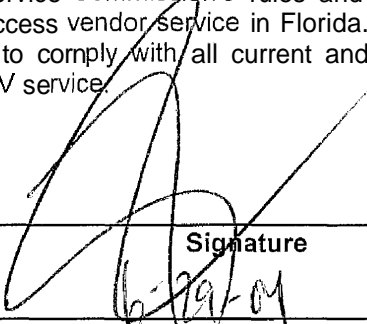
UTILITY OFFICIAL:

Patrick D. Crocker
Print Name

Attorney
Title

(269) 381-8844
Telephone No,

Address:
Global Internetworking, Inc.
8605 Westwood Center Drive, Suite 300
Vienna, VA 22182


Signature

6-29-04
Date

(269) 381-8822
Fax No.

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative access vendor service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

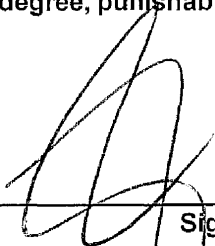
Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

OFFICIAL:

Patrick D. Crocker
Print Name

Attorney
Title

(269) 381-8844
Telephone No.


Signature
6/19/04
Date

(269) 381-8822
Fax No.

Address :
Global Internetworking, Inc.
8605 Westwood Center Drive, Suite 300
Vienna, VA 22182

SERVICE AREA NETWORK

1. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has (X) or has not () previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

a) What services have been provided and when did these services begin?

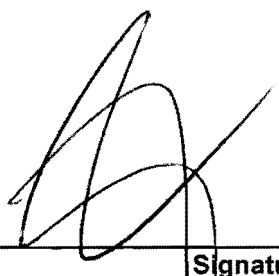
Applicant provided intrastate interexchange dedicated circuits to customers beginning in February 2004.

b) If the services are not currently offered, when were they discontinued?

Not applicable.

UTILITY OFFICIAL:

Patrick D. Crocker
Print Name



Signature

Attorney
Title

Date

(269) 381-8844
Telephone No.

(269) 381-8822
Fax No.

Address:

Global Internetworking, Inc.
8605 Westwood Center Drive, Suite 300
Vienna, VA 22182

EXHIBIT A

Articles of Incorporation

And

Certificate of Authority to Transact Business

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of GLOBAL INTERNETWORKING, INC..

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
September 13, 2001*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

**ARTICLES OF AMENDMENT
OF
GLOBAL INTERNETWORKING, INC.**

I, the undersigned, President of Global Internetworking, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia (1950), as amended, do hereby submit the following Articles of Amendment pursuant to Section 13.1-706 of the Code.

1. The name of the corporation is Global Internetworking, Inc.
2. Article IV of the Articles of Incorporation, as amended, is hereby deleted in its entirety and replaced with the following:

(a) The Corporation shall be authorized to issue two (2) classes of stock. The number of shares of each class of stock which the corporation shall have the authority to issue and the par value per share shall be as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock-Class A	9,000,000	\$1.00
Common Stock-Class B	1,000,000	\$1.00

(b) Common Stock - Class A: The holders of Class A Common Stock shall have all the rights of stockholders as provided in the laws of the Commonwealth of Virginia.

(c) Common Stock - Class B: The holders of Class B Common Stock shall have all the rights of a stockholder as provided in the laws of the Commonwealth of Virginia except the right to vote.

3. The amendment to the Articles of Incorporation increase the authorized shares by 9,925,000.

4. That effective upon the approval of these Articles of Amendment by the State Corporation Commission, each issued and outstanding share of common stock shall automatically, and without any action by the holder thereof, be reclassified into 100 shares of common stock of the Corporation, par value \$1.00.

5. The amendment to the Articles of Incorporation require shareholder approval.
6. In accordance with Article 11, Chapter 9, Title 13.1 of the Code of Virginia 1950

corporation and was directed to be submitted to a vote at a meeting of the shareholders by unanimous consent of the Board of Directors effective January 18, 2000.

6. These Articles of Amendment were adopted by unanimous consent of the Shareholders effective January 18, 2000.

7. The remaining provisions of the Articles of Incorporation are unchanged.

IN WITNESS WHEREOF, the undersigned hereby subscribes his name this _____ day of January, 2000.

GLOBAL INTERNETWORKING, INC.

By: _____

D. Michael Keenan, President

GLOBAL INTERNETWORKING, INC. 700442007 000 11 21 2000 157

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

February 4, 2000

The State Corporation Commission has found the accompanying articles submitted on behalf of
GLOBAL INTERNETWORKING, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective February 4, 2000, at 08:13 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By *T. V. Morrison*

Commissioner

00-01-31-0009
AMENACPT
C180458

ARTICLES OF AMENDMENT

OF

GLOBAL INTERNETWORKING, INC.

I, the undersigned, President of Global Internetworking, Inc., a corporation organized and existing under the laws of the Commonwealth of Virginia, pursuant to the provisions of Chapter 9 of Title 13.1 of the Code of Virginia (1950), as amended, does hereby submit the following Articles of Amendment pursuant to Section 13.1-706 of the Code.

1. The name of the corporation is Global Internetworking, Inc.

2. Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

(a) The Corporation shall be authorized to issue two (2) classes of stock. The number of shares of each class of stock which the corporation shall have the authority to issue and the par value per share shall be as follows:

<u>CLASS</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock-Class A	50,000	\$1.00
Common Stock-Class B	25,000	\$1.00

(b) ~~Common Stock - Class A:~~ The holders of Class A Common Stock shall have all the rights of stockholders as provided in the laws of the Commonwealth of Virginia.

(c) ~~Common Stock - Class B:~~ The holders of Class B Common Stock shall have all the rights of a stockholder as provided in the laws of the Commonwealth of Virginia except the right to vote.

3. The amendments to the Articles of Incorporation increase the authorized shares by 50,000.

4. The amendments to the Articles of Incorporation require shareholder approval.

5. In accordance with Article 11, Chapter 9, Title 13.1 of the Code of Virginia 1950, as amended, the amendments set forth above were found to be in the best interests of the corporation and were directed to be submitted to a vote at a meeting of the shareholders by unanimous consent of the Board of Directors on October 1, 1998.

6. These Articles of Amendment were adopted by unanimous consent of the Shareholders on October 1, 1998.

6. The remaining provisions of the Articles of Incorporation are unchanged.

IN WITNESS WHEREOF, the undersigned hereby subscribes his name this 1st day of October, 1998.

GLOBAL INTERNETWORKING, INC.

By: *D. Michael Keenan*
D. Michael Keenan, President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 21, 1998

The State Corporation Commission has found the accompanying
articles submitted on behalf of

GLOBAL INTERNETWORKING, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective October 21,
1998 at 02:56 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AHENACPT
CIB20436
98-10-13-0125

**ARTICLES OF INCORPORATION
OF
GLOBAL INTERNETWORKING, INC.**

This is to certify that we, the undersigned, do hereby establish a corporation in and by virtue of the provisions of Chapter 9, Title 13.1, Code of Virginia 1950, and acts amendatory thereof, for the purpose of and in the corporate name hereinafter mentioned, and to that end, do by these Articles of Incorporation set forth as follows; to-wit:

ARTICLE I

The name of the corporation is GLOBAL INTERNETWORKING, INC.

ARTICLE II

The address of the initial registered office of the corporation shall be 8133 Leesburg Pike, Vienna, Fairfax County, Virginia 22182; and the name of the initial registered agent for the said corporation shall be Rees, Broome & Diaz, P.C., which is a professional corporation registered under the provisions of §54.1-3902 of the Code of Virginia, as amended, and whose business office is the same as the registered office herein.

ARTICLE III

The purpose for which this corporation is formed and the powers to be executed by this corporation are as follows:

(a) To act as an inter-exchange reseller, providing private data transmission lease lines to customers such as internet service providers and local carriers.

(b) To have perpetual use of its corporate name.

(c) To sue and be sued, complain and defend, in its corporate name.

(d) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced,

(e) To purchase, take by gift, devise or bequest, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(f) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(g) To lend money its employees, officers and directors and otherwise assist them.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, stock, securities or other interests in, or obligations of, other domestic or foreign corporations organized for any purpose, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof; and to guarantee the payment of any bonds or other obligations of any other domestic or foreign corporation or other obligations of any other domestic or foreign corporation for any purpose.

(i) To make contracts and incur liabilities, borrow money at such rates as the corporation may determine, issue its bonds, notes and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(j) To lend money for ice corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned and invested.

(k) To conduct its business, carry on its operations, hold property, have offices and exercise the powers granted by this Act in any part of the world.

(l) To elect or appoint officers and agents of the corporation, define their duties and fix their compensation.

(m) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of its affairs of the corporation,

(n) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any claim, action, suit or proceeding against him by reason of being or having been such director or officer, as more fully set forth in Article X.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock purchase plans, and other

incentive plans for its directors, officers and employees.

(p) To insure the *Life* of any director, officer, agent or employee and to continue such insurance after the relationship terminates, and no such director, officer, agent or employee shall be deemed disqualified by interest from acting in respect thereof.

(q) To cease its corporate activities and surrender its corporate franchise.

(r) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(s) To engage in any and all other acts authorized under the laws of the Commonwealth of Virginia or under the general laws governing corporations.

ARTICLE IV

(a) The Corporation shall be authorized to issue two (2) classes of stock. The number of shares of each class of stock which the corporation shall have the authority to issue and the par value per share shall be as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock-Class A	15,000	\$1.00
Common Stock-Class B	10,000	\$1.00

(b) Common Stock - Class A: The holders of Class A Common Stock shall have all the rights of stockholders as provided in the laws of the Commonwealth of Virginia.

(c) Common Stock... Class B. The holders of Class B Common Stock shall have all the rights of a stockholder as provided in the laws of the Commonwealth of Virginia except the right to vote.

ARTICLE V

The initial Board of Directors of the Corporation shall consist of the following individuals:

- D. Michael Keenan : 1135 Belleview Road
McLean, Virginia 22102
- Todd J. Vecchio : 1936A Villaridge Drive
Barton, Virginia 22010

ARTICLE VI

The period for the duration of the corporation is unlimited,

ARTICLE VII

No shareholder shall at any time have preemptive rights in the stock of the corporation.

ARTICLE VIII

No director of the corporation shall have personal liability to the corporation or its shareholders for damages for any breach of duty in such capacity, provided that the foregoing shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him or her establishes that his or her actions or omissions involve willful misconduct or a knowing violation of the criminal law.. No amendment to or repeal of this Article shall apply to, or have any effect on, the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Virginia Stock Corporation Act

is hereafter amended to expand or limit the liability of a director, then the liability of a director of the corporation shall be expanded to the extent required or limited to the extent permitted by the Virginia Stock Corporation Act, as so amended,

ARTICLE IX

All matters pertaining to shareholder approval, pursuant to the provisions of the Virginia Stock Corporation Act, shall be approved by a vote of a majority of all shares entitled to be cast by any voting group entitled to vote at a meeting at which a quorum of that voting group exists.

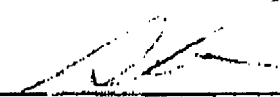
ARTICLE X

(a) The corporation shall indemnify any parson who was or is a parry or a witness in or is threatened to be made a party to any pending, threatened or completed civil, criminal, administrative or arbitratve action, suit or proceeding, and any appeal therein or any inquiry or investigation which could lead to such action, suit or proceeding ("proceeding") by reason of the fact that such person is or was a director or officer of the corporation or, while a director or officer of the corporation, is serving or was serving at the request of the corporation as director, officer, trustee, employee or agent of another foreign or domestic corporation, or of any partnership, joint venture, sole proprietorship, employee benefit plan, trust, or other enterprise, whether or not for profit, to the fullest extent permitted by the Virginia Stock Corporation Act.

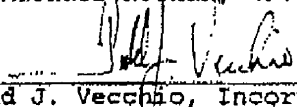
(b) Any determination as to the right of any person to indemnification shall be by a vote of the Board of Directors of *the* corporation, regardless of whether the persons voting thereon are parties to or threatened to be made parties to the proceeding or otherwise interested in the outcome of the proceeding.

(c) The corporation shall pry for or reimburse reasonable expenses incurred in advance of a final disposition of a proceeding if an indemnified person furnishes to the corporation a written statement that he or she believes in good faith that his or her conduct was not willful nor a knowing violation of the criminal law and he or she furnishes to the corporation a written undertaking to repay the advance if his or her conduct is found to have been willful or knowing violation of the criminal law. The undertaking shall be an unlimited general obligation of the indemnified person, need not be secured and may be accepted by the corporation without reference to the financial ability to make repayment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of September, 1998.



D. Michael Keenan, Incorporator



Todd J. Vecchio, Incorporator

R:\MPDATA\SLJ\K-CHAN.APT

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

September 22, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

GLOBAL INTERNETWORKING, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective September 22, 1998.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIB20423
98-09-21-0013

State of Florida



Department of State

I certify from the records of this office that GLOBAL INTERNETWORKING, INC., is a corporation organized under the laws of Virginia, authorized to transact business in the State of Florida, qualified on December 3, 2001.

The document number of this corporation is F01000006²⁰³.

I further certify that said corporation has paid all fees due this office through December 31, 2001, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifth day of December, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

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. GLOBAL INTERNETWORKING, 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. VIRGINIA 3. 54-1913747
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/22/1998 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. 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182
(Current mailing address)

8. RESALE OF TELECOMMUNICATION SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: EDWIN F. BLANTON, ESQ.

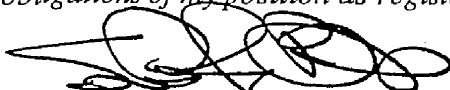
Office Address: 825 THOMASVILLE ROAD

TALLAHASSEE, Florida, 32303
(Zip Code)

FILED
DEC -3 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


(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: D. MICHAEL KEENAN

Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182

Vice Chairman: TODD J. VECCHIO

Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182

Director: _____

Address: _____

Director: _____

Address: _____

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

President: D. MICHAEL KEENAN

Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182

Vice President: TODD J. VECCHIO

Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182

Secretary: D. MICHAEL KEENAN

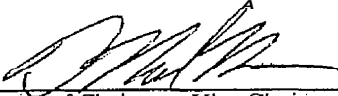
Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182

Treasurer: D. MICHAEL KEENAN

Address: 8605 WESTWOOD CENTER DRIVE, SUITE 300
VIENNA, VA 22182

01 DEC - 8 PM
SECRETARY OF THE
TALLAHASSEE, FLIO
8:5
AIE
RIDA
FILED

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. D Michael Keenan Chairman / Pres
(Typed or printed name and capacity of person signing application)