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November 12, 1999

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MAIL ROOM

Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Gerald Gunter Building
Tallahassee, FL 32399-0850

991738-TP

Re: *Docket No. 990340-TX, Application for Certificate to Provide Alternative Local Exchange Telecommunications Service by CommcoTec Corporation; Docket No. 990341-TI, Application for Certificate to Provide Interexchange Communications Services by CommcoTec Corporation; and Disclosure of Corporate Reorganization*

Dear Ms. Bayo:

This letter is to notify the Florida Public Service Commission that CommcoTec Corporation ("CommcoTec") has changed its name to BroadStream Corporation ("BroadStream"). On October 12, 1999, an amendment to CommcoTec's authorization to do business in Florida as a foreign corporation was filed with the Florida Secretary of State to reflect this change in corporate name. The Florida Secretary of State issued a certificate acknowledging this name change. Please find enclosed two (2) copies of this certificate.

This letter will also notify the Commission that BroadStream and its parent companies are currently engaged in a corporate reorganization involving an internal transfer of ownership and voting control. This reorganization is designed to streamline management and facilitate access to capital resources necessary for BroadStream to construct and roll-out networks and initiate service in Florida. Upon completion of the reorganization, BroadStream will remain the certificate-holding entity and a wholly-owned subsidiary of its current corporate parent. The reorganization adds a third-tier parent in BroadStream's corporate hierarchy, which approval by the Federal Communications Commission ("FCC") will be under the voting control of B. Scott Reardon, III ("Mr. Reardon"), who is known to the Commission from the Application as BroadStream's founder and member of its Board of Directors.

On September 14, 1999, the ownership of BroadStream's parent, BroadStream Communications Corporation, formerly known as Commco Communications Corporation, (the

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"Parent") was transferred from its two shareholders, Commco L.L.C. ("Commco") and Horizon Technologies, L.L.C. ("Horizon") to a newly created holding company, Commco Partners, L.L.C. ("Commco Partners"). Commco's and Horizon's respective equity and voting interests in Commco Partners are essentially identical to their respective pre-transfer interests in the Parent.

Neither BroadStream nor the Parent have issued stock in connection with the internal corporate reorganization. Commco and Horizon currently hold 99.995 percent of Partners' equity interests and 100 percent of its voting interests (although voting control will ultimately vest in Mr. Reardon). The Parent, however, intends to raise approximately \$150 million in gross proceeds from the sale of its Series A Convertible Preferred Stock, par value \$0.01 per share. Each preferred share will be convertible, at any time, at the holder's option, into 0.75 shares of Class B Common Stock and 0.25 shares of Class A Common Stock of the Parent.

Also on September 14, 1999, all the stock of BroadStream's Parent, which formerly had been held by Commco and Horizon in the amounts of 68 percent and 32 percent, respectively, was transferred to Commco Partners, which in turn, transferred 13,644,019 of its Class B Units (68.220 percent of Commco Partners' membership units) to Commco; 6,355,981 Class B Units (31.775 percent of Commco Partners' membership units) to Horizon; and 1,000 Class A Units (0.005 percent of the membership units) to Mr. Reardon. Currently, Class A Units and Class B Units each have one vote per unit and, as a result, voting control over Commco Partners (and hence, BroadStream and its Parent) remains with Commco. Commco, in turn has three owners: New Dakota Investment Trust, which holds a 50 percent equity and 0 percent voting interest; Forest Communications, L.L.C., which holds a 48 percent equity and 0 percent voting interest; and Dr. Rosemarie Reardon, who holds a 2 percent equity and 100 percent voting interest.^{1/}

Mr. Reardon and Commco have applied for FCC consent to transfer voting control of Commco Partners from Commco to Mr. Reardon. Until that consent is granted, Commco Partners will be controlled by Commco, whose voting equity is held entirely by Dr. Rosemarie Reardon. Following grant of consent, Commco Partners will be controlled by Mr. Reardon. Dr. Reardon and Mr. Reardon are husband and wife.

A copy of BroadStream's restated Certificate of Incorporation is attached as **Appendix A**. The prior corporate organization is depicted in the "Pre-Reorganization Corporate Structure Chart" at **Appendix B**. The corporate reorganization resulting from the transfer of the Parent's stock to Partners and the assignment of Commco Partners' equity and voting interests to Commco, Horizon

^{1/}Pursuant to an option agreement, the equity interest of Forest Communications, L.L.C. in Commco will be increased to 88 percent, and the equity interest of New Dakota Investment Trust will be reduced to 10 percent. These changes are expected to occur during November 1999. Voting control of Commco will remain unchanged.

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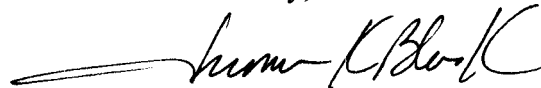
and Mr. Reardon is illustrated in the "Post-Reorganization Corporate Structure Chart" at **Appendix C**.

In addition, the Boards of Directors of both BroadStream and the Parent have been expanded. Roderick M. Sherwood, III, whose address is 11 Georgeff Road, Rolling Hills, California 90274-5272 and who is a U.S. citizen, has become a BroadStream director. The Parent has also expanded its Board by naming the following additional directors: Michael D. Heil, Gail J. McGovern and Dr. James T. Vanderslice. Mr. Heil's address is 267 Saddle Ridge, The Woodlands, Texas 77380. Ms. Govern's address is 97 Pinckney Street, Boston, Massachusetts 02114. Dr. Vanderslice's address is 63 Ryders Lane, Wilton, Connecticut 06897. Mr. Heil, Ms. McGovern and Dr. Vanderslice are U.S. citizens. Pending state and federal approval of the transfer of voting control of Partners to Mr. Reardon, Michael Heil will perform the function of Chairman of the Board for both BroadStream and the Parent.

BroadStream also provides an updated list of its officers and directors, as **Appendix D**, which includes management personnel who have joined the company since the Application was filed.

If you have any questions or need additional information, please contact undersigned counsel for BroadStream Corporation.

Sincerely,

A handwritten signature in black ink, appearing to read "Jerome K. Blask". The signature is written in a cursive style with a long horizontal stroke extending to the left.

Jerome K. Blask

Enclosures

APPENDIX A

BroadStream's Revised Delaware Articles of Incorporation

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "COMMCOTEC CORPORATION", CHANGING ITS NAME FROM "COMMCOTEC CORPORATION" TO "BROADSTREAM CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 2 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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9987538

AUTHENTICATION

09-23-99

DATE

RESTATED CERTIFICATE OF INCORPORATION
OF
COMMCO TEC CORPORATION

CommcoTec Corporation, a corporation organized and existing under the laws of the State of Delaware, for the purpose of amending and restating its Certificate of Incorporation, does hereby certify as follows:

FIRST: The original Certificate of Incorporation (the "Original Certificate") was filed with the Secretary of State of the State of Delaware on June 2, 1998, pursuant to and by virtue of the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: Effective immediately upon the filing of this Restated Certificate of Incorporation in the office of the Secretary of State of the State of Delaware (the "Effective Time"), each share of previously existing Class A Common Stock, par value \$.01 per share, and Class B Common Stock, par value \$.01 per share, issued and outstanding or held in treasury shall be and hereby is converted into and reclassified as .0025 shares of Common Stock (as defined in Article FOURTH of this Restated Certificate of Incorporation). Certificates which prior to the Effective Time represented shares of capital stock shall, at the Effective Time, be hereby canceled and upon presentation of the canceled certificates to BroadStream Corporation, the holders thereof shall be entitled to receive certificate(s) representing the shares of Common Stock into which such canceled shares have been converted.

THIRD: This Restated Certificate of Incorporation, having been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL by the unanimous written consent of the Board of Directors and the written consent of the stockholders of BroadStream Corporation, restates and integrates and further amends the provisions of the Original Certificate. As so restated and integrated and further amended, the Restated Certificate of Incorporation (hereinafter, the "Certificate of Incorporation") reads as follows:

ARTICLE FIRST

Name of Corporation

The name of the corporation is BroadStream Corporation (the "Corporation").

ARTICLE SECOND

Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is One Rodney Square, 10th Floor, Tenth and King Streets, in the City of Wilmington, County of Newcastle, Delaware 19801. The name of the registered agent of the Corporation at such address is RL&F Service Corp.

ARTICLE THIRD

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE FOURTH

Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 50,000 shares of common stock, par value \$.01 per share (the "Common Stock").

ARTICLE FIFTH

Board of Directors

A. The number of directors of the Corporation shall initially be fixed at two and may be increased or decreased from time to time pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, but the number of directors shall not be less than two nor more than twelve.

B. Unless and except to the extent that the By-laws so require, the election of directors of the Corporation need not be by written ballot.

C. Vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors or other cause, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director.

ARTICLE SIXTH

Certain Matters Relating to Stockholder Actions

Any action required or permitted to be taken by the stockholders of the Corporation shall be effected at a duly called annual or special meeting of stockholders of the Corporation, and the stockholders of the Corporation shall be permitted to take action by written consent.

ARTICLE SEVENTH

Limitation on Director Liability

A. To the fullest extent permitted by the DGCL as it now exists and as it may hereafter be amended, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of any fiduciary or other duty as a director.

B. The rights and authority conferred in this Article SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

C. Neither the amendment, alteration or repeal of this Article SEVENTH, nor the adoption of any provision inconsistent with this Article SEVENTH, shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, alteration or repeal with respect to acts or omissions occurring prior to such amendment, alteration, repeal or adoption.

ARTICLE EIGHTH

Indemnification

Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted from time to time by the DOCL as the same exists or may hereafter be amended (but, if permitted by applicable law, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents (other than a director or officer) of the Corporation, to directors, officers, employees or agents of a subsidiary, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers of the Corporation. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Certificate of Incorporation or otherwise by the Corporation. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any amendment or repeal of this Article EIGHTH shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

ARTICLE NINTH

Amendments to By-laws by the Board of Directors

In furtherance of, and not in limitation of, the powers conferred by law, the Board of Directors is expressly authorized and empowered to:

- (1) adopt any By-laws a majority of the Board of Directors may deem necessary or desirable in connection with the conduct of the affairs of the Corporation,

including provisions governing the conduct of, and the matters which may properly be brought before, meetings of the stockholders and provisions specifying the manner and extent to which advance notice shall be given of and any other procedures regarding (i) the submission of proposals to be considered at any such meeting or (ii) nominations for the election of directors to be held at any such meeting; and

(2) repeal, alter or amend the By-laws by the affirmative vote of a majority of the Board of Directors.

ARTICLE TENTH

Foreign Ownership Restrictions

The following provisions are included for the purpose of ensuring that ownership of the Corporation remains with United States persons or entities, to the extent required by the Communications Act of 1934, as amended and the rules and regulations promulgated thereunder, as the same may be amended from time to time:

A. If the Corporation is a direct licensee of a broadcast or common carrier station, the Corporation shall not issue to "Aliens" (which term shall include (i) a person who is a citizen of a country other than the United States; (ii) any entity organized under the laws of a government other than the government of the United States or any state, territory, or possession of the United States; (iii) a government other than the government of the United States or of any state, territory, or possession of the United States; and (iv) a representative of, or an individual or entity controlled by, any of the foregoing), either individually or in the aggregate, in excess of 20 percent of the total number of shares of capital stock of the Corporation outstanding at any time and shall seek not to permit the transfer on the books of the Corporation of any capital stock to any Alien that would result in the total number of shares of such capital stock held by Aliens exceeding such 20 percent limit. If the Corporation is not a direct licensee of a broadcast or common carrier station but directly or indirectly controls such a licensee, the foregoing limit shall be 25 percent, unless the Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph A of Article TENTH.

B. If the Corporation is a direct licensee of a broadcast or common carrier station, no Alien or Aliens shall be entitled to vote or direct or control the vote of more than 20 percent of (i) the total number of shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time, or (ii) the total voting power of all shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time. If the Corporation is not a direct licensee of a broadcast station but directly or indirectly controls such licensee, the foregoing limits shall be 25 percent, unless Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph B of Article TENTH.

C. Without limiting the generality of the foregoing and notwithstanding any other provision of these Articles of Incorporation to the contrary, any shares of capital stock of the Corporation determined by the Board of Directors to be owned by an Alien or Aliens shall always be subject to redemption by the Corporation by action of the Board of Directors or any other applicable provision of law, to the extent necessary in the judgment of the Board of Directors to comply with the Alien ownership restrictions described in this Article TENTH. The terms, conditions and procedures of such redemption shall be as follows:

(1) the redemption price of the shares to be redeemed pursuant to this Article TENTH shall be equal to the fair market value of the shares to be redeemed, as determined by the Board of Directors in good faith;

(2) the redemption price of such shares may be paid in cash, securities or any combination thereof as determined by the Board of Directors;

(3) if less than all the shares held by Aliens are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors to be fair and equitable;

(4) at least 10 days' prior written notice of the redemption, which notice shall specify the date the redemption is to be effective (the "Redemption Date"), shall be given to the holders of the shares selected to be redeemed (unless waived in writing by any such holder); provided that the Redemption Date may be the date on which written notice shall be given to holders if the cash or securities necessary to effect the redemption shall have been deposited in trust for the

benefit of such holders and such cash and securities are subject to immediate withdrawal by them upon surrender of the stock certificates for their shares to be redeemed duly endorsed in blank or accompanied by duly executed proper instruments of transfer;

(5) without limiting any of the rights or remedies set forth in this Article TENTH, from and after the Redemption Date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including any rights to vote or participate in dividends declared on capital stock of the same class or series as such shares, excepting only payment of dividends declared prior to the Redemption Date for which the record date precedes the Redemption Date) shall cease and terminate, and the holders thereof thereafter shall be entitled only to receive the cash or securities payable upon redemption; and

(6) such other terms and conditions as the Board of Directors shall determine.

D. The Board of Directors shall have all powers necessary to implement the provisions of this Article TENTH.

IN WITNESS WHEREOF, ComcoTec Corporation has caused this Restated Certificate of Incorporation to be executed by the following authorized officer of said corporation on this 13 day of September, 1999.

COMCOTEC CORPORATION,

by



Name: Roderick M. Sherwood III
Title: Chief Financial Officer

GURMAN BLASK & FREEDMAN

CHARTERED

SUITE 500

1400 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 20036

TELEPHONE 202 528-8200

TELECOPIER 202 462-1784

202 462-1786

September 30, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

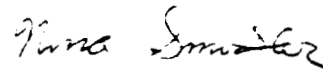
**Re: Amendment to Application for Authorization to
Transact Business in Florida**

Dear Sir or Madam:

Please find enclosed an Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida requesting a change of name from CommcoTec Corporation to BroadStream Corporation. A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and \$8.75 for one certified copy of the amendment. Also enclosed is an additional copy of the application marked "Return Copy." Please date stamp this copy and return it to us in the enclosed self-addressed stamped envelope.

Thank you for your assistance. Please call me if you need any additional information.

Best regards.

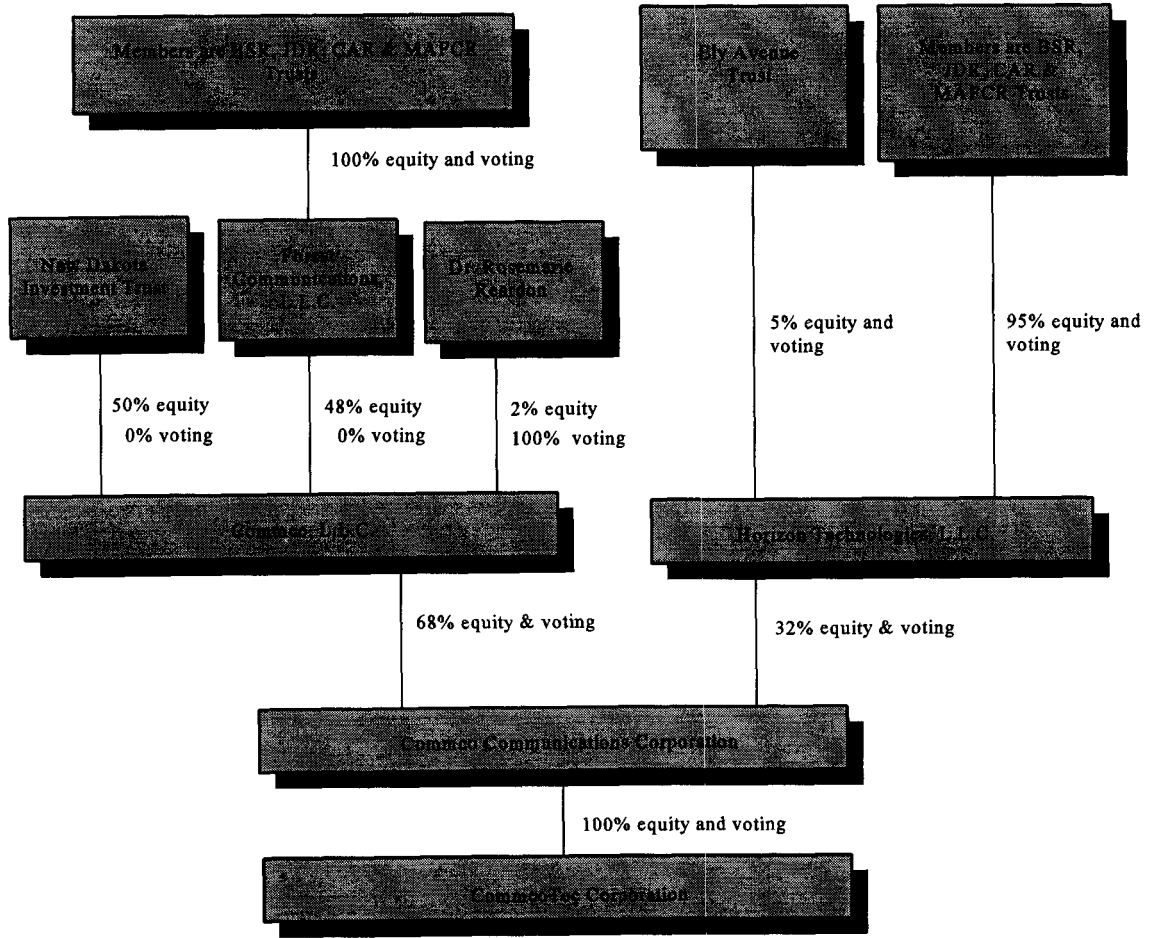


Nina Smuckler
Law Clerk

Enclosure

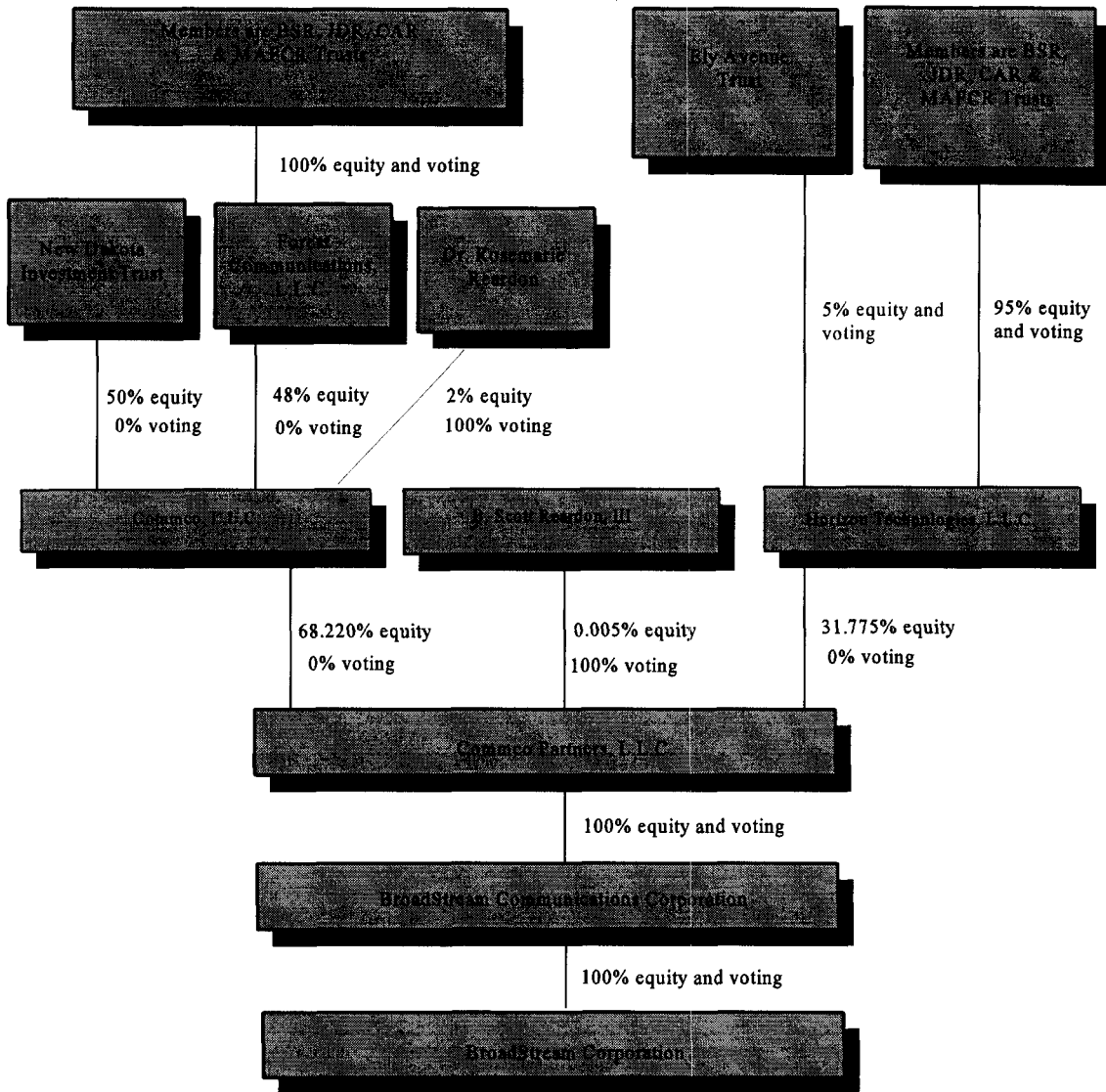
APPENDIX B

Pre-Reorganization Corporate Structure Chart



APPENDIX C

Post-Reorganization Corporate Structure Chart



APPENDIX D

BIOGRAPHIES OF BROADSTREAM'S OFFICERS AND DIRECTORS

Michael D. Heil, President, Chief Executive Officer and Director

Mr. Heil was recently appointed as BroadStream's new Chief Executive Officer. Prior to joining BroadStream, Mr. Heil served as Senior Vice President and General Manager, Worldwide Sales and Marketing, for Compaq Computer, where he had responsibility for Compaq's six global sales and marketing regions. Mr. Heil also spent several years as President and General Manager at the McCaw/Bell South partnership venture LA Cellular Telephone Company. His accomplishments at LA Cellular included quintupling net income in his first five years at the company, dramatically improving customer satisfaction levels, and overseeing the successful transition to a digital network.

Mr. Heil's earlier experience includes service as President for Sony's Display Products Division, where he was responsible for developing and implementing product line marketing strategy for all consumer television products. He also served as Vice President of Sales at Koala Tech, Inc., Vice President of Sales, Western Division, for Atari, Inc. and District Sales Manager of Polaroid Corporation. He received his B.A. at the University of Texas, Austin.

B. Scott Reardon, III, Director

Since 1980, Mr. Reardon has been President and CEO of Dakon Venture Capital, LLC and its predecessor in interest, focusing investment primarily in pursuing international wireless telecommunications opportunities. Mr. Reardon has also owned and operated cellular telephone systems in South Dakota and Illinois and has been an investor in various FM radio stations.

Prior to 1980, Mr. Reardon was a corporate officer and member of the Board of Directors of Dakon, Inc., a wholesale supplier of farm, hydraulic, and lawn equipment to 6,000 retailers and manufacturers located in eight Midwestern states. Mr. Reardon earned an A.B., Economics from Georgetown University and an M.S., Business Administration from American University.

David L. Knudson, Secretary

David L. Knudson is an attorney who brings to BroadStream expertise in banking law, corporate finance law and tax law. Mr. Knudson gained this experience as a member of Davenport, Evans, Hurwitz & Smith, L.L.P., the largest law firm in South Dakota. He also served as Chief of Staff, South Dakota Governor's Office in 1995 and 1999. Mr. Knudson graduated from Harvard University (A.B.) cum laude in 1972; New York University (J.D.) in 1975 and from the University of South Dakota (M.B.A.) in 1981. Mr. Knudson was a Root-Tildon Scholar from 1972 to 1975 and was admitted to the South Dakota Bar in 1975.

Gerald D. Prothro, Senior Vice President, Technology

Mr. Prothro brings to BroadStream expertise in technology integration, network computing systems and financial management. He formerly served as Vice President and Chief Information Officer at IBM, where he was responsible for the technical direction and business management of internal computing worldwide and managed the corporate information technology budget of \$4.4 billion. Mr. Prothro also served as IBM Vice President of Information and Telecommunications Systems, where he was responsible for the establishment and sourcing of computer services to IBM Global Services. Earlier positions include IBM Director and Secretary of Management Board and Management Committee. Mr. Prothro holds a B.S. in Mathematics and Physics and M.S. in Physics from Howard University, and an MBA from Harvard Graduate School of Business.

Michael McNelly, Senior Vice President, Engineering and Operations

Mr. McNelly previously served as Senior Vice President of Telecommunications Services for LCI International, Inc., where he had global responsibility for all services within LCI International including RF engineering, fixed network design and research and development. Additionally, within specific regions, Mr. McNelly was responsible for all aspects of business operations including marketing, sales, software, hardware, legal, finance, accounting and human resources. He supervised more than 500 engineers and other professionals who were providing services to customers in 50 countries worldwide.

Prior to joining LCI International, Inc., Mr. McNelly founded and operated Knoll Telecommunications Services, L.L.C. ("KTS"). As President and CEO of KTS, Mr. McNelly grew the company into a major site acquisition and site management company that provided wireless operators with network development and management services. KTS customers included Sprint PCS, Nextel, Teligent, Western Wireless, Bell Atlantic Mobile and GTE Wireless. Mr. McNelly also served in executive positions with several other telecommunications companies including Los Angeles Cellular Telephone Company, PacTel Development Corporation, Cellular One and Allnet Communications Services.

Roderick M. Sherwood, III, Senior Vice President, Chief Financial Officer and Director

Mr. Sherwood most recently served as President of Spaceway, the Broadband Services Group of Hughes Corporation. While with Hughes, he developed general business, sales and distribution plans, and oversaw technical systems development, network operations, regulatory interface, finance and administration. Prior to his work with Hughes Corporation, Mr. Sherwood helped to launch DIRECTV Japan, supported the launch of Galaxy Latin America and developed DIRECTV opportunities in Asia and Eastern Europe. Mr. Sherwood was previously Chairman, Corporate Vice President and

Treasurer of Hughes Investment Management Company where his responsibilities included capital structure and planning and strategy, capital markets financing, cash management and portfolio investment, corporate real estate operations, pensions and insurance. Mr. Sherwood holds an A.B. from Stanford University and an M.B.A. from Harvard Business School.

Karen Puckett, Vice President, Marketing

Ms. Puckett was formerly Area President of the Texas Region for GTE Wireless. In this capacity, Ms. Puckett oversaw all aspects of a \$650 million, 1500 person wireless telecommunications business. On three separate occasions, J.D. Power & Associates awarded Ms. Puckett its Customer Satisfaction Award. Ms. Puckett also served as Area President, Southwest Region, Director of Operations and Industry Relations and Director of Industry Relations for GTE Wireless.

Dr. Rosemarie Reardon, Director

Dr. Rosemarie Reardon received her doctorate degree in psychology from the University of South Dakota in 1978. Her undergraduate degree in psychology is from the Albertus Magnus College, and her masters work was completed at the Catholic University in Washington, D.C. She began her psychology practice at the Leander Clinic in 1979. From 1985 to 1993, she was affiliated with the McGreevy Clinic and was on staff at McKennon Hospital and Sioux Falls Hospital, all in Sioux Falls, South Dakota. Dr. Reardon served as chairwoman for six years of the South Dakota Licensing Board for Psychologists and served a three year term as President of the South Dakota Psychological Association.

Laurie Arthur, Assistant Secretary

Laurie Arthur is an advisor to BroadStream and its parent corporation, BroadStream

Communications Corporation. She is responsible for financial and administrative functions of both companies and has extensive experience with financial analysis, regulatory compliance, contracting functions, oversight of Federal Communications Commission application tracking and license perfection. Previously, Ms. Arthur was Vice President of Cellular One of Sioux Falls, providing assistance with company plan design, construction, vendor selection, interconnection, roaming agreements and compliance. Her communications experience also includes the development of FM radio licenses in multiple markets, including regulatory compliance, local leases and oversight of technical and mechanical site development.

Lori Jean Furness, Assistant Vice President

Lori Jean Furness holds a B.S. in Business Education from Northern State College in Aberdeen, South Dakota. She has been working in the telecommunications field since 1992. On behalf of BroadStream, she is responsible for general administrative duties, including preparing and tracking corporate documents, assisting with regulatory compliance and license perfection, and management of accounts payable.

Thomas R. Lucke, Consultant

Thomas Lucke is a principal with the Cambridge Strategic Management Group, Inc. ("CSMG"). CSMG is an international strategy consulting firm, with offices in Cambridge, Massachusetts, and London, U.K., specializing in the telecommunications industry. CSMG clients include local and international service providers, global equipment manufacturers, software providers, and financial institutions with business interests in telecommunications. Mr. Lucke is working with BroadStream to develop strategies that capitalize on emerging telecommunications market opportunities and fixed wireless technologies.

He has worked extensively in wireless communications since the earliest cellular systems

were launched in the U.S. and Europe in the 1980's. Mr. Lucke has been a member of start-up teams that pioneered ventures in cellular telephony, DBS, wireless data, PCS and high-power satellite services in the U.S. and Europe. He has extensive experience in strategy consulting with high technology companies, as well as an operations background in integrated circuits, consumer electronics, industrial controls, aerospace, and software.

Prior to joining CSMG, Mr. Lucke led the Strategy Consulting Group at Price Waterhouse in its work with technology-based clients. He holds a B.S. from Rensselaer Polytechnic Institute and an M.S.I.A. from the Graduate School of Industrial Administration at Carnegie Mellon University.

Masood Tayebi, Consultant

Dr. Tayebi is President and Director of Wireless Facilities Inc., which specializes in telecommunications infrastructure development and has its principal office in San Diego, California. Dr. Tayebi is assisting with the development of BroadStream's infrastructure, including network design, engineering and implementation. Prior to co-founding Wireless Facilities Inc. in 1994, Dr. Tayebi was an engineer with a number of leading international companies. In the early 1990's Dr. Tayebi was a consultant to LCCI and DTI. During this period he worked on several important projects, including, CDMA, GSM/DCSI800 Radio Sub-System Simulation, MIRS Radio Sub-System Simulation and the development of a GSM/DCSI800 hand-off simulation tool. He then joined LCC/TSI as Senior Manager of Engineering. There, as head of the Technology and Special Projects Department, he was solely responsible for all the activities of the group, from technical projects to project planning and budgeting. Dr. Tayebi was also responsible for all of Nextel's Midwest markets and the Clearnet (Canadian) ESMR projects.

As Manager of Engineering for Cellnet in the late 1980's, Dr. Tayebi was responsible for GSM2 radio standards on behalf of the company. He implemented the first GSM-based radio in London and conducted tests to investigate the capabilities and range of a GSM

system.

Dr. Tayebi received his Ph.D. in Mobile Radio Propagation from the University of Liverpool, U.K. and was awarded his Masters of Science in Electronics Engineering from the University of Southampton, U.K.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Amendment to the Application of a Foreign Corporation, filed on October 4, 1999, for COMMCOTEC CORPORATION which changed its name to BROADCASTREAM CORPORATION, a Delaware corporation authorized to transact business in Florida, as shown by the records of this office.

The document number of this corporation is F99000000525.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twelfth day of October, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

- 1. CommcoTec Corporation
Name of corporation as it appears on the records of the Department of State.
- 2. Delaware Incorporated under laws of
- 3. January 27, 1999 Date authorized to do business in Florida

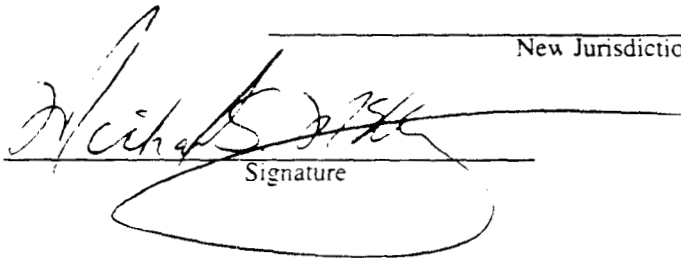
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

- 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 13, 1999
- 5. BroadStream Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
- 6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
- 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

RECEIVED
OCT 27 1999
PR: 1:20


Signature

Date

Typed or printed name

Title

State of Delaware
Office of the Secretary of State

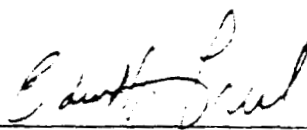
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "COMMCOTEC CORPORATION", CHANGING ITS NAME FROM "COMMCOTEC CORPORATION" TO "BROADSTREAM CORPORATION", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 2 O'CLOCK P.M.

2903483 8100

991395428




Edward J. Freel, Secretary of State

AUTHENTICATION

DATE

9987538

09-23-99

RESTATED CERTIFICATE OF INCORPORATION
OF
COMMCO TEC CORPORATION

CommcoTec Corporation, a corporation organized and existing under the laws of the State of Delaware, for the purpose of amending and restating its Certificate of Incorporation, does hereby certify as follows:

FIRST: The original Certificate of Incorporation (the "Original Certificate") was filed with the Secretary of State of the State of Delaware on June 2, 1998, pursuant to and by virtue of the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: Effective immediately upon the filing of this Restated Certificate of Incorporation in the office of the Secretary of State of the State of Delaware (the "Effective Time"), each share of previously existing Class A Common Stock, par value \$.01 per share, and Class B Common Stock, par value \$.01 per share, issued and outstanding or held in treasury shall be and hereby is converted into and reclassified as .0025 shares of Common Stock (as defined in Article FOURTH of this Restated Certificate of Incorporation). Certificates which prior to the Effective Time represented shares of capital stock shall, at the Effective Time, be hereby canceled and upon presentation of the canceled certificates to BroadStream Corporation, the holders thereof shall be entitled to receive certificate(s) representing the shares of Common Stock into which such canceled shares have been converted.

THIRD: This Restated Certificate of Incorporation, having been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the DGCL by the unanimous written consent of the Board of Directors and the written consent of the stockholders of BroadStream Corporation, restates and integrates and further amends the provisions of the Original Certificate. As so restated and integrated and further amended, the Restated Certificate of Incorporation (hereinafter, the "Certificate of Incorporation") reads as follows:

ARTICLE FIRST

Name of Corporation

The name of the corporation is BroadStream Corporation (the "Corporation").

ARTICLE SECOND

Registered Office and Registered Agent

The address of the Corporation's registered office in the State of Delaware is One Rodney Square, 10th Floor, Tenth and King Streets, in the City of Wilmington, County of Newcastle, Delaware 19801. The name of the registered agent of the Corporation at such address is RL&F Service Corp.

ARTICLE THIRD

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE FOURTH

Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 50,000 shares of common stock, par value \$.01 per share (the "Common Stock").

ARTICLE FIFTH

Board of Directors

A. The number of directors of the Corporation shall initially be fixed at two and may be increased or decreased from time to time pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, but the number of directors shall not be less than two nor more than twelve.

B. Unless and except to the extent that the By-laws so require, the election of directors of the Corporation need not be by written ballot.

C. Vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors or other cause, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by a sole remaining director.

ARTICLE SIXTH

Certain Matters Relating to Stockholder Actions

Any action required or permitted to be taken by the stockholders of the Corporation shall be effected at a duly called annual or special meeting of stockholders of the Corporation, and the stockholders of the Corporation shall be permitted to take action by written consent.

ARTICLE SEVENTH

Limitation on Director Liability

A. To the fullest extent permitted by the DGCL as it now exists and as it may hereafter be amended, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of any fiduciary or other duty as a director.

B. The rights and authority conferred in this Article SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

C. Neither the amendment, alteration or repeal of this Article SEVENTH, nor the adoption of any provision inconsistent with this Article SEVENTH, shall adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, alteration or repeal with respect to acts or omissions occurring prior to such amendment, alteration, repeal or adoption.

ARTICLE EIGHTH

Indemnification

Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted from time to time by the DGCL as the same exists or may hereafter be amended (but, if permitted by applicable law, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereafter in effect. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents (other than a director or officer) of the Corporation, to directors, officers, employees or agents of a subsidiary, and to each person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, at the request of the Corporation, with the same scope and effect as the foregoing indemnification of directors and officers of the Corporation. The Corporation shall be required to indemnify any person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors or is a proceeding to enforce such person's claim to indemnification pursuant to the rights granted by this Certificate of Incorporation or otherwise by the Corporation. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article EIGHTH. Any amendment or repeal of this Article EIGHTH shall not adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

ARTICLE NINTH

Amendments to By-laws by the Board of Directors

In furtherance of, and not in limitation of, the powers conferred by law, the Board of Directors is expressly authorized and empowered to:

- (1) adopt any By-laws a majority of the Board of Directors may deem necessary or desirable in connection with the conduct of the affairs of the Corporation,

including provisions governing the conduct of, and the matters which may properly be brought before, meetings of the stockholders and provisions specifying the manner and extent to which advance notice shall be given of and any other procedures regarding (i) the submission of proposals to be considered at any such meeting or (ii) nominations for the election of directors to be held at any such meeting; and

(2) repeal, alter or amend the By-laws by the affirmative vote of a majority of the Board of Directors.

ARTICLE TENTH

Foreign Ownership Restrictions

The following provisions are included for the purpose of ensuring that ownership of the Corporation remains with United States persons or entities, to the extent required by the Communications Act of 1934, as amended and the rules and regulations promulgated thereunder, as the same may be amended from time to time:

A. If the Corporation is a direct licensee of a broadcast or common carrier station, the Corporation shall not issue to "Aliens" (which term shall include (i) a person who is a citizen of a country other than the United States; (ii) any entity organized under the laws of a government other than the government of the United States or any state, territory, or possession of the United States; (iii) a government other than the government of the United States or of any state, territory, or possession of the United States; and (iv) a representative of, or an individual or entity controlled by, any of the foregoing), either individually or in the aggregate, in excess of 20 percent of the total number of shares of capital stock of the Corporation outstanding at any time and shall seek not to permit the transfer on the books of the Corporation of any capital stock to any Alien that would result in the total number of shares of such capital stock held by Aliens exceeding such 20 percent limit. If the Corporation is not a direct licensee of a broadcast or common carrier station but directly or indirectly controls such a licensee, the foregoing limit shall be 25 percent, unless the Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph A of Article TENTH.

B. If the Corporation is a direct licensee of a broadcast or common carrier station, no Alien or Aliens shall be entitled to vote or direct or control the vote of more than 20 percent of (i) the total number of shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time, or (ii) the total voting power of all shares of capital stock of the Corporation outstanding and entitled to vote at any time and from time to time. If the Corporation is not a direct licensee of a broadcast station but directly or indirectly controls such licensee, the foregoing limits shall be 25 percent, unless Federal Communications Commission approves a higher limit. In the event that the FCC amends the foregoing limits, such amended limits shall apply to this paragraph B of Article TENTH.

C. Without limiting the generality of the foregoing and notwithstanding any other provision of these Articles of Incorporation to the contrary, any shares of capital stock of the Corporation determined by the Board of Directors to be owned by an Alien or Aliens shall always be subject to redemption by the Corporation by action of the Board of Directors or any other applicable provision of law, to the extent necessary in the judgment of the Board of Directors to comply with the Alien ownership restrictions described in this Article TENTH. The terms, conditions and procedures of such redemption shall be as follows:

(1) the redemption price of the shares to be redeemed pursuant to this Article TENTH shall be equal to the fair market value of the shares to be redeemed, as determined by the Board of Directors in good faith;

(2) the redemption price of such shares may be paid in cash, securities or any combination thereof as determined by the Board of Directors;

(3) if less than all the shares held by Aliens are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors to be fair and equitable;

(4) at least 10 days' prior written notice of the redemption, which notice shall specify the date the redemption is to be effective (the "Redemption Date"), shall be given to the holders of the shares selected to be redeemed (unless waived in writing by any such holder); provided that the Redemption Date may be the date on which written notice shall be given to holders if the cash or securities necessary to effect the redemption shall have been deposited in trust for the

benefit of such holders and such cash and securities are subject to immediate withdrawal by them upon surrender of the stock certificates for their shares to be redeemed duly endorsed in blank or accompanied by duly executed proper instruments of transfer;

(5) without limiting any of the rights or remedies set forth in this Article TENTH, from and after the Redemption Date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including any rights to vote or participate in dividends declared on capital stock of the same class or series as such shares, excepting only payment of dividends declared prior to the Redemption Date for which the record date precedes the Redemption Date) shall cease and terminate, and the holders thereof thereafter shall be entitled only to receive the cash or securities payable upon redemption; and

(6) such other terms and conditions as the Board of Directors shall determine.

D. The Board of Directors shall have all powers necessary to implement the provisions of this Article TENTH.

IN WITNESS WHEREOF, ComcoTec Corporation has caused this Restated Certificate of Incorporation to be executed by the following authorized officer of said corporation on this 13 day of September, 1999.

COMCOTEC CORPORATION,

by



Name: Roderick M. Sherwood III
Title: Chief Financial Officer

GURMAN BLASK & FREEDMAN

CHARTERED

SUITE 500

1400 SIXTEENTH STREET N.W.

WASHINGTON, D.C. 20036

TELEPHONE 202-328-8200

TELECOPIER 202-462-1784

202-462-1786

September 30, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

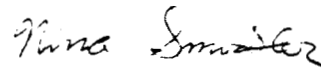
**Re: Amendment to Application for Authorization to
Transact Business in Florida**

Dear Sir or Madam:

Please find enclosed an Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida requesting a change of name from CommcoTec Corporation to BroadStream Corporation. A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and \$8.75 for one certified copy of the amendment. Also enclosed is an additional copy of the application marked "Return Copy." Please date stamp this copy and return it to us in the enclosed self-addressed stamped envelope.

Thank you for your assistance. Please call me if you need any additional information.

Best regards,



Nina Smuckler
Law Clerk

Enclosure

GURMAN, BLASK & FREEDMAN, CHARTERED

1400 SIXTEENTH STREET, N.W.
SUITE 500
WASHINGTON, D.C. 20036

15-52/540

5226

EXPLANATION	AMOUNT

PAY
AMOUNT
OF

Forty three

75/100

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	GROSS	DESCRIPTION	CHECK NUMBER
<i>4/30/99</i>	<i>Department of State</i>		<i>1067-11</i>	<i>5226</i>

\$ **43.75**

CRESTAR

CRESTAR BANK, N.A.
WASHINGTON, D.C.

William D. Freedman