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NEW YORK OFFICE 405 LEXINGTON AVENUE NEW YORK, NY 1017

January 30, 2001

#### VIA FEDERAL EXPRESS

Florida Public Service Commission Division of Records and Reporting 2540 Shumard Oak Blvd. Tallahassee, Florida 32399-0850

010150-TA

**Re:** Application of Com Tech International Cable Corporation to Provide AAV services in Florida

To Whom It May Concern:

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Enclosed for filing on behalf of Com Tech International Cable Corporation ("Com Tech") please find an original and six (6) copies of Com Tech's application for authority to provide alternative access vendor services in Florida. Also enclosed is a check in the amount of \$250.00 to cover the application filing fee.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact us.

R spea Jo alma

Raquel Bierzwinsky

Counsel for Com Tech International Cable Corporation

Enclosures

cc: David M. Martin

DOCUMENT NUMBER-DATE

#### FLORIDA PUBLIC SERVICE COMMISSION DIVISION OF REGULATORY OVERSIGHT CERTIFICATION SECTION APPLICATION FORM FOR AUTHORITY TO PROVIDE ALTERNATIVE ACCESS VENDOR SERVICE

## Instructions

WITHIN THE STATE OF FLORIDA

- 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 Records and Reporting 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 Regulatory Oversight Certification Section 2540 Shumard Oak Blvd. Tallahassee, Florida 32399-0850 (850) 413-6480

FORM PSC/CMU 43 (1/95)

DOCUMENT NUMPER-DATE

This is an application for (check one):

(+) Original certificate (new company).

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

() Approval of Assignment of existing Certificate: Example, a certified 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 certified company. The Commission must approve the new controlling entity.

#### 2. Name of company:

Com Tech International Cable Corporation

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

Com Tech International Cable Corporation

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

Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

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

Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

#### 6. Structure of organization:

() Individual

(+) Foreign Corporation
 ( ) General Partnership
 ( ) Other

() Other,

- () Foreign Partnership
- () Limited Partnership

() Corporation

### 7. If individual, provide:

Name, Title, Address, City/State/Zip, Telephone No., Fax No., Internet E-Mail Address, Internet Website Address.

Not Applicable

### 8. If incorporated in Florida, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

Not Applicable

#### 9. If foreign corporation, provide proof of authority to operate in Florida:

#### (a) The Florida Secretary of State corporate registration number:

Attached hereto as Exhibit A is Com Tech International Cable Corporation's Certificate of Incorporation. Attached hereto as Exhibit B is Com Tech international Cable Corporation's authorization to transact business within the State of Florida, dated November 7, 2000.

# 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:

Not Applicable

# 11. If a limited liability partnership, please proof of registration to operate in Florida.

(a) The Florida Secretary of State registration number:

Not Applicable

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

Not Applicable

- 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:

Not Applicable

14. Provide F.E.I. Number (if applicable):

65-1061048

- 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?

Not Applicable

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

Name: Dexter Cartwright

Telephone Number: (305) 529-8700

(d) How is this information provided?

Information will be provided in the service contract

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

#### (a) ... The application:

José A. Palma Raquel Bierzwinsky Swidler Berlin Shereff Friedman, LLP 3000 K Street, N.W., Suite 300 Washington, D.C. 20007 (202) 424-7646

with a copy to:

David M. Martin Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

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

David M. Martin General Counsel Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

Telephone:(305) 529-8700Fax:(305) 529-8701Email:dmartin@nwncable.comInternet Website:www.nwncable.com

#### (c) Complaints/Inquiries from customers:

See (b) above

#### 17. List the states in which the applicant:

(a) has operated as an Alternative Access Vendor.

None

(b) has applications pending to be certified as an Alternative Access Vendor.

None

(c) is certified to operate as an Alternative Access Vendor.

None

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

None

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

None

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

None

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.

No

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

None

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 Mb/s

Com Tech International Cable Corporation will provide private line services (E1,T1, E3, DS3, STM1, OC3, OC3c, STM4, OC12c, STM16 and OC48c). This capacity will either be transported on an "owned or leased" fiber optic network, or will be delivered on a resale basis through strategic relationships with other carriers. The path will be between the ARCOS-1<sup>1</sup> Cable Station and various Points of Presence (POP) in the state of Florida including the Greater Miami-Dade area.

As for private line services, current plans call for the deployment of SONET/SDH (Synchronous Optical Network/Synchronous Digital Hierarchy)(from ITU) transmission equipment for the transport of bandwidth within Florida and the United States.

<sup>&</sup>lt;sup>1</sup> Com Tech International Cable Corporation is an indirect subsidiary of New World Network Holdings Ltd., a company that is developing a fiber optic submarine cable system named *Americas Region Caribbean Ring System* ("ARCOS-1"). This system is a 8,600 kilometer length ring that will connect the United States with Mexico, Belize, the Dominican Republic, Honduras, Nicaragua, Costa Rica, Panama, Guatemala, Colombia, Venezuela, Curacao, Puerto Rico, Turks & Caicos, and the Bahamas. FORM PSC/CMU 43 (1/95)

- DS-1 (1.54 Mb/s), E1 (2.048 Mbps), DS-3 (44.76 Mb/s) lines: To be groomed from higher level signal using DACS (Digital Access Cross Connect) and transported to requested location using either "Owned or Leased" network or through strategic relationship with other carriers.
- STM-1,OC3, OC3c(155 Mbps); STM-4,OC12, OC12c(620Mbps); STM-16, OC48, OC48c(2.5 Gbps) lines: To be transported to requested location using either "Owned or Leased" network or through strategic relationship with other carriers.

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FORM PSC/CMU 43 (1/95)

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#### \*\* 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. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.

**3.** SALES TAX: I understand that a seven percent sales tax must be paid on intra and interstate revenues.

**4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

**5. 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:

130/01 Date

David M. Martin General Counsel Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

Telephone:(305) 529-8700Fax:(305) 529-8701

#### 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:

1/3./01 Date

David <u>M. Martin</u> General Counsel Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

Telephone: (305) 529-8700 Fax : (305) 529-8701

### SERVICE AREA NETWORK

- CURRENT FLORIDA INTRASTATE SERVICES: Applicant has (-) or has not 1.  $(\checkmark)$  previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:
  - What services have been provided and when did these services begin? a)

Not Applicable

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

Not Applicable

### UTILITY OFFICIAL:

120101 Date

David M. Martin General Counsel Com Tech International Cable Corporation 2977 McFarlane Rd., Suite 300 Coconut Grove, FL 33133

(305) 529-8700 Telephone: (305) 529-8701 Fax:

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## EXHIBIT A

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Com Tech International Cable Corporation's Delaware Certificate of Incorporation

FORM PSC/CMU 43 (1/95)

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## State of Delaware Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "COM TECH INTERNATIONAL CABLE CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CIRCLE NEWCO, INC." TO "COM TECH INTERNATIONAL CABLE CORPORATION", FILED THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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Herriet Smith Mindsor

PAGE 1

Secretary of State
AUTHENTICATION: 0916111
DATE: 01-16-01

010023326

Certificate of Incorporation

#### Of

Circle Newco, Inc.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, does hereby set forth as follows:

FIRST: The name of the corporation is: Circle Newco, Inc.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street. in the City of Dover, County of Kent, State of Delaware 19901 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

Class	Number of Shares	Par Value
Common	1,000	.01

FIFTH: The name and address of the incorporator is as follows:

Name	<u>Address</u>
Michael A. Barr	10 Bank Street White Plains, New York 10606

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

- (1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the By-laws so provide.
- (2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-laws of the corporation; to fix and vary the amount of capital to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

- (a) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.
- (3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders, at any meeting of the stockholders called for the purpose of considering any such act or contract, or through a written consent in lieu of a meeting in accordance with the requirements of the General Corporation Law of Delaware as amended from time to time, and any contract or act that shall be so approved or be so ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting, (or by written consent whether received directly or through a proxy) and entitled to vote thereon (provided that a lawful quorum of stockholders be there represented in person or by proxy at such approved, ratified, or consented to by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.
- (4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of IDelaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Detaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102 (b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102 (b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and /or on all the stockholders or class of stockholders, of this corporation, as the case may he, and also on this corporation.

NIN fH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 25th day of <u>September</u>, 2000.

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S/Michael A. Barr Incorporator

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 10/31/2000 001547087 - 3292654

#### CERTIFICATE OF AMENDMENT

#### OF

#### **CERTIFICATE OF INCORPORATION**

OF

#### CIRCLE NEWCO, INC.

The undersigned, being the Vice President of Circle Newco, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

#### **DOES HEREBY CERTIFY:**

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FIRST: That Article FIRST of the Certificate of Incorporation be, and it hereby is,

deleted in its entirety, and substituted in its place is the following Article:

"FIRST: The name of this corporation shall be "Com Tech International Cable Corporation"

... SECOND: That the amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have duly signed this Certificate this 30<sup>th</sup> day of October, 2000.

/s/ Daren Wells Daren Wells Vice President

## EXHIBIT B

Com Tech International Cable Corporation's Authorization to Transact Business in Florida

FORM PSC/CMU 43 (1/95)

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Bepartment of State

I certify the attached is a true and correct copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for COM TECH INTERNATIONAL CABLE CORPORATION, a Delaware corporation authorized to transact business in the State of Florida, qualified on November 7, 2000, as shown by the records of this office.

The document number of this corporation is F0000006243.



CR2EO22 (1-99)

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

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.	ComTech Ir	nternational Cable Corporation					
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or S 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.	Applied for	5 17			
2.	(State or country	y under the law of which it is incorporated)	(FEI number, if applicable)	PH			
4.	9/25/00	5.	Perpetual				
	(Date	of incorporation)	(Duration: Year corp. will cease to exist or "perpet	(a") <b>B</b>			
6 Upon Qualification							
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)							
7.	7 6001 Broken Sound Parkway NW, Suite 600						
		(Principal office addr	ess)	ISE 00			
	Boca Raton, Florida 33487						
	(Current mailing address)						
8.	Constructio	n and maintenance of telephone ca	bles	E P			
	(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: _	United Corporate Services, In	<u>ic.</u>				
Office Address:9200 South Dadeland Blvd., Ste. 508							
		Miami "	33156 . Florida				
	-	(City)	(Zip code)				
10	. Registered ag	gent'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.

Viehad S

(Registered agent's signature) Michael A. Barr, President

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 business addresses of officers and/or directors:						
A. DIRECTORS						
Chairman:						
Address:	· · · · · · · · · · · · · · · · · · ·					
Vice Chairman:						
Address:						
Director: Daren Wells	8					
Address: same as above						
	Son - M					
Director: Walter J. Frank, Jr.	E PH					
Address:6001 Broken Sound Parkway NW	LORING CO					
Boca Raton, FL 33487	<u> </u>					
B. OFFICERS	EChan P					
President:/Secretary: Scott Drake	ASSS IN -					
Address:6001 Broken Sound Parkway NW						
Boca Raton, FL 33487	ORINA F					
Vice President /Treasurer: Larry Ferk	P 0					
Address: 6001 Broken Sound Parkway NW						
Boca Raton, FL 33487	-					
Executive Vice President: Daren Wells	-					
Address: same as above						
Executive Vice President:						
Address: same as above						
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.						

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(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daren Wells, Executive Vice President

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(Typed or printed name and capacity of person signing application)

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COM TECH INTERNATIONAL CABLE CORPORATION" 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 FIRST DAY OF NOVEMBER, A.D. 2000.

AND L DO HEREBY FURTHER CERTIFY THAT THE SAID \_ COM TECH INTERNATIONAL CABLE CORPORATION" WAS INCORPORATED ON THE TWENTY FIFTH DAY OF SEPTEMBER, A.D. 2000.

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

> FILE 10V -7 PH 4:

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0767872

DATE: 11-01-00

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