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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

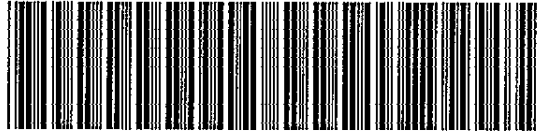
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AND
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JP
1-02-03

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5738436 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Mahi Networks, Incorporated (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPROVED
AND
FILED
02 DEC 31 PM 1:13
STATE SECRETARY OF FLORIDA

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. MAH: NETWORKS, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE (State or country under the law of which it is incorporated) 3. 94-3339496 (FEI number, if applicable)

4. SEPTEMBER 13, 1999 (Date of incorporation) 5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

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. 1039 N. McDowell Bl. Petaluma, Ca. 94954 (Principal office address)

Same (Current mailing address)

8. SALE OF TELECOMMUNICATIONS EQUIPMENT (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: CT Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, Ft. Florida 33324 (City) (Zip code)

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.

[Signature] (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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Bill CAOOGAN

Address: ST. PAUL VENTURE CAPITAL

10400 Viking Drive, Suite 550 Minneapolis, MN 55344

Vice Chairman: _____

Address: _____

Director: BEN TERE, RHO VENTURES

Address: CARNEGIE HALL TOWER

152 WEST 57TH STREET, 23RD FLOOR, NEW YORK, NY 10019

Director: BANDEL CARANO, OAK INVESTMENT PARTNERS

Address: 525 UNIVERSITY AVENUE, SUITE 1300

PALO ALTO, CA 94301

B. OFFICERS

President: CHRIS ROST, CEO

Address: 1039 NORTH McDOWELL BOULEVARD

PETALUMA, CA 94954

Vice President: Bill Beyer, CFO

Address: 1039 NORTH McDOWELL BOULEVARD

PETALUMA, CA 94954

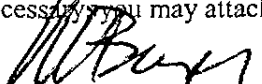
Secretary: Bill Beyer

Address: _____

Treasurer: Bill Beyer

Address: _____

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. William R BEYER, CFO & ASSISTANT SECRETARY

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

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Delaware

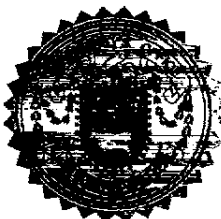
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAHI NETWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



3095437 8300

020804760

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2175953

DATE: 12-30-02