

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY OF

PB NETWORK SERVICES, INC.

File number C 130049

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: August 13, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herald*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is PB Network Services, Inc.

Aug 13 11 34 AM '99
SECRETARY OF STATE
STATE OF IDAHO

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Delaware

4. Its date of incorporation is 5/12/98

5. The address of its principal office is One Penn Plaza, New York, New York 10119

6. The address to which correspondence should be addressed, if different than item 5, is _____

7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C T Corporation System

8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See attached list of
directors and officers

Dated: August 9, 1999

PB Network Services, Inc.

(Corporation name)

By

Kevin J. Curran

Kevin J. Curran

Its

Secretary

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(If using pre-paid account)

08 SEP 1999 15:00
CK: 132104046 CT: 4567 BH: 242045

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 130049

PB NETWORK SERVICES, INC.

OFFICERS AND DIRECTORS

<u>Title</u>	<u>Name</u>	<u>Business Address*</u>	<u>Residence</u>	<u>Director</u>
Chairman & President	M.S. Della Rocca	New York, NY		
Senior Vice President	R.H. Janowski, Jr.	Golden, CO	(1) Yardley, PA	X
Vice President	L.H. Bowen	Golden, CO	(2) Katy, TX	X
Vice President	J.W. Devens	Golden, CO	(2) Westminster, CO	
Vice President	J.A. Harrison	Golden, CO	(2) Englewood, CO	
Assistant Vice President	M.W. Zehnder	Golden, CO	(2) Golden, CO	
Secretary	K.J. Curran	New York, NY	(2) Ossining, NY	
Controller	J.M. Gardner	New York, NY	(1) Summit, NJ	
Treasurer	B.N. Poane	New York, NY	(1) Ramsey, NJ	
	R.E. Bellhouse	New York, NY	(1) New York, NY	
	P.W. Drennon	Herndon, VA	(1) Alexandria, VA	X
	K. L. Jacobson	Rockville, MD	(4) Potomac, MD	X
	B.H. McDonald	Atlanta, GA	(5) Dacula, GA	X
	W.D. Smith	San Francisco, CA	(6) Oakland, CA	X

*Business Addresses

- (1) One Penn Plaza, New York, NY 10119
- (2) 14023 Denver West Parkway, 2nd Fl., Golden, CO 80401
- (3) Marathon Plaza, 303 2nd Street, Suite 700N, San Francisco, CA 94107
- (4) 465 Spring Park Place, Herndon, VA 20170
- (5) 3200 Tower Oaks Boulevard, Rockville, MD 20852
- (6) 3340 Peachtree Road NE, Suite 2400, Tower Place, Atlanta, GA 30326

State of Delaware
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PB NETWORK SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF AUGUST, A.D. 1999.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9913513

DATE: 08-10-99