

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF

XPEDIOR INCORPORATED
File number C 130124

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 19, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonya Herold*

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:

AUG 19 12 53 PM '99

1. The name of the corporation is Xpedior Incorporated
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 12/30/97
5. The address of its principal office is 4400 Post Oak Parkway, Suite 1100, Houston, Texas 77027
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

SECRETARY OF STATE
STATE OF IDAHO

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 17, 1999

Xpedior Incorporated
(Corporation name)

By Beth Sibley

Its ASSISTANT SECRETARY
(specify capacity of signer)

Customer Acct #: IDAHO SECRETARY OF STATE
(If using board account, use 1-200-877-0000)

CK: 11808475 CT: 87806 INT: 243412

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

C 130124

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XPEDIOR INCORPORATED

Officers:

| Name | Title | Address |
|--------------------|---|--|
| Michael T. Willis* | Chief Executive Officer | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |
| David E. Pickrell | President | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |
| Steven M. Isaacson | Chief Financial Officer | One North Franklin Suite 1500 Chicago, IL 60606 |
| Peter T. Dameris* | Executive Vice President and Secretary | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |
| J. Brian Farrar | Executive Vice President and Chief Operating Officer | One North Franklin Suite 1500 Chicago, IL 60606 |
| Edward L. Pierce | Senior Vice President and Assistant Secretary | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |
| Margaret G. Reed | Vice President and Assistant Secretary | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |
| Robert W. Lewey | Vice President | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |
| Beth Sibley | Assistant Secretary | 4400 Post Oak Parkway Suite 1100 Houston, TX 77027 |

* Also serves as a member of the Board of Directors

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XPEDIOR INCORPORATED" 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 SEVENTEENTH 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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991341679

AUTHENTICATION: 9924820

DATE: 08-17-99