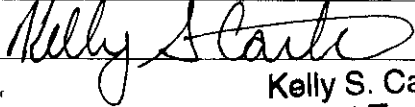


No. C 94015	Due no later than Dec 31, 2000 Annual Report Form	2. Registered Agent and Office NO PO BOX			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable PHOENIX NETWORK, INC. 555 17TH ST DENVER, CO 80202	CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701 3. <u>New</u> Registered Agent Signature			
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
PRESIDENT	AFSHEN MUHEBBI	1801 CALIFORNIA ST	DENVER	CO	80202
SECRETARY	DRAKE S TEMPEST	1801 CALIFORNIA ST	DENVER	CO	80202
TREASURER	ROBERT S WOODRUFF	1801 CALIFORNIA ST	DENVER	CO	80202
DIRECTOR	JOSEPH P NACCHEO	1801 CALIFORNIA ST	DENVER	CO	80202
DIRECTOR	ROBERT S WOODRUFF	1801 CALIFORNIA ST	DENVER	CO	80202
5. Organized Under the Laws of:		6.			
DELAWARE C 94015		Signature 	Date 10/19/2000		
		Name (Typed or Printed) Kelly S. Carter	Assistant Treasurer		

Issued 10/02/2000

Do Not Tape or Staple

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Phoenix Network, Inc
1801 California Street, Denver, CO 80202

Directors:

Joseph P. Nacchio
Robert S. Woodruff

Officers:

Name

Office

Joseph P. Nacchio
Afshin Mohebbi
Robert S. Woodruff

Chairman and Chief Executive Officer
President and Chief Operating Officer
Executive Vice President and Chief Financial Officer,
Treasurer

Drake S. Tempest
Marc B. Weisberg
Yash A. Rana
William Bryant
Kelly S. Carter

Executive Vice President, General Counsel and Secretary
Senior Vice President
Assistant Secretary
Assistant Treasurer
Vice President Finance/Tax-Assistant Treasurer