

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
POINTONE OPERATING CO.**

File Number C 137558

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 and attach hereto a duplicate of the application for such certificate.

Dated: February 6, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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 PointOne Operating Co.
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 January 4, 2001
5. The address of its principal office is 6801 N. Capital of Texas Hwy, Bldg. 2, Suite 100, Austin, TX 78731
6. The address to which correspondence should be addressed, if different from item 5, is 6455 East Johns Crossing, Suite 285, Duluth, GA 30097
7. The street address of its registered office in Idaho is 6140 Corporal Lane, Boise, ID 83704
_____, and its registered agent in Idaho at that address is TCS Corporate Services, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Paget L. Alves</u>	<u>President/CEO/ Director</u>	<u>6801 North Capital of Texas Hwy. Bldg. 2, Suite 100 Austin TX 78731</u>
<u>Sharon McCollum</u>	<u>Vice President</u>	<u>6801 North Capital of Texas Hwy. Bldg. 2, Suite 100 Austin TX 78731</u>
<u>Sharon McCollum</u>	<u>Secretary</u>	<u>6801 North Capital of Texas Hwy. Bldg. 2, Suite 100 Austin TX 78731</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: January 30, 2001
PointOne Operating Co.

(Corporation name)

By Sharon McCollum

Its Sharon McCollum

(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

IDAH0 SECRETARY OF STATE

02/06/2001 09:00

CK: 16507 CT: 19577 BH: 377258

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

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POINTONE OPERATING CO." 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 TWENTY-FIFTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POINTONE OPERATING CO." WAS INCORPORATED ON THE FOURTH DAY OF JANUARY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0935447

010040223

DATE: 01-25-01