

ATTACHMENT I

NETWORK PTS, INC.

ARTICLES OF INCORPORATION
&
ILLINOIS CERTIFICATE OF AUTHORITY



SECRETARY OF STATE

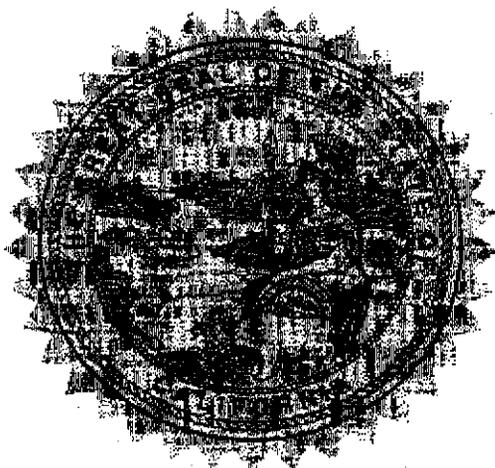


I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 13 2003



Kevin Shelley

Secretary of State

1636434

ARTICLES OF INCORPORATION

FILED
In the office of the Secretary of State
of the State of California

OF

MAR 27 1989

TRLD, INC.

ONE: The name of this corporation is TRLD, INC.

March Forth Euc
MARCH FORTH EU, Secretary of State

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The name and address in this state of the corporation's initial agent for service of process is: Terri Rossi, 2226 Oak Grove Rd., #226, Walnut Creek, CA 94598

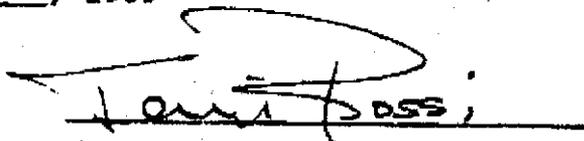
FOUR: This corporation is authorized to issue only one class of shares of stock. The total number of shares which the corporation is authorized to issue is 100,000.

FIVE: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SIX: Corporate agents, as that term is defined in Corporations Code Section 317, may be indemnified for breach of duty to the corporation and its stockholders by By-Law, agreement, or otherwise in excess of the indemnification permitted by Corporations Code Section 317. However, there shall be no indemnification of any agent in circumstances expressly prohibited by Corporations Code Section 317, or for any acts, omissions, or transaction from which a director may

not be relieved of liability.

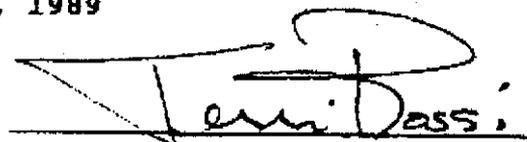
Dated: 3-23-89, 1989

A handwritten signature in cursive script, appearing to read "Terri Rossi", written over a horizontal line.

Terri Rossi

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Dated: 3-23-89, 1989

A handwritten signature in cursive script, appearing to read "Terri Rossi", written over a horizontal line.

Terri Rossi

A0592079

1636434

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION FOR TRLD, INC.
[CORPORATE NUMBER 1636434]**

FILED DR
in the office of the Secretary of State
of the State of California

FEB 19 2003

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certifies that:

1. I am the chief executive officer and the secretary, Michael Keane, respectively of TRLD, Inc., a California Corporation.
2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Network Public Telecom Services.
3. The foregoing amendment of the Articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: January 30, 2003

Michael J. Keane
Michael Keane,
Chief Executive Officer and Secretary

1636434
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION FOR
NETWORK PUBLIC TELECOM SERVICES
[CORPORATE NUMBER 1636434]

FILED *DK*
In the office of the Secretary of State
of the State of California

FEB 21 2003

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

The undersigned certifies that:

1. I am the chief executive officer and the secretary, Michael Keane, respectively of NETWORK PUBLIC TELECOM SERVICES, a California Corporation.
2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Network Public Telecom Services, Inc.
3. The foregoing amendment of the Articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 19, 2003

Michael Keane
Michael Keane,
Chief Executive Officer and Secretary

A0599697

Cfo

1636434

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION FOR
NETWORK PUBLIC TELECOM SERVICES, INC.
[CORPORATE NUMBER 1636434]

FILED
In the office of the Secretary of State
of the State of California
AUG 06 2003

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certifies that:

1. I, Thomas Keane, am the chief executive officer and the secretary of NETWORK PUBLIC TELECOM SERVICES, a California Corporation.
2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Network PTS, Inc.
3. The foregoing amendment of the Articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 28, 2003

Thomas Keane

Thomas Keane,
Chief Executive Officer and Secretary



State of California



SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the 27th day of March, 1989, NETWORK PTS, INC. became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 13, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

ch



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 28, 2003

6317-124-7

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE NETWORK PTS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

OCT 28 2003

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 10-28-03

License Fee \$ -

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: Be

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order
payable to "Secretary of State."

COPY

1. (a) CORPORATE NAME: Network PTS, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: California

(b) Date of Incorporation: 03/27/1989

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 14472 Wicks Blvd., San Leandro, CA 94577
(b) Address of principal office in Illinois: None
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent CT CORPORATION SYSTEM

	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 S. LaSalle Street, Suite 814</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
California, Florida, Kentucky

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	Michael Zumbo	251 Santiago Lane	Danville	CA	94526
Secretary	Thomas Keane	34 El Alamo Ct.	Danville	CA	94526
Director	Thomas Keane	34 El Alamo Ct.	Danville	CA	94526
Director	Michael Zumbo	251 Santiago Lane	Danville	CA	94526
Director	Thomas Keane	34 El Alamo Ct.	Danville	CA	94526

SEE ATTACHMENT

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

telecommunications service provider

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	—	N/A	100,000	10,000

9. Paid-in Capital: \$ 100,000.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 5,100,000.00
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 10,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: SEE ATTACHMENT
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 10000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated 10 / 21 03 Network PTS, Inc.
 (Month & Day) (Year) (Exact Name of Corporation)

attested by Thomas Keane [Signature]
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
 Thomas Keane, Secretary by Michael Zumbo, President
 (Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).