

ATTACHMENT I  
GLOBAL NAPS ILLINOIS, INC.  
ARTICLES OF INCORPORATION  
&  
ILLINOIS CERTIFICATE OF AUTHORITY



# State of Illinois Office of The Secretary of State

13-26

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF GLOBAL NAPS ILLINOIS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 9TH day of JANUARY A.D. 2001 and of the Independence of the United States the two hundred and 25TH



*Jesse White*  
Secretary of State  
BOX 170

State of Delaware  
Office of the Secretary of State

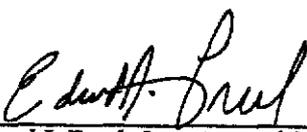
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GLOBAL NAPS ILLINOIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

3319322 8100

AUTHENTICATION: 0809821

001585613

DATE: 11-22-00

**CERTIFICATE OF INCORPORATION**

**OF**

**GLOBAL NAPS ILLINOIS, INC.**

**FIRST:** The name of the corporation is **GLOBAL NAPS ILLINOIS, INC.**

**SECOND:** The registered office of the corporation in the State of Delaware is located at 800 Delaware Avenue, Wilmington, County of New Castle, 19801. The registered agent of the corporation at that address is Delaware Corporations LLC.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is one thousand five hundred (1,500) shares of common stock without par value.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

**SEVENTH:** No holder of shares of stock of the corporation may voluntarily or involuntarily (whether pursuant to statute, court order or otherwise) sell, transfer, assign, hypothecate, pledge, permit any lien to attach to or grant any security interest in shares of stock held by such holder or otherwise dispose of shares of stock (collectively, a "Transfer") unless such holder has first obtained the prior written consent of the corporation to the Transfer, such consent to be expressed in a written resolution duly adopted by the board of directors of the corporation. The written consent of the corporation shall require as a condition to any Transfer that the transferee shall first agree in writing to be bound by the terms of this Article Seventh. Notwithstanding the foregoing restriction on any Transfer, shares of stock of the corporation may be transferred without the prior written consent of the corporation upon the death of a holder by a testamentary bequest contained in the holder's will or by operation of the laws of descent and distribution, *provided, however*, that in any such case, the corporation shall not be required to register the transfer on the books of the corporation or issue a certificate in the name of a beneficiary or distributee, as the case may be, until such beneficiary or distributee agrees in writing to be bound by the terms of this Article Seventh.

ATTACHMENT II  
GLOBAL NAPS ILLINOIS, INC.  
MANAGERIAL AND TECHNICAL RESOURCES  
&  
COMPANY CONTACT INFORMATION

COMPANY CONTACT INFORMATION

a. Issues related to processing this application:

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
Telephone: (617) 507-5121  
Facsimile: (617) 507-5221

b. Consumer Issues

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
Telephone: (617) 507-5121  
Facsimile: (617) 507-5221

c. Customer Complaint Resolution

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
Telephone: (617) 507-5121  
Facsimile: (617) 507-5221

d. Technical and service quality issues

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
Telephone: (617) 507-5121  
Facsimile: (617) 507-5221

COMPANY CONTACT INFORMATION, *cont'd.*

e. "tariff" and pricing issues

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
Telephone: (617) 507-5121  
Facsimile: (617) 507-5221

f. 9-1-1 issues

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
Telephone: (617) 507-5121  
Facsimile: (617) 507-5221

g. security/law enforcement

John O. Postl  
Assistant General Counsel  
Global NAPs, Inc.  
89 Access Road, Suite 400  
Norwood, MA 02062  
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Facsimile: (617) 507-5221

**Global NAPs, Inc.  
Management Profiles**

**Frank T. Gangi  
General Manager**

Frank Gangi has led a number of successful entrepreneurial ventures, including Multitronics (1980) - a reseller of DEC Computer Hardware, and Performance Leasing - a lessor of automobiles and computer equipment. In addition, Mr. Gangi Founded WorldNET, which was recently listed in *Boston Business Journal* as one of the 25 fastest growing information service providers in Massachusetts. Mr. Gangi is also a multi-thousand hour private pilot.

**Barton F. Bruce  
Director of Technology**

Barton Bruce has worked in computer software design since the 1960's. While at Cambridge Computer Associates (CCA), he was instrumental in the development of CrossTabs, a breakthrough statistical package used by Ford, the CIA, Social Security, and McDonnell Douglas. Mr. Bruce has consulted extensively with Citibank and was a member of their CitiMail team, which oversaw the development of one of the world's first E-Mail systems. Mr. Bruce was honored by the DEC User Society as the first recipient of their Wizard Award. Most recently, Mr. Bruce served as Vice President of Centnet, an information service provider serving other ISPs, schools and regional businesses.

**Ann Hartman  
Chief Financial Officer**

Ann Hartman has twenty-four years of financial experience. She was a Vice President of Bank of Boston, Executive Vice President of Blackstone Bank and Trust Company, and most recently served as Chief Finance and Administration Officer for the MBTA Commuter Rail. Ms. Hartman is a graduate of Smith College and hold an MBA from the Simmons College Graduate School of Management, where she was a Dean's Merit Scholar.

**William J. Rooney, Jr.  
Secretary and General Counsel**

William Rooney was formerly an attorney in private practice in Boston, Massachusetts, where he concentrated his practice in business litigation. Mr. Rooney is a member of both the Massachusetts and New Hampshire bars. He is a graduate of Boston College and Boston College Law School.

ATTACHMENT III  
GLOBAL NAPS ILLINOIS, INC.  
OFFICERS / DIRECTORS

The following individuals serve as officers and directors of Global NAPs Illinois, Inc. and may be reached through the company's corporate headquarters.

<u>Name</u>	<u>Title</u>
Frank T. Gangi	President
William R. Rooney	Vice President - General Counsel
Richard Gangi	Treasurer
William J. Rooney	Secretary

ATTACHMENT IV  
GLOBAL NAPS ILLINOIS, INC.  
FINANCIAL INFORMATION

01-0445

**CONFIDENTIAL**

**Global NAPs, Inc.**

The following statements summarize the financial performance and condition of Global NAPs, Inc. as of September 30, 2000.

Revenues exceeded \$67,000,000

Total Expenditures did not exceed \$37,000,000

Net Profit Exceeded \$27,000,000

Assets Exceeded \$101,000,000

Liabilities did not exceed \$49,000,000

Net Worth is approximately \$53,000,000

This information was prepared exclusively for the Illinois Commerce Commission.

ILLINOIS  
COMMERCE COMMISSION  
JUN 8 10 40 AM '01  
CHIEF CLERK'S OFFICE