

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached



DEAN HELLER
Secretary of State

101 North Carson Street, Suite J
Carson City, Nevada 89701-4788
(775) 684 5708

**Articles of
Incorporation**
(PURSUANT TO NRS 78)

FILED C174124-C

JUN 23 2000

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. Name of Corporation:	MAXTEL USA, INC.				
2. Resident Agent Name and Street Address: <small>(Must be a physical address same as the Nevada address)</small>	NATIONAL CORPORATE RESEARCH, LTD. Name <u>202 South Minnesota Street</u> <u>Carson City</u> , NEVADA <u>89703</u> Street Address City State Zip Code				
3. Shares: <small>Number of shares authorized Number of shares to issue</small>	Number of shares with par value: _____ Par value: _____ Number of shares without par value: <u>100</u>				
4. Names, Addresses, Number of Board of Directors/Trustees:	The First Board of Directors/Trustees shall consist of <u>4</u> members whose names and addresses are as follows: 1. <u>James Palmer</u> Name <u>436 Lynchburg Avenue</u> <u>Brookneal</u> , <u>VA</u> <u>24528</u> Street Address City State Zip Code 2. <u>Danny Dunnaway</u> Name <u>436 Lynchburg Avenue</u> <u>Brookneal</u> , <u>VA</u> <u>24528</u> Street Address City State Zip Code 3. <u>Patric Roggs</u> Name <u>436 Lynchburg Avenue</u> <u>Brookneal</u> , <u>VA</u> <u>24528</u> Street Address City State Zip Code 4. <u>Peter Maggi</u> Name <u>436 Lynchburg Avenue</u> <u>Brookneal</u> , <u>VA</u> <u>24528</u> Street Address City State Zip Code				
5. Purpose: <small>(Write purpose, objectives)</small>	The purpose of this Corporation shall be:				
6. Other Matters: <small>(See instructions)</small>	Number of additional pages attached: _____				
7. Names, Addresses and Signatures of Incorporators: <small>(Attach additional pages if more than 3 incorporators)</small>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"><u>Ann Marie Cummins</u> Name c/o National Corporate Research, <u>225 W 34th St</u> <u>Ltd.</u></td> <td style="width: 50%;"><i>Ann Marie Cummins</i> Signature <u>New York</u>, <u>NY</u> <u>10122</u> City State Zip Code</td> </tr> <tr> <td><u>Susan Buscarera</u> Name c/o National Corporate Research, <u>225 W 34th St</u> <u>Ltd.</u></td> <td><i>Susan Buscarera</i> Signature <u>New York</u>, <u>NY</u> <u>10122</u> City State Zip Code</td> </tr> </table>	<u>Ann Marie Cummins</u> Name c/o National Corporate Research, <u>225 W 34th St</u> <u>Ltd.</u>	<i>Ann Marie Cummins</i> Signature <u>New York</u> , <u>NY</u> <u>10122</u> City State Zip Code	<u>Susan Buscarera</u> Name c/o National Corporate Research, <u>225 W 34th St</u> <u>Ltd.</u>	<i>Susan Buscarera</i> Signature <u>New York</u> , <u>NY</u> <u>10122</u> City State Zip Code
<u>Ann Marie Cummins</u> Name c/o National Corporate Research, <u>225 W 34th St</u> <u>Ltd.</u>	<i>Ann Marie Cummins</i> Signature <u>New York</u> , <u>NY</u> <u>10122</u> City State Zip Code				
<u>Susan Buscarera</u> Name c/o National Corporate Research, <u>225 W 34th St</u> <u>Ltd.</u>	<i>Susan Buscarera</i> Signature <u>New York</u> , <u>NY</u> <u>10122</u> City State Zip Code				
8. Certificate of Acceptance of Appointment of Resident Agent:	<u>NATIONAL CORPORATE RESEARCH, LTD.</u> hereby accept appointment as Resident Agent for the above named corporation. <i>John L. Morrissey</i> Signature of Resident Agent <u>John L. Morrissey</u> , <u>June 23, 2000</u> Date Assistant Vice President				



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 23, 2001

6138-788-9

LANCE J M STEINHART
6455 E JOHNS CROSSING STE 285
DULUTH, GA 30097

RE MAXTEL USA, INC.

DEAR SIR OR MADAM:

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

THESE DOCUMENTS 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,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

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

JW:CD

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
MAXTEL USA, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA 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 23RD
day of JANUARY A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834

This **FILED** of State

JAN 23 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 1/23/01
License Fee \$ -
Franchise Tax \$ 25-
Filing Fee \$ 75-
Penalties \$ -
Approved: 100

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."

1. (a) CORPORATE NAME: MAXTEL USA, 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: Nevada

(b) Date of Incorporation: 6/23/00

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

436 Lynchburg Ave.
Brookneal VA 24528

None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.
First Name Middle Name Last Name

Registered Office One West Old State Capital Plaza Ste. 805
Number Street Suite #

Springfield 62701
City Zip Code County

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

Nevada

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>See Attached</u>				
Secretary				
Director				
Director				
Director				

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.)

Provide Telecommunication Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		No Par Value	100	100

9. Paid-in Capital: \$ 250,000
 ("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: \$ 500,000.00
- (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
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (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.)

436 Lynchburg Ave.; Brookneal, VA 24528

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
 (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: **10,000**
 (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 7/28, 2002 MAXTEL USA, INC.
 (Exact Name of Corporation)

attested by Mandy Boggs by Patric Boggs
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Mandy Boggs **Assistant Secretary** **Patric Boggs** **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).

LIST OF OFFICERS & DIRECTORS OF
Maxtel USA, Inc.

OFFICERS

Patric Boggs, President
Peter G. Maggi, Secretary/Treasurer
Mandy Boggs, Assistant Secretary

RESIDENTIAL ADDRESSES:

203 Charlotte Street, Brookneal, VA 24528
144-30 Sanford Ave., Apt. 3R, Flushing, NY 11355
203 Charlotte Street, Brookneal, VA 24528

DIRECTORS

James Palmer
Danny Dunnaway
Patric Boggs
Peter Maggi

407 Briarwood Drive, Ste 206 A, Jackson, MS 39206
405 Highway 550 NW, Brookhaven, MS 39601
203 Charlotte Street, Brookneal, VA 24528
144-30 Sanford Ave., Apt. 3R, Flushing, NY 11355

All above listed Officers & Directors can be reached at the following principal office:

436 Lynchburg Avenue, Brookneal, VA 24528.