

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

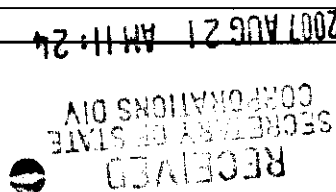
1. The name of the corporation is USinternetworking, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhoda Island:*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
4. The date of its incorporation is 01/14/1998 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
One USI Plaza, Annapolis, MD 21401-7478
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
SEE ATTACHMENT
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Name

Address

Director
Director
Director
Director

See Attachment



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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>See attached</u>	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>Common</u>		<u>.01</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 38039050.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 105328915.0000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.0000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/16/07

William T. Price, Sr.
Signature of Authorized Officer of the Corporation

William T. Price, Sr. Vice President
Type or Print Name of Authorized Officer

USinternetworking, Inc.

Officers & Directors @ 07/30/2007

Officers:	Title	Address
Ronald Spears	Group President	One USi Plaza Annapolis, MD 21401-7478
Andrew Stern	CEO	One USi Plaza Annapolis, MD 21401-7478
Stephen Mucchetti	COO	One USi Plaza Annapolis, MD 21401-7478
Daniel J. Fete	Senior Vice President - Finance	One USi Plaza Annapolis, MD 21401-7478
Jonathan P. Klug	Senior Vice President - Treasurer	One USi Plaza Annapolis, MD 21401-7478
David C. Miller	Senior Vice President & CFO	One USi Plaza Annapolis, MD 21401-7478
T. Michael Payne	Senior Vice President - Secretary	One USi Plaza Annapolis, MD 21401-7478
William Price	Senior Vice President, GC & Assistant Secretary	One USi Plaza Annapolis, MD 21401-7478
Patty Donnelly	Vice President of Human Resources	One USi Plaza Annapolis, MD 21401-7478
Todd Clarno	Assistant Vice President - Tax	One USi Plaza Annapolis, MD 21401-7478
Daniel V. James	Assistant Treasurer	One USi Plaza Annapolis, MD 21401-7478
Sherri Bazan	Assistant Treasurer	One USi Plaza Annapolis, MD 21401-7478
Danny Hoek	Assistant Secretary	One USi Plaza Annapolis, MD 21401-7478

Directors:	Title	Address
Ronald Spears	Director	One USi Plaza Annapolis, MD 21401-7478
T. Michael Payne	Director	One USi Plaza Annapolis, MD 21401-7478
Daniel J. Fete	Director	One USi Plaza Annapolis, MD 21401-7478

**Attachment to Rhode Island
Purpose Clause**

USinternetworking, Inc. provides software application hosting, management and related professional services.

Delaware

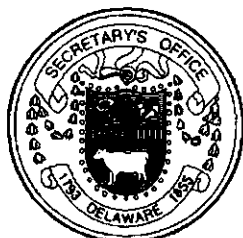
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USINTERNETWORKING, INC." 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 TWENTIETH DAY OF AUGUST, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5938784

DATE: 08-20-07



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

