

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 TelePacific Managed Services
2. It is incorporated under the laws of California
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 Rhode Island:

TelePacific Managed Services Inc.

(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 4/7/2011 and the period of its duration is Perpetual

- 5. The address of its principal office is 515 S. Flower Street, 47th Floor, Los Angeles, CA 90071

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200 (Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at (City/Town) (Zip Code)

that address is Corporation Service Company (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Telecommunication Services

- 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).

Table with 2 columns: Name, Address. Row 1: Please see attached list. Rows 2-4: Empty.

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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	<b>Please see attached list</b>	
Vice President		
Treasurer		
Secretary		

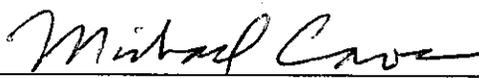
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<b>1,000</b>	<b>Common</b>		<b>No Par Value</b>

10. (a) \$<sup>0</sup> = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$<sup>0</sup> = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) <sup>0</sup>% = 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*
11. (a) \$<sup>37,900,000</sup> = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$<sup>1000</sup> = 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.
- (c) <sup>0.1</sup>% = 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. *{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 N/A.

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: 08/16/2011

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation

**Michael Cowan**  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

**TelePacific Managed Services**  
**Officers and Directors**  
 2011

**List of Officers:**

Richard Jalkut	Chief Executive Officer, President	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Timothy Medina	Chief Financial Officer, Treasurer	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Erich Everbach	Senior Vice President, Assistant Secretary and General Counsel	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Robert Madore	Senior Vice President, Operations, Administration and Facilities	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Josephine Young	Senior Vice President, Chief Information Officer	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Michael James	Senior Vice President, Customer Experience	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Kenneth Bisnoff	Senior Vice President, Strategic Opportunities	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Russell Shipley	Senior Vice President, Wholesale and Network Services	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Michael Cowan	Secretary, Vice President, Assistant General Counsel	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Sean McDermott	Regional Vice President	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Andrew Paretti	Regional Vice President	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Nancy Lubamersky	Vice President, Strategic Initiatives and Public Policy	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Frank Fargo	Vice President, Finance	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Dan Simone	Controller	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Kelsey Forsyth	Vice President, Wholesale Services	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Kim Harrison	Vice President, Provisioning	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
David Zahn	Vice President, Marketing	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Richard Heatter	Vice President, Assistant General Counsel	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Lalita Nordquist	Vice President, Human Resources	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Peter Nylund	Assistant Treasurer	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Cleata Zelenka	Assistant Vice President	515 S. Flower Street, 47 floor, Los Angeles, CA 90071

**List of Directors:**

Richard Jalkut	Chief Executive Officer, President	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Timothy Medina	Chief Financial Officer, Treasurer	515 S. Flower Street, 47 floor, Los Angeles, CA 90071
Kenneth Bisnoff	Senior Vice President, Strategic Opportunities	515 S. Flower Street, 47 floor, Los Angeles, CA 90071

**State of California  
Secretary of State**

CERTIFICATE OF STATUS

ENTITY NAME:

TELEPACIFIC MANAGED SERVICES

FILE NUMBER: C3372668  
FORMATION DATE: 04/07/2011  
TYPE: DOMESTIC CORPORATION  
JURISDICTION: CALIFORNIA  
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,  
hereby certify:

The records of this office indicate the entity is authorized to  
exercise all of its powers, rights and privileges in the State of  
California.

No information is available from this office regarding the financial  
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of August 02, 2011.

*Debra Bowen*

**DEBRA BOWEN**  
Secretary of State



# 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*

