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ID Number: 143369



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

BUSINESS CORPORATION

OCT 12 2004
BY CY 1188
KML

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
OCT 12 3 06 PM '04

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Accessline Communications Corporation *(Signature)*
- 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 Rhode 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 12/22/1998 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 11201 SE 8th St., Suite 200, Bellevue, WA 98004

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd.
(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 TCS Corporate Services, Inc.
(Name of Agent)

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

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Doug Johnson</u>	<u>11201 SE 8th St., Ste 200, Bellevue, WA 98004</u>
Director		
President	<u>Doug Johnson</u>	<u>11201 SE 8th St., Ste 200, Bellevue, WA 98004</u>
Vice President	<u>Jerry Knight</u>	<u>11201 SE 8th St., Ste 200, Bellevue, WA 98004</u>
Treasurer	<u>Mark Klebanoff</u>	<u>11201 SE 8th St., Ste 200, Bellevue, WA 98004</u>
Secretary	<u>Mark Klebanoff</u>	<u>11201 SE 8th St., Ste 200, Bellevue, WA 98004</u>

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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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	common		.001

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	common		.001

11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 7,000,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(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].

12 (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 18,780,000.

(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 \$ 4000.

(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 0.02 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 8/25/04

Mark Klebanoff

Print Exact Name of Corporation Making Application

By [Signature]

President or Vice President (check one)

AND

By _____

Secretary or Assistant Secretary (check one)

STATE OF Washington
 COUNTY OF King

In Belleue, on this 25 day of August, 2004, before me personally appeared Mark Klebanoff who, being duly sworn, declared that he/she is the Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]

Notary Public

My Commission Expires: 3-12-2008



WWW.ACCESSLINE.COM

September 29, 2004

State of Rhode Island and Providence Plantations
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RE: Certificate of Authority

AccessLine Communications Corporation, which is a telecommunications company, would like to procure a Certificate of Authority to transact business as a foreign corporation in the State of Rhode Island.

Please note that this is not to be confused with our sister company AccessLine LD Services Inc. has previously been accepted to do business in the state of Rhode Island.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Klebanoff", written in a cursive style.

Mark Klebanoff
CFO/Secretary and Treasurer
AccessLine Communications Corporation
11201 SE 8th Street, Suite 200
Bellevue, WA 98004

Delaware

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The First State

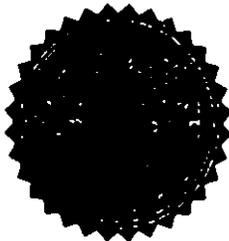
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "ACCESSLINE COMMUNICATIONS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRD DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ACCESSLINE TECHNOLOGIES, INC." TO "ACCESSLINE COMMUNICATIONS CORPORATION", FILED THE SEVENTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2104412 8100X

AUTHENTICATION: 3299144

040600296

DATE: 08-17-04