

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 131080



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

APR 04 2003

BY 108931675

BUSINESS CORPORATION

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

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:

- The name of the corporation is Qwest Government Services, Inc.
- It is incorporated under the laws of Colorado
- The name, if different, which it elects to use in Rhode Island is:
 - 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:
 - 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:
- The date of its incorporation is 11/10/1998 and the period of its duration is perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 1801 California Street, Denver, CO 80202
- 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)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Customer premise equipment Company
- The names and respective addresses of the directors and officers are: See attached List

	Name	Address
Director	<u>Oren G Shaffer</u>	<u>1801 California St Denver CO 80202</u>
Director	<u>Richard N Baer</u>	<u>Same</u>
President CEO	<u>Richard C. Notabaert</u>	<u>Same</u>
Vice President	<u>Kelly S Carter</u>	<u>Same</u>
Asst Treasurer	<u>James E Shields</u>	<u>Same</u>
Asst Secretary	<u>Daniel J Culhane</u>	<u>Same</u>

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
1	Common		NPV

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
1	Common		NPV

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 77,901,000.

- (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 \$ 220,613,000.

- (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 \$ 0.

- (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].

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: 3/21/2003

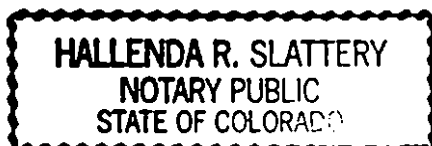
Quest Government Services Inc
Print Exact Name of Corporation Making Application

By Nelly S. Carter
☐ President or ☒ Vice President (check one)

By Dan J. Burke
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF Colorado
COUNTY OF Denver

In Denver, Colorado on this 21st day of March, 2003, personally appeared before me Nelly S. Carter who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Hallenda R. Slattery
Notary Public
My Commission Expires: 3/28/05

Qwest Government Services, Inc.

Officer List

Name	Title	Business Address
Richard C. Notebaert	Chief Executive Officer	1801 California, Denver, CO 80202
Oren G. Shaffer	Vice Chairman and Chief Financial Officer	1801 California, Denver, CO 80202
Richard N. Baer	Executive Vice President and General Counsel	1801 California, Denver, CO 80202
Janet K. Cooper	Senior Vice President - Finance and Treasurer	1801 California, Denver, CO 80202
R. Steven Davis	Senior Vice President - Policy and Law	1801 California, Denver, CO 80202
Tom G. Gillett	Senior Vice President - Corporate Development	1801 California, Denver, CO 80202
Kelly S. Carter	Vice President - Corporate Tax	1801 California, Denver, CO 80202
Mark Evans	Vice President and Assistant Treasurer	1801 California, Denver, CO 80202
Tom McGimpsey	Vice President and Assistant Secretary	1801 California, Denver, CO 80202
	Vice President, Senior Associate General Counsel and Secretary	
Yash A. Rana	Secretary	1801 California, Denver, CO 80202
James E. Shields	Vice President - Finance and Assistant Treasurer	1801 California, Denver, CO 80202
Dan Culhane	Assistant Secretary	1801 California, Denver, CO 80202

Director List

Name	Title	Business Address
Oren G. Shaffer	Vice Chairman and Chief Financial Officer	1801 California, Denver, CO 80202
Richard N. Baer	Executive Vice President and General Counsel	1801 California, Denver, CO 80202

CONSENT TO USE OF NAME

Qwest DEX, Inc., a corporation organized under the laws of the State of Colorado, hereby consents to the qualification of Qwest Government Services, Inc. in the state of Rhode Island.

IN WITNESS WHEREOF, the corporation referenced above has caused this consent to be executed by its Vice President and attested under its corporate seal by its assistant Secretary, this 11 day of March, 2003.

Qwest DEX, Inc.

By: Kelly Carter
Kelly Carter, Vice President

Attest: Daniel J. Culhane
By Daniel J. Culhane
Daniel J. Culhane, Assistant Secretary

(corporate seal)

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APR 04 2003
By 91209

CONSENT TO USE OF NAME

Qwest Interprise America, Inc., a corporation organized under the laws of the State of Colorado, hereby consents to the qualification of Qwest Government Services, Inc. in the state of Rhode Island.

IN WITNESS WHEREOF, the corporation referenced above has caused this consent to be executed by its Vice President and attested under its corporate seal by its assistant Secretary, this 11 day of March, 2003.

Qwest Interprise America, Inc.

By: Kelly Carter
Kelly Carter, Vice President

Attest:

By: Daniel J. Culhane
Daniel J. Culhane, Assistant Secretary

(corporate seal)

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STATE OF COLORADO
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BY [Signature]

CONSENT TO USE OF NAME

Qwest Communications Corporation, a corporation organized under the laws of the State of Colorado, hereby consents to the qualification of Qwest Government Services, Inc. in the state of Rhode Island.

IN WITNESS WHEREOF, the corporation referenced above has caused this consent to be executed by its Vice President and attested under its corporate seal by its assistant Secretary, this 11 day of March, 2003.

Qwest Communications Corporation

By: Kelly Carter
Kelly Carter, Vice President

Attest:

By: Daniel J. Culhane
Daniel J. Culhane, Assistant Secretary

(corporate seal)

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BY CH



STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

QWEST GOVERNMENT SERVICES, INC.
(Colorado CORPORATION)
File # 19881098984

was filed in this office on November 10, 1988 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: March 14, 2003

FILED
APR 04 2003
By *[Signature]*

For Validation:

Certificate ID: 647755

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE