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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

05 SEP 22 AM 10:10
SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is BT AMERICAS INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 09/19/2005

Maureen Cullen
Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney in Fact
Type or Print Name of Authorized Officer

FILED
SEP 22 2005
By M 77767
GSM

STATE OF VIRGINIA)
COUNTY OF FAIRFAX)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Michelle Gallagher, the Assistant Secretary of BT Americas Inc. ("the Company"), established under the laws of Delaware, does hereby appoint Maureen Cullen and Louis Giaccardo attorneys-in-fact for the Company and for its subsidiary entities shown on the list appended hereto, to act for the Company and for its subsidiary entities and in the name of the Company and of its subsidiary entities for the limited purposes authorized herein.

The Company and its subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and its subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Louis Giaccardo shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Michelle Gallagher which ever shall occur first.

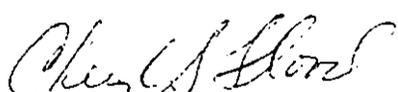
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 7 day of September 2005.

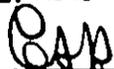
BT AMERICAS INC.

BY: 
MICHELLE GALLAGHER, ASSISTANT SECRETARY

Subscribed and sworn to before me this 7 day of September 2005.

Notary Comm. exp. Sept 30 2005


Notary Public

FILED
SEP 22 2005
By 

NAME OF ENTITY

BT AMERICAS HOLDINGS INC.
BT AMERICAS INC.
BT COMMERCE L.L.C.
BT CONFERENCING INC.
BT FEDERAL INC.
BT UNITED STATES L.L.C.
BT US INVESTMENTS LLC
BT USA CAPITAL CORP.
INFONET BROADBAND SERVICES CORPORATION
INFONET CPE, INC.
INFONET GLOBAL CORPORATION
INFONET SERVICES CORPORATION
INFONET SERVICES CORPORATION
INFONET TELECOMMUNICATIONS CORPORATION
INFONET USA CORPORATION
LOOKSMART, LTD.
RADIANTZ US INC.
SYNTEGRA FEDERAL INC.

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SEP 22 2005

By QMA