

Company ID: 128778

North By NortheastCom, LLC
11200 Murray Scholls Place
Beaverton, OR 97007

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

July 23, 2002

IN RE: CASE NUMBER: 02-00447

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter came before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on July 23, 2002 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

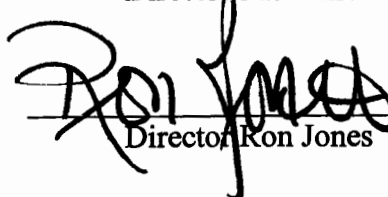
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.



Director Deborah Taylor Tate



Director Pat Miller



Director Ron Jones

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE**

SECTION A

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2.57 to provide telecommunications services in the State of Tennessee.

PART I - GENERAL INFORMATION

A. Name of Applicant:
North By NortheastCom LLC
11200 Murray Scholls Place
Beaverton, OR 97007
Phone: 503-643-9500
Fax: 503-643-9600
Toll-Free: 800-933-4034

Tennessee Secretary of State Certificate of Authority ID #:
039243

Federal Taxpayer ID Number:
46-0466309

Social Security # for Applicants Applying as Individuals:
N/A

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:
N/A

If applicant has affiliate(s) engaging in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.
N/A

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY	
Docket Number:	Company ID Number:
	Date Approved:
	Evaluator:

PART I - GENERAL INFORMATION, (CONT'D.)

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:**

NBNE conducts no other business operations at its principal address.

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:**

- (a) the proprietor, if the applicant is an individual;**
- (b) Every member, if the applicant is a partnership;**
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)**
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.**

Management profiles of NBNE's key executives are submitted as Exhibit I. Under the requirements of (c) above, the information need not be provided.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent(5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?**

☐ Yes ☒ No

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five Percent (5%) more shareholders or beneficiaries (of a trust)?**

☐ Yes ☒ No

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?**

☐ Yes ☒ No

PART I - GENERAL INFORMATION, (CONT'D.)

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances.**

☐ Yes ☒ No

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)**

☐ Yes ☒ No

- (1)- Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?**

☐ Yes ☒ No

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.**

Laurie Willman, Regulatory Manager
North By NortheastCom LLC
11200 Murray Scholls Place
Beaverton, OR 97007
Phone: 503-643-9500
Fax: 503-643-9600
Toll-Free: 800-933-4034
E-Mail: laurie.willman@metro1.com

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.**

Robin Norton, Consultant to North By NortheastCom LLC
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, FL 32789
Phone: 407-740-8575
Fax: 407-740-0613
E-mail: rnorton@tminc.com

PART I - GENERAL INFORMATION, (CONT'D.)

I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

NBNE has contracted the services of ACI Billing Services for all billing. Their toll free telephone number for customer inquiries and complaints is 800-944-9646 and will be printed on the Customer's bill. The ACI's Customer Service Department is staffed Monday through Friday from 6AM to 6 PM Pacific time. After hours emergencies are handled by voicemail, and are called back the next business day. The Company may also, in the future, bill the Customer, in which case the toll free telephone number is 800-933-4034.

The Customer service department may be reached at the following address and toll free number:

Customer Service Manager
North By NortheastCom LLC
11200 Murray Scholls Place
Beaverton, OR 97007
Toll-Free: 800-944-9646

J. Provide the name and address of the registered agent for service of process:

National Registered Agents, Inc.
1912 Hayes Street
Nashville, TN 32

K. Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other business conducted by the agent at the same location.

NBNE has no additional authorized agents in Tennessee.

PART II

A. Check the type of telecommunication services you plan to provide in Tennessee.

- ☒ Resell Interexchange long distance services
- ☐ Resell Local Exchange services
- ☐ Operator Services
- ☐ Other:

B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.

See Appendix I.

C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

North By NortheastCom LLC is just beginning to file applications nationwide. At this time the Company is authorized to provide service in Arkansas, Colorado, Idaho, Indiana, Kentucky, Massachusetts, Michigan, Montana, North Dakota, Pennsylvania, Rhode Island, Utah, Washington and Wyoming. All applications should be filed by the end of the 2nd quarter of 2002. NBNE has not yet begun to offer service.

For the above states, list the number and types of complaint(s) files against applicant, and the complaint(s) current status.

Not applicable. NBNE has not yet begun to offer service. There is no complaint history.

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant.

Not applicable.

D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service.

Not applicable.

E. Areas in Tennessee to be served.

NBNE proposes to serve the entire state of Tennessee.

PART II

F. What type of Customers will the company serve?

- ☒ Business
- ☒ Residential
- ☐ Aggregators, (e.g. Hotels, Payphones)
- ☐ Other:

G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network?

No.

H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services?

Yes, although the rates for the service that NBNE provides are not directly comparable to dominant carriers' directory assistance services rates. NBNE will provide a value-added service that customers will utilize for a flat charge per call regardless of the number of services, including non-telecommunications and non-regulated services, the customer uses during that call.

NBNE's Directory Assistance is an optional dial-around service that is available from various other sources, including the customer's own presubscribed carrier. Moreover, a customer can only access the service by proactively dialing around his or her own presubscribed carrier to reach NBNE's service, and must provide billing information prior to its use. Use of NBNE's value-added service requires a conscious choice on the part of the customer.

I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹

See Appendix II.

J. What is the applicant's 10XXX or 800 access code?

101-1000 and 101-0111

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

PART II

- K. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?**

Yes, the Company has a switch located at 828 Royal Parkway, #101, Nashville.

- L. Whose facility-based network(s) will the applicant be reselling?**

MCI WorldCom.

- M. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct?¹**

NBNE has contracted the services of ACI Billing Services for billing. The Company may also at some point bill the Customer directly. A bill sample is attached as Appendix III.

- N. Describe briefly how the applicant plans to market their services in Tennessee.**

NBNE plans to market its services via various methods, including television, radio, its own website, and direct mail.

- O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.**

Not applicable.

- P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service.**

As a provider of casual calling Directory Assistance services only, NBNE does not have presubscribed Customers, and will not switch a Customer's preferred interexchange service.

- Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.**

☒ Yes ☐ No

- R. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.**

☒ Yes ☐ No

Also, please see Appendix II.

¹ A copy of a bill is required if the applicant is going to bill the Customer directly.

PART III - ORGANIZATION STRUCTURE

A. Applicant's Organization Structure:

☒ Corporation

- ☐ Publicly Traded Corporation
☐ Subsidiary of a Publicly Traded Corporation
☒ Limited Liability Corporation

Attach a copy of the articles or organization and operating agreement along with amendments.

Please see Appendix IV.

☐ Other Form of Corporation

List type (example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

- | | |
|--|--|
| <input type="checkbox"/> Association | Attach a copy of the charter, bylaws, and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State |
| <input type="checkbox"/> Joint Stock Association | Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Trust | Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Individual | Attach a copy of the Letter of Authorization from Tennessee Secretary of State |

PART III - ORGANIZATION STRUCTURE, (CONT'D.)

SECTION (a) thru (g) is to be completed if applicant is a Corporation, Association or Trust

(a) The date and State of formation / incorporation:

North By NortheastCom LLC was incorporated on December 26, 2001 under the laws of the State of Delaware.

- (1) Parent Company, if applicable.** Metro One Telecommunications, Inc. was incorporated in 1989 under the laws of the State of Oregon.

(b) Attach a certificate of good standing from the state in which the applicant was incorporated / formed.

NBNE's articles of incorporation are attached as Appendix IV.

- (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.**

NBNE's Tennessee Secretary of State certificate is attached as Appendix IV.

(c) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

NBNE is a wholly owned subsidiary of Metro One Telecommunications, Inc., a publicly traded company.

(d) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.

There have been no material litigations and/or criminal convictions on any director, officer or shareholder of the company or its parent.

(e) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

Not applicable.

PART III - ORGANIZATION STRUCTURE, (CONT'D.)

- B.** ☐ Proprietorship
- ☐ Partnership
- ☐ General - Attach a copy of the partnership agreement along with any amendments.
- ☐ Limited - Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- ☐ Other:

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications in this state.**
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership.**

Not applicable.

C. Number of employees: 3

Employee Identification Number: 46-0466309

PART IV - FINANCIAL INFORMATION

A. Address where business records are kept:

North By NortheastCom LLC
11200 Murray Scholls Place
Beaverton, OR 97007
Phone: 503-643-9500
Fax: 503-643-9600
Toll-Free: 800-933-4034

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

- (1) **Fiscal year end:**
Month: _____ **Day:** _____
- (2) **Date of most recent audited, unconsolidated financial statement of applicant is:**
- (3) **If applicable, name and address of independent certified public accountant:**
- (4) **Period covered by financial statement attached:**

NBNE does not have any recent financial statements, however, the overall parent company, Metro One Telecommunications, Inc.'s 10Q for the Quarterly period ended September 30, 2001, as well as its 2001 Annual Report are included as Appendix V.

C. Does the applicant currently have an internal auditor and/or internal audit program?

☐ Yes ☒ No

If so, Name of Internal Auditor:

NBNE does not have an internal auditor or program. Deloitte & Touche LLP is Metro One's independent auditor.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

None.

PART V - RULE COMPLIANCE AGREEMENT

- A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website, <http://www.state.tn.us/tra> electronic fileroom in its entirety?**

☒ Yes ☐ No

- B. Do you understand the penalties for non-compliance, and all associated fees to provide such service?**

☒ Yes ☐ No

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including TCA Section 65-5-206 located at the TRA's website, <http://www.state.tn.us/tra> electronic fileroom under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

For Corporation
and Other Organizations

North By NortheastCom LLC
Name of Corporation
BY: P. Bryan Dooling III
Signature

P. Bryan Dooling III
Printed Name

President

Title

ATTEST: _____

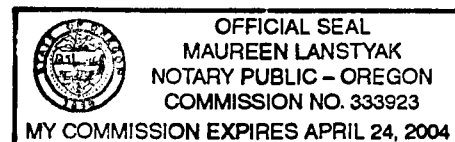
Title

On this the 21st day of May, 2002 before me, a Notary Public
P. Bryan Dooling III

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Maureen Lanstyk
(NOTARY PUBLIC)

seal



Delaware

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The First State

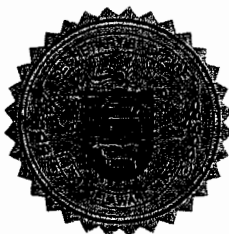
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NORTH BY NORTHEASTCOM LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EASTCOM LLC" TO "NORTH BY NORTHEASTCOM LLC", FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3473796 8100H

AUTHENTICATION: 1603691

020084470

DATE: 02-08-02

Certificate of Formation

of

EastCom LLC

This Certificate of Formation of EastCom LLC, a Delaware limited liability company (the "Company"), dated as of December 26, 2001, is being duly executed and filed by Jeannie Gottlieb to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.) (the "Delaware Act").

FIRST. The name of the limited liability company formed hereby is EastCom LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o National Registered Agents, Inc., 9 East Loockerman Street, City of Dover, County of Kent 19901.

THIRD. The name and address of the registered agent for service of process for the Company in the State of Delaware is National Registered Agents, Inc., 9 East Loockerman Street, City of Dover, County of Kent 19901.

IN WITNESS WHEREOF, the undersigned, an authorized person as described in the Delaware Act, has executed this Certificate of Formation as of the date first above written.

Authorized Person:


Name: Jeannie Gottlieb

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF

EASTCOM LLC

EASTCOM LLC (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is EASTCOM LLC.
2. The certificate of formation of the company is hereby amended by striking out Article[s] 1 thereof and by substituting in lieu of said Article[s] the following new Article[s]:

1. The name of the limited liability company is
NORTH BY NORTHEASTCOM LLC.

Executed on this 21 day of JANUARY, 2002.


Authorized Person

Delaware Domestic Limited Liability Company
Certificate of Amendment 1/06 - 1

TN

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 02/06/02
REQUEST NUMBER: 4407-1696
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/06/02 0906
EFFECTIVE DATE/TIME: 02/06/02 0906
CONTROL NUMBER: 0421451

TO:
UNISEARCH INC
PO BOX 11940
OLYMPIA, WA 98508

RE:
NORTH BY NORTHEASTCOM LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT ON TO
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 02/06/02

FROM:
UNISEARCH, INC. (WA)
P.O. BOX 11940
SUITE 202
OLYMPIA, WA 98508-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003002272
ACCOUNT NUMBER: 00159375



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

4407 1898

FILED**State of Tennessee**

Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR CERTIFICATE OF AUTHORITY

For Office Use Only

RECEIVED
STATE OF TENNESSEE

02 FEB -6 AM 9:06

RILEY DARNELL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: NORTH BY NORTHEASTCOM LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).

2. The state or country under whose law it is formed is: Delaware3. The date of its organization is: December 26, 2001 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

601 S. Figueroa Street, 40th Floor, Los Angeles, CA 90017-5758

Street

City/State

Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

1900 Church Street, Suite 400, Nashville, TN, County of Davidson 37203

Street

City/State

County

Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.6. The number of members at the date of filing 17. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) Upon qualification

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

1/25/02
Signature DateManager
Signer's CapacityNORTH BY NORTHEASTCOM LLC

Name of Limited Liability Company

P. Bryan Dooling
SignatureBryan Dooling

Name (typed or printed)

440. 1697

Delaware

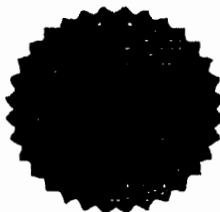
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTH BY NORTHEASTCOM LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NORTH BY NORTHEASTCOM LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3473796 8300

AUTHENTICATION: 1587339

020062216

DATE: 01-30-02