

ORIGINAL

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February 8, 2002

ORIGINAL

VIA OVERNIGHT DELIVERY

Blanca S. Bayó
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

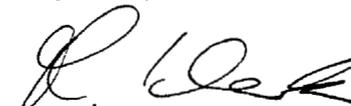
Re: Dockets No. 020104-TI and No. 020103-TX:
In the Matter of Application of CeriStar, Inc. for Certificates of Public Convenience and Necessity to Provide Alternative Local Exchange and Interexchange Services within the State of Florida
Late-filed Foreign Corporation Qualification Registration and Authority to Transact Business in Florida.

Dear Ms. Bayó:

On behalf of CeriStar, Inc. ("CeriStar"), please find enclosed herewith the foreign qualification registration and authorization to transact business in Florida to be associated with the above captioned application docketed by your office on February 6, 2002. For the convenience of the Commission, enclosed are an original and two sets of six copies (12 in total) to be associated with these two dockets.

Please date-stamp the extra copy of this filing and return it in the enclosed self-addressed, stamped envelope. Should you have any questions please do not hesitate to contact Michael Schunck at (202) 295-8349.

Respectfully submitted,



William B. Wilhelm
Michael J. Schunck

Counsel to CeriStar, Inc.

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Enclosures

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cc: David L. Bailey (CeriStar)
Linda H. Tanner (CeriStar)

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DOCUMENT NUMBER-DATE
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2002

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Qualification documents for CERISTAR, INC. were filed on February 7, 2002 and assigned document number F0200000700. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Foreign Qualification/Tax Lien Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 802A00007743

State of Florida



Department of State

I certify from the records of this office that CERISTAR, INC., is a corporation organized under the laws of Utah, authorized to transact business in the State of Florida, qualified on February 7, 2002.

The document number of this corporation is F02000000700.

I further certify that said corporation has paid all fees due this office through December 31, 2002, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of February, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by CERISTAR, INC., an Utah corporation, authorized to transact business within the State of Florida on February 7, 2002 as shown by the records of this office.

The document number of this corporation is F0200000700.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of February, 2002



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
FEB 7 11:40:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Ceristar, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Utah 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/21/01 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 50 West Broadway, Suit e1100, Salt Lake City, UT 84101

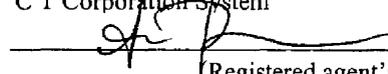
(Current mailing address)

8. provision of telecommunications services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

(Registered agent's signature)

Anusha Putty
Vice President and
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: David L. Bailey

Address: 50 W. Broadway, Suite 1100, Salt Lake City, UT 84101

Vice Chairman: _____

Address: _____

Director: Lark M. Alien

Address: 50 W. Broadway, Suite 1100, Salt Lake City, UT 84101

Director: Mark S. Hewitt

Address: 50 W. Broadway, Suite 1100, Salt Lake City, UT 84101

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: David L. Bailey

Address: 50 W. Broadway, Suite 1100, Salt Lake City, UT 84101

Vice President: See attached Rider

Address: _____

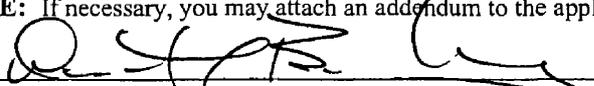
Secretary: G. Earl Demorest

Address: 50 W. Broadway, Suite 1100, Salt Lake City, UT 84101

Treasurer: G. Earl Demorest

Address: same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David L. Bailey, Chairman and CEO
(Typed or printed name and capacity of person signing application)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Rider to Application by Foreign Corporation for Authorization to Transact Business in Florida
of
Ceristar, Inc.

B. Officers

Vice President of Marketing	Dane P. Goodfellow	50 W. Broadway, Suite 1100 Salt Lake City, UT 84101
Vice President of Finance	G. Earl Demorest	same as above
Vice President of Corporate Development	Paul D. Losee	same as above
Additional officer:		
Director of Development	Clifford D. McGlamry	same as above

02 FEB 27 4:07 PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED