

Exhibit A

Utah Certificate of Existence



State of Utah

Application for
CERTIFICATE OF AUTHORITY

McGraw Communications, Inc.

(exact corporate name)

FILING FEE: \$50.00/SEND COMPLETED FORMS IN DUPLICATE

Must be typewritten:

PROFIT

June 25, 1996

- 1. A corporation of the state of New York, incorporated June 25, 1996
2. The corporations period of duration is Perpetual (usually perpetual).
3. The address of the corporation's principal office is:

228 East 45th Street, 12th Floor, New York, NY 10017

street address city state zip

- 4. The registered agent in Utah is: TCS Corporate Services, Inc.

The street address of the registered office in Utah is:

50 West 3900 South, Ste. 2B, Salt Lake City, UT 84107

street address city state zip

- 5. The business purposes to be pursued in Utah are: Provide Telecommunication Services

- 6. The corporation commenced or intends to commence business in Utah on: upon qualification

- 7. The names and addresses of the corporation's directors and officers are:

Table with columns: Name, Address, City, State, Zip. Rows for Director, President, Vice-President, Secretary, Treasurer.

- 8. A certification of Good Standing from the State of Incorporation dated no earlier than ninety (90) days prior to filing with this office is attached to this application.

- 9. The corporation shall use as its name in Utah McGraw Communications, Inc.

(The corporation shall use its name as set forth at the top of this form unless this name is not available for use in Utah.)

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

BY: [Signature] TITLE: C.O.O. DATED: 9/16/03

STATE OF UTAH
DIVISION OF CORPORATIONS AND COMMERCIAL CODE
160 East 300 South / Box 146705
Salt Lake City, UT. 84114-6705
Call Center: (801) 530-4849

The undersigned hereby accepts appointment as Registered Agent for the above named corporation.
By: [Signature]
Registered Agent
Department of Commerce

Division of Corporations and Commercial Code
Office Use Only
I hereby certified that the foregoing has been filed and approved on this 2 day of 09, 2003
In this office of this Division and hereby issued this Certificate thereof.
Examiner: [Signature] Date: 11/12/03
Kathy Berg
Division Director
10/02/2003
Receipt Number: 983351
Amount Paid: \$50.00

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11-5-03
2.00
1005763

LIST OF OFFICERS & DIRECTORS OF
MCGRAW COMMUNICATIONS, INC.

Officers

Francis X. Ahearn	Chief Executive Officer
John Cunningham	President
Jay Monaghan	Chief Service Officer
Barbara Dunn	Chief Financial Officer

Directors

Francis X. Ahearn
John Cunningham
Jay Monaghan

**All the above referenced Officers & Directors can be reached at:
228 East 45th Street, 12th Floor, New York, NY 10017.**

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of MCGRAW COMMUNICATIONS, INC. was filed on 06/25/1996, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 06/09/1998.

It was dissolved by proclamation of the Secretary of State published on 06/27/2001 pursuant to the Tax Law.

Such dissolution proceedings were annulled and the existence of the corporation revived, reinstated and continued by a certificate duly filed in this Department 04/19/2002 pursuant to the Tax Law.

A Biennial Statement was filed 04/26/2002.

A Biennial Statement was filed 06/11/2002.

I further certify, that no other documents have been filed by such Corporation.



Witness my hand and the official seal of the Department of State at the City of Albany, this 22nd day of September two thousand and three.

A handwritten signature in black ink, appearing to be "R. A. DeS...".

Secretary of State