Exhibit 1

Certificate to Conduct Business in the State of Georgia of IPC Network Services, Inc.

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 040540103
CONTROL NUMBER : 0360567
DATE AUTHORIZED: 11/05/2003
JURISDICTION : NEW YORK
EFFECTIVE DATE : 02/06/2004
REFERENCE : 0045
PRINT DATE : 02/23/2004
FORM NUMBER : 626

C T CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

AMENDED CERTIFICATE OF AUTHORITY WITH NAME CHANGE

I, Cathy Cox, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

GAINS INTERNATIONAL (U.S.) INC.
A FOREIGN PROFIT CORPORATION

incorporated under the laws of the jurisdiction stated above and authorized to transact business in Georgia on the date stated above, has amended its application to transact business by the filing of an amendment changing its name to

IPC NETWORK SERVICES, INC.

and by the paying of fees as required by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Cathy Cox
Secretary of State

Cathy Cox
Secretary of State

CORPORATIONS DIVISION
Suite 315 West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530
(404) 656-2817

C T CORPORATION SYSTEM
RUDENE REMBERT
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

Reservation Number	:	040220246
Control Number	:	0360567
Date Authorized	:	11/05/2003
Jurisdiction	:	NEW YORK
Amount Due	:	$50.00
Print Date	:	01/22/2004
Form Number	:	516

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY
OF

GAINS INTERNATIONAL (U.S.) INC.
A FOREIGN PROFIT CORPORATION

An amended certificate of authority must be obtained only if a foreign corporation changes its corporate name, its period of duration, or the state or country of its incorporation. Attach a certificate issued by an official of the corporation's jurisdiction of incorporation attesting to the occurrence of the amendment. Photostated or faxed copies of the certificates will not be accepted.

Complete (where applicable) and return all copies of this form with a check made payable to the Secretary of State for the amount due above which represents the filing fee and (if due) the annual fees.

The name by which the corporation will hereafter be known is

IPC NETWORK SERVICES, INC.

NEW PERIOD OF DURATION :

NEW JURISDICTION :

SECRETARY OF STATE
2004 FEB 20 P 3:27
CORPORATIONS DIVISION

2004 FEB -6 P 2:51
SECRETARY OF STATE

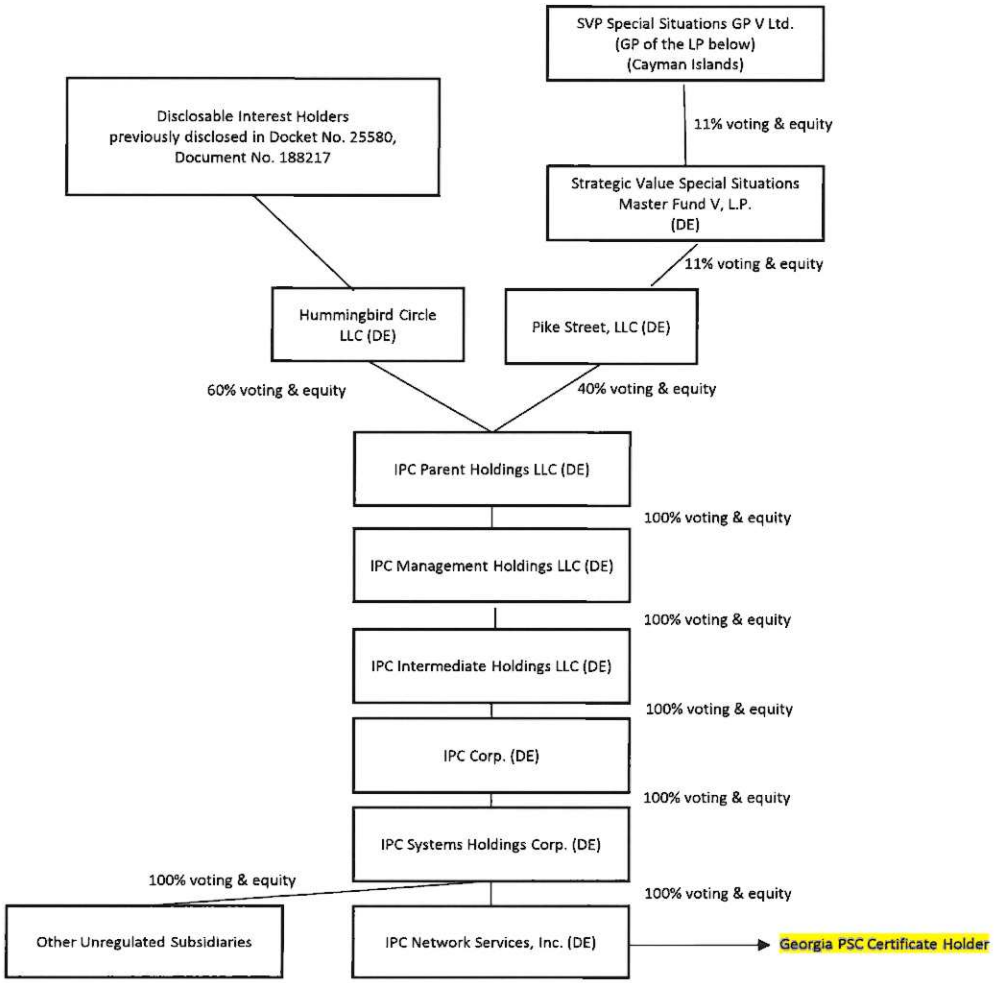
Signature of Corporate Officer — Date

Secretary — 2/2/04

Exhibit 2

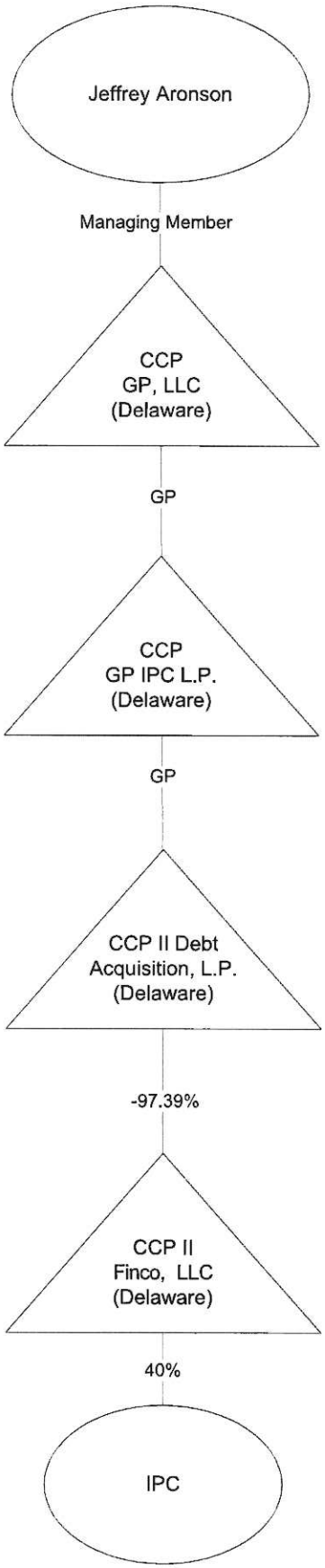
Diagrams of the Pre- and Post-Transaction Ownership Structures

Post-Close Entity Structure Diagram



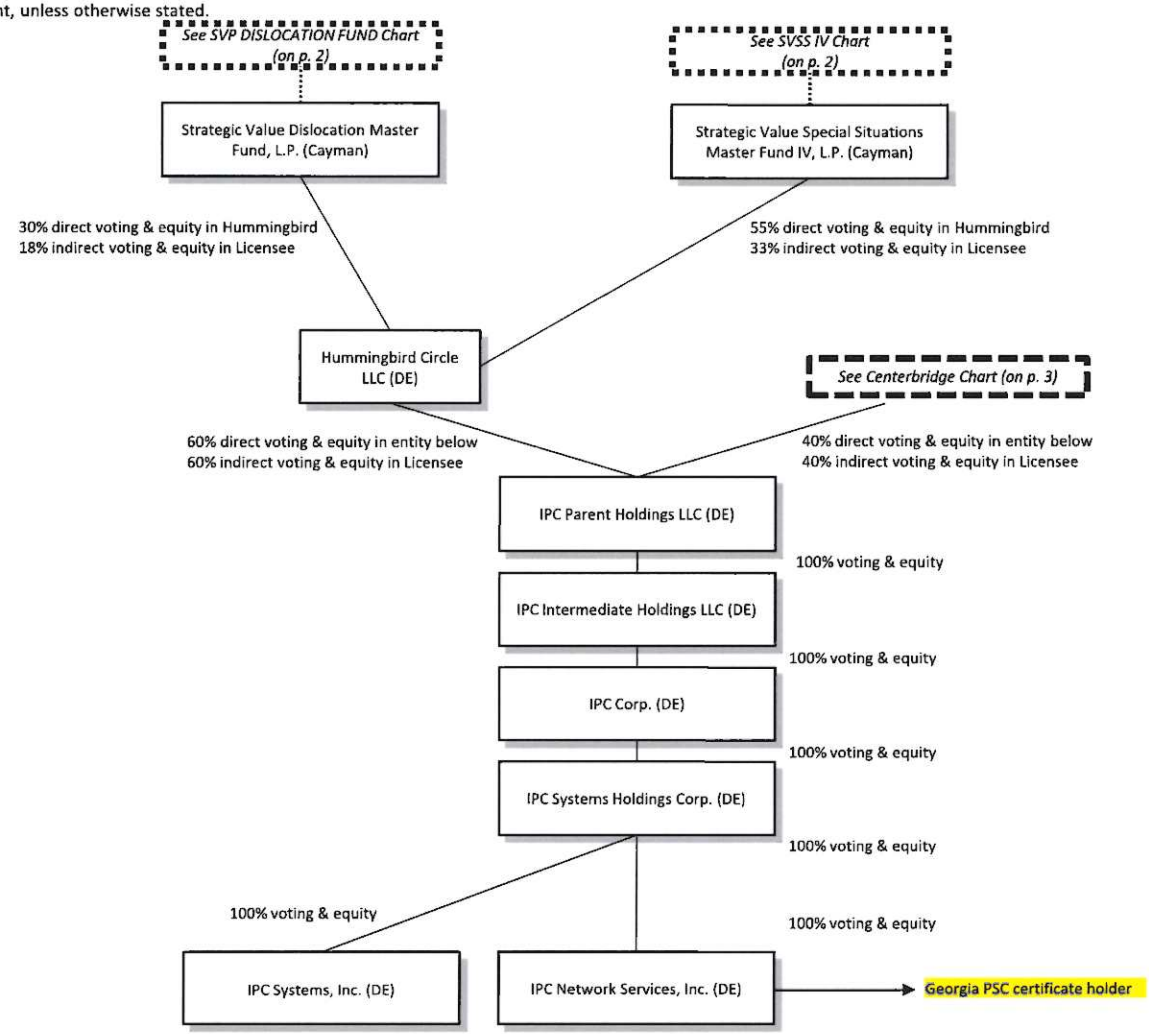
NOTE: Other than those interest holders previously disclosed in Docket No. 25580, Document No. 188217, no other entity holds a 5% or greater direct or indirect interest in the licensees.

10% or Greater CCP II Finco, LLC Affiliated Disclosable Interest Holders (Pre-Close)



10% or Greater Hummingbird Circle, LLC Affiliated Disclosable Interest Holders (Pre-Close)

NOTES:
Disclosing indirect ownership interests in Licensees.
No other entity holds a disclosable interest.
Voting and equity interests equivalent, unless otherwise stated.



NOTES:
Disclosing indirect ownership interests in Licensees.
No other entity holds a disclosable interest.
Voting and equity interests equivalent, unless otherwise stated.

