

F03000004184

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

Broadwing Communications Employees, Inc.

RECEIVED
03 AUG 20 PM 3:47
DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
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F03-4184
OK

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN 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. Broadwing Communications Employees, 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. Delaware 3. 01-0776356
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 03/11/2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1122 Capital of Texas Highway South, Austin, TX 78746
(Principal office address)

same
(Current mailing address)

8. To provide telecommunication 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/o CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (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.

CT Corporation System
By: [Signature]
(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

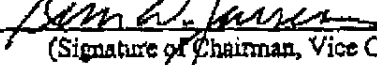
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Kim D. Larsen, Secretary
(Typed or printed name and capacity of person signing application)

Officers and Directors of Broadwing Communications Employees Inc.

Officers:

President:
Mark Spagnolo
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Secretary:
Kim Larsen
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Assistant Secretary:
Warren Mondschein
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Treasurer:
Lynn Anderson
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Clerk:
Kim Larsen
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Assistant Clerk:
Warren Mondschein
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Directors:

Chief Executive Officer:
Mark Spagnolo
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

Chief Financial Officer:
Lynn Anderson
7015 Albert Einstein Drive
Columbia, MD 21046
Tel: 443-259-4000
Fax: 443-259-4444

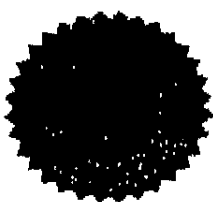
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADWING COMMUNICATIONS EMPLOYEES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF AUGUST, A.D. 2003.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2591014

DATE: 08-19-03

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