

DOCUMENT # F96000003523

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Entire Name
e.spire Communications, Inc.

Principal Place of Business Mailing Address
12975 Worldgate Drive
Herndon, VA 20170

2. Principal Place of Business 3. Mailing Address
12975 Worldgate Drive 12975 Worldgate Drive
Suite, Apt. #, etc. Suite, Apt. #, etc.

City & State City & State
Herndon, VA Herndon, VA
Zip Zip Country Country
20170 20170 USA USA

4. FEI Number 52-1947746
5. Certificate of Status Desired \$8.75 Additional Fee Required
7. Name and Address of New Registered Agent

6. Name and Address of Current Registered Agent
Norman H. Horton, Esq.
Messer Caparello & Self, PA
215 S. Monroe Street
Tallahassee, FL 32302-1876

Name
Street Address (P.O. Box Number is Not Acceptable)
City FL Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE Signature, typed or printed name of registered agent and title if applicable.
FILE NOW!!! FEE IS \$150.00
After MAY 1, 2000 Fee will be \$550.00
Make Check Payable to Department of State

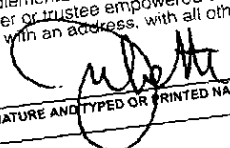
10. Election Campaign Financing Trust Fund Contribution. \$5.00 May Added to Fee!

9. This corporation is eligible to satisfy its Intangible Tax filing requirement and elects to do so.
(See criteria on back)

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11
 Change A

11. OFFICERS AND DIRECTORS <input type="checkbox"/> Delete		12. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11 <input type="checkbox"/> Change <input type="checkbox"/> A	
TITLE	NAME	TITLE	NAME
Please See Attached. <input type="checkbox"/> Delete		000003238410 -05/03/00-01138-01 ***150.00 ***150	
TITLE	NAME	TITLE	NAME
STREET ADDRESS	STREET ADDRESS	STREET ADDRESS	STREET ADDRESS
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CITY-ST-ZIP	CITY-ST-ZIP	CITY-ST-ZIP	CITY-ST-ZIP
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13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:  Senior Vice President/ Secretary
Date 4/24/00 703.6 Daytime PR

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e.spire Communications, Inc.
12975 Worldgate Drive
Herndon, VA 20765
Phone #: (703) 639-6000
Revised January 28, 2000

Directors

William R. Huff, Vice Chairman
Edwin M. Banks
Peter C. Bentz
Frederick Galland
Christopher L. Rafferty
Joseph Thornton
George Schmitt

Officers

Juliette W. Pryor - Senior Vice President/General Counsel/Secretary
Edythe C. Katz - Assistant Secretary
Sean S. Scarlis - Vice President-Controller and Interim Treasurer and Chief
Accounting Officer

Address of All Directors and Officers

12975 Worldgate Drive
Herndon, VA 20765
Tel: (703) 639-6000