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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

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-01/12/98--01085--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Focal Communications Corporation of Florida  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

\*Please provide Certificate of Good Standing\*

Stephen M. Sadowski  
(Name of Person)

Bischoff, Kenney & Niehaus  
(Firm/Company)

5630 N. Main Street  
(Address)

Sylvania, OH 43560  
(City/State/Zip)

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SECRETARY OF STATE  
TALLHASSEE, FLORIDA

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Should you need to call someone concerning this matter, please call:

Stephen M. Sadowski at ( 419 ) 882-0594  
(Name of Person) (Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**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. Focal Communications Corporation of Florida  
(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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 30, 1997 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Estimated 02-01-98  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, FEI)

7. 200 N. LaSalle Street, Suite 820  
Chicago, IL 60601  
(Current mailing address)

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

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Larry Wolfe

Office Address: 200-A John Knox Road

Tallahassee, Florida, 32303-6643  
(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.*

**\*\* SEE ATTACHED CONSENT \*\***  
\_\_\_\_\_  
(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.

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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: See Attached.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: Robert C. Taylor, Jr.

Address: 200 N. LaSalle Street, Suite 820  
Chicago, IL 60601

Vice President: N/A

Address: \_\_\_\_\_  
\_\_\_\_\_

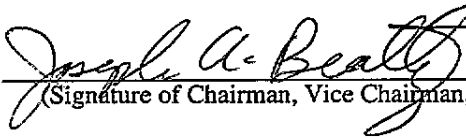
Secretary: Joseph A. Beatty

Address: 200 N. LaSalle Street, Suite 820  
Chicago, IL 60601

Treasurer: N/A

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. Joseph A. Beatty, Secretary  
(Typed or printed name and capacity of person signing application)

**12(A) DIRECTORS**

<u>Director:</u>	Robert C. Taylor, Jr.	Focal Communications Corporation 200 N. LaSalle Street, Suite 820 Chicago, IL 60601
<u>Director:</u>	John R. Barnicle	Focal Communications Corporation 200 N. LaSalle Street, Suite 820 Chicago, IL 60601
<u>Director:</u>	James N. Perry, Jr.	Madison Dearborn Partners, Inc. Three First National Plaza, Suite 1330 Chicago, IL 60602
<u>Director:</u>	Paul Finnegan	Madison Dearborn Partners, Inc. Three First National Plaza, Suite 1330 Chicago, IL 60602
<u>Director:</u>	James Crawford	Frontenac Company 135 S. LaSalle Street, Suite 3800 Chicago, IL 60603
<u>Director:</u>	Richard Frisbie	Battery Ventures 20 Williams Street Wellesley, MA 02181
<u>Director:</u>	Paul G. Yovovich	c/o Advance Ross 9700 Sears Tower Chicago, IL 60606

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON PROCESS MAY BE SERVED.

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OFFICE OF STATE  
TALLAHASSEE, FLORIDA

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In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Corporation, FOCAL COMMUNICATIONS CORPORATION OF FLORIDA

desiring to organize under the laws of the State of Florida with its principal place of business located in the city of \_\_\_\_\_, State of Florida, has named Larry Wolfe located at 200-A John Knox Road Tallahassee, FL 32303

\_\_\_\_\_ as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

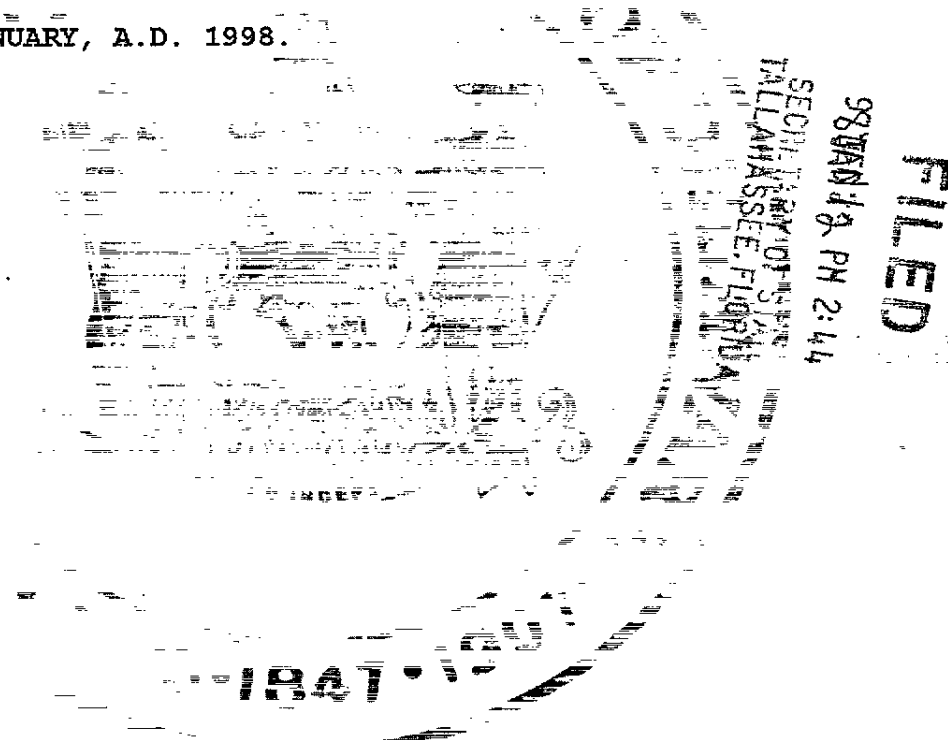
  
\_\_\_\_\_

January 6, 1998

\_\_\_\_\_ Date

State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOCAL COMMUNICATIONS CORPORATION OF FLORIDA" 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 FIFTH DAY OF JANUARY, A.D. 1998.



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8848734  
DATE: 01-05-98