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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

500002437585-4
-02/23/98--01051--012
*****70.00 *****70.00

Northpoint Communications, Inc.

DIVISION OF CORPORATION

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- NonProfit
- Limited Liability Co.
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2/23

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. NORTHPOINT COMMUNICATIONS, 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
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. May 16, 1997
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 1998 (expected)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 222 Kearny Street, Suite 400
San Francisco, CA 94108
(Current mailing address)

8. Provide 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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

Naseem A. Conde
C T Corporation System

(Registered agent's signature) (Officer)
NASEEM A. CONDE
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list. _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list. _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael W. Hall
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael W. Hall, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TO TRANSACT BUSINESS IN FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Name	No. & Street	City	State	Zip
Michael Malaga	2300 North Point Street, Apt. 105	San Francisco	CA	94123
Roger Evans	755 Page Mill Road Bldg. A, Suite 100	Palo Alto	CA	94304-1018
Andrew Rachleff	2480 Sand Hill Road, Suite 200	Menlo Park	CA	94025
Peter Wagner	428 University Avenue	Palo Alto	CA	94301

B. OFFICERS

Name and Title	No. & Street	City	State	Zip
Michael Malaga, President and Chief Executive Officer	2300 North Point Street, Apt. 105	San Francisco	CA	94123
Timothy Monahan, Vice President, Finance and Chief Financial Officer	2354 North Point Street	San Francisco	CA	94123
Steven Gorosh, Vice President, General Counsel and Secretary	1217 Douglas Street	San Francisco	CA	94131
Ann Zeichner, Vice President, Sales and Marketing	1443 Arbor Avenue	Los Altos	CA	94024
Michael W. Hall, Assistant Secretary	2800 Sand Hill Road	Menlo Park	CA	94025

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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 "NORTHPOINT COMMUNICATIONS, 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 FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NORTHPOINT COMMUNICATIONS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF MAY, A.D. 1997.

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

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DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8927555

DATE:

02-19-98