

Document Number Only

F99000002193

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002855297--7

-04/28/99--01082--015

*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Advanced TelCom Group, Inc

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie ☺

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4/28/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

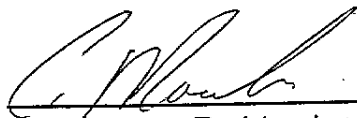
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Advanced TelCom Group, 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. 77-0489 158
(FEI number, if applicable)
4. June 29, 1998
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. none to date
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. Advanced TelCom Group, Inc., 100 Stony Point Road, Suite 130
Santa Rosa, CA 95401
(Current mailing address)
8. Provision of Telecommunications and internet services to the public
(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: CT Corporation System
Office Address: 1200 South Pine Island Rd.
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.



(Registered agent's signature) (Officer)

C. Morales

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 the attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See the attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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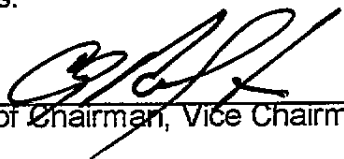
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Treasurer: _____

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.

Clifford G. Rudolph, President and Chief Executive Officer

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Attachment to Application for Certificate of Authority as a Foreign Corporation

DIRECTORS

NAME

BENBOW, Robert F
DOUGLAS, Neal M
GOLDMAN, Adam
McCULLEN, Joe
PERPER, Scott
SCHOVEE, Stephen
SOMMERVILLE, Kevin
WATKINS, John
WHITAKER, Blair P

ADDRESS

Alta Communications, One Embarcadero Ctr, Ste 4050, SF, CA 94111
AT&T Ventures, 3000 Sand Hill Rd, Bldg 1, Ste 285, Menlo Park, CA 94025
The Centennial Funds, 1428 15th Street, Denver, CO 80202
One Liberty Ventures, One Liberty Square, Ste 208, Boston, MA 02109
First Union Capital Partners, One First Union Ctr, Charlotte, NC 25288
Telecom Partners, 6400 S Fiddlers Green Cr, Ste 270, Englewood, CO 80111
Sommerville & Co, 727 East 16th Avenue, Denver, CO 80203
JP Morgan Investment Corp, 101 California St, 38th Fl, SF, CA 94111
Norwest Venture Capital, 40 William St, Ste 305, Wellesley, MA 02481

OFFICERS

NAME

CURRY, Charlene
RUDOLPH, Cliff *
WHEELING, Curt
BLACK, Michael

* Indicates Officer is also a director

Name of Office Held

Controller
President and CEO
Sr. VP - Marketing & Bus. Development
Sr. VP - Sales & Field Operations

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TALLAHASSEE, FLORIDA

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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 "ADVANCED TELCOM GROUP, 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 TWENTY-SECOND DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2916207 8300

991158936

AUTHENTICATION:

9702186

DATE:

04-22-99