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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

2nd Century Communications Holdings Inc.

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WALK IN
MAIL OUT
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Certified Copy

Certificate of Status

Certificate of Good Standing

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NEED TODAY

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AL APR 27 1999

Ordered By: _____

Date: _____

**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. 2nd Century Communications Holdings, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. March 23, 1999 4. perpetual
(Date of Incorporation) (Duration)

5. 59-3573182
(Federal Employer Identification number, if applicable)

6. upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 7702 Woodland Center Boulevard, Suite 50, Tampa, Florida 33614
(Current mailing address)

8. holding company
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: See attached Exhibits "A" and "B"
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. Officers:

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

, Florida

32301

Zip Code

11. 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.

Registered agent's signature:

Ed Hunt, Asst. Sec.

12. 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.

13. Signature Below
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Daniel J. Montague, Secretary
(Name and capacity of person signing application)

EXHIBIT "A"

CORPORATE DIRECTORS

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
Michael A. Viren 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Chairman of the Board
John J. Prisco 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Director
William J. Geary 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Director
David R. Hathaway 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Director
J. Peter Wagner 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Director
Les Strauss 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Director

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EXHIBIT "B"

CORPORATE OFFICERS

<u>NAME & ADDRESS</u>	<u>OFFICE</u>
Michael A. Viren 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Chairman of the Board
John J. Prisco 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Chief Executive Officer and President
Oscar J. Williams 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Vice President & Chief Financial Officer
Carmine V. Rocca 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Vice President
Charlotte A. Baker 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Vice President
Mark Damico 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Vice President
Daniel J. Montague 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Assistant Vice President, Secretary & Treasurer
Beverly Privette 7702 Woodland Center Boulevard, Suite 50 Tampa, Florida 33614	Assistant Vice President & Controller

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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 "2ND CENTURY COMMUNICATIONS HOLDINGS, 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-SIXTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "2ND CENTURY COMMUNICATIONS HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF MARCH, A.D. 1999.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9768989

DATE: 05-26-99