

M00000002344



ACCOUNT NO. : 072100000032

REFERENCE : 897934 4326747

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT :

\$ 70<sup>00</sup>  
125<sup>00</sup>

*per Kelly*

ORDER DATE : November 14, 2000

ORDER TIME : 11:19 AM

ORDER NO. : 897934-010

CUSTOMER NO: 4326747

CUSTOMER: Karen M. Ash, Paralegal  
Mayer, Brown & Platt  
700 Louisiana St.  
Suite 3600  
Houston, TX 77002-2730

700003463127--8

FOREIGN FILINGS

NAME: C2C FIBER OF FLORIDA, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney -- EXT# 1116

EXAMINER:

*11-21-00*

*KB*  
*11-15-00*

RECEIVED  
 DEPT. OF STATE  
 DIVISION OF CORPORATIONS  
 03 NOV 14 PM 4: SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 08 NOV 15 PM 2:40  
 APPROVED  
 AND  
 FILED  
 TO BE FILED  
 SUFFICIENT OF FILING



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 15, 2000

CSC  
KELLY COURTNEY

SUBJECT: C2C FIBER OF FLORIDA, LLC  
Ref. Number: W00000027147

We have received your document for C2C FIBER OF FLORIDA, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$55.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 000A00058717

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 NOV 15 PM 2:40

APPROVED  
AND  
FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. C2C Fiber of Florida, LLC  
(Name of foreign limited liability company)

2. Delaware 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. October 31, 2000 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. October 31, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 8275 El Rio Street, Suite 110  
Houston, Texas 77054  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

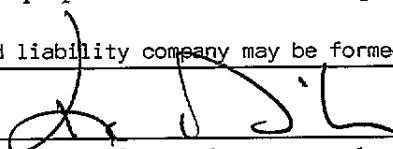
C2C Fiber, Inc., a Texas corporation

8275 El Rio Street, Suite 110

Houston, Texas 77054

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful business  
for which a limited liability company may be formed.

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Brady J. McConaty, Vice President of C2C Fiber, Inc.

Typed or printed name of signee

09 NOV 15 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

C2C Fiber of Florida, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

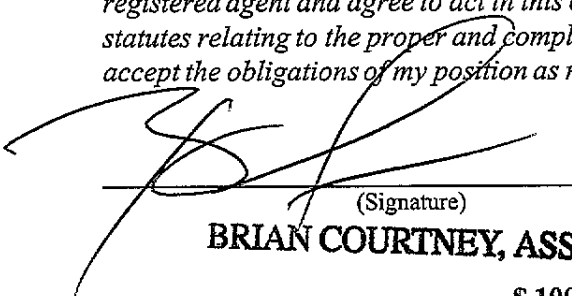
Tallahassee

FL

32301

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
\_\_\_\_\_  
(Signature)

**BRIAN COURTNEY, ASST. VP.**

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "C2C FIBER OF FLORIDA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2000.

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



*Edward J. Freel*  
Edward J. Freel, Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

3238426 8300

AUTHENTICATION: 0765983

001547555

DATE: 10-31-00