

Document Number Only

M9700000007

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

800002060108--6
-01/16/97--01037--005
****140.00 ****140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 3:56

US XChange of Florida, Inc.

697A00001292

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.
- Limited Liability Partnership
- Fictitious Name
- Certified Copy
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

1/9/97

S. TAX _____
 FILING _____ 105
 R. AGENT FEE _____ 35
 C. COPY _____
 FILING _____ 140
 W. MARK _____
 INC. DUE _____

RECEIVED
97 JAN -9 PM 2:19
DIVISION OF CORPORATION

OK 1/9/97

**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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN - 9 PM 3:56

1. US XCHANGE OF FLORIDA, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-3305418
(FEI number, if applicable)
4. November 13, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.)
7. 2855 Oak Industrial Drive, NE
Grand Rapids, MI 49506
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

See 1 in Addendum _____

12-9-96

(Date)

David J. Ede I.P.

(Signature of a Member or Authorized Representative of a member)
AUTHORIZED PERSON

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN -9 PM 3:56

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

CT Corporation System

By: Sharon L. Gahlau
(Signature)

12/11/96
(Date)

SHARON L. GAHLAU
(Type Name of Officer)

ASST. VICE PRESIDENT
(Title of Officer)

Addendum

1. Name and title:

Ron Vanderpol /Managing Member

Address: 2855 Oak Industrial Drive, NE, Grand Rapids, MI 49506

Name and title:

Rich Postma /Managing Member

Address: 2855 Oak Industrial Drive, NE, Grand Rapids, MI 49506

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 JAN -9 PM 3: 56

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of US XCHANGE OF

FLORIDA, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 4,500,000 . This cash total includes amounts from 2 and 3 above.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 5,500,000 . This total includes amounts from 2 and 3 above.

David J. Esh J.P.

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 3: 56

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: US XCHANGE OF FLORIDA, L.L.C.

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM

(Name)

c/o CT CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 3: 56

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.

CT CORPORATION SYSTEM

Sharon J. Gahlan
(Signature)

12/11/96

(Date)

Asst. Vice President

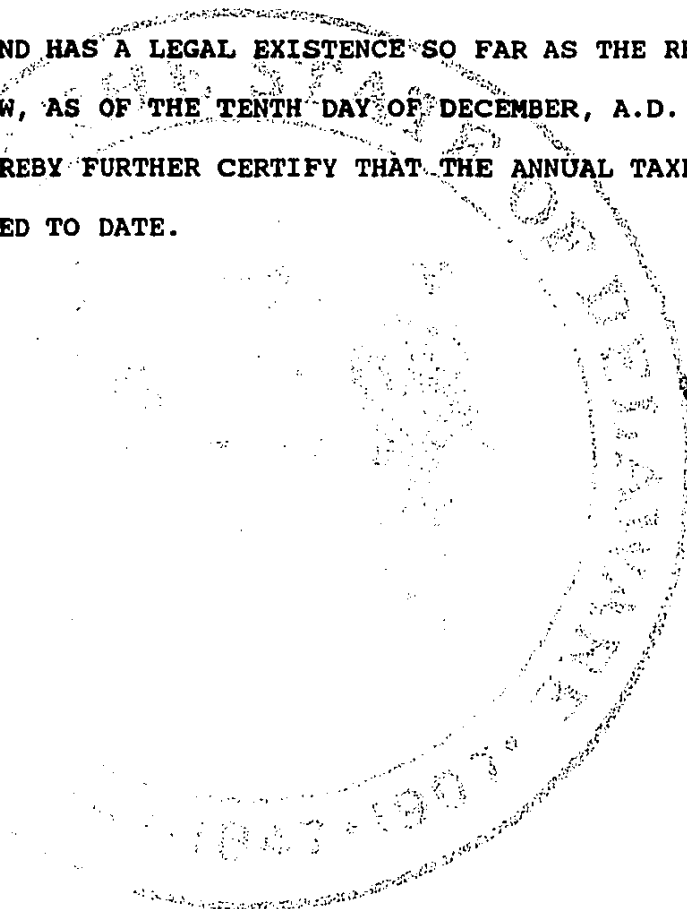
(Title)

FILING FEE: \$35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "US XCHANGE OF FLORIDA, L.L.C." 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 TENTH DAY OF DECEMBER, A.D. 1996.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -9 PM 3: 57



Edward J. Freel

Edward J. Freel, Secretary of State

2683899 8300

960361553

AUTHENTICATION:

8231378

DATE:

12-10-96