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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

NET 2000 Communications Capital Equipment, Inc.

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DIVISION OF CORPORATIONS
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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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TALLAHASSEE, FLORIDA

BK 2/2/00

**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. Net2000 Communications Capital Equipment, 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. 51-0384993

(FEI number, if applicable)

4. October 8, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

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

7. 2180 Fox Mill Road, Herndon, Virginia 20171

(Current mailing address)

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8. See attached purpose clause

(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

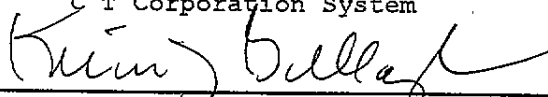
Plantation, Florida, 33324

(Zip Code)

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.

C T Corporation System



(Registered agent's signature) (Officer)

Kevin Gallagher - Assistant Vice President

(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 of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Jason Karp, Asst. Secy. _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
Net2000 Communications Capital Equipment, Inc.**

The purpose is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law and to possess and exercise all of the powers and privileges granted under such law and the other laws of the state of Delaware.

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OFFICERS & DIRECTORS OF
NET2000 CAPITAL EQUIPMENT, INC.

Residential Addresses & Social Security Numbers

OFFICERS (Residential Addresses)

Clayton A. Thomas, Jr.
Chief Executive Officer
811 Water Street
Alexandria, VA 22302

Clyde Heintzelman
President
15105 Sunflower Ct
Rockville, MD 20853

Peter B. Callowhill
Vice President
121 Reade Street #3D
New York, NY 10013

Donald E. Clark
Treasure and Chief Financial Officer
1510 Judd Court
Herndon, VA 20170

Mark A. Mendes
Secretary and Chief Operating Officer
35641 Dunthorpe Lane
Purcellville, VA 20132

Bradley Smith
Assistant Treasurer
13619 Copper Ridge Drive
Herndon, VA 20171

Jason Karp
Assistant Secretary
12010 Ridge Knoll Road #9
Fairfax, VA 22033

Bruce Bednarski
Vice President
1307 Ridgemoor Drive
Laurel, MD 20724

DIRECTORS (Residential Addresses)

Clayton A. Thomas, Jr.
Director
811 Water Street
Alexandria, VA 22302

Peter B. Callowhill
Director
121 Reade Street #3D
New York, NY 10013

Eric Geis
Director
15746 E. Progress Circle
Aurora, CO 80015

Reid R. Miles
Director
561 River Road
Bethesda, MD 20816

J. Mitchell Reese
Director
2401 Pennsylvania Avenue, NW
Washington, DC 20037

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NET2000 CAPITAL EQUIPMENT, INC.OFFICERS

Clayton A. Thomas, Jr., 224-06-9464
Chief Executive Officer
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Clyde Heintzelman 206-30-9528
President
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Peter B. Callowhill, 016-36-7164
Vice President
11 Hanover Square 9th Floor
New York, NY 10005
(212) 806-1999

Donald E. Clark, 226-84-2500
Treasure and Chief Financial Officer
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Mark A. Mendes, 151-66-5598
Secretary and Chief Operating Officer
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Bradley Smith, 151-66-5598
Assistant Treasurer
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Jason Karp, 060-56-7100
Assistant Secretary
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Bruce Bednarski, 341-40-4883
Vice President
1302 Concourse Drive, Suite 400
Linthicum, MD 21090
(410) 850-5800

DIRECTORS

Clayton A. Thomas, Jr.
Chief Executive Officer
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Peter B. Callowhill
Vice President
11 Hanover Square 9th Floor
New York, NY 10005
(212) 806-1999

Eric Geis
Director
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

Reid R. Miles
Director
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

J. Mitchell Reese
Director
2180 Fox Mill Road
Herndon, VA 20171
(703) 654-2000

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State of Delaware
Office of the Secretary of State

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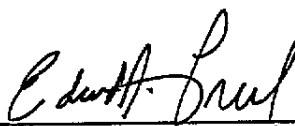
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NET2000 COMMUNICATIONS CAPITAL EQUIPMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2000..

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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





Edward J. Freel, Secretary of State

2953409 8300

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AUTHENTICATION:

0224356

DATE:

01-28-00