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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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

CORPORATION(S) NAME

Grande Communications Networks, Inc.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 12 PM 1:56

- Profit
- NonProfit
- Limited Liability Company
- Foreign *Qualification*
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
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DEPT. MENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
LAURA EARNEST

00 APR 12 PM 12:20

RECEIVED

Handwritten initials and date:
3/12
4/2/00

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Robert W. Hughes

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

Vice Chairman: William E. Morrow

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

Director: William E. Morrow

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

Director: Robert W. Hughes

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Jerry L. James

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

Vice President: Tipton S. Ross

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

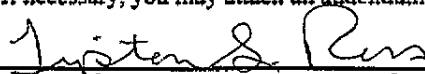
Secretary: Tipton S. Ross

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

Treasurer: Tipton S. Ross

Address: 1801 Lavaca, Suite 115
Austin, TX 78701

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. Tipton S. Ross - Executive Vice President, Treasurer and Secretary
(Typed or printed name and capacity of person signing application)

SECRET
DIVISION OF CORPORATIONS
00 APR 12 PM 1:56

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 1:56

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Grande Communications Networks, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida

Please return all correspondence concerning this matter to the following:

Harriette Lopp, Esq.
(Name of Person)

Hogan & Hartson L.L.P.
(Firm/Company)

555 Thirteenth St, NM
(Address)

Washington, D.C. 20004-1109
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Harriette Lopp, Esq. at (202) 637-6419
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

State of Delaware
Office of the Secretary of State

PAGE 1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 12 PM 1:56

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRANDE COMMUNICATIONS NETWORKS, 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 TENTH DAY OF APRIL, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3207766 8300

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AUTHENTICATION:

0368373

DATE:

04-10-00