

Document Number: **F00000005142**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

200003391552-9  
-09/13/00--01057--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

American Fiber Systems, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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DIVISION OF CORPORATIONS  
00 SEP 13 PM 11 38

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

09/13/00

*Handwritten signature*

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00 SEP 13 AM 11:02  
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

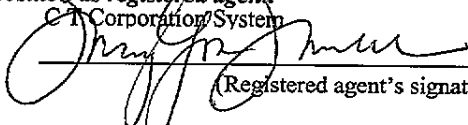
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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DIVISION OF CORPORATIONS  
00 SEP 13 PM 1:39

1. American Fiber Systems, 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 3. 16-1584044  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 24, 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Business will begin upon the successful filing of this application  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Meridian Centre, Suite 250  
Rochester, New York 14623  
(Current mailing address)
8. Deploy Fiber Optic Networks for use by wholesale telecommunication carriers and certain business customers.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
Name: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

**10. 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.*

C T Corporation System  
  
(Registered agent's signature)

Mary Lou Mulkeen  
Assistant Secretary

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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DIVISION OF CORPORATIONS  
00 SEP 13 PM 1:38

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

Chairman: David G. Rusin  
Address: 22 Harwood Lane  
East Rochester, New York 14445

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Jeffrey Drazen, Partner - Sierra Ventures VII, L.P. and  
Sierra Ventures Associates VII, L.L.C.  
Address: 3000 Sand Hill Road, Bldg. 4, Suite 210  
Menlo Park, CA 94025

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: David G. Rusin  
Address: 22 Harwood Lane  
East Rochester, New York 14445

Vice President: See Attached Listing of Vice Presidents

Address: \_\_\_\_\_

Secretary: Gita Ramachandran  
Address: 1512 East Avenue  
Rochester, New York 14610

Treasurer: NA

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Gita Ramachandran  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Gita Ramachandran  
(Typed or printed name and capacity of person signing application)

AMERICAN FIBER SYSTEMS, INC.

SCHEDULE OF OFFICERS

David G. Rusin  
22 Harwood Lane  
East Rochester, New York 14445

President and Chief Executive Officer

David Baxter  
4 Bauers Cove  
Spencerport, New York 14559

Vice President – Operations and Engineering

David Danchak  
150 Grosvenor Road  
Rochester, New York 14610

Vice President – Business Development

Robert J. DeRosa  
29 Summer Glen Drive  
Penfield, New York 14526

Vice President – Marketing

Gita Ramachandran  
1512 East Avenue  
Rochester, New York 14610

Vice President and Chief Financial Officer

Gita Ramachandran

Secretary

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STATE OF NEW YORK  
DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN FIBER SYSTEMS, 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 ELEVENTH DAY OF SEPTEMBER, A.D. 2000.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0666706

DATE: 09-11-00