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ACCOUNT NO. : 072100000032

REFERENCE : 875709 7203718

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : October 25, 2000

ORDER TIME : 9:24 AM

ORDER NO. : 875709-010

CUSTOMER NO: 7203718

100003439881-17

CUSTOMER: John Cassella, Legal Assistant
Diveo Broadband Networks, Inc.
Suite 320
3201 New Mexico Avenue, Nw
Washington, DC 20016

FOREIGN FILINGS

NAME: DIVEO FLORIDA, INC.

(Signature)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156

00 OCT 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 OCT 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT 26 AM 9:54
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Mr. W. H. 10/26/00

**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. Diveo Florida, 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. [applied for]
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 26, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016
(Principal office address)
3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016
(Current mailing address)
Any lawful act or activity
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

Carol K. Dolor

(Registered agent's signature)

Carol K. Dolor, Assistant Vice-President

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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David R. Schmieg

Address: 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016

Vice Chairman: _____

Address: _____

Director: Laurence A. Hinz

Address: 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016

Director: _____

Address: _____

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B. OFFICERS

President: Leon Garza

Address: 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016

Vice President: & Assistant Secretary: Victor A. Lago & Joseph Esparraguera

Address: 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016

Secretary: & Executive Vice President: David H. Rutchik

Address: 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016

Treasurer: (CFO): Laurence A. Hinz

Address: 3201 New Mexico Avenue N.W., Suite 320, Washington, DC 20016

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. David R. Schmieg, Chairman

(Typed or printed name and capacity of person signing application)

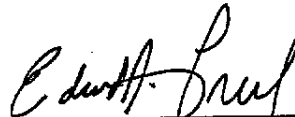
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIVEQ FLORIDA, 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-FIFTH DAY OF OCTOBER, A.D. 2000.

FILED
00 OCT 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0754188

DATE: 10-25-00