

Document Number Dn

F0000000 6768

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

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-12/06/00--01055--003
*****70.00 *****70.00

CORPORATION(S) NAME

Genuity Telecom Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<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		

Name 12/06/00

Availability

Document

Examiner

Updater

Verifier

Acknowledgement

W.P. Verifier

Order#:

Ref#:

Amount:\$

FILED
DEC - 6 PM 1:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 DEC - 6 PM 12:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

3/2 12/4

**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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OFFICE OF THE SECRETARY OF STATE

1. Genuity Telecom 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. 04-3525222
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 15, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 23, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3 Van de Graaff Drive, Burlington, MA 01803
(Current mailing address)
8. computer, communication and internet products and services
(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

Amy Berletti
(Registered agent's signature)

AMY BERTELETTI
SPECIAL 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)

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

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: See attached list.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

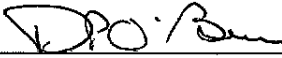
Address: _____

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. Daniel P. O'Brien, Vice President & Chief Financial Officer 
(Typed or printed name and capacity of person signing application)

Genuity Telecom Inc.

DIRECTORS:

Paul R. Gudonis

3 Van de Graaff Drive
Burlington, MA 01803

Joseph C. Farina

3 Van de Graaff Drive
Burlington, MA 01803

Daniel P. O'Brien

3 Van de Graaff Drive
Burlington, MA 01803

OFFICERS:

President:

Paul A. O'Brien
3 Van de Graaff Drive
Burlington, MA 01803

Vice President & General Manager:

Lucille Whanger
3 Van de Graaff Drive
Burlington, MA 01803

Vice President & Chief Financial Officer:

Daniel P. O'Brien
3 Van de Graaff Drive
Burlington, MA 01803

Secretary:

Ira H. Parker
3 Van de Graaff Drive
Burlington, MA 01803

Vice President:

Steven A. Campbell
3 Van de Graaff Drive
Burlington, MA 01803

Treasurer:

W. Jack Reagan
235 Presidential Way
Woburn, MA 01801

Assistant Secretary:

Steven N. Avruch
3 Van de Graaff Drive
Burlington, MA 01803

Assistant Secretary:

Stephen H. Galebach
3 Van de Graaff Drive
Burlington, MA 01803

Assistant Secretary:

Ondrea Dae Hidley
3 Van de Graaff Drive
Burlington, MA 01803

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Assistant Secretary:

Mark P. Hileman
3 Van de Graaff Drive
Burlington, MA 01803

Assistant Treasurer:

Roger Kuebel
235 Presidential Way
Woburn, MA 01801

Assistant Treasurer:

Kevin F. Keleher
235 Presidential Way
Woburn, MA 01801

Assistant Treasurer:

Bruce A. Vaughan
70 Fawcett Street
Cambridge, MA 02138

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State of Delaware
Office of the Secretary of State

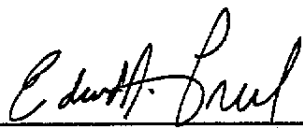
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENUITY TELECOM 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 TWENTIETH DAY OF OCTOBER, A.D. 2000.

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

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00 DEC -6 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0745973

001529446

DATE: 10-20-00