



FOI 000003253

ACCOUNT NO. : 072100000032

REFERENCE : 189170 4300043

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 18, 2001

ORDER TIME : 11:39 AM

ORDER NO. : 189170-010

CUSTOMER NO: 4300043

CUSTOMER: Sheila M. Kaupas, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: CITYNET TELECOMMUNICATIONS,
INC.

XXXX QUALIFICATION (TYPE: CO)

9000004430479--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

FILED
01 JUN 19 PM 2:26
RECEIVED
01 JUN 19 PM 12:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
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.

01 JUN 19 PM 2:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. CityNet Telecommunications, 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. 51-0391591
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/7/00 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. 8403 Colesville Road, 14th Floor, Silver Spring MD 20910
(Principal office address)
8403 Colesville Road, 14th Floor, Silver Spring MD 20910
(Current mailing address)
8. leasing fiber optic network on a wholesale basis to business customers and other carriers
(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
Judith Morgan, Asst. V.P.
(Registered agent's signature)
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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

01 JUN 19 PM 2:26
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached officers/directors rider
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. *Victor J. Alenka*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Senior Vice President & Chief Administrative Officer
(Typed or printed name and capacity of person signing application)

**OFFICERS AND DIRECTORS
OF
CITYNET TELECOMMUNICATIONS, INC.**

01 JUN 19 PM 2:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME	TITLE	ADDRESS
Robert G. Berger	Chairman of the Board, CEO, President and Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Emilio Pardo	Senior Vice President, Chief Communications Officer, Secretary and Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Debra R. Hoopes	Senior Vice President and Chief Financial Officer	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Steven L. Dodd	Chief Operating Officer	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Stephen L. Merrill	Senior Vice President	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Vicki S. Abernathy	Senior Vice President and Chief Administrative Officer	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Larry D. Berent	Senior Vice President	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Daniel F. Gonos	Senior Vice President	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Daryl Sullivan	Senior Vice President	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Mark R. Perkell	Senior Vice President and General Counsel	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910

Cyrus E. Bamji	Senior Vice President	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
James E. Gibbons	Senior Vice President and Chief Information Officer	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Monique Marcus	Vice President, Assistant Secretary and Controller	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Bart Hawley	Treasurer	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Tony Coelho	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Anthony S. Daffer	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
William J. Elsner	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Ronald C. Kaufman	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Fred A. Vierra	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Richard D. White	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Bruce E. Rosenblum	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
James A. Attwood	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Dean Kehler	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910

Garth H. Greimann	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Mark D. Taber	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910
Norman Rice	Director	8403 Colesville Road, 14 th Floor Silver Spring, MD 20910

FILED
JUN 19 PM 2:25
TAMMISSEE, FLORIDA
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITYNET TELECOMMUNICATIONS, 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 EIGHTEENTH DAY OF JUNE, A.D. 2001.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3208663 8300

AUTHENTICATION: 1193756

010290415

DATE: 06-18-01