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AUTHORIZATION

Patricia Pizots

COST LIMIT : \$ 70.00

FILED
01 JUN 19 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 2001

ORDER TIME : 11:43 AM

ORDER NO. : 189170-020

CUSTOMER NO: 4300043

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

New York, NY 10036-8299

RECEIVED
01 JUN 19 PM 12:54
DIVISION OF CORPORATION

FOREIGN FILINGS

5

NAME: CITYNET TELECOM, INC.

800004430478--2

XXXX QUALIFICATION (TYPE: CO)

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: _____

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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1. CityNet 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. 52-2257565
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/8/00 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. c/o CityNet Telecommunications, Inc., 8403 Colesville Rd., 14th Fl., Silver Spring MD 20910
(Principal office address)
c/o CityNet Telecommunications, Inc., 8403 Colesville Rd., 14th Fl., Silver Spring MD 20910
(Current mailing address)
8. wholesale telephone company
(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: _____

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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. Vicki S. Abernathy, Chief Administrative Officer & Director
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Vicki S. Abernathy, Chief Administrative Officer & Director
(Typed or printed name and capacity of person signing application)

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

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SECRETARY OF STATE

NAME	TITLE	ADDRESS
Vicki S. Abernathy	Chief Administrative Officer and Director	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Robert G. Berger	President, CEO and Director	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Emilio L. Pardo	Senior Vice President, Secretary and Director	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Debra R. Hoopes	Chief Financial Officer and Senior Vice President	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Monique Marcus	Vice President, Controller and Assistant Secretary	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Stephen L. Merrill	Senior Vice President of Engineering and Operations	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Steven L. Dodd	Chief Operating Officer	8403 Colesville Road, 14th Floor Silver Spring, MD 20910
Bart Hawley	Treasurer	8403 Colesville Road 14th Floor Silver Spring, MD 20910
Cyrus E. Bamji	Assistant Secretary	8403 Colesville Road 14th Floor Silver Spring, MD 20910

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITYNET 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 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.

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JUN 19 AM 2:31
STATE OF FLORIDA
TALLAHASSEE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3241132 8300

AUTHENTICATION: 1193758

010290415

DATE: 06-18-01