

CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

1. Focal Financial Services, Inc.

2. Focal Equipment Finance, LLC

<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"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<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
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Name _____
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Verifier _____
W.P. Verifier _____

8/24/01

Order#: 4745013

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Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. Focal Financial Services, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 36-4386768
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 23, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 200 North LaSalle Street, Suite 1100
Chicago, Illinois 60601
(Current mailing address)
8. Business of telecommunications, operating as a payroll subsidiary to
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
Focal Communications Corporation, and to engage in any business activi
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: C T Corporation System for which corporations are formed.
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

Carrie Bryan Carrie Bryan, Special Asst. Secy.
(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 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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

Address: _____

Vice President: _____

Address: _____

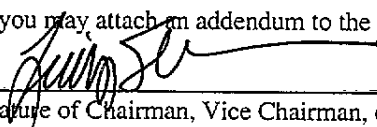
Secretary: _____

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. Lewis Shender, Acting Secretary
(Typed or printed name and capacity of person signing application)

Focal Financial Services, Inc.

Officers:

Name	Office	Address	Date Elected
Robert C. Taylor, Jr.	Chairman of the Board and Chief Executive Officer	200 North LaSalle Street, Suite 1100 Chicago, Illinois 60601	6/14/2001
John R. Barnicle	President and Chief Operating Officer	200 North LaSalle Street, Suite 1100 Chicago, Illinois 60601	6/14/2001
Michael Mael	Executive Vice President and President, Data Communications Division	200 North LaSalle Street, Suite 1100 Chicago, Illinois 60601	6/14/2001
Anthony J. Leggio	Executive Vice President and President, Telecom Division	200 North LaSalle Street, Suite 1100 Chicago, Illinois 60601	6/14/2001
Renee M. Martin	Senior Vice President and Secretary	200 North LaSalle Street, Suite 1100 Chicago, Illinois 60601	6/14/2001
Robert M. Junkroski	Vice President and Treasurer	200 North LaSalle Street, Suite 1100 Chicago, Illinois 60601	6/14/2001
Gregory J. Swanson	Comptroller	200 North LaSalle Street Suite 2200 Chicago, Illinois 60601	6/14/2001
Lewis Shender	Acting Secretary	200 North LaSalle Street Suite 2200 Chicago, Illinois 60601	6/14/2001
Matthew L. Berns	Assistant Secretary	200 North LaSalle Street Suite 2200 Chicago, Illinois 60601	6/14/2001

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Directors:

Name	Address	Term Ended
Robert C. Taylor	200 North LaSalle Street Suite 1100 Chicago, Illinois 60601	2002
John R. Barnicle	200 North LaSalle Street Suite 1100 Chicago, Illinois 60601	2004
James M. Perry, Jr.	70 West Madison Street Suite 3800 Chicago, Illinois 60602	2002
Andrew E. Sinwell	70 West Madison Street, Suite 3800 Chicago, Illinois 60602	2003
James E. Crawford III	135 South LaSalle Street Suite 3800 Chicago, Illinois 60603	2004
Richard D. Frisbie	20 William Street Suite 200 Wellesley, Massachusetts 02481	2003
Paul G. Yovovich	676 North Michigan Avenue Suite 3410 Chicago, Illinois 60611	2004
John A. Edwardson	200 North Milwaukee Avenue Vernon Hills, Illinois 60061	2002
Kathleen A. Perone	22 Ocean Avenue Monmouth Beach, New Jersey	2003

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOCAL FINANCIAL SERVICES, 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-SECOND DAY OF AUGUST, A.D. 2001.

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1307370

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DATE: 08-22-01