



F02000000419

ACCOUNT NO. : 072100000032

REFERENCE : 069262 5170236

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

FILED
02 JAN 25 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 24, 2002

ORDER TIME : 10:17 AM

ORDER NO. : 069262-005

4000004798314--9

CUSTOMER NO: 5170236

CUSTOMER: Ms. Carmen Luis
Xo Communications
11111 Sunset Hills Road

Reston, VA 20190

FOREIGN FILINGS

(Handwritten mark)

NAME: XO INTERACTIVE, INC.

RECEIVED
02 JAN 25 AM 11:26
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED FOR
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. XO Interactive, 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. Washington
(State or country under the law of which it is incorporated)
3. 91-1907534
(FEI number, if applicable)
4. May 13, 1998
(Date of incorporation)
5. Perpetual
(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. 11111 Sunset Hills Road, Reston, VA 20190
(Principal office address)
11111 Sunset Hills Road, Reston, VA 20190
(Current mailing address)
Any lawful business, trade or activity, specifically telecommunications
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

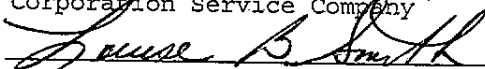
Office Address: 1201 Hays Street

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



(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

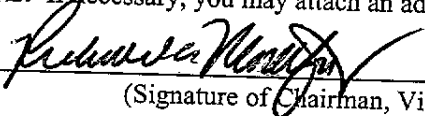
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard A. Montfort - Assistant Secretary

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

XO INTERACTIVE, INC.

SLATE OF DIRECTORS

Nathaniel A. Davis
Gary D. Begeman
Wayne M. Rehberger

SLATE OF OFFICERS

Nathaniel A. Davis	Chief Executive Officer & President
Gary D. Begeman	Senior Vice President, General Counsel & Secretary
R. Gerard Salemme	Senior Vice President, Regulatory and Legislative Affairs
Wayne M. Rehberger	Senior Vice President, Chief Financial Officer
Dennis Kyle	Vice President, Marketing
Karl Erickson	Vice President, Technology
Jay D. Hull	Vice President, Assistant General Counsel
Noelle N. Beams	Vice President, Treasurer
Reese K. Feuerman	Vice President, Controller
Richard Bear	Vice President
Steve Ednie	Chief Tax Officer, Assistant Treasurer
Jeff Joyce	Assistant Treasurer
Richard A. Montfort	Assistant Secretary

Business Address : 11111 Sunset Hills Road
Reston, VA 20190

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TALLAHASSEE, FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

XO INTERACTIVE, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on May 13, 1998.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: January 24, 2002

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


sm
Sam Reed, Secretary of State

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TALLAHASSEE, FLORIDA