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ACCOUNT NO. : 072100000032

REFERENCE : 760798 5170236

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : September 26, 2002

ORDER TIME : 11:04 AM

ORDER NO. : 760798-005

400008077564--2

CUSTOMER NO: 5170236

CUSTOMER: Ms. Carmen Luis
Xo Communications
11111 Sunset Hills Road
Reston, VA 20190

FOREIGN FILINGS

NAME: LHP EQUIPMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER: _____

FILED
02 SEP 27 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 SEP 27 AM 11:49
EX-112
11/27/02

**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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TALLAHASSEE, FLORIDA

1. LHP Equipment, 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. 54-2016747
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/27/00 5. _____
(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. 11111 Sunset Hills Road, Reston, VA 20190
(Principal office address)
11111 Sunset Hills Road, Reston, VA 20190
(Current mailing address)
8. Reseller of tangible personal property (telecom equipment)
(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

Louise B. Smith, 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: See attached officers/directors rider

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: _____

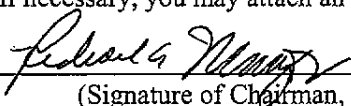
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(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)

LHP EQUIPMENT, 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
Noelle N. Beams	Vice President, Treasurer
Reese K. Feuerman	Vice President, Controller
Steve Ednie	Chief Tax Officer, Assistant Treasurer
Jeff Joyce	Assistant Treasurer
Richard A. Montfort	Assistant Secretary
Jay Hull	Assistant Secretary

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Delaware

PAGE 1

The First State

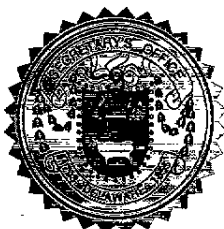
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LHP EQUIPMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LHP EQUIPMENT, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000.

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

3336697 8300

AUTHENTICATION: 2004924

020599697

DATE: 09-26-02