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TALLAHASSEE, FLORIDA

[Handwritten signature]

CT CORPORATION

October 8, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
04 OCT -8 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6208187 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

GTC Communications, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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. GTC Communications, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 752615098

(FEI number, if applicable)

4. August 18, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 502 Cecil G. Costin Blvd., Port St. Joe, FL 32457

(Principal office address)

same
(Current mailing address)

8. to provide telephone service

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(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.

C T Corporation System

By: Dale W. Morris

DALE W. MORRIS

ASSISTANT VICE PRESIDENT

(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: ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: 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. John J. LaPenta
(Signature of Director or Officer listed in number 12 of the application)

14. John J. LaPenta Assistant Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS OF GTC COMMUNICATIONS, INC.

Daniel G. Bergstein, Esq.
Paul Hastings Janofsky & Walker LLP
75 E. 55th St.
New York NY 10022-3205

Frank K. Bynum, Jr.
Kelso & Company
320 Park Ave., 24th Floor
New York NY 10022

Eugene B. Johnson
FairPoint Communications, Inc.
521 E. Morehead St., Ste. 250
Charlotte NC 28202

George E. Matelich
Kelso & Company
320 Park Ave., 24th Floor
New York NY 10022

Kent R. Weldon
Thomas H. Lee Partners Equity Fund IV LP
100 Federal St., 35th Floor
Boston MA 02110

Anthony J. DiNovi
Thomas H. Lee Partners Equity Fund IV, LP
100 Federal St., 35th Floor
Boston MA 02110

Officer/Title	GTC Communications, Inc.	Business Address
Chairman and CEO	Eugene B. Johnson	FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202
COO	Peter G. Nixon	FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202
President/GM	James B. Faison	GT Com P. O. Box 220 Port St. Joe FL 32457
CFO & Executive VP	Walter E. Leach, Jr.	FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202
Senior VP, Secretary & General Counsel	Shirley J. Linn	FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202
Senior VP & Controller	Lisa R. Hood	FairPoint Communications, Inc. 908 W. Frontview P O Box 199 Dodge City KS 67801
VP of Finance, Treasurer & Asst. Sec.	Timothy W. Henry	FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202
VP of Regulatory Affairs	Patrick L. Morse	FairPoint Communications, Inc. 908 W. Frontview P O Box 199 Dodge City KS 67801
Vice President, Internal Audit	Michael J. Stein	FairPoint Communications, Inc. 908 W. Frontview P O Box 199 Dodge City KS 67801
Asst. Treasurer & Asst. Sec.	Thomas E. Griffin	FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202
Assistant Secretary	John LaPenta Neil A. Torpey Thomas E. Kruger	John LaPenta, Esq. FairPoint Communications, Inc. 521 E. Morehead St., Ste. 250 Charlotte NC 28202 Neil A. Torpey, Esq. Thomas E. Kruger, Esq. Paul Hastings Janofsky & Walker LLP Park Avenue Tower 75 E. 55th St. New York NY 10022-3205

Delaware

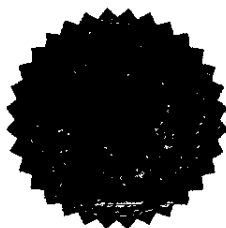
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GTC COMMUNICATIONS, 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 SEVENTH DAY OF OCTOBER, A.D. 2004.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2535376 8300

AUTHENTICATION: 3397557

040725205

DATE: 10-07-04