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(City/State/Zip/Phone #)

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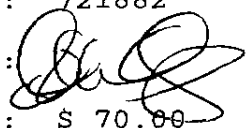
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05 DEC -2 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC -2 PM 4:28
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 721882 4329917
AUTHORIZATION : 
COST LIMIT : \$ 70.00

05 DEC -2 AM 9:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 23, 2005
ORDER TIME : 1:47 PM
ORDER NO. : 721882-010
CUSTOMER NO: 4329917

FOREIGN FILINGS

NAME: LMDS HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

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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TALLAHASSEE, FLORIDA

1. LMDS Holdings, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 4, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 11111 Sunset Hills Road, Reston, VA 20190
(Principal office address)

11111 Sunset Hills Road, Reston, VA 20190
(Current mailing address)

8. To provide Telecommunications Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

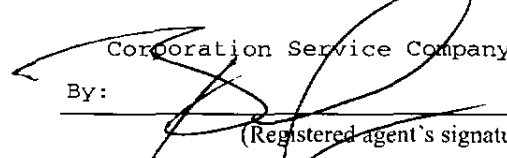
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: 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.

By: Corporation Service Company

(Registered agent's signature) **Brian Courtney**
Asst. V. Pres

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 officer/director rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. *Benjamin R. Preston*
(Signature of Director or Officer listed in number 12 of the application)

14. Benjamin R. Preston, Assistant Secretary
(Typed or printed name and capacity of person signing application)

LMDS Holdings, Inc.
Officers and Directors

List of Officers:

Name: Carl J. Grivner **Title:** President and Chief Executive Officer
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Wayne Rehberger **Title:** Exec. Vice President and Chief Operations Officer
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Bill Garrahan **Title:** Acting Chief Financial Officer and Sr. Vice
President, Corporate Development & Strategic Planning
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Simone Wu **Title:** Sr. Vice President, Acting Gen. Counsel & Secretary
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Ron Scot **Title:** Vice President, Real Estate
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Michael O'Day **Title:** Chief Tax Officer
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Heather Burnett Gold **Title:** Sr. Vice President, Government Relations
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Benjamin R. Preston **Title:** Corporate Counsel, Director of Legal Affairs &
Assistant Secretary
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

List of Directors

Name: Carl J. Grivner
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Wayne Rehberger
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Name: Simone Wu
Bus. Addr.: 11111 Sunset Hills Road, Reston, VA 20190

Delaware

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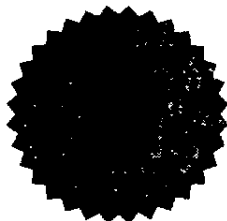
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LMDS HOLDINGS, 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-THIRD DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LMDS HOLDINGS, INC." WAS INCORPORATED ON THE FOURTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4056099 8300

AUTHENTICATION: 4319027

050957306

DATE: 11-23-05