

F95000004204

HELEIN & ASSOCIATES P.A.
80 Greenboro Driv
Suite 700
McLean, VA 22102
Telephone: (703) 714-1300
Facsimile: (703) 714-1330

August 28, 1995

VIA FEDERAL EXPRESS

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*****70.00 *****70.00

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32301

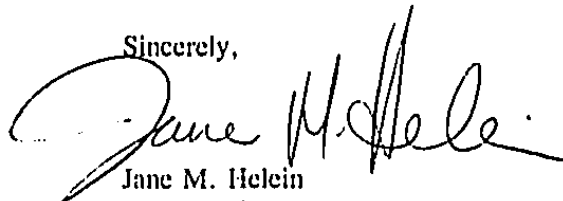
Re: Application for Certificate of Authority

Dear Sir or Madam:

Enclosed please find a completed Application for Certificate of Authority to Transact Business in the State of Florida being submitted in duplicate for and on behalf of New Century Telecom, Inc. Also enclosed is a check in the amount of \$70.00 made payable to the Secretary of State to cover the filing fees, and a Certificate of Existence issued by the Secretary of State of Delaware, the applicant's place of domicile.

Please direct all inquiries or correspondence related to the following to the attention of the undersigned. Thank you for your cooperation.

Sincerely,


Jane M. Helein
Legal Assistant

Enclosures

7/8/31
95 AUG 29 AM 9:00
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. New Century Telecom, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)
3. May 3, 1995 4. Perpetual
(Date of incorporation) (Duration)
5. 54-1765590
(Federal Employer Identification number, if applicable)
6. Will commence upon certification.
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 8180 Greensboro Drive, Suite 700, McLean, VA 22102
(Current mailing address)
8. Resale of long distance telecommunication services
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Charles H. Helein
Address: 8180 Greensboro Dr., Suite 700
McLean, VA 22102

Vice Chairman: Martin F. McDermott, III
Address: 8180 Greensboro Dr., Suite 700
McLean, VA 22102

Director: _____
Address: _____

Director: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 29 AM 9:00

D. Officers:

President: Martin McDermott, III.
Address: 8180 Greensboro Dr., Suite 700
McLean VA 22102

Vice President: _____
Address: _____

Secretary: Charles H. Helein
Address: 8180 Greensboro Dr., Suite 700
McLean, VA 22102

Treasurer: Charles H. Helein
Address: 8180 Greensboro Dr., Suite 700
McLean, VA 22102

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
Zip Code

11. 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.

Registered agent's signature: Lisa G. Mulligan

LISA G. MULLIGAN, AUTHORIZED REPRESENTATIVE FOR CORPORATION SERVICE COMPANY

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Martin F. McDermott, III - President
(Name and capacity of person signing application)

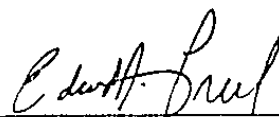
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW CENTURY TELECOM, 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-FIRST DAY OF AUGUST, A.D. 1995.

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
95 AUG 29 AM 9:00




Edward J. Freel, Secretary of State

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AUTHENTICATION 7614737

DATE 08-21-95