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1201 HAST STREET  
BOSTON, MASS. 02108-2907  
96-22-0171  
96-22-0191  
800-342-8086



96 MAY 23 11:00

ACCOUNT NO. : 072100000032

REFERENCE : 961204 4304990

AUTHORIZATION: *Patricia Pyant*

COST LIMIT : \$ 70.00

ORDER DATE : May 21, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 961204

CUSTOMER NO: 4304990

700001836797

CUSTOMER: Elaine Cote, Legal Asst  
Ropes & Gray  
One International Place

Boston, MA 02110

FOREIGN FILINGS

NAME: CLARITY TELECOM LOCAL NETWORK SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 23 AM 11:55

*mtm*

CONTACT PERSON: Daniel W Leggett

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

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

1. Clarity Telecom Local Network Services, 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. 04-3314893  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 16, 1996 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Two Copley Place, 7th Floor  
Boston, MA 02116  
(Current mailing address)

8. Telecommunications sales and service.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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: *Paul K. Dalar*  
(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Exhibit A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See Exhibit A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

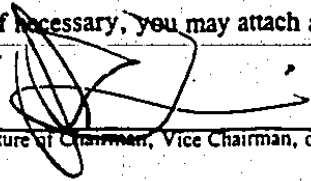
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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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. Jonathan S. Lavine, Vice President  
(Typed or printed name and capacity of person signing application)

**EXHIBIT A**  
To  
Foreign Qualification Application

**I. Officers.**

Name	Office(s)	Business Address
Stephen G. Pagliuca	Chairman, President and Assistant Secretary	Two Copley Place, 7th Floor Boston, MA 02110
Dwight M. Poler	Treasurer and Vice President	Two Copley Place, 7th Floor Boston, MA 02110
Jonathan S. Lavine	Secretary, Vice President and Assistant Treasurer	Two Copley Place, 7th Floor Boston, MA 02110
Laura M. Broderick	Vice President	Two Copley Place, 7th Floor Boston, MA 02110

**II. Directors.**

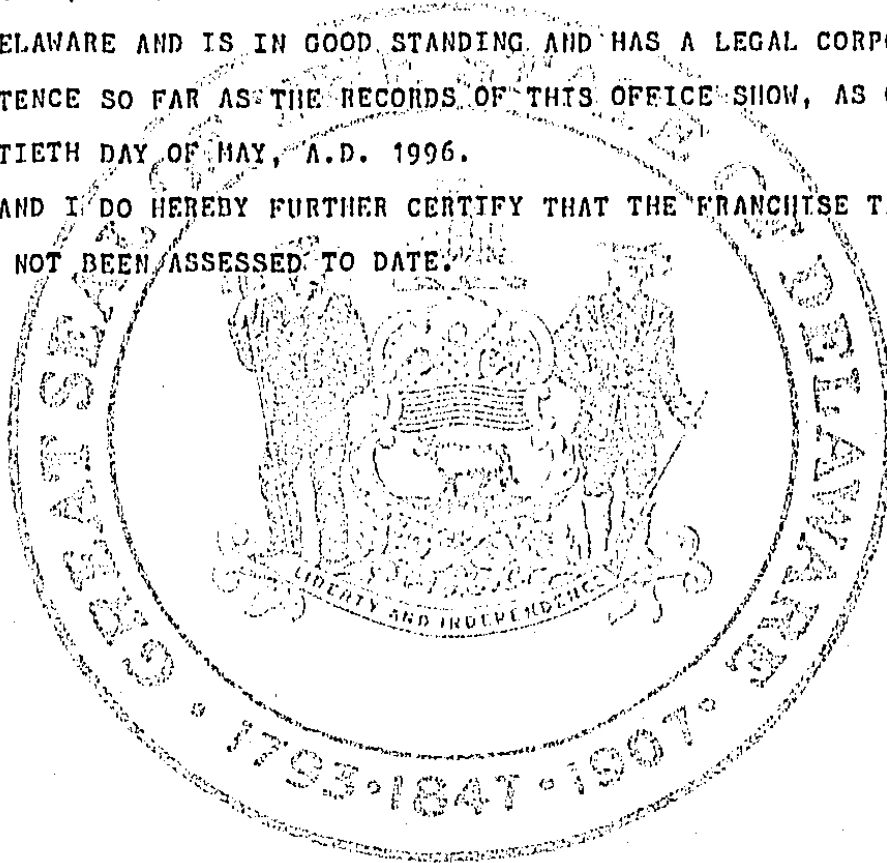
Name	Address
Stephen G. Pagliuca	Two Copley Place, 7th Floor Boston, MA 02110
Dwight M. Poler	Two Copley Place, 7th Floor Boston, MA 02110
Jonathan S. Lavine	Two Copley Place, 7th Floor Boston, MA 02110

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLARITY TELECOM LOCAL NETWORK SERVICES, 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 TWENTIETH DAY OF MAY, A.D. 1996.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7952502

DATE: 05-20-96