

F9600003006

120 HAYS STREET
TALLAHASSEE, FL 32301-0007
TEL: 904-222-0000
FAX: 904-222-0001



ACCOUNT NO. : 072100000032
REFERENCE : 984923 4366091
AUTHORIZATION *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : June 12, 1996
ORDER TIME : 11:49 AM
ORDER NO. : 984923
CUSTOMER NO: 4366091 600001862665
CUSTOMER: Sarah Scova, Legal Asst
Citizens Utilities Company
3 High Ridge Park
Stamford, CT 06905

FOREIGN FILINGS

NAME: ELECTRIC LIGHTWAVE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 14 PM 3:18
mtz

**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. ELECTRIC LIGHTWAVE, 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. 93-1035711
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/18/90 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon registration
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 8100 N.E. PARKWAY DRIVE, SUITE 200
VANCOUVER, WASHINGTON 98662-6461
(Current mailing address)
8. PROVIDING VARIOUS TELECOMMUNICATION SERVICES.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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: Carol K Dolor

(Registered agent's signature)

Carol K Dolor

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

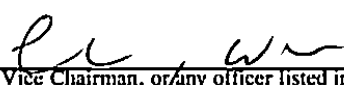
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles J. Weiss, Secretary and Assistant Vice P
(Typed or printed name and capacity of person signing application)

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Electric Lightwave, Inc.

DIRECTORS:

Daryl A. Ferguson Director
Primary : 420 Pitkin Hollow
Address : Trumbull, CT 06611

David Sharkey Director
Primary : Use ELI address

Leonard Tow Director
Primary : 160 Lantern Ridge Road
Address : New Canaan, CT 06840

OFFICERS:

David Sharkey President and Chief Executive Officer
Primary : Use ELI Address

James Berthot Vice President
Primary : Use ELI Address

Robert J. DeSantis Vice President, Treasurer, CFO and Assistant Secretary
Primary : 222 Dudley Road
Address : Wilton, CT 06897

Ellen Deutsch Vice President
Primary : Use ELI Address

Randall Lis Vice President
Primary : Use ELI Address

J. Michael Love Vice President
Primary : High Ridge Park
Address : Stamford, CT 06905

Susan McAdams Vice President & Assistant Secretary
Primary : Use ELI Address

Michael Miller Vice President
Primary : Use ELI Address

L. Russell Mitten Vice President, General Counsel and Assistant Secretary
Primary : 10 Bank Drive
Address : Wilton, CT 06897

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Livingston E. Ross Vice President
Primary : 1274 Village Avenue
Address : Baldwin, New York 11510

John Wolff Vice President
Primary : Use ELI Address

Charles J. Weiss Secretary and Assistant Vice President
Primary : 90 Buckfield Lane
Address : Greenwich, CT 06831

Laura L. DiPreta Assistant Vice President and Assistant Controller
Primary : 12 Cobblers Lane
Address : Norwalk, CT 06851

Charles Martin Controller & Assistant Secretary
Primary : Use ELI Address

Susan M. Redner Assistant Secretary
Primary : 333 North State Road, #47
Address : Birarclyff Manor, NY 10510

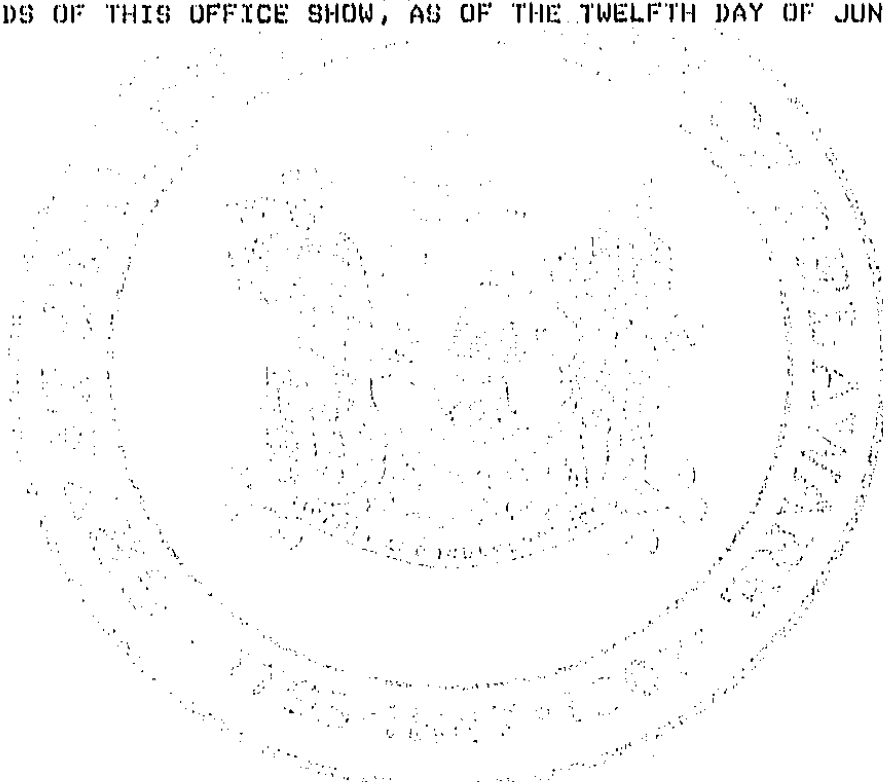
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State of Delaware

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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 "ELECTRIC LIGHTWAVE, 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 TWELFTH DAY OF JUNE, A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7983497

DATE: 06-12-96