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CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Digex, Incorporated

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. DIGEX, Incorporated

(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

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

3. 52-1672337

(FEI number, if applicable)

4. June 4, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156,

7. 6800 Virginia Manor Road, Beltsville, Maryland 20705

(Current mailing address)

8. See attached purpose clause

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan

(Registered agent's signature) (Officer)

CONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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: Christopher McCleary

Address: 6800 Virginia Manor Road

Beltzville, Maryland 20705

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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

14. Thomas Brandt, Jr., Secretary
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
DIGEX, Incorporated**

The purposes for which the Corporation is formed are as follows: a) To develop, distribute, license, market and sell a full spectrum of an Internet access services. b) To engage in any other lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
DIGEX, Incorporated**

1. Christopher McCleary, President
6800 Virginia Manor Road
Beltsville, Maryland 20705
2. Clyde A. Hointzelman, Vice President
6800 Virginia Manor Road
Beltsville, Maryland 20705
3. Thomas M. Brandt, Jr., Vice President, CFO, Secretary
6800 Virginia Manor Road
Beltsville, Maryland 20705
4. Earl P. Galleher, Vice President
6800 Virginia Manor Road
Beltsville, Maryland 20705
5. Nicholas J. Magliato, Vice President
6800 Virginia Manor Road
Beltsville, Maryland 20705
6. Brian Deobald, Vice President
6800 Virginia Manor Road
Beltsville, Maryland 20705
7. John C. Welling, Vice President, Controller
6800 Virginia Manor Road
Beltsville, Maryland 20705
8. Michael T. Doughney, Vice President
6800 Virginia Manor Road
Beltsville, Maryland 20705
9. Douglas E. Humphrey, Vice President
6800 Virginia Manor Road
Beltsville, Maryland 20705

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of
DIGEX, Incorporated**

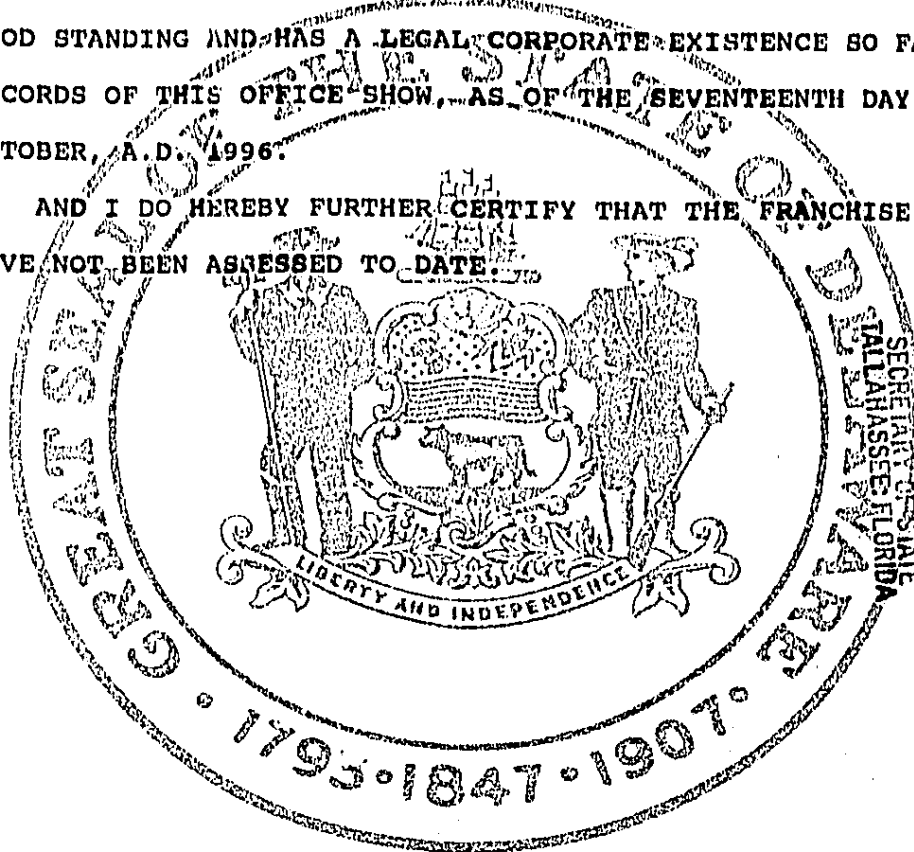
1. Christopher McCloary
6800 Virginia Manor Road
Beltsville, Maryland 20705
2. Michael T. Doughney
6800 Virginia Manor Road
Beltsville, Maryland 20705
3. Douglas E. Humphrey
6800 Virginia Manor Road
Beltsville, Maryland 20705
4. Frank Adams
Grotech Capital Group 9690 Deereco Road
Timonium, Maryland 21093
5. Ray Rothrock
Venrock Associates 30 Rockefeller Plaza Room 5508
New York, New York 10112
6. Bill Earthman
Massey Burch Capital Corp. 25th Ave. North, Suite #103-310
Nashville, Tennessee 37203
7. Bob Stewart
Anchor Financial Group 1627 I Street NW 11th Floor
Washington, D.C. 20006
8. Jack Wyant
Blue Chip Venture Company 2000 PNC Center, 201 East 5th Stre
Cincinnati, Ohio 45202
9. Thomas Cato
803 Timber Lane
Nashville, Tennessee 37215

... State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGEX, INCORPORATED" 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 SEVENTEENTH DAY OF OCTOBER, A.D. 1996.

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



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FILED



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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