

F98000001016



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 262711 7180239

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
99 JUN -9 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 3, 1999

ORDER TIME : 9:48 AM

ORDER NO. : 262711-010

CUSTOMER NO: 7180239

800002899348--5

CUSTOMER: Mr. Tim H. Shanahan
Northpoint Communications
222 Sutter Street
7th Floor
San Francisco, CA 94108

CHANGE OF AGENT

NAME: NORTHPOINT COMMUNICATIONS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

RECEIVED
99 JUN -9 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. COULLIETTE JUN 09 1999

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Northpoint Communications, Inc.
2. The mailing address of the corporation is: 222 Sutter St., 7th Floor
San Francisco, CA 94108
3. Date of incorporation/qualification: February 23, 1998 Document number: F98000001016
4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or vice chairman of the board)

6/7/99
(Date)

Steven Gorosh, Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

Corporation Service Company

By: Karen E. Wehner

(Signature of Registered Agent)

6-7-99
(Date)

If signing on behalf of an entity:

Karen E. Wehner

(Typed or Printed Name)

Assistant Vice President

(Capacity)

*** FILING FEE: \$35.00 ***