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ACCOUNT NO. : 072100000032

REFERENCE : 715377 4329917

AUTHORIZATION : *Patricia Page*

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1998

ORDER TIME : 10:58 AM

ORDER NO. : 715377-005

000002439340--7

CUSTOMER NO: 4329917

CUSTOMER: Ms. Denise Smith
Kelley, Drye & Warren
1200 19th Street, N.W.
Suite #500
Washington, DC 20036

FOREIGN FILINGS

NAME: NET2000 GROUP, 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: Cindy Harris

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 12:50

mtu
2/24

RECEIVED
98 FEB 24 PM 12:21
DIVISION OF CORPORATION

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. Net2000 Group, 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. 54-1672883
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/30/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 8614 Westwood Center Drive, Suite 700
Vienna, Virginia 22182
(Current mailing address)
8. Telecommunications Service Provider
(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: (P.O. Box or Mail Drop Box acceptable)
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.

Corporation Service Company
By: Anthony F. Johnson
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Clyde Heintzelman

Address: 6800 Virginia Manor Road

Beltsville, MD 20705

Director: Eric Geis

Address: 12393 Rue Cheaumont

San Diego, CA 92131

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Clayton Thomas

Address: 811 Water Place

Alexandria, VA 22317

Vice President: Bruce Bednarski

Address: 3507 Ridgemoor Drive

Laurel, MD 20724

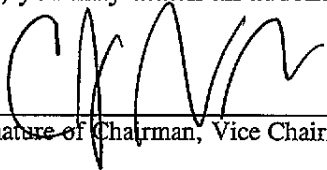
Secretary: _____

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. Clayton Thomas, Jr., President

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 12:50

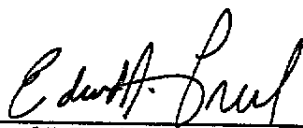
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NET2000 GROUP, 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 NINTH DAY OF JANUARY, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 12:50




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8858581

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01-09-98