

Document Number Only  
F980000004156

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

Rythms NetConnections Inc.

400002594204--2

-07/21/98--01072--014

\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☒ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out  
☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait  
☐ Merger  
☐ Mark  
☐ Other  
☐ Change of R.A.  
☐ UCC  
☐ CUS  
☐ After 4:30  
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Thanks,  
Jeff.

JUL 20 1998

RECEIVED  
98 JUL 21 PM 1:08  
FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:53

mtm  
7/21

# 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. Rhythms NetConnections 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  
(State or country under the law of which it is incorporated)
3. 33-0747515  
(FEI number, if applicable)
4. February 27, 1997  
(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, F.S.))
7. 7337 South Revere Parkway, Englewood, Colorado 80112  
(Current mailing address)
8. Provider of telecommunication and computer network services.  
(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

M. T. Fitzpatrick  
(Registered agent's signature) (Officer)

M. T. Fitzpatrick, Assistant Secretary  
(Type Name and Title of Officer)

FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:53

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: \_\_\_\_\_

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

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: \_\_\_\_\_  
\_\_\_\_\_

FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:54

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

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

\_\_\_\_\_

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

13. Catherine M. Hapka

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

14. Catherine M. Hapka, President

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

FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:54

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

**Directors of  
Rhythms NetConnections Inc.**

---

1. Catherine M. Hapka  
7337 South Revere Parkway  
Englewood, Colorado 80122
2. Kevin R. Compton  
2750 Sand Hill Road  
Menlo Park, California 94025
3. Keith B. Geeslin  
3000 Sand Hill Road, Bldg. 3, Suite 170  
Menlo Park, California 94025
4. Ken L. Harrison  
121 SW Salomon Street, 1WTC-17  
Portland, Oregon 97204
5. William R. Stensrud  
7979 Ivanhoe Avenue, Suite 550  
La Jolla, California 92037
6. John Walecka  
3000 Sand Hill Road, Bldg. 1, Suite 260  
Menlo Park, California 94025

FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:54

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

**Officers of  
Rhythms NetConnections Inc.**

---

1. Catherine M. Hapka, President and Chief Executive Officer  
7337 South Revere Parkway  
Englewood, Colorado 80122
2. Jeffrey Blumenfeld, Vice President and General Counsel  
7337 South Revere Parkway  
Englewood, Colorado 80112
3. Scott C. Chandler, Chief Fiancial Officer and Assistant Secretary  
7337 South Revere Parkway  
Englewood, Colorado 80112
4. John A. Denniston, Secretary  
550 West C Street, Suite 1300  
San Diego, California 92101

FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:54

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

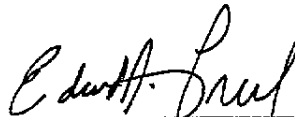
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RHYTHMS NETCONNECTIONS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
98 JUL 21 PM 1:54



  
Edward J. Freel, Secretary of State

2723205 8300

981277732

AUTHENTICATION:

9202125

DATE:

07-17-98