

F98000004582



ACCOUNT NO. : 072100000032

REFERENCE : 917305 5033667

AUTHORIZATION :

COST LIMIT : PPD

FILED  
98 AUG 11 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 5, 1998

ORDER TIME : 2:12 PM

ORDER NO. : 917305-005

CUSTOMER NO: 5033667

CUSTOMER: Helen Quick, Esq  
Pathnet, Inc.  
1015 31 Street N.w.

500002609845-4  
-08/06/98--01078--022  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Washington, DC 20007

500002609845-4  
-08/06/98--01078--023  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FOREIGN FILINGS

NAME: PATHNET, 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: Cassandra Bryant

W98-17902

RECEIVED  
98 AUG -6 PM 2:46  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 6, 1998

CSC

TALLAHASSEE, FL

SUBJECT: PATHNET, INC.  
Ref. Number: W98000017902

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TALLAHASSEE, FLORIDA

We have received your document for PATHNET, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

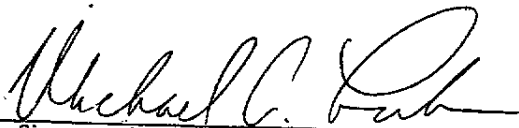
Letter Number: 198A00041201

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned MICHAEL A. LUBIN, do hereby certify  
(Name)that this Resolution of the Board of Directors of PATHNET, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWAREwas duly adopted on August 25, 1, 1995.Be it resolved, that PATHNET, INC.  
(Corporate Name)organized and existing in the State of DELAWARE, hereby adopts the namePathnet Communications, Inc. for use in Florida.Dated: August 6, 1998

Signature of either Chairman, Vice Chairman or any officer

MICHAEL A. Lubin

Type or print name

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TALLAHASSEE, FLORIDA

# 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. Pathnet, 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. \_\_\_\_\_

(FEI number, if applicable)

4. 8/25/95

(Date of Incorporation)

5. perpetual

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

6. May 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1015 31st St. NW

Washington, DC 20007

(Current mailing address)

8. Long Distance Telecommunications

(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 **NOT** 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: \_\_\_\_\_

(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.

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STATE

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) *See Attachment*

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: \_\_\_\_\_

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. Michael A. Lubin

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

14. Michael A. Lubin, Vice President and General Counsel

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

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TALLAHASSEE, FLORIDA

**Directors of Pathnet, Inc.**

<b>Director</b>	<b>Business Address</b>
Richard A. Jalkut	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
David Schaeffer	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
Peter J. Barris	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
Kevin J. Maroni	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
Richard K. Prins	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
Patrick J. Kerins	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
Stephen A. Reinstadtler	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007

**Officers of Pathnet, Inc.**

<b>Officer</b>	<b>Business Address</b>
<b>David Schaeffer</b> Chairman	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
<b>Richard A. Jalkut</b> President, CEO	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
<b>Kevin J. Bennis</b> President, Sales and Marketing	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
<b>William R. Smedberg</b> Vice President, Finance & Corporate Development	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
<b>Michael A. Lubin</b> Vice President & General Counsel	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007
<b>Michael L. Brooks</b> Vice President, Network Development	1015 31 <sup>st</sup> Street, N.W., Washington, DC 20007

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SECRET  
TALLAHASSEE, FLORIDA

*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 "PATHNET, 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 FIFTH DAY OF AUGUST, A.D. 1998.

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98 AUG 11 AM 8:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2533940 8300

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A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9236483

08-05-98