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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

KMC Telecom III, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Acknowledgement _____
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TALLAHASSEE, FLORIDA

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. KMC Telecom III, 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. 22-3625591
(FEI number, if applicable)

4. December 14, 1998 5. Perpetual
(Date of incorporation) (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. 1545 Route 206, Suite 300, Bedminster, New Jersey 07921

(Current mailing address)

8. Telecommunication 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

Charles W. Meyer

(Registered agent's signature) (Officer)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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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: Harold N. Kamine

Address: 1545 Route 206, Suite 300
Bedminster, New Jersey 07921

Vice Chairman: Gary E. Lasher

Address: 1545 Route 206, Suite 300
Bedminster, New Jersey 07921

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

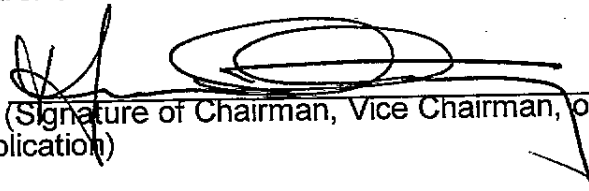
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Treasurer: _____

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. Michael Sternberg, President _____
(Typed or printed name and capacity of person signing application)

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

**Directors of
KMC Telecom III, Inc.**

1. Harold N. Kamine
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
2. Gary E. Lasher
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
3. Michael Sternberg
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
4. William Stewart
22 Chambers Street
Princeton, New Jersey 08542
5. John G. Quigley
22 Chambers Street
Princeton, New Jersey 08542
6. Randall A. Hack
22 Chambers Street
Princeton, New Jersey 08542
7. Richard H. Patterson
30 Rockefeller Center, Suite 4350
New York, New York 10112

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

**Officers of
KMC Telecom III, Inc.**

1. Harold N. Kamine, Chairman of the Board
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
2. Gary E. Lasher, Vice Chairman of the Board
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
3. Michael Sternberg, President & CEO
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
4. Cynthia Worthman, CFO, VP, Treasurer and Secretary
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
5. Roscoe C. Young II, Chief Operating Officer
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
6. Charles Rosenblum, Senior Vice President-Human Resources
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
7. James L. Barwick, Senior Vice President
3075 Breckinridge Blvd, Suite 415
Duluth, Georgia 30096
8. Patricia Breckenridge, Senior Vice President-Market Development
3025 Breckinridge Blvd, Suite 170
Duluth, Georgia 30096
9. Robert Hagan, Controller
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
10. Steven Kreider, Assistant Treasurer
1545 Route 206, Suite 300
Bedminster, New Jersey 07921
11. Jeannette Barretta, Assistant Secretary
1545 Route 206, Suite 300
Bedminster, New Jersey 07921

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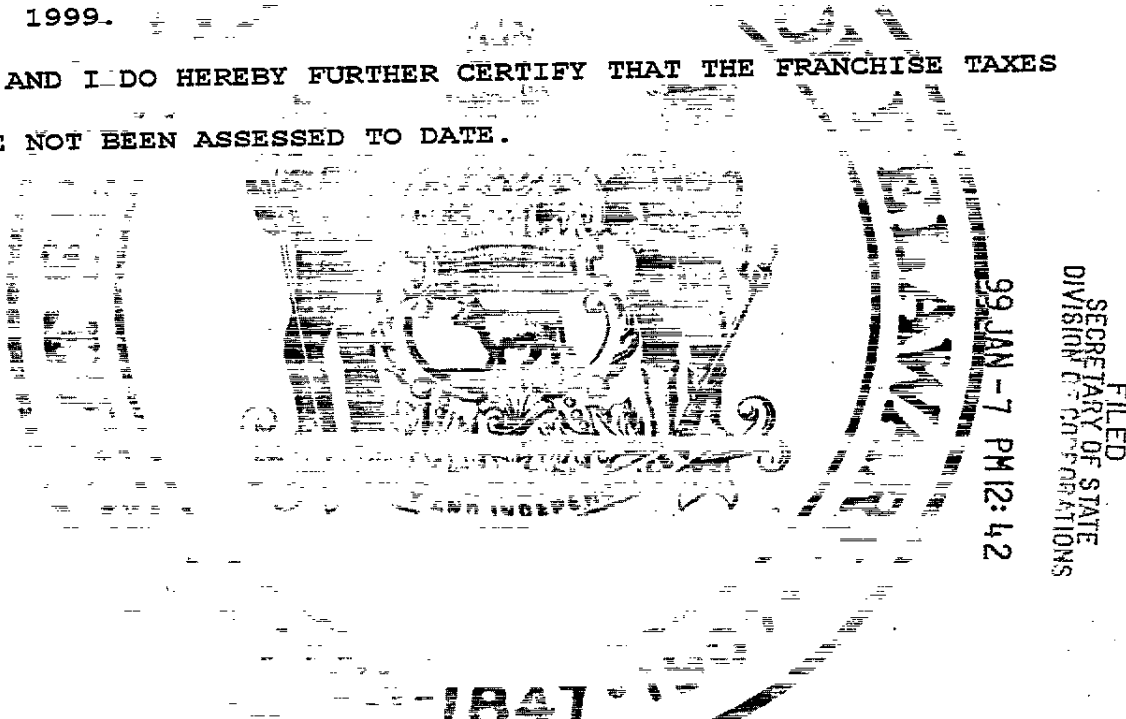
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KMC TELECOM III, 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 JANUARY, A.D. 1999.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9504225

DATE: 01-05-99