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100002775571--8

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Paetec Online Inc.

File 1st

- ☐ Walk In
☐ Mail Out
☐ Will Wait
☐ Photocopy

☐ Pick Up Time

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

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DIVISION OF CORPORATIONS
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Ordered By: _____

Date: _____

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2/15

**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. PAETEC ONLINE, 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. 16-1561872

(FEI number, if applicable)

4. 01/08/99

(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 817.155, F.S.)

7. 290 WOODCLIFF DRIVE

FAIRPORT NY 14450

(Current mailing address)

8. WEB PAGE HOSTING, INTERNET COMMERCE

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: HIQ CORPORATE SERVICES, INC.

Office Address: 526 EAST PARK AVENUE SUITE 200

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.

HIQ CORPORATE SERVICES, INC.

BY: *Rafael A. Mendez, Sec'y*

(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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

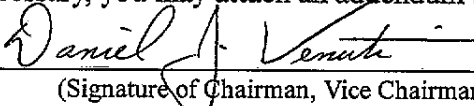
Address: _____

Treasurer: _____

Address: _____

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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. DANIEL J. VENUTI, SECRETARY
(Typed or printed name and capacity of person signing application)

PaeTec Online, Inc.

Address for all: **290 Woodcliff Drive**
Fairport, NY 14450

Directors: Arunas A. Chesonis
 Richard E. Ottalagana
 Robert D. Moore, Jr.

Officers:

Chief Executive Officer, President and Chairman
Arunas A. Chesonis
18 Buckthorn Run
Victor, NY 14450

Executive Vice President and Treasurer
Richard Ottalagana
965 Strong Road
Victor, NY 14450

Vice President
Robert D. Moore, Jr.
193 Buckland Avenue
Rochester, NY 14618

Secretary
Daniel J. Venuti, Esq.
106 Huntshill Rd.
Solvay, NY 13209

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAETEC ONLINE, 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 TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999.

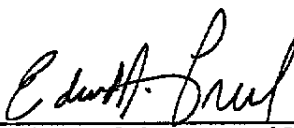
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAETEC ONLINE, INC." WAS INCORPORATED ON THE EIGHTH DAY OF JANUARY, A.D. 1999.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9546994

991036117

DATE: 01-28-99