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

Pastec Capital Corp.

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DEPARTMENT OF STATE
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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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

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☐ CORP SEARCH

Ordered By: _____

Date: _____

**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. PAETEC CAPITAL CORP.

(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. APPLIED FOR

(FEI number, if applicable)

4. 3/30/99

(Date of incorporation)

5. PERPETUAL

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

6. UPON ACCEPTANCE

(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. TO PROVIDE/ARRANGE FINANCING FOR TELECOMMUNICATIONS EQUIPMENT

(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:

ROXANNE D. MONIODIS, SECRETARY

Roxanne D. Moniodis

(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: _____

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. Daniel J. Venuti
(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 Capital Corp.

Directors:

Algimantas K. Chesonis
17 Clarkes Crossing
Fairport, NY 14450

Richard E. Ottalagana
965 Strong Road
Victor, NY 14564

Timothy J. Bancroft
35 Little Spring Run
Fairport, NY 14450

Officers:

Chairman, President,
and CEO

Richard E. Ottalagana
965 Strong Road
Victor, NY 14564

Vice President-Finance
and Treasurer

Timothy J. Bancroft
35 Little Spring Run
Fairport, NY 14450

Secretary

Daniel J. Venuti
106 Huntshill Road
Solvay, NY 13209

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State of Delaware
Office of the Secretary of State

PAGE 1

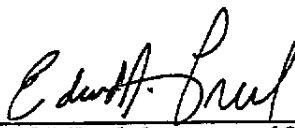
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAETEC CAPITAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAETEC CAPITAL CORP." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 1999.

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

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TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

3023560 8300

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AUTHENTICATION: 9752685

DATE: 05-19-99