

F99000003166



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 264581 7142356

AUTHORIZATION : *Patricia Pysht*

COST LIMIT : \$ 70

ORDER DATE : June 4, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 264581-005

CUSTOMER NO: 7142356

200002909902-13

CUSTOMER: Ms. Gail West
Nextlink Communications, Inc.
Suite 2200
500 108th Avenue N.e.
Bellevue, WA 98004

FOREIGN FILINGS

NAME: NEXTLINK LONG DISTANCE
SERVICES, 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: Christine Lillich

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 21 AM 9:35

RECEIVED
99 JUN 21 AM 8:52

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-01-2001 BY 1043

AL JUN 21 1999

**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. NEXTLINK Long Distance Services, 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. Washington

(State or country under the law of which it is incorporated)

3. 91-1957034

(FEI number, if applicable)

4. February 26, 1999

(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. Suite 2200, 500 - 108th Avenue N.E.

Bellevue, WA 98004

(Current mailing address)

Operating a telecommunications service. To engage in any act or activity for which corporations may be organized.

8. _____

(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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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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

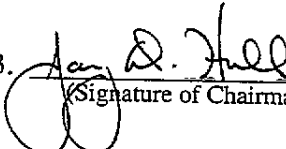
Treasurer: _____

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. Jay D. Hull, Assistant Secretary

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

NEXTLINK LONG DISTANCE SERVICES, INC.

OFFICERS/DIRECTORS RIDER

The address for each of the following directors and officers is:

500 - 108th Avenue N.E.
Suite 2200
Bellevue, WA 98004

Directors:

George M. Tronsrue III

R. Bruce Easter, Jr.

Kathleen Iskra

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Officers:

George M. Tronsrue III

CEO, COO, President

Charles P. Daniels

Vice President

Jan Loichle

Vice President

R. Bruce Easter, Jr.

Vice President, Secretary, General Counsel

Kathleen Iskra

Vice President, CFO, Treasurer

R. Gerard Salemme

Senior Vice President

Michael McHale

Vice President

Jay D. Hull

Assistant Secretary

Richard A. Montfort, Jr.

Assistant Secretary

STATE of WASHINGTON



SECRETARY of STATE

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I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

NEXTLINK LONG DISTANCE SERVICES, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on February 26, 1999.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: June 10, 1999

Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

SMos

Ralph Munro, Secretary of State