

Document Number Only

CT Corporation System
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Tallahassee, FL 32301
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Attn: Jeff Netherton

F99000005463

9000003023409-1
-10/25/99-01039-012
*****70.00 *****70.00

CORPORATION(S) NAME

RCN Telecom Services, 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		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT 25 AM 11:21

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99 OCT 29 PM 3:38

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. RCN Telecom 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. Pennsylvania

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

3. 23-2472885

(FEI number, if applicable)

4. June 30, 1987

(Date of incorporation)

5. Perpetual

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

6. January 1, 2000

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

7. 105 Carnegie Center, Princeton, New Jersey 08540

(Current mailing address)

8. provision of communication 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

Ann Williams

(Registered agent's signature) (Officer)

ANN J. WILLIAMS

Assistant Vice President

(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

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

14. John D. Filipowicz, Vice President
(Typed or printed name and capacity of person signing application)

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RCN Telecom Services, Inc.

Sole Director:

David C. McCourt - 179 Stoney Brook Road
Hopewell, NJ 08525

Officers:

Michael A. Adams - President & Chief Operating Officer
647A Summer Street
Boston, MA 02210

John D. Filipowicz - Senior Vice President, Assistant General Counsel and
Assistant Secretary
1189 Longmeadow Lane
Yardley, PA 19067

John J. Jones - Executive Vice President, General Counsel & Corporate
Secretary
120 Acadia Court
Princeton, NJ 08540

Timothy J. Stoklosa - Senior Vice President & Treasurer
334 Burgundy Lane
Newtown, PA 18940

The business address for all of the Directors and Officers is: 105 Carnegie Center,
Princeton, New Jersey 08540.

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 19, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

RCN TELECOM SERVICES, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzgen

Secretary of the Commonwealth

DPOS

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