

m00000002344

CT CORPORATION SYSTEM

June 14, 2001

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: C2C Fiber of Florida, LLC
Order #: 4470976

000004429700--0
-06/19/01--01056--001
*****35.00 *****35.00

Dear Filing Officer:

As requested by counsel, we enclose for filing Statement of Change of Registered Office or Registered Agent on behalf of the above named company, together with the funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to my attention via regular mail. For your convenience, I am enclosing a self-addressed, stamped envelope.

If you have any questions or if for any reason the filing cannot be effected, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,


Denise Bell
Customer Specialist

FILED
01 JUN 19 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	db
Availability	db
Document Examiner	Enclosure(s) DCC
Updater	DCC
Updater Verifier	DCC
Address	1021 Main Street Suite 1150 Houston, TX 77002
Telephone	Tel. 713 458 9486
Fax	Fax 713 458 9720

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: C2C Fiber of Florida, LLC
2. The mailing address of the limited liability company is : 8275 El Rio St., Ste. 110, Houston, TX 77054

11/15/2000 M00000002344
3. Date of filing/registration in Florida 4. Document number

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Corporation Service Company
Name
1201 Hays Street
Address
Tallahassee, FL 32301-2525
City, State and Zip

6. The name and address of the new registered agent and/or office:

C T Corporation System
Name
1200 South Pine Island Road
Florida street address (P.O. Box NOT acceptable)
Plantation FL 33324
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

Dan Walker Interim Chief Financial Officer
(Signature of a member or authorized representative of a member)

Gary Walther
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

C T Corporation System
(Signature of Registered Agent)

Jennifer J. McBurnett
Assistant Secretary

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA