

MO3000003920

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

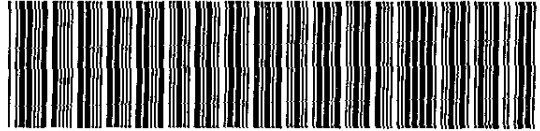
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MO3-3920

A handwritten signature or initials, possibly 'QR', written in black ink.



November 18, 2003

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Application of Foreign Corporation

Dear Sir or Madam:

Please find enclosed an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Progress Telecom, LLC. Also, enclosed is a check in the amount of \$155 (\$100 filing fee; \$25 registered agent designation; \$30 certified copy) as well as a Certificate of Good Standing from the State of Delaware.

If the documents meet with the requirements of the Division of Corporations, please send a certified file-stamped copy of the Application in the enclosed, self-addressed FedEx envelope.

Please contact me at 919-546-7086 with any questions or if you need additional information. Thank you for your assistance regarding this matter.

Sincerely,

A handwritten signature in black ink that reads "Sarah C. Nelson".

Sarah C. Nelson
Paralegal

SCN:
Enclosure

c: David B. Fountain

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PROGRESS TELECOM, LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. November 4, 2003
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 100 Second Avenue South
St. Petersburg, FL 33701
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

William D. Johnson 410 S. Wilmington Street Raleigh, NC 27601

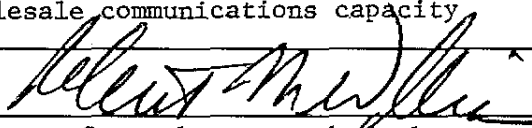
Donald K. Davis 410 S. Wilmington Street Raleigh, NC 27601

Geoffrey S. Chatas 410 S. Wilmington Street Raleigh, NC 27601

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

provide wholesale communications capacity



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert M. Williams

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Progress Telecom, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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.

Cynthia L. Harris

(Signature)

**Cynthia L. Harris
as its agent**

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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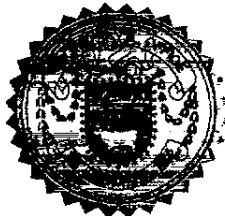
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROGRESS TELECOM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3723569 8300

AUTHENTICATION: 2742875

030725560

DATE: 11-12-03