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SECHETMAY OF STATE TALLAHASSEE, FLORIDA

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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,

Sarah C. Nelson

Paralegal

SCN:

Enclosure

c:

David B. Fountain

#### 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:

Name of foreign limited liability company)   Delaware   Jurisdiction under the law of which foreign limited liability	PROGRESS TELECOM, LLC	3		· · · · · · · · · · · · · · · · · · ·		
Jurisdiction under the law of which foreign limited liability company is organized)  November 4, 2003  (Date of Organization)  (Street address of principal office)  (In organization)  (Street address of principal office)  (Street address of princip		(Name of foreign I	limited liabili	ty company)		
November 4, 2003  (Date of Organization)  (Street address of principal office)	Delaware		3			
(Date that transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)  100 Second Avenue South  St. Petersburg, FL 33701  (Street address of principal office)  If limited liability company is a manager-managed company, check here   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  Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official leaving desired 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.)  Nature of business or purposes to be conducted or promoted in Florida:  provide who lessale communications capacity  Signature of a member or an authorized representative of a member. (In accordance with section 608.4081), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)				(FEI number, if app	licable)	
(Date that transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)  100 Second Avenue South  St. Petersburg, FL 33701  (Street address of principal office)  If limited liability company is a manager-managed company, check here   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  Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official leaving desired 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.)  Nature of business or purposes to be conducted or promoted in Florida:  provide who lessale communications capacity  Signature of a member or an authorized representative of a member. (In accordance with section 608.4081), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	November 4, 2003	,	5. Per	petual		
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St. Petersburg, FL 33701  (Street address of principal office)  If limited liability company is a manager-managed company, check here   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  Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having uslody offecond 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.)  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.)	upon quali	Gication	sostions 608	501 609 502 and 917	55 00	
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Typed or printed name of signee

### 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.

			,
. The name and the Florida street a	address of the regist	tered agent and office are:	
Cor	poration Servi	ice Company	
	(Name)		
	1201 Hays S	treet	
Florida s	street address (P.O. Box	x <u>NOT</u> ACCEPTABLE)	*
Tallahass	<u> </u>	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 A. 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)

## 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.



Warriet Smith Hindson
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2742875

DATE: 11-12-03

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