


2nd and File on or before Sept. 29, 1999 or Limited Liability Company
FINAL NOTICE: will be dissolved.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 588.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee + \$400.00 Late Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M98000000267
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STARPOWER COMMUNICATIONS, L.L.C.
CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON DE 19801

2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	105 CARNEGIE CENTER

City, State	City & State
Zip	Country
	PRINCETON NJ 08540 USA

1a. Principal Place of Business Address
CORPORATION TRUST CENTER 1209 ORANGE STREET WILMINGTON DE 19801

3. Date Organized or Qualified	3a. State of Formation
03/20/1998	DE

4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
52-2061905	

5. Date of Last Report	6. Certificate of Status Desired
	Sh 75 Add'l Fee Required <input type="checkbox"/>

7. Name and Address of Current Registered Agent	8. Name and Address of New Registered Agent/Office
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____	DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)	

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	MAHONEY, MICHAEL	105 CARNEGIE CENTER	PRINCETON NJ
MGR	MCCALLUM, JOHN D	1801 K. STREET, N.W., SUIT	WASHINGTON DC

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-08/26/99-01004-006
****188.75 ****188.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3) (i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: <u>Michael J Mahoney</u>	Date: <u>7-16-99</u>	Daytime Phone #: <u>609 734-3841</u>
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		

Starpower Communications, L.L.C.
1209 Orange Street
Wilmington, Delaware 19801

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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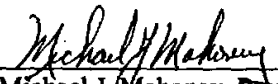
COUNTY OF NEW CASTLE)
)
STATE OF DELAWARE) ss:

AFFIDAVIT

I, Michael J. Mahoney, President of RCN Telecom Services of Washington, D.C., Inc., a member of Starpower Communications, L.L.C., a Delaware limited liability company, ("Starpower"), certify that I am over the age of 18 and that the following facts are true and correct:

1. To the best of my knowledge, information and belief, Starpower, the above limited liability company, did not receive the first notice of Annual Report for the year 1999 from the Florida Department of State, Division of Corporations (the "Department"), indicating that the Starpower 1999 Limited Liability Company Annual Report was due to be filed with the Department.

Starpower Communications, L.L.C.



Michael J. Mahoney, President
RCN Telecom Services of Washington, D.C., Inc.,
Member of Starpower Communications, L.L.C.