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(City/State/Zip/Phone #)

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03 NOV 12 AM 8:23
DIVISION OF CORPORATION

FILED
03 NOV 12 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

November 11, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5973137 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Fairpoint Broadband, Inc. (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

03 NOV 12 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
NOV 10 AM 10:00
TALLAHASSEE 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. FairPoint Broadband, 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. Delaware 3. 58-2256315
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/15/1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 521 E Morehead Street, Suite 250, Charlotte, NC 28202
(Principal office address)

908 W Frontivew, PO Box 199, Dodge City, KS 67801
(Current mailing address)

8. Internet service provider
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation; Florida 33324
(City) (Zip code)

10. Registered agent's 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 obligations of my position as registered agent.

C T Corporation System

By: [Signature]
(Registered agent's signature)

J.L. Miles-Asst. Secy.

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Eugene B. Johnson

Address: 521 E Morehead Street, Suite 250

Charlotte, NC 28202

Vice Chairman: _____

Address: _____

Director: Jack H. Thomas

Address: 521 E Morehead Street, Suite 250

Charlotte, NC 28202

Director: Daniel G. Bergstein

Address: 755 E 55th Street, First Floor

New York, NY 10022

B. OFFICERS

President: John P. Duda

Address: 521 E Morehead Street, Suite 250

Charlotte, NC 28202

Vice President: Lisa R. Hood

Address: 908 W Frontview

Dodge City, KS 67801

Secretary: Shirley J. Linn

Address: 521 E Morehead Street, Suite 250, Charlotte, NC 28202

Treasurer: Timothy W. Henry

Address: 521 E Morehead Street, Suite 250, Charlotte, NC 28202

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

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

14. Lisa R. hood, Vice President/Controller

(Typed or printed name and capacity of person signing application)

FairPoint Broadband, Inc.

**Addendum to Application by Foreign Corporation for
Authorization to Transact Business in Florida**

Additional Officers:

Eugene B. Johnson
Chairman, Chief Executive Officer
521 E. Morehead, STE 250, Charlotte, NC 28202

Peter G. Nixon
Chief Operating Officer
521 E. Morehead, STE 250, Charlotte, NC 28202

Walter E. Leach, Jr.
Senior Vice Pres, Chief Financial Officer
521 E. Morehead, STE 250, Charlotte, NC 28202

Michael J. Stein
Vice President
908 W. Frontview, Dodge City, KS 67801

Thomas E. Griffin
Assistant Treasurer, Assistant Secretary
521 E. Morehead, STE 250, Charlotte, NC 28202

Neil A. Torpey
Assistant Secretary
521 E. Morehead, STE 250, Charlotte, NC 28202

Additional Directors:

Frank K. Bynum, Jr.
320 Park Avenue, 24th Floor, New York, NY 10022

George Matelich
320 Park Avenue, 24th Floor, New York, NY 10022

Anthony DiNovi
75 State Street, Boston, MA 02109

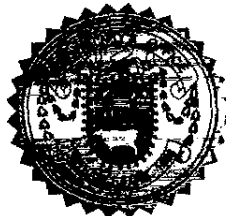
Kent R. Weldon
75 State Street, Boston, MA 02109

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRPOINT BROADBAND, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2643653 8300

AUTHENTICATION: 2711190

030643310

DATE: 10-25-03