

Document Number Only

F99000005893

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700003043887--6

-11/15/99--01007--022

*****8.75 *****8.75

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*****70.00 *****70.00

FairPoint Communications Corp.

- ☒ Profit
☐ NonProfit
☐ Limited Liability Company
☒ Foreign

(8) ☐ Amendment

☐ Merge

☐ Dissolution/Withdrawal

☐ Mark

- Qualification*
☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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THANKS

LAURA EARNST

11/15

BK 11/15/99

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN 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:

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1. FairPoint Communications Corp.

(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

(State or country under the law of which it is incorporated)

3. 62-1729497

(FEI number, if applicable)

4. January 23, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 6234 Fairview Rd., Suite 400, Charlotte, North Carolina 28210

(Current mailing address)

8. To offer competitive local exchange telephone carrier services on a retail basis. Also
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) see attached purpose clause.

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

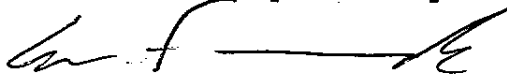
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

ALLAN FARNELL

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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. _____

Walter E. Leach, Jr., Senior Vice President

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

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OFFICERS:

FairPoint Communications Corp.

<u>Name</u>	<u>Office/Title</u>	<u>Business Address</u>
Jack H. Thomas	Chairman	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
G. Brady Buckley	President and Chief Executive Officer	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Eugene B. Johnson	Officer -- Executive Vice President and Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Walter E. Leach, Jr.	Officer -- Chief Financial Officer, Senior Vice President and Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Timothy W. Henry	Officer -- Vice President Finance, Treasurer and Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Ryan D. Cure	Officer--Controller	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Neil A. Torpey	Officer -- Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Shirley J. Linn	Officer -- Assistant Secretary	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210

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<u>Name</u>	<u>Office/Title</u>	<u>Business Address</u>
Jack H. Thomas	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Eugene B. Johnson	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Daniel G. Bergstein	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Meyer Haberman	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Frank K. Bynum, Jr.	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
George E. Matelich	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210
Nelson Schwab III	Director	6234 Fairview Road, Suite 400 Charlotte, North Carolina 28210

Purpose Clause of FairPoint Communications Corp.

Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of the State of Qualification.

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State of Delaware
Office of the Secretary of State

PAGE 1

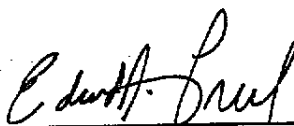
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRPOINT COMMUNICATIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0031157

DATE:

10-18-99