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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

FEC TELECOM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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Name	OR 11-18
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W. P. Vermyer	OR

11/17/99 4:17 PM

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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.

1. FEC TELECOM, 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. 59-3575654
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/29/99 5. _____
(Date of incorporation) (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 617.155, F.S.)

7. c/o Florida East Coast Industries, Inc.
1 Malaga Street, St. Augustine, FL 32084
(Current mailing address)

8. Fiberoptic telecommunications wholesale
(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: Heidi J. Eddins

Office Address: c/o Florida East Coast Industries, Inc.
1 Malaga St., St. Augustine, Florida, 32084
(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.

Heidi J. Eddins
(Registered agent's signature)

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.

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STANDARD AND MEMBERSHIP OF OFFICERS AND/OR DIRECTORS. (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

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Chairman: Robert W. Anestis

Address: One Malaga Street, St. Augustine, FL 32084

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John D. McClellan

Address: 3501 Quadrangle Blvd., Suite 225,
Orlando, FL 32817

Vice President: Robert F. MacSwain

Address: One Malaga St., St. Augustine, FL 32084


Secretary: Heidi J. Eddins

Address: One Malaga Street, St. Augustine, FL 32084

Treasurer: _____

Address: _____

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

3. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

4. Robert F. MacSwain
(Typed or printed name and capacity of person signing application)

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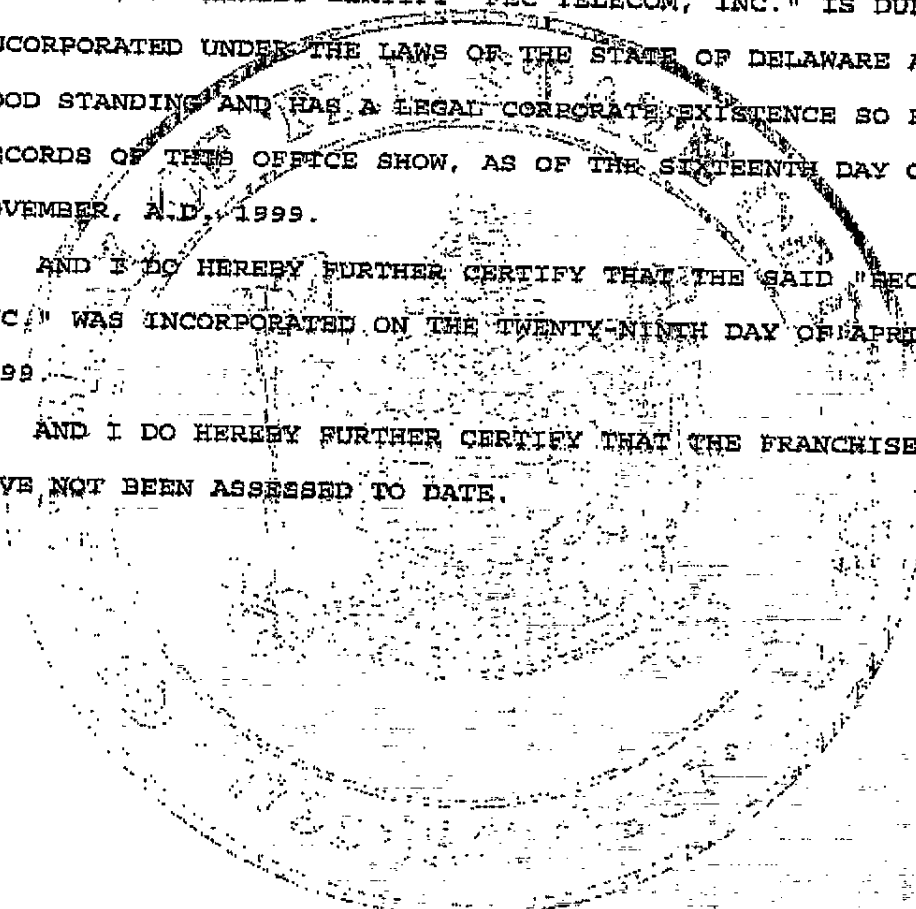
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FEC TELECOM, 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 SIXTEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FEC TELECOM, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0083317

DATE:

11-16-99

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