



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

CT CORPORATION SYSTEM

Qualification documents for TELCO HOLDINGS, INC. were filed on May 19, 1997 and assigned document number F97000002645. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Lee Rivers
Document Examiner
Division of Corporations

Letter Number: 197A00026739

**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. Telco Holdings, 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 (State or country under the law of which it is incorporated)

3. 54-1836197 (FEI number, if applicable)

4. December 20, 1996 (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 817.156, F.S.))

7. 4219 Lafayette Center Drive, Chantilly, Virginia 20151-1209
(Current mailing address)

8. Certificated telecommunications carrier.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

Kevin J. Gallagher
(Registered agent's signature) (Officer)

By: Kevin J. Gallagher, Asst. Vice-Pres.
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Donald A. Burns _____

Address: 4219 Lafayette Center Drive _____

Chantilly, Virginia 20151-1209 _____

Director: Henry G. Luken, III _____

Address: 4219 Lafayette Center Drive _____

Chantilly, Virginia 20151-1209 _____

B. OFFICERS

President: Donald A. Burns _____

Address: 4219 Lafayette Center Drive _____

Chantilly, Virginia 20151-1209 _____

Vice President: _____

Address: _____

Secretary: Bryan K. Bachlin _____

Address: 4219 Lafayette Center Drive _____

Chantilly, Virginia 20151-1209 _____

Treasurer: Nicholas A. Meicick
Address: 4219 Lafayette Center Drive
Chantilly, Virginia 20151-1709

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

13. Donald A. Burns
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Donald A. Burns, President
(Typed or printed name and capacity of person signing application)

Appendix to Pennsylvania
Docketing Statement

**Officers of
Telco Holdings, Inc.**

1. Donald A. Burns, President
1835 Vernon Street, N.W.
Washington, D.C. 20009
Social Security No.:

2. Bryan K. Rachlin, Secretary
2646 Woodley Place, N.W.
Washington, D.C. 20008
Social Security No.:

3. Nicholas A. Merrick, Treasurer
12913 Hedgetop Drive
Herndon, Virginia 20171
Social Security No.: