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February 26, 1998

VIA OVERNIGHT DELIVERY

Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

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MAIL ROOM
98 FEB 27 AM 9 29

Re: Application of NorthPoint Communications, Inc. for Authority to Provide
Alternative Local Exchange Service Within the State of Florida,
Docket No. 980278-TX

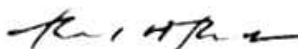
Dear Ms. Bayo:

On behalf of NorthPoint Communications, Inc., enclosed please find an original and (6) six copies of its Certificate of Authority to Transact Business in the State of Florida. Please associate this filing with NorthPoint's pending application in Docket No. 980278-TX, captioned above.

Please date-stamp and return the enclosed extra copy of this letter in the self-addressed, postage paid envelope provided.

Please call me with any questions concerning this application.

Respectfully submitted,



Richard M. Rindler

Counsel for NorthPoint Communications, Inc.

- ACK _____
- AFA /
- APP _____
- CAF _____
- CMU /
- CTR _____
- EAG cc: Steven Gorosh
- LEG / Erik Cecil
- LIN _____
- OPC _____
- PCH _____
- SEC /
- WAS 2295121
- OTH _____

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DOCUMENT NUMBER - DATE

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CT CORPORATION SYSTEM

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

February 23, 1998

**Mr. Erik Cecil
Swidler & Berlin
3000 K Street NW
Washington, DC 20007**

**RE: Northpoint Communications, Inc.
Order #: 1137032**

Dear Mr. Cecil:

As instructed, we enclose the following document(s), as issued by the Secretary of the State of Florida:

Evidence of Qualification filed 2-23-98

If you have any questions concerning this order, please contact Kristin Jones in our San Francisco office. Thank you for this opportunity to be of service.

Very truly yours,

CT-Tallahassee

Enclosure(s)

Via: Federal Express
/to



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

C T CORP

Qualification documents for **NORTHPOINT COMMUNICATIONS, INC.** were filed on February 23, 1998 and assigned document number F98000001016. 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 (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Michael Mays
Document Specialist
Division of Corporations

Letter Number: 098A00010171

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. NORTHPOINT COMMUNICATIONS, 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. N/A (FEI number, if applicable)

4. May 16, 1997 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 1998 (expected)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 222 Kearny Street, Suite 400
San Francisco, CA 94108
(Current mailing address)

8. Provide telecommunications services.
(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)

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.

Naseem A. Conde
C T Corporation System
(Registered agent's signature) (Officer)
NASEEM A. CONDE
SPECIAL ASST. SECRETARY
(Type Name and Title of Officer)

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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.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

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

14. Michael W. Hall, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Name	No. & Street	City	State	Zip
Michael Malaga	2300 North Point Street, Apt. 105	San Francisco	CA	94123
Roger Evans	755 Page Mill Road Bldg. A, Suite 100	Palo Alto	CA	94304-1018
Andrew Rachleff	2480 Sand Hill Road, Suite 200	Menlo Park	CA	94025
Peter Wagner	428 University Avenue	Palo Alto	CA	94301

B. OFFICERS

Name and Title	No. & Street	City	State	Zip
Michael Malaga, President and Chief Executive Officer	2300 North Point Street, Apt. 105	San Francisco	CA	94123
Timothy Monahan, Vice President, Finance and Chief Financial Officer	2354 North Point Street	San Francisco	CA	94123
Steven Gorosh, Vice President, General Counsel and Secretary	1217 Douglas Street	San Francisco	CA	94131
Ann Zeichner, Vice President, Sales and Marketing	1443 Arbor Avenue	Los Altos	CA	94024
Michael W. Hall, Assistant Secretary	2800 Sand Hill Road	Menlo Park	CA	94025

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