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July 8, 1998

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BY HAND DELIVERY

Nancy Pruitt
Division of Communications
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399

Re: MCImetro Internal Corporate Reorganization
Docket No. 980717

Dear Nancy:

Enclosed is a copy of the Florida Secretary of State's notification that MCImetro Access Transmission Services LLC is qualified and authorized to transact business in Florida as of July 6, 1998.

Sandy Chandler at MCI will be forwarding directly to you, under separate cover, stickers for the price list that reflect the new name.

If you need any further information or documentation in connection with this request for approval of the internal corporate reorganization, please call.

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC 1
- WAS _____
- GTH _____

RDM/mee
Enclosure
cc: (w/encl.)
Blanca Bayó (for docket file)
Marsha Ward

Very truly yours,



Richard D. Melson

DOCUMENT NUMBER-DATE

07175 JUL-88

FPSO-RECORDS/REPORTING



RECEIVED

JUL - 8 1998

Hopping, Green, Sams & Smith

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 6, 1998

BRENDA PHILLIPS
CSC NETWORKS
TALLAHASSEE, FL

Qualification documents for MCIMETRO ACCESS TRANSMISSION SERVICES LLC were filed on July 6, 1998, and assigned document number M9800000720. Please refer to this number whenever corresponding with this office.

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

A limited liability company 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 limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 398A00036128

Account number: 072100000032

Account charged: 285.00

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

SECRETARY OF STATE
CORPORATION DIVISION
98 JUL -6 PM 2:06

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:*

1. MCIMETRO ACCESS TRANSMISSION SERVICES LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. DELAWARE 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. MAY 21, 1998 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1801 PENNSYLVANIA AVENUE, N.W., WASHINGTON, DC 20006

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>MCI Telecommunications</u>	<u>MGRM</u>	_____	_____
<u>Corporation</u>		_____	
<u>1801 Pennsylvania Ave.N.W</u>		_____	
<u>Washington, DC 20006</u>	_____	_____	_____
_____		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 2:06

The undersigned member or authorized representative of a member of MCIMETRO ACCESS
TRANSMISSION SERVICES LLC deposits and says:

- 1) the above named limited liability company has ^{one} ~~at least two~~ members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100. This total includes amounts from 2 and 3 above.


Charles W. Rau Vice President
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____
MCIMETRO ACCESS TRANSMISSION SERVICES LLC

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box not acceptable)
TALLAHASSEE, FL 32301

(City/State/Zip)

98 JUL -6 PM 2:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Carol K. Dole
(Signature)

JUNE 30, 1998
(Date)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCIMETRO ACCESS TRANSMISSION SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 1998.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 6 PM 2:06

2900057 8300
981213839



Edward J. Freel

9117826
06-03-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: