

State of Idaho

Department of State

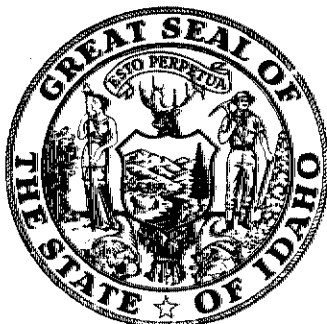
CERTIFICATE OF AUTHORITY OF

IXC BROADBAND SERVICES, INC.
File number C 117392

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of IXC BROADBAND SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to IXC BROADBAND SERVICES, INC. to transact business in this State under the name IXC BROADBAND SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 16, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonya Herald*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

Dec 16 10 57 AM '96

1. The name of the corporation is IXC Broadband Services, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 8/23/96 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
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 Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 11/22/96

Broadband Services, Inc. IXC
(Corporation name)
By [Signature]
Its President, Vice President, Secretary or Assistant Secretary
(please specify)
John J. Willingham

IDAHO SECRETARY OF STATE
Secretary of State use only
DATE 12/16/1996 0900 47122
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CK #: 11801387 CUST# 69806
AUTH PRO
1@ 100.00= 100.00
CORP SUR 1@ 20.00= 20.00
EXPEDITE C 1@ 20.00= 20.00
#: C



IXC Data Network Services, Inc. d/b/a IXC Broadband Services, Inc.
5000 Plaza on the Lake, Suite 200, Austin, Texas 78746

Officers

Ralph J. Swett, Chairman, President and CEO, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Kenneth F. Hinthier, EVP and Assistant Secretary, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
John R. Fleming, EVP and Assistant Secretary, 98 San Jacinto Blvd. Ste. 700, Austin, Texas 78701
John J. Willingham, SVP, CFO and Secretary, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Dave Thomas, EVP, 11101 Metric Blvd., Ste. 821-A, Austin, Texas 78758
Jim Guthrie, EVP, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
F. Clifton Steed, VP, Network Operations, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Denise Suniga, VP, Controller, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
John Colucci, VP, Marketing, 98 San Jacinto Blvd. Ste. 700, Austin, Texas 78701
Ted MacPherson, VP, Customer Service, 11101 Metric Blvd., Ste. 821-A, Austin, Texas 78758
David R. Wiegand, VP, National Sales, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Douglas R. Williams, VP, Human Resources, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Michael W. Vent, VP, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Michael Guess, VP, Network Engineering, 11101 Metric Blvd., Ste. 821-A, Austin, Texas 78758
H.P. Scott, VP, Facilities Engineering and Construction, 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Janet S. Portell, Regional VP, 11116 South Towne Square, Suite 300, St. Louis, Missouri 63123

Directors

**Bill Bragin, GE Investment, One Century Plaza, 2029 Century Park East, Suite 1230
Los Angeles, California 90067**
Richard Irwin, Grumman Hill Associates, Inc., 191 Elm Street, New Canaan, Connecticut 06840
**Carl McKinzie, Riordan & McKinzie, California Plaza, 300 S. Grand Ave, 29th Floor, Los Angeles,
California 90071**
Ralph J. Swett, IXC Communications, Inc., 5000 Plaza on the Lake, Ste. 200, Austin, Texas 78746
Joe C. Culp, 5 Hedge Lane, Austin, Texas 78746
Phillip L. Williams, 633 West Fifth Street, Suite 4000, Los Angeles, California 90071-2007

October 2, 1996

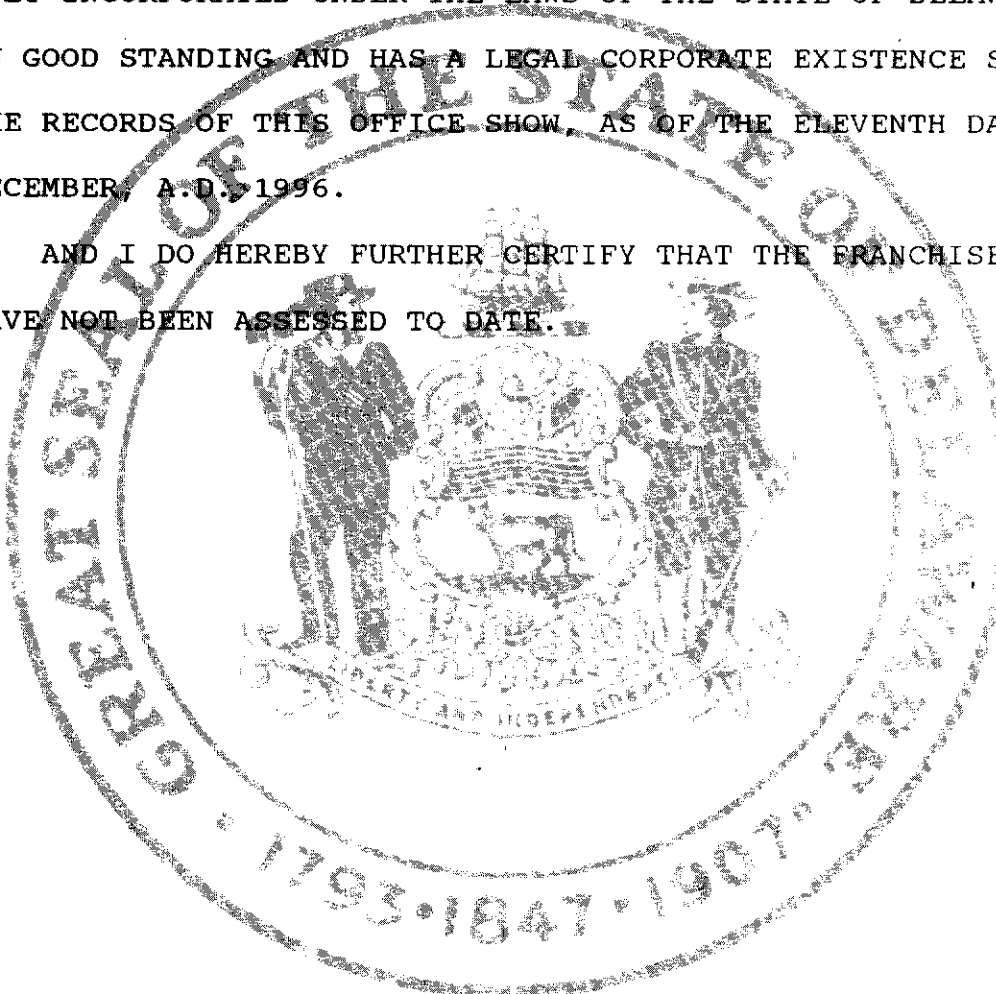
Office of the Secretary of State

DEC 16 10 57 AM '96

SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IXC BROADBAND SERVICES, 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 ELEVENTH DAY OF DECEMBER, A.D. 1996.

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



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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12-11-96