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CORPORATION SVC CO

NO. 141

P. 1/5

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION
NEWSOUTH HOLDINGS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

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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. NewSouth Holdings, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 57-1072836

(FEI number, if applicable)

4. June 16, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

Two N. Main Street

7. Greenville, SC 29601

(Principal office address)

Two N. Main Street, Greenville, SC 29601

(Current mailing address)

8. telecommunications to engage in any act or activity for which corporations
may be organized.

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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.*

Corporation Service Company

By: [Signature]

(Registered agent's signature)

Assistant Vice President

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Connie B. Walsh

(Signature of Director or Officer listed in number 12 of the application)

14. Connie B. Walsh, Assistant Secretary

(Typed or printed name and capacity of person signing application)

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Attachment A

NEWSOUTH HOLDINGS, INC.

OFFICERS:

Chairman of the Board

David L. Solomon
Two N. Main Street
Greenville, SC 29601

President and Chief Executive Officer

James W. Akerhielm
Two N. Main Street
Greenville, SC 29601

Executive Vice President and Chief Financial Officer and Treasurer

Steven H. Shoemaker
Two N. Main Street
Greenville, SC 29601

Executive Vice President General Counsel and Secretary

Riley M. Murphy
Two N. Main Street
Greenville, SC 29601

Vice President - Senior Regulatory Counsel

Ed Cadieux
Two N. Main Street
Greenville, SC 29601

Vice President - Regulatory & Industry Affairs

John Jennings
Two N. Main Street
Greenville, SC 29601

Vice President - Legal Affairs and Assistant Secretary

Hamilton B. Russell, III
Two N. Main Street
Greenville, SC 29601

Assistant Secretary

Connie B. Walsh
211 N. Broadway, Suite 3600
St. Louis, MO 63102

DIRECTORS:

David L. Solomon
Two N. Main Street
Greenville, SC 29601

James W. Akerhielm
Two N. Main Street
Greenville, SC 29601

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Delaware

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The First State

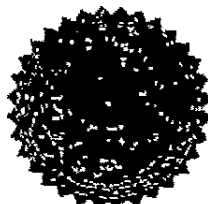
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWSOUTH HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEWSOUTH HOLDINGS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF JUNE, A.D. 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3431310

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DATE: 10-25-04

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