

F98000004200

SHOWS, CALI & BURNS

ATTORNEYS AT LAW

644 ST. FERDINAND STREET

POST OFFICE DRAWER 4425

BATON ROUGE, LOUISIANA 70821

TELEPHONE (504) 346-1461

TELECOPIER (504) 346-1467

E. WADE SHOWS
MARY CATHERINE CALI
ROBERT J. BURNS, JR.
RONNIE J. BERTHELOT
EDWARD J. GONZALES III
CARLOS A. ROMANACH
VIRGINIA C. EVANS

June 30, 1998

OF COUNSEL:
ROBERT J. BURNS
MICHAEL W. MCKAY

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-07/14/98--01045--001
120.00 **70.00

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Jennifer Sindt

W98-15878

RE: Registration of Columbia Telecommunications, Inc.
and to register Fictitious Name

Dear Ms. Sindt:

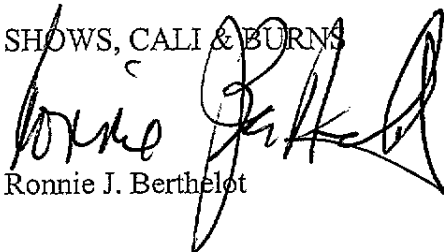
Per your instructions enclosed are the forms sent to us to register Columbia Telecommunications, Inc with your state and a Fictitious Name form also to register with your state. Please return to the attention of Ronnie Berthelot at the above address. Enclosed also is our firm check in the amount of \$120.00 to cover both registrations.

Kindest regards,

Cordially,

SHOWS, CALI & BURNS

Ronnie J. Berthelot



RJB:bg

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DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Columbia Telecommunications, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ronnie J. Berthelot
(Name of Person)
SHOWS, CALI & BURNS
(Firm/Company)
P. O. Drawer 4425
(Address)
Baton Rouge, LA 70821
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Ronnie J. Berthelot at (504) 346-1461
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1998

RONNIE J. BERTHELOT
SHOWS, CALI & BURNS
P.O. DRAWER 4425
BATON ROUGE, LA 70821

SUBJECT: COLUMBIA TELECOMMUNICATIONS, INC.
Ref. Number: W98000015878

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We have received your document for COLUMBIA TELECOMMUNICATIONS, INC. and your check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

We will hold the fictitious name application until the application for authority is filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 298A00037351

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. Columbia Telecommunications, 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. 72-1332196 (FEI number, if applicable)

4. August 6, 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 817.155, F.S.)

7. 215 South Monroe, 2nd Floor, Tallahassee, Florida 32301
(Current mailing address)

8. Telecommunications (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: Peter Dunbar

Office Address: 215 South Monroe Street, 2nd Floor

Tallahassee, 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.

[Handwritten signature of Peter Dunbar]
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Addendum

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

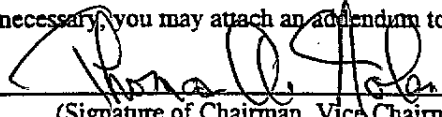
Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas A. Nolan, Executive Vice-President
(Typed or printed name and capacity of person signing application)

COLUMBIA TELECOMMUNICATIONS, INC.
d/b/a AXESSA

OFFICERS

Robert A. Hart IV, President & CEO
4615 North Boulevard
Baton Rouge, LA 70806

Thomas A. Nolan, Executive Vice-President-Marketing
11823 Market Place Ave
Baton Rouge, LA 70816

C. James Rogers, Executive Vice-President-Finance
11823 Market Place Avenue
Baton Rouge, LA 70816

Philip J. Chasmar, Secretary
c/o 21st Century Telesis, Inc.
650 Tower Center Drive, Suite 1999
Costa Mesa, CA 92626-1925

Thomas J. Palmer, Chief Operating Officer
4400 North Federal Hwy., Suite 306
Boca Raton, FL 33432

Ronald G. Couvillion, Chief Financial Officer
338 Cornell Ave.
Baton Rouge, LA 70808

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COLUMBIA TELECOMMUNICATIONS, INC.
d/b/a AXESSA

Board of Directors

Robert A. Hart IV, Chairman of the Board
4615 North Boulevard
Baton Rouge, LA 70806

Philip J. Chasmar
c/o 21st Century Telesis, Inc.
650 Tower Center Drive, Suite 1999
Costa Mesa, CA 92626-1925

Richard Gill
c/o Campiti-Pleasant Hill Telephone Co., Inc.
8350 Stoddard Street
Pleasant Hill, LA 71065

Kenneth Goolsby
c/o Brazoria Telephone Company
314 West Texas Street
Brazoria, TX 77422

John H. Greenberg
c/o Brazoria Telephone Company
314 West Texas Street
Brazoria, TX 77422

D. Allynn Madere
120 Toni Street
Reserve, LA 70084

Jack McClanahan
1504 Engineers Road
Belle Chasse, LA 70037

Joseph A. Miller, III
c/o Georgetown Telephone Co., Inc.
East Railroad Avenue
Georgetown, MS 39078

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Columbia Telecommunications, Inc.
Directors continued
Page 2

Thomas A. Nolan
Columbia Telecommunications, Inc.
11823 Market Place Avenue
Baton Rouge, LA 70816

C. James Rogers
Columbia Telecommunications, Inc.
11823 Market Place Avenue
Baton Rouge, LA 70816

Vincent E. Stuedeman
c/o Martin Stuedeman & Associates
2700 Hwy. 280 East, Suite 310
Birmingham, AL 35255

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLUMBIA TELECOMMUNICATIONS, 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 SEVENTH DAY OF JULY, A.D. 1998.

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A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

07-07-98

DATE: