

M 97000000483

Nowalsky & Bronston, L.L.P.
Requestor's Name

3500 North Causeway Blvd.
Ste. 1442 Address

Metairie, LA 70002
City/State/Zip Phone #

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG -5 PM 3: 37

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WorldCom Purchasing, L.L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
Name Available	<input type="checkbox"/>
Document	Annual Report
Examiner	Fictitious Name <input type="checkbox"/>
Updater	Name Reservation <input type="checkbox"/>
Updater	Verifyer <input type="checkbox"/>
Acknowledgment	<input type="checkbox"/>
Witness	Verifyer <input type="checkbox"/>

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-08/05/97--01067--001
****337.50 ****337.50

Examiner's Initials **KWM**

8-5

FILING OR RECORDING OF DOCUMENTS

Date: 7/29/97 Our File No.: _____

Re: Worldcom Purchasing, LLC

The following document(s) are enclosed for:

- Filing Recording with your office.

Application for Certificate
of Registration for
Limited Liability Company

- Please return file-marked copies to us.
 Please enter date of filing and return this form to us by _____ 19_____
 Charge our account for fees.

Check enclosed to cover fees, \$ 337.50 total
(\$250.00 - FILING FEE; \$52.50 certified copy;
\$35.00 Designation of Registered agent)

Florida Sec. of State
TO 409 East Gaines Street
Lallahassee, Florida 32301

NOWALSKY, BRONSTON & GOTHARD, L.L.P.
ATTORNEYS AT LAW
3500 NORTH CAUSEWAY BOULEVARD, SUITE 1442
METAIRIE, LOUISIANA 70002
TELEPHONE (504) 832-1984 FAX (504) 831-0892

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

*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. WorldCom Purchasing, L.L.C.
(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. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 1, 1997 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon acceptance of this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 515 East Amite
Jackson, Mississippi 39201
(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)

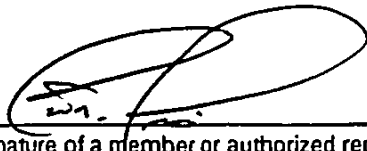
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Bernard Ebelt</u>	<u>MGR. Pres.</u>	<u>Scott Sullivan</u>	<u>MGR. Sect'y</u>
<u>515 East Amite</u>		<u>515 East Amite</u>	
<u>Jackson, MS. 39201</u>		<u>Jackson, MS. 39201</u>	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
WorldCom Purchasing, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 1,000.00 . 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
\$ 1,000.00 . This total includes amounts from 2 and 3 above.



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.)

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Filing Fee: \$ 52.50 for Affidavit

**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: WorldCom Purchasing, L.L.C.

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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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.

NRAI Services, Inc.

Charles A. Coyle

Charles A. Coyle (Signature) Asst. Secy.

7-2-97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "WORLDCOM PURCHASING, L.L.C." 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 SIXTEENTH DAY OF JULY, A.D. 1997.

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8560527

DATE: 07-16-97