

Document Number Only

F96000005480

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100001989341--0

-10/29/96--01142--004

*****200.00 *****200.00

100001989341--0

-10/29/96--01142--005

*****70.00 *****70.00

BAPCI Services, Inc.

* 10/22

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other UCC Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. BAPCI Services, Inc.

(Name of corporation: must include the word "INCORPORATE", "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. 23-2808932

(FEI number, if applicable)

4. May 17, 1995

(Date of Incorporation)

5. Perpetual

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

6. August 15, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 1717 Arch St., 32nd Fl., Philadelphia, Pennsylvania 19103

(Current mailing address)

8. See attached purpose clause

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Mary Alice Rogers, Special Assistant Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Dermott O. Murphy

Address: 1717 Arch Street

Philadelphia, Pennsylvania 19103

Vice Chairman: _____

Address: _____

Director: Stephen B. Heimann

Address: 1717 Arch Street

Philadelphia, Pennsylvania 19103

Director: Gary C. Ridge

Address: 1717 Arch Street

Philadelphia, Pennsylvania 19103

B. OFFICERS

President: See attached list of officers

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

14. Barbara E. Grafton, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
BAPCI Services, Inc.**

To provide employees for joint ventures engaged in telecommunications businesses and any other lawful act or activity for which corporations may be organized.

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
BAPCI Services, Inc.**

1. Stephen B. Heiman, Vice President, General Counsel & Secretary
1717 Arch Street
Philadelphia, Pennsylvania 19103
2. Dermott O. Murphy, Chairman of the Board
1717 Arch Street
Philadelphia, Pennsylvania 19103
3. Gary C. Ridge, Treasurer
1717 Arch Street
Philadelphia, Pennsylvania 19103
4. Barbara E. Grafton, Assistant Secretary
1717 Arch Street
Philadelphia, Pennsylvania 19103

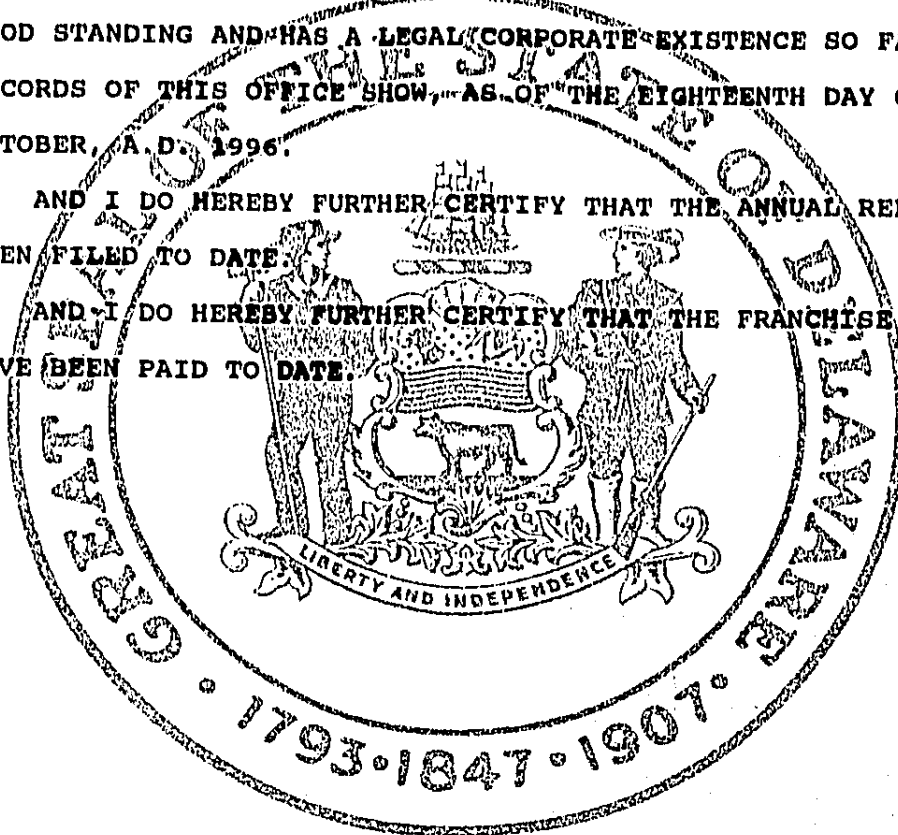
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAPCI 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1996.

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

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2507932 8300

DATE:

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