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REFERENCE : 937125 4323887

AUTHORIZATION :

Patricia Pijun

COST LIMIT : \$ 70.00

FILED
DEC 20 PM 1:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : December 19, 2000

ORDER TIME : 11:22 AM

ORDER NO. : 937125-010

CUSTOMER NO: 4323887

CUSTOMER: Ms. Joyce Irvine
Bellsouth Corporation
Suite 1800
1155 Peachtree Street, Ne.
Atlanta, GA 30309-3610

200003508922--4

FOREIGN FILINGS

NAME: BELLSOUTH AFFILIATE SERVICES
CORPORATION

XX EFFECTIVE DATE: JANUARY 1, 2001

XXXX QUALIFICATION (TYPE: CO)

B

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens -- EXT# 1128

EXAMINER: _____

RECEIVED
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BK 12/30

**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.*

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TALLAHASSEE, FLORIDA
11:50 AM

1. BellSouth Affiliate Services Corporation
(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. Georgia 3. 58-2425074
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 6, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification - The effective date shall be January 1, 2001.
(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.)
7. Suite 1800 - 1155 Peachtree Street, Atlanta, Georgia 30309-3610
(Principal office address)

(Current mailing address)

8. Shared services center
(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: The Prentice Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. Secretary

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Keith O. Cowan

Address: Suite 2005 - 1155 Peachtree Street, Atlanta, Georgia 30309-3610

Director: Rebecca M. Dunn

Address: Suite 4504 - 675 W. Peachtree Street, Atlanta, Georgia 30375

B. OFFICERS

President: J. G. Butler

Address: Suite 6010 - 250 Williams Street, Atlanta, Georgia 30303

Vice President: Frederick W. Johnson

Address: Suite 4300 - 675 W. Peachtree Street, Atlanta, Georgia 30375

Secretary: Frederick W. Johnson

Address: Suite 4300 - 675 W. Peachtree Street, Atlanta, Georgia 30375

Treasurer: Gary L. Walton

Address: Suite 1925 - 1155 Peachtree Street, Atlanta, Georgia 30309-3610

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

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

14. Frederick W. Johnson, Vice President
(Typed or printed name and capacity of person signing application)

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BELLSOUTH AFFILIATE SERVICES CORPORATION

Attachment to Annual Report

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

Keith O. Cowan
Suite 2005, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Rebecca M. Dunn
Suite 4504, 675 W. Peachtree Street, N.E.
Atlanta, Georgia 30375

OFFICERS:

J. G. Butler, President
Suite 6010, 250 Williams Street
Atlanta, Georgia 30303

Frederick W. Johnson, Vice President, Secretary and General Counsel
Suite 4300, 675 W. Peachtree Street, N.E.
Atlanta, Georgia 30375

Gary L. Walton, Treasurer
Suite 1925, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Joyce Clower Irvine, Assistant Secretary
Suite 1800, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC NETWORKS, INC.
DAVID HOLCOMB
1201 HAYS STREET
TALLAHASSEE, FL 32301

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH AFFILIATE SERVICES CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State