CSC Networks
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1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

B95000000240

DIVISION OF CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -3 PM 1:51

ACCOUNT NO. : 072100000032

REFERENCE : ~~622055~~ 86901J

AUTHORIZATION : Patricia Pyjit

COST LIMIT : $ 87.50

ORDER DATE : June 19, 1995

ORDER TIME : 9:39 AM

ORDER NO. : 622055

CUSTOMER NO: 86901J

CUSTOMER: Mr. Richard Vorosmarti
Prentice Hall Legal &
1090 Vermont Avenue, N.W.
4th Floor
Washington, DC 20005

600001516276

FOREIGN FILINGS

NAME: TELECOM FINANCE L.P.

BK
7/3/95

_____ PROFIT
_____ NON-PROFIT

_____ CORPORATE
_XX__ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Telecom Finance L.P.
(Name of limited partnership as it is in the home state;

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2. Telecom Finance Limited Partnership
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. 4/24/95 (Date of Formation)

5. Stacy McMillen, Esquire
(Name of Registered Agent for Service of Process)

6. 621 N.W. 53rd Street, Suite 320
(Street Address of Registered Office)

Boca Raton (City), Florida 33487 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

By: Stacy McMillen
(Agent must sign on this line)

8. 621 N.W. 53rd Street, Suite 330, Boca Raton, FL 33487
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

NFC Corporation

F95000003201

SPECIFIC ADDRESS

621 N.W. 53rd Street, Suite 320
Boca Raton, FL 33487

10. 621 N.W. 53rd Street, Suite 330, Boca Raton, FL 33487
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 621 N.W. 53rd Street, Suite 330, Boca Raton, FL 33487
(Mailing Address of Limited Partnership)

This 31st day of May, 1995.

General Partner of Telecom Finance L.P.

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STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day of May, 1995, by NFC Corporation (Name of General Partner) of

Telecom Finance L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Notary Public
State of Florida at Large

(SEAL)

My Commission Expires:
4/5/98

REGISTERED NOTARY PUBLIC
Colleen Stacy McMillan
No. 673120
Exp. 4/5/98
STATE OF FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared an officer of NFC Corporation, a general partner of Telecom Finance L.P., a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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DIVISION OF CORPORATIONS
JUL -3 PM 1:5

1. The amount of capital contributions of the limited partners is $ 100.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 100.

This 31st day of May, 1995

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

The NFC Corporation,
General Partner of Telecom Finance L.P.

STATE OF FLORIDA
COUNTY OF PALM BEACH
DATE May 31, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared an officer of NFC Corporation (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of May, 19 95.

REGISTERED NOTARY PUBLIC
Colleen Stacy McMillen
No. 673120
Exp. 4/5/98
STATE OF FLORIDA

Colleen Stacy McMillen
Notary Public

State of Florida at Large
My Commission Expires:
4/5/98

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $600 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 JAN 17 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT # B95000000240

TELECOM FINANCE LIMITED PARTNERSHIP

2. New Mailing Address, If Applicable

Suite, Apt #, etc

City, State & Zip

Mailing Address
621 N.W. 53RD STREET, SUITE 320
BOCA RATON FL 33487

Principal Office Address
621 N.W. 53RD STREET, SUITE 320
BOCA RATON FL 33487

2a. New Principal Office Address, If Applicable

900001692729
-01719/96--01016--015
****191.25 ****191.25

Suite, Apt #, etc.

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
07/03/1995	N/A	DE

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	Applied For / Not Applicable	7. CERTIFICATE OF STATUS REQUIRED
$100.00	$ 0.00	65-0574315		[redacted]

8. **FEES:** 1.) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee: $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

CR 1-18

9. Name and Address of Current Registered Agent

MCMILLEN, STACY E ESQUIRE
621 N.W. 53RD STREET, SUITE 320
BOCA RATON FL 33487

10. If changed, new Registered Agent Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
NFC CORPORATION	621 N.W. 53RD STREET, Suite 320	BOCA RATON FL 33487	P96000003291

CR2E003 (6/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE Stacy McMillen DATE 1/4/96

Typed or Printed Name of General Partner Signing Form Stacy McMillen Secretary of GP Telephone Number 407-[redacted] 211-7700