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April 27, 2000

00789-00701-00644-00671 W-11765

VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

CUS

Re: Application by Foreign Corporation for Authorization to Transact Business in Florida

MJH

Dear Sir:

Enclosed please find, in duplicate, the Application by Foreign Corporation for Authorization to Transact Business in Florida for Momentum Business Solutions, Inc., a Delaware corporation. I have included a Certificate of Existence issued by the Delaware Secretary of State and a check payable to the Secretary of State of $78.75 for the filing fees incurred. Please file upon receipt and return evidence of such filing to the attention of the undersigned at the following address:

Anne-Marie Myers
Balch & Bingham LLP
Post Office Box 306
Birmingham, Alabama 35201-0306

If you have any questions, please do not hesitate to call.

Yours truly,

Anne-Marie Myers

Anne-Marie Myers
Legal Assistant

00 MAY 15 AM 9:30

Enclosures

431707.1

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 4, 2000

ANNE-MARIE MYERS
BALCH & BINGHAM LLP
POST OFFICE BOX 306
BIRMINGHAM, AL 35201-0306

SUBJECT: MOMENTUM BUSINESS SOLUTIONS, INC.
Ref. Number: W00000011765

We have received your document for MOMENTUM BUSINESS SOLUTIONS, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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/uniform business report fees due this office.)

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 800A00024946

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. Momentum Business Solutions, 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. 63-1248402
(FEI number, if applicable)

4. April 20, 2000
(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. 1401 20th Street South, Birmingham, Alabama 35205
(Current mailing address)

8. Engage in the telecommunications business
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(Zip code)

00 MAY 15 AM 9:30

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.

(Registered agent's signature)

JENNIFER F AULTMAN
ASSISTANT 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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: Alan L. Creighton

Address: 1401 20th Street South, Birmingham, Alabama 35205

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: Alan L. Creighton

Address: 1401 20th Street South, Birmingham, Alabama 35205

Vice President: John M. Sayler, Jr. (Vice President - Sales & Marketing)

Address: 1401 20th Street South, Birmingham, Alabama 35205

Secretary: Rich Fogle

Address: 1401 20th Street South, Birmingham, Alabama 35205

Treasurer:

Address:

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

13. [signature]

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

14. Alan L. Creighton, President

(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MOMENTUM BUSINESS SOLUTIONS, 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 TWENTY-FOURTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MOMENTUM BUSINESS SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY'S OFFICE DELAWARE

Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0396448

DATE: 04-24-00