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(City/State/Zip/Phone #)

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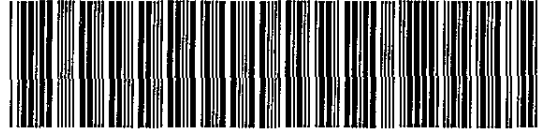
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Acknowledgement

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W. P. Verifier

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12/31/02--01043--002 **70.00

FILED
RECEIVED
02 DEC 31 PM 4:3002 DEC 31 AM 11:12
SECRETARY OF STATE
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

CT CORPORATION

December ³¹~~30~~, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5751506 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

West Telemarketing Corporation Outbound (DE)
Qualification
Florida

Please FILE SECOND.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. West Telemarketing Corporation Outbound
(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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 31, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(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. 10931 Laureate Drive, Suite 7140, San Antonio, TX 78249
(Principal office address)
11808 Miracle Hills Drive, Omaha, NE 68154
(Current mailing address)
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.
8. _____
(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: C T Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, _____, Florida 33324
(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.

C T Corporation System

By: _____

(Registered agent's signature)

James M. Halpin
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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list.

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

14. Paul M. Mendlik, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

ADDENDUM
TO
APPLICATION FOR AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA

Names and addresses of directors and officers:

DIRECTORS

ADDRESSES

Gary L. West

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mary E. West

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Thomas B. Barker

11808 Miracle Hills Drive
Omaha, Nebraska 68154

OFFICERS

TITLE

ADDRESSES

Gary L. West

Chairman of the Board

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Mary E. West

Vice Chairman of
the Board, Secretary

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Thomas B. Barker

Chief Executive Officer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Nancee R. Berger

Chief Operating Officer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Paul M. Mendlik

Chief Financial Officer,
Treasurer

11808 Miracle Hills Drive
Omaha, Nebraska 68154

Michael E. Mazour

Executive Vice President

11808 Miracle Hills Drive
Omaha, Nebraska 68154

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

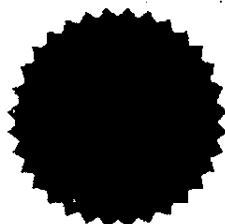
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEST TELEMARKETING CORPORATION OUTBOUND" 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 THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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

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DEC 31 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2178555

3607641 8300

020808438

DATE: 12-31-02