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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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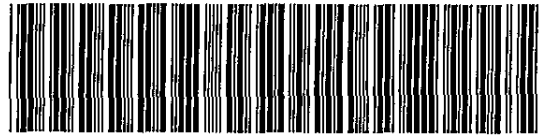
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DIVISION OF CORPORATION

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03 OCT 13 PM 4:49
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 277647 4323887

AUTHORIZATION : *Patricia Pijut*

COST LIMIT : \$ 70.00

FILED
03 OCT 13 PM 4:49
SEALING STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 13, 2003

ORDER TIME : 12:10 PM

ORDER NO. : 277647-005

CUSTOMER NO: 4323887

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

FOREIGN FILINGS

NAME: BELLSOUTH CARRIER PROFESSIONAL
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward --EXT# 1135

EXAMINER: _____

**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. BellSouth Carrier Professional Services, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 58-2485536

(FEI number, if applicable)

4. July 15, 1999

(Date of incorporation)

5. Perpetual

(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. 28 Perimeter Center East, Atlanta, GA 30346

(Principal office address)

Suite 1800, 1155 Peachtree Street, N.E., Atlanta, GA 30309-3610

(Current mailing address)

8. Customer interface 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

Lynette Coleman
(Registered agent's signature)

Lynette Coleman
as its agent

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: Rex Adams

Address: Suite 350, 400 Perimeter Center Terrace
Atlanta, GA 30346

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Joseph M. Gilman

Address: 28 Perimeter Center East,
Atlanta, GA 30346

Vice President: Harris R. Anthony

Address: Suite 350, 400 Perimeter Center Terrace
Atlanta, GA 30346

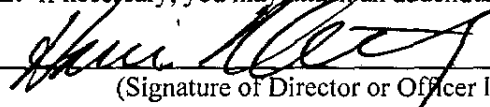
Secretary: Harris R. Anthony

Address: Suite 350, 400 Perimeter Center Terrace, Atlanta, GA 30346

Treasurer: James L. Pittman

Address: 1155 Peachtree Street, N.E., Atlanta, GA 30309-3610

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Harris R. Anthony, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

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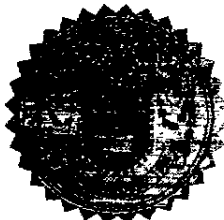
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELLSOUTH CARRIER PROFESSIONAL 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 NINTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BELLSOUTH CARRIER PROFESSIONAL SERVICES, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF JULY, A.D. 1999.

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.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3070487 8300

AUTHENTICATION: 2682243

030651880

DATE: 10-09-03