

F95000000 988

TRANSMITTAL LETTER

1-01-0000-000

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Schneider Communications, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

2305

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lisa E. Michiels, Legal Department
(Name of Person)
Schneider Communications, Inc.
(Firm/Company)
P.O. Box 2545
(Address)
Green Bay, WI 54306-2545
(City, State and Zip Code)

3/1
DIRECTOR
RECEIVED
MAY 11 1988

Should you need to call someone concerning this matter, please call:

0000001420340
-03/03/85--01027--005
*****35.00 *****35.00

Lisa E. Michiels at (414) 592-3899
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA**

1. Schneider Communications, 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. Wisconsin 3. 39-1423549
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-15-82 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Pending certification from the Florida Public Service Commission
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 3061 S. Ridge Road, P.O.Box 2475
Green Bay, WI 54306-2475
(Current mailing address)
8. Telecommunications
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

[Signature]
(Registered agent's signature)

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas E. Vandenberg

Address: P.O. Box 2475

Green Bay, WI 54306-2475

Director: _____

Address: _____

B. OFFICERS

President: Donald F. Detampel

Address: P.O. Box 2475

Green Bay, WI 54306-2475

Vice President: _____

Address: _____

Secretary: Robert D. Conway

Address: P.O. Box 2475

Green Bay, WI 54306-2475

Treasurer: Robert D. Conway

Address: P.O. Box 2475

Green Bay, WI 54306-2475

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

13.

Robert D. Conway

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

14.

Robert D. Conway, Secretary/Treasurer

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

SECRETARY OF THE
DIRECTOR OF THE
CSW-1 0111:24

United States of America
State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

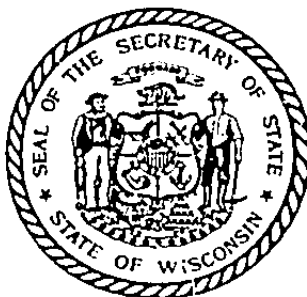
SCHNEIDER COMMUNICATIONS, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is OCTOBER 14, 1982.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR - 1 AM 11:24

I further certify that said corporation has, during its most recently completed report year, filed with this office an annual report required by sec. 180.1622, 180.1921, or 181.651 of the Wisconsin Statutes, and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my official
seal, at Madison, on JANUARY 5, 1995.



Douglas La Follette
DOUGLAS LA FOLLETTE
Secretary of State

BY: _____

The above certificate contains the statements prescribed by the Wisconsin Business Corporation Law for a certificate of status. Under current law, the status of a corporation is not described in terms of "good" or "bad" standing.

F95000000988



PROVIDING
TELECOMMUNICATIONS SERVICES

ALBANY, NY 12202-0000
REFERENCE: 04/07/95
AFFILIATION:
04/07/95 04/07/95

ORDER DATE: November 11, 1995
ORDER TYPE: NEW
ORDER NO.: 04/07/95
CUSTOMER NO.: 000001
CUSTOMER: Mall, Empire Hall
Frontier Hall, Empire
1000 Central Avenue
Albany, NY 12202-0000

FOREIGN FILINGS

NAME: SCHNEIDER COMMUNICATIONS, INC.

XX PROFIT CORPORATE
NON PROFIT LIMITED PARTNERSHIP

XX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

ALL THE NECESSARY DOCUMENTS TO
BE FILED WITH THE SECURITIES
AND COMMISSION

M. HENDRICKS NOV 27 1995

NEW YORK, NY 10001-1000



FLORIDA DEPARTMENT OF STATE

Sandra B. Montford
Secretary of State

November 22, 1995

CSC NETWORKS
ATTN: ANDREA C. MABRY

SUBJECT: SCHNEIDER COMMUNICATIONS, INC.
Ref. Number: F95000000988

We have received your document for SCHNEIDER COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

PLEASE CORRECT #4 OF THE DOCUMENT TO READ: AUGUST 10, 1995.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 495A00051606

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

FD-607 (5-04-95)

SECTION I (1-3 must be completed)

1. SCNEIDER COMMUNICATIONS, INC.

Name of corporation as it appears on the records of the Department of State.

2. Incorporated under laws of: WISCONSIN

3. Date authorized to do business in Florida: 03/01/95

SECTION II (4-7) complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

08/10/95

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC.

6. If the amendment changes the period of duration, indicate new period of duration.

NO CHANGE

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NO CHANGE

Barbara LaVerdi
Signature

Nov 1, 1995
Date

Barbara LaVerdi

Typed or printed name

Assistant Secretary

Title

United States of America
State of Wisconsin

OFFICE OF THE SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS LA FOLLETTE, Secretary of State of the State of Wisconsin, do hereby certify that

FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is October 14, 1982.

I further certify that the following charter documents have been duly filed with this office for said corporation, namely:

The aforementioned Articles of Incorporation, filed October 14, 1982, under the name APPLIED COMMUNICATION SYSTEMS, INC.; Amendment, filed October 20, 1983, changing the name to SCHNEIDER COMMUNICATIONS, INC.; Articles of Merger, filed February 20, 1986; January 6, 1992; Amendment, filed August 10, 1995, changing the name to the present name of FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC.;

F95000000988

PLAYS STREET
TALLAHASSEE, FL 32301
904-241-1171

800-342-8086

RECEIVED

FILED

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

96 FEB 29 PM 12:13
DIVISION OF CORPORATION

96 FEB 29 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0271000000032

REFERENCE : 859916 4343191

AUTHORIZATION :

COST LIMIT : \$ 82.50

ORDER DATE : February 26, 1996

300001728249

ORDER TIME : 11:03 AM

ORDER NO. : 859916

CUSTOMER NO: 4343191

CUSTOMER: Ms. Anita Edwards Farney
Frontier Corporation
180 South Clinton Avenue

Rochester, NY 14646-0700

Patricia P. [Signature]

CHANGE OF AGENT

NAME: FRONTIER COMMUNICATIONS OF THE
GREAT LAKES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
PLAIN STAMPED COPY

N. HENDRICKS FEB 29 1996

CONFIDENTIALITY: [illegible]

Florida Department of State, Sandra B. Morham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Wisconsin submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC.

1b. The mailing address of the corporation is: 3061 South Ridge Road; Green Bay, WI 54306

1c. Date of qualification: 3/1/95 Document number: F95000000988

2. The name and address of the current registered agent and office:

CT Corporation System

1200 South Pine Island Road

Plantation, FL 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Barbara J. LaVerdi
(Signature of an officer, chairman or
vice chairman of the board)

2/23/96
(Date)

Barbara J. LaVerdi, Assistant Secretary
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Dolores Burton
(Signature of Registered Agent)

2/27/96
(Date)

If signing on behalf on an entity:

Dolores Burton

(Typed or Printed Name)

Assistant Secretary

(Capacity)

F9500000988

CSC networks

PRINTED FILE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 031911 4343191

AUTHORIZATION

COST LIMIT \$ 35.00

FILED
56 AUG -6 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 25, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 031911

CUSTOMER NO: 4343191

CUSTOMER: Karen Cronk, Legal Asst
Frontier Corporation
180 South Clinton Avenue

Rochester, NY 14646-0700

FOREIGN FILINGS

NAME: FRONTIER COMMUNICATIONS OF THE
GREAT LAKES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

95-16416
C
PKG
215
JLB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 6, 1996

CSC NETWORKS
DANIEL W. LEGGETT
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date

SUBJECT: FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC.
Ref. Number: F95000000988

We have received your document for FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

THE DATE IN #4 MUST MATCH THE DATE ON THE CERTIFICATE.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 396A00037499

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I

Date authorized to do business in Florida

SECTION II

Signature

Date _____

Title

IVL-CCS Corp
Fm 12
(7/96)

- Printed on Recycled Paper -

United States of America
State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions,
do hereby certify that an Amendment to the Articles of Incorporation of

FRONTIER COMMUNICATIONS OF THE GREAT LAKES, INC.

was filed with this department on July 26, 1996, changing the name of said
corporation to

FRONTIER TELEMAGEMENT INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on August 2, 1996

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: *[Signature]*

Effective July 1, 1996, the Department of Financial Institutions
assumed the functions previously performed by the Corporations
Division of the Secretary of State and is the successor
custodian of corporate records formerly held by the Secretary of
State.