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ACCOUNT NO. : 072100000032
REFERENCE : 585437 86901P
AUTHORIZATION :
COST LIMIT : 9

ORDER DATE : April 26, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 585437

CUSTOMER NO: 86901P

CUSTOMER: Mr. Mitch Earle
Prentice Hall Legal &
66 Luckie Street
Suite 604
Atlanta, GA 30303

100001465201
-04/26/95--01052--005
****122.50 ****122.50

FOREIGN FILINGS

NAME: BELLSOUTH INTERACTIVE MEDIA
SERVICES, INC.

X PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

X QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

RECEIVED
\$5 APR 26 AM 11:13
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 PM 12:34

mtm

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 Interactive Media Services, 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2095854
(FEI number, if applicable)
4. 12/1/93
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. February 22, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 1155 Peachtree Street, N.E., Suite 1800
Atlanta, GA 30309-3610
(Current mailing address)
8. Interactive Media Services
(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:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.

By: Charles E. Cole

(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.

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12. Name and address of officers and/or directors

A. DIRECTORS

Chairman: William F. Reddersen
500 Northpark Town Center
Address: 1100 Abernathy Road, Suite 414
Atlanta, GA 30328

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James R. Gadd
500 Northpark Town Center.
Address: 1100 Abernathy Road, Suite 414
Atlanta, GA 30328

Vice President: Thompson T. Rawls II
500 Northpark Town Center
Address: 1100 Abernathy Road, Suite 414
Atlanta, GA 30328

Secretary: William R. Matz
500 Northpark Town Center
Address: 1100 Abernathy Road, Suite 414
Atlanta, GA 30328

Treasurer: Gary L. Walton
Address: 1155 Peachtree Street, N.E., Suite 1800
Atlanta, GA 30509-3610

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

13. Thompson T. Rawls II
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thompson T. Rawls II, Vice President
(Typed or printed name and capacity of person signing application)

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**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 951070984
CONTROL NUMBER : 9327115
DATE INC/AUTH/FILED : 12/01/1993
JURISDICTION : GEORGIA
PRINT DATE : 04/17/1995
FORM NUMBER : 211

PRENTICE HALL CORPORATE SERVICES
ELLEN MELNICK
66 LUCKIE STREET
ATLANTA GA 30303

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CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**BELLSOUTH INTERACTIVE MEDIA SERVICES, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta