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PREFERRED CARRIER SERVICES, INC.

faxSÄV™

Wednesday, July 20, 1995

OFFICE OF THE SECRETARY OF STATE
P.O. Box 5588
Tallahassee, FL 32314

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-08/01/95--01013--013
*****70.00 *****70.00

Secretary of State,

Please find enclosed the documentation for application for foreign corporation status in the State of Florida for Preferred Carrier Services, Inc.

If you should have any question or need any further information, please do not hesitate to contact me toll free at 1-800-414-4442.

I have enclosed a self addressed envelope for you to mail the certificate of authority to my attention.

Thank you for your assistance in this matter.

Sincerely,

PREFERRED CARRIER SERVICES



Alan Smith
Vice President

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 20 1995
TALLAHASSEE, FL

Professional
Certification
Services

1425 GREENWAY DR.
SUITE 210
IRVING, TEXAS 75038
TEL: (214) 753-1378
FAX: (214) 758-8015

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. PREFERRED CARRIER 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. Texas

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

3. 75-2571389

(FEI number, if applicable)

4. 12/09/94

(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. 1425 Greenway Drive, Suite 210

Irving, Texas 75038

(Current mailing address)

8. Telecommunications 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:

Name: The Prentice-Hall Corporation 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.

By: Susan M. Prevost

(Registered agent's signature)
Susan M. Prevost Vice President

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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 11 1995
65-2571389-1

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jamie Thibodeaux

Address: 1425 Greenway Drive, Suite 210

Irving, Texas 75038

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jamie Thibodeaux

Address: 1425 Greenway Drive, Suite 210

Irving, Texas 75038

Vice President: Alan Smith

Address: 1425 Greenway Drive, Suite 210

Irving, Texas 75038

Secretary: Alan Smith

Address: 1425 Greenway Drive, Suite 210

Irving, Texas 75038


Treasurer: Alan Smith

Address: 1425 Greenway Drive, Suite 210

Irving, Texas 75038

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

13.


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

14.

Jamie Thibodeaux - President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

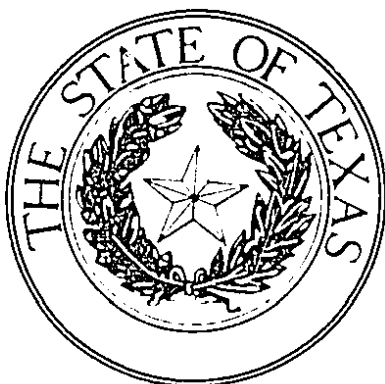
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

PREFERRED CARRIER SERVICES, INC.
CHARTER NO. 1336305-00

were filed in this office and a certificate of incorporation was issued on
DECEMBER 09, 1994;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 24, 1995.*

1087.

Antonio O. Garza, Jr.
Secretary of State

MAC

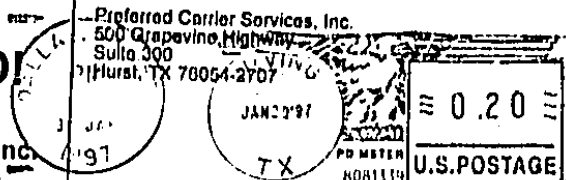
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WE'VE MOVED

Preferred Carrier Services, Inc.
is pleased to announce the
relocation of its offices. Please
direct any future correspondence
to the address listed below:

500 Grapevine Highway
Suite 300
Hurst, TX 76054-2707

(817) 281-4727 [tel.]
(817) 281-4827 [fax]



OFFICE OF THE SECRETARY OF STATE

Foreign Section
Division of Corporations



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