

F95000004/16

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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(Business Entity Name)

(Document Number)

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200158920192

200158920192
08/11/09--01037--004 **43.75

*Amended
Returns
10-2-09*

FILED
09 OCT -1 AM 9:09
TALLAHASSEE, FLORIDA
CLERK OF STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: U.S. South Communications, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F95000004116

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Phyllis Miller

(Name of Contact Person)

Technologies Management, Inc.

(Firm/Company)

2600 Maitland Center Pkwy Ste 300

(Address)

Maitland, FL 32751

(City/State and Zip Code)

For further information concerning this matter, please call:

Phyllis Miller

(Name of Contact Person)

at (407) 740-3035

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



September 30, 2009
Via Overnight Mail

2600 Maitland Center Pkwy.
Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Thelma Lewis
Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: U.S. South Communications, Inc.
Ref #F95000004116
Application for Amended Certificate of Authority
Letter #309A00030412

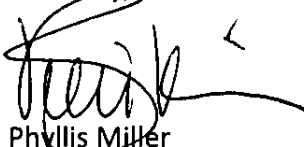
Dear Ms Lewis:

As instructed by your letter of September 15, 2009, enclosed please find in duplicate the Florida Application for Amended Certificate of Authority and certified copies of the conversion documents from both Colorado and Georgia, filed on behalf of U.S. South Communications, Inc. A check in the amount of \$43.75 to cover the remittance fees due was submitted with the original filing.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and application and returning both to me in the self-addressed, stamped envelope provided for that purpose.

Questions regarding this filing should be directed to my attention at 407-740-8575. Thank you for your assistance in this matter.

Sincerely,



Phyllis Miller
Assistant Manager, Compliance Reporting

File: US South – SOS Misc – FL



August 10, 2009
Via Overnight Mail

2600 Maitland Center Pkwy.
Suite 300
Maitland, FL 32751
P.O. Drawer 200
Winter Park, FL
32790-0200
Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: U.S. South Communications, Inc.
Application for Amended Certificate of Authority

Dear Sir or Madam:

Enclosed please find in duplicate the Florida Application for Amended Certificate of Authority, filed on behalf of U.S. South Communications, Inc. A check in the amount of \$43.75 is enclosed to cover the remittance fees due.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and application and returning both to me in the self-addressed, stamped envelope provided for that purpose.

Questions regarding this filing should be directed to my attention at 407-740-8575. Thank you for your assistance in this matter.

Sincerely,

Phyllis Miller
Assistant Manager, Compliance Reporting

cc: Sherene Lane-Pryce – inComm

File: US South – SOS Misc – FL



RECEIVED SEP 21 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 15, 2009

PHYLLIS MILLER
TECHNOLOGIES MANAGEMENT, INC.
2600 MAITLAND CENTER PKWY, SUITE 300
MAITLAND, FL 32751

SUBJECT: U.S. SOUTH COMMUNICATIONS, INC.
Ref. Number: F95000004116

We have received your document for U.S. SOUTH COMMUNICATIONS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our telephone conversation of August 17, 2009, certification evidencing the change of redomestication from the state of Georgia to Colorado must be submitted with the amended application.

A certificate of status from the new state of incorporation alone is not acceptable.

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 (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 309A00030412

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F95000004116

(Document number of corporation (if known))

1. U.S. South Communications, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Georgia

(Incorporated under laws of)

3. 8/24/1995

(Date authorized to do business in Florida)

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? _____

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

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

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


(New duration)

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

Colorado

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael D. Gruenhut
(Typed or printed name of person signing)

Secretary
(Title of person signing)

RECEIVED 11/11/2000

FILED
09 OCT - 1 AM 9:09
DEPT. OF STATE
TALLAHASSEE, FLORIDA

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Bernie Buescher, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

U.S. South Communications, Inc.

is a **Corporation** formed or registered on 04/09/1996 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19961048746.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/13/2009 that have been posted, and by documents delivered to this office electronically through 07/15/2009 @ 14:22:02.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 07/15/2009 @ 14:22:02 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 7414035.



Bernie Buescher

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."

**CERTIFICATE OF CONVERSION
OF
U.S. SOUTH COMMUNICATIONS, INC.
TO BECOME A COLORADO CORPORATION
PURSUANT TO SECTION 14-2-1109.3 OF THE
GEORGIA BUSINESS CORPORATION CODE**

Pursuant to the provisions of Section 14-2-1109.3(i) of the Georgia Business Corporation Code (the "Code"), U.S. South Communications, Inc., a Georgia corporation (the "Corporation"), submits the following Certificate of Conversion:

1. The name of the Corporation is U.S. South Communications, Inc.
2. The name and jurisdiction of the entity to which the Corporation shall be converted is U.S. South Communications, Inc., a Colorado corporation.
3. A Plan of Conversion was adopted the Corporation as required by Section 14-2-1109.3(c) of the Code.
4. The authority of the Corporation's registered agent to accept service on its behalf is revoked as of the effective time of the conversion and the Secretary of State is irrevocably appointed as the agent for service of process on the resulting entity in any proceeding to enforce an obligation of the Corporation arising prior to the effective time of the conversion. The mailing address to which a copy of any process served on the Secretary of State may be mailed is 250 Williams Street, Suite M-100, Atlanta, Georgia 30303. The Secretary of State shall be notified of any change in the Corporation's mailing address.

[Signature on following page]



IN WITNESS WHEREOF, U.S. South Communications, Inc. has caused this
Certificate of Conversion to be executed by a duly authorized officer this 27th day of
May, 2009.

U.S. SOUTH COMMUNICATIONS, INC.

By: 

M. Brooks Smith

President and Chief Executive Officer

RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE
09 MAY 27 PM 2:03



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, BERNIE BUESCHER, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF THIS
OFFICE, A STATEMENT OF CONVERSION AND ARTICLES OF
INCORPORATION WERE FILED ON MAY 27, 2009, CONVERTING

U.S. SOUTH COMMUNICATIONS, INC.
(GEORGIA CORPORATION)

TO

U.S. SOUTH COMMUNICATIONS, INC.
(COLORADO CORPORATION)

Dated: August 26, 2009

A handwritten signature in cursive script that reads "Bernie Buescher".

SECRETARY OF STATE



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, BERNIE BUESCHER, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF THIS
OFFICE, THE ATTACHED IS A FULL, TRUE AND COMPLETE COPY OF THE
APPLICATION FOR AUTHORITY, ARTICLES OF INCORPORATION AND ALL
AMENDMENTS THERETO OF

U.S. SOUTH COMMUNICATIONS, INC.
(COLORADO CORPORATION)

AS FILED IN THIS OFFICE AND ADMITTED TO RECORD.

Dated: August 26, 2009



SECRETARY OF STATE

Please include a typed
self-addressed envelope

MUST BE TYPED
FILING FEE: \$75.00
MUST SUBMIT TWO COPIES

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only

961048746 M \$75.00
SECRETARY OF STATE
04-09-96 12:12

APPLICATION FOR AUTHORITY

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Colorado, and for that purpose submits the following statement:

FIRST: The name of the corporation is U.S. South Communications, Inc.
(Exact Corporation name must agree with the attached Certificate of Good Standing)

SECOND: The name which it elects to use in Colorado is _____
(If its corporate name is not available for use in Colorado.)

THIRD: It is incorporated under the laws of Georgia

FOURTH: The date of its incorporation is 10-28-94 The period of duration is Perpetual

FIFTH: The street address of its principal office in the state or country under the laws of which it is incorporated is _____
200 Galleria Parkway, Suite 330, Atlanta, GA 30339

Principal place of business in Colorado is None
(If you do not maintain a place of business in Colorado, state "NONE")

SIXTH: The street address of its proposed registered office in Colorado is 1535 Grant Street, Suite 140
Denver, CO 80203-1843, and the name of its proposed registered agent in
Colorado at that address is National Registered Agents, Inc.

Signature of Registered Agent [Signature] Jeff Jidas, Asst. Sec'y (may be in accompanying document)
Date Business commenced or expects to commence transacting business in this state UPON EXAMINATION

SEVENTH: The names and respective addresses of its directors and officers are:

OFFICE	NAME	BUSINESS ADDRESS
President	See attached addendum	
Vice Pres		
Secy		
Treas		
Director		
Director		
Director		

List additional Officers or Directors on a separate piece of paper.

EIGHTH: This application MUST BE ACCOMPANIED BY A CERTIFICATE OF GOOD STANDING ISSUED BY THE
JURISDICTION OF ITS INCORPORATION AND DATED WITHIN NINETY (90) DAYS OF THE FILING OF THE APPLICATION.

By [Signature] A. Brooks Smith
Its President

Addendum

Officers and Directors of U.S. South Communications, Inc.

President and Director

R. Brooks Smith
200 Galleria Parkway, #308
Atlanta, GA 30339
770-563-8848

SSN: 229-84-3708

Term Expiration: Indefinite

Vice President

Dave Wilkie
200 Galleria Parkway, #308
Atlanta, GA 30339
770-563-8848

SSN: 065-38-7252

Term Expiration: Indefinite

Secretary

Brenda Agee
200 Galleria Parkway, #308
Atlanta, GA 30339
770-563-8848

SSN: 404-70-6373

Term Expiration: Indefinite

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960870742
CONTROL NUMBER : 9427634
DATE INC/AUTH/FILED: 10/28/1994
JURISDICTION : GEORGIA
PRINT DATE : 03/27/1996
FORM NUMBER : 211

PARANET CORPORATION SERVICES, INC.
DONNA HYDE
3761 VENTURE DRIVE, STE 260
DULUTH GA 30136

CERTIFICATE OF EXISTENCE

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

U.S. SOUTH COMMUNICATIONS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was 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, certificate of cancellation, or any other similar document 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, a statement of commencement of winding up, 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.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

SS: AN-TN 1
(Rev. 7/91)
SUBMIT ONE
Filing fee: \$10.00

This document must be typewritten

Mail to: Secretary of State
Corporations Section
1550 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2251

for office use only

**CERTIFICATE OF
ASSUMED OR TRADE NAME**

FP 961048746

961048747 M \$10.00
SECRETARY OF STATE
04-09-96 12:12

U.S. South Communications, Inc., a corporation,
limited partnership or limited liability company under the laws of Georgia
being desirous of transacting a portion of its business under an assumed or trade name as permitted by 7-71-101, Colorado
Revised Statutes hereby certifies:

1. The location of its principal office is: 200 Galleria Parkway, Suite 330
Atlanta, GA 30339
2. The name, other than its own, under which business is carried on is (Note 1): US South
3. A brief description of the kind of business transacted under such assumed or trade name is:
Long distance telecommunications services.

Limited Partnerships or Limited Liability Companies complete this section	Corporations complete this section
In IN WITNESS WHEREOF, the undersigned general partner or manager of said limited partnership or limited liability company has this day executed this certificate _____ 19 ____ (Note 2) by _____ (Note 3) Title, General Partner or Manager _____ Title, General Partner or Manager	IN WITNESS WHEREOF, the undersigned officers of said corporation have this day executed this certificate <u>3-29-96</u> (Note 2) by <u>[Signature]</u> (Note 3) Its _____ President <u>Mr. Brooks Smith</u> Attest: <u>Brenda Agee</u> Its _____ Secretary <u>Brenda Agee</u>

STATE OF Georgia
COUNTY OF Newton ss.
Acknowledged before me this 29th day of March 19 96
by _____
(Insert name(s) as signed above, title(s).)

In witness whereof I have hereunto set my hand and seal

My commission expires _____
Notary Public, Newton County, Georgia
My Commission Expires November 17, 1998

Notary Public

Note 1: Any assumed name used by any corporation shall contain one of the words "Corporation", "Incorporated", "Limited", or one of the abbreviations "Corp.", "Inc.", or "Ltd."
Any assumed name used by any limited partnership shall contain one of the words "Limited Partnership", "Limited", or Company and one of the abbreviations "L.P.", "Ltd." for "Co."
Any assumed name used by a Limited Liability Company must contain the words Limited Liability Company. The words Limited and Company may be abbreviated as Ltd. and Co., but the word Liability cannot be abbreviated.

Note 2: Exact name of corporation, limited partnership or limited liability company making the statement.

Note 3: Signature and title of officers signing (for the corporation must be president or vice president and secretary or assistant secretary; for limited partnership must be general partner; for a limited liability company must be a manager).

SS: AN-TN 1
(Rev. 7/91)
SUBMIT ONE
Filing fee: \$10.00

This document must be typewritten

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2251

for office use only

**CERTIFICATE OF
ASSUMED OR TRADE NAME**

961048748 M \$10.00
SECRETARY OF STATE
04-09-96 12:12

PP 961048746

U.S. South Communications, Inc. n k ss a corporation,
limited partnership or limited liability company under the laws of Georgia
being desirous of transacting a portion of its business under an assumed or trade name as permitted by 7-71-101, Colorado
Revised Statutes hereby certifies:

1. The location of its principal office is: 200 Galleria Parkway, Suite 330
Atlanta, GA 30339
2. The name, other than its own, under which business is carried on is (Note 1): InComm
3. A brief description of the kind of business transacted under such assumed or trade name is:
Long distance telecommunications services.

Limited Partnerships or Limited Liabilities Companies complete this section	Corporations complete this section
In IN WITNESS WHEREOF, the undersigned general partner or manager of said limited partnership or limited liability company has this day executed this certificate _____ 19 ____ (Note 2) by _____ (Note 3) Title, General Partner or Manager _____ Title, General Partner or Manager	IN WITNESS WHEREOF, the undersigned officers of said corporation have this day executed this certificate <u>3-29</u> 19 <u>96</u> (Note 2) by <u>[Signature]</u> (Note 3) Its _____ President <u>M. Brooks Smith</u> Attest: <u>Brenda Agee</u> Its _____ Secretary <u>Brenda Agee</u>

STATE OF Georgia
COUNTY OF Fulton ss.
Acknowledged before me this 29th day of March 19 96
by _____
(Insert name(s) as signed above, title(s).)

In witness whereof I have hereunto set my hand and seal

My commission expires November 17, 1996

Notary Public

Note 1: Any assumed name used by any corporation shall contain one of the words "Corporation", "Incorporated", "Limited", or one of the abbreviations "Corp.", "Inc.", or "Ltd."
Any assumed name used by any limited partnership shall contain one of the words "Limited Partnership", "Limited", or "Company" or one of the abbreviations "L.P.", "Ltd." or "Co."
Any assumed name used by a Limited Liability Company must contain the words Limited Liability Company. The words Limited and Company may be abbreviated as Ltd. and Co., but the word Liability cannot be abbreviated.

Note 2: Exact name of corporation, limited partnership or limited liability company making the statement.

Note 3: Signature and title of officer signing (for the corporation) must be president or vice president or secretary or assistant secretary; for a limited partnership must be general partner; for a limited liability company must be a manager.

Document Processing Fee

If document is on paper: \$125.00

If document is filed electronically: Currently Not Available

Fees are subject to change.

For electronic filing and to obtain
copies of filed documents visit

www.sos.state.co.us

Deliver paper documents to:

Colorado Secretary of State

Business Division

1560 Broadway, Suite 200

Denver, CO 80202-5169

Paper documents must be typed or machine printed.

20051283732 M

\$ 125.00

SECRETARY OF STATE

07-25-2005 14:36:11

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Change

filed pursuant to §7-90-301, et seq. and §7-90-305.5 or §7-90-604 or §7-90-701 or §7-90-702 or §7-90-705 or
§7-90-804 of the Colorado Revised Statutes (C.R.S)

ID number: 19961048746

1. Entity name:

U.S. SOUTH COMMUNICATIONS, INC.

2. True name:

(if different from the entity name)

Complete lines 3 - 15 as applicable. You must complete line 16.

3. Resignation of registered agent of record:

Date on which agent resigned:

(mm/dd/yyyy)

Registered agent: (if an individual)

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization)

Registered agent street address:

(Street name and number)

CO

(City)

(State)

(Postal/Zip Code)

The person appointed as registered agent has delivered notice of the change to the entity at the principal
office address of its principal office.

4. Appointment of new registered agent following resignation of registered agent of record:

Registered agent: (if an individual)

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization)

The person appointed as registered agent in the document has consented to being so appointed.

Registered agent street address:

(Street name and number)

CO

(City)

(State)

(Postal/Zip Code)

Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

5. Change of registered agent name and/or address of record:

Registered agent: (if an individual)

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization)

TCS Corporate Services, Inc.

The person appointed as registered agent in the document has consented to being so appointed.

Registered agent street address:

12649 West Warren Ave

(Street name and number)

Lakewood

(City)

CO

(State)

80228

(Postal/Zip Code)

Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

If the change is being effected by the registered agent, the following statement applies:

The person appointed as registered agent has delivered notice of the change to the entity at the principal office address of its principal office.

6. Change of principal office address of record:

New principal office
street address:

(Street name and number)

(City)

(State)

(Postal/Zip Code)

(Province – if applicable)

(Country – if not US)

New principal office
mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

7. Document number:
(required for change(s) to 8, 9, 10, 11,
and/or 12 below)

8. Change of entity name of record (LLP, art. 61 LLLP or foreign entity only):

New entity name:

9. Change of true name of record (LLP, art. 61 LLLP, general partnership or foreign entity only):

New true name:

10. Change of jurisdiction of formation of record (foreign entity only):

New jurisdiction of formation:

11. Change of entity form of record (foreign entity only):

New entity form:

12. Other change(s) not provided for above:

If other information contained in the filed document is being changed, mark this box ☐ and include an attachment stating the information to be changed and each such change.

If other information is being added or deleted, mark this box ☐ and include an attachment stating each addition or deletion.

13. Withdrawal of Statement of Registration of True Name: (if applicable, mark this box ☐)

14. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

15. (Optional) Delayed effective date:

(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

GRAVES Philip C
(Last) (First) (Middle) (Suffix)
A.R.C. Networks, Inc.
(Street name and number or Post Office Box information)
175 Pine Lawn Ste 408
Melville NY 11747-3180
(City) (State) (Postal/Zip Code)
(Province - if applicable) (Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



Colorado Secretary of State
Date and Time: 05/27/2009 02:19 PM
ID Number: 19961048746

Document must be filed electronically.
Paper documents will not be accepted.

Document processing fee
Fees & forms/cover sheets
are subject to change.

\$50.00

Document number: 20091289974
Amount Paid: \$100.00

To access other information or print
copies of filed documents,
visit www.sos.state.co.us and
select Business Center.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID number 19961048746
(Colorado Secretary of State ID number)

Entity name or true name U.S. SOUTH COMMUNICATIONS, INC.

Form of entity Foreign Corporation

Jurisdiction Georgia

Street address 250 Williams Street
(Street number and name)
Suite M-100
Atlanta GA 30303
(City) (State) (ZIP/Postal Code)
United States
(Province – if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)
(Province – if applicable) (Country)

2. The entity name of the resulting entity is U.S. South Communications, Inc.
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.

4. (If applicable, adopt the following statement by marking the box and include an attachment.)

☐ This document contains additional information as provided by law.

5. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

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6. The true name and mailing address of the individual causing this document to be delivered for filing are

Smith	M.	Brooks	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
250 Williams Street			
<small>(Street number and name or Post Office Box information)</small>			
Suite M-100			
Atlanta	GA	30303	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
	United States		
<small>(Province - if applicable)</small>	<small>(Country)</small>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- ☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Colorado Secretary of State
Date and Time: 05/27/2009 02:19 PM
ID Number: 19961048746

Document number: 20091289974
Amount Paid: \$100.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

U.S. South Communications, Inc.

(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", inc., "co." or "ltd.". See §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address

250 Williams Street

(Street number and name)

Suite M-100

Atlanta

(City)

GA

(State)

30303

(ZIP/Postal Code)

United States

(Country)

(Province - if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

(if an individual)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

The Corporation Company

Street address

1675 Broadway

(Street number and name)

Suite 1200

Denver

(City)

CO

(State)

80202

(ZIP/Postal Code)

Mailing address
(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

CO
(State)

(ZIP/Postal Code)

(The following statement is adopted by marking the box.)

☒ The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
(if an individual)

Rosselli

Christopher

M.

(Last)

(First)

(Middle)

(Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address

Alston & Bird LLP

1201 West Peachtree Street

Atlanta

GA

30309-3424

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

United States
(Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking the box and enter the number of shares.)

☒ The corporation is authorized to issue 25,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ Additional information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

(Caution: At least one box must be marked. Both boxes may be marked, if applicable.)

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

☒ This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are

(mm/dd/yyyy hour:minute am/pm)

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This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

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**ATTACHMENT TO ARTICLES OF INCORPORATION
OF
U. S. SOUTH COMMUNICATIONS, INC.**

6. (a) A director shall not have any personal liability to the corporation and its shareholders for monetary damages for breach of his or her fiduciary duty as a director, except that a director's personal liability for monetary damages for any breach of the director's duty of loyalty to the corporation or its shareholders, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, acts specified in Section 7-108-403 of the Colorado Business Corporation Act, or any transaction from which the director directly or indirectly derived an improper personal benefit shall not be eliminated.
- (b) A shareholder shall not be entitled to cumulate votes in connection with the election of directors.
- (c) Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.