

F96000001322
TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: U.S. Billing, Inc., which will do business
in Florida as U.S. Billing of Texas, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

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:

Jennifer B. Harvey
(Name of Person)
U.S. Billing, Inc.
(Firm/Company)
9311 San Pedro, Suite 400
(Address)
San Antonio, Texas 78216
(City, State and Zip Code)

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

Jennifer B. Harvey at (210) 525-6209
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
403 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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



March 5, 1996

REC'D
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 13 PM 12:53

FEDERAL EXPRESS

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: U.S. Billing, Inc.

Dear Ladies/Gentlemen:

Enclosed you will find an original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation, together with a certificate of legal existence from the Texas Secretary of State and a certified resolution of the Board of Directors authorizing the use of "U.S. Billing of Texas, Inc." in the State of Florida. Also enclosed is a check in the amount of \$122.50 in full payment of the filing fee.

Please return the file-stamped application to the undersigned using the enclosed prepaid Federal Express airbill.

Thank you for your courtesies.

Very truly yours,

Jennifer B. Harvey
Director of Legal Services

/jbh
Enclosures

Corporate Offices

9311 San Pedro, Suite 300, San Antonio, Texas 78216
(210) 525-9000 Fax (210) 525-0388

**CERTIFIED RESOLUTIONS OF
BOARD OF DIRECTORS OF
U.S. BILLING, INC.**

FILED
SECRETARY OF STATE
MAR 13 1996
DAVID L. BROWN

I, W. Audie Long, do hereby certify that I am the duly elected and qualified Corporate Secretary of U.S. Billing, Inc., a corporation duly organized and existing under the laws of the State of Texas (the "Corporation"), that by Unanimous Written Consent (In Lieu of Special Meeting) dated as of March 1, 1996, the following preambles and resolutions were duly adopted by the Board of Directors of the Corporation, and that such preambles and resolutions are in accord with and pursuant to the Charter and Bylaws of the Corporation, as amended, have not been altered, amended or rescinded and are now in full force and effect:

WHEREAS, the Corporation intends to file with the Florida Secretary of State an Application by Foreign Corporation for Authorization to Transact Business in Florida;

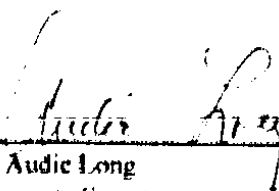
WHEREAS, the corporate name "U.S. Billing, Inc." is not available to the Corporation in the State of Florida; and

WHEREAS, the Corporation must designate another business name under which it will operate within the State of Florida:

NOW, THEREFORE, BE IT RESOLVED, that the Corporation file an Application by Foreign Corporation for Authorization to Transact Business in Florida under the name "U.S. Billing of Texas, Inc.;" and

FURTHER RESOLVED, that the President and the Secretary of the Corporation be, and each of them is hereby, authorized to take such action and to execute such documents as are necessary to implement the foregoing resolution.

EXECUTED this 1st day of March, 1996.



W. Audie Long
Corporate Secretary

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

**IN COMPLIANCE WITH SECTION 607.1403, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

- U.S. Billing, Inc., which will do business
in Florida as U.S. Billing of Texas, Inc.
1. (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 3. 74-2609760
(State or country under the law of which it is incorporated) (F.E.I. number, if applicable)
4. July 2, 1991 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)
6. June 1, 1996
(Date first transacted business in Florida. (See sections 607.1401, 607.1402, and 617.105, F.S.))
7. 9311 San Pedro, Suite 400
San Antonio, Texas 78216
(Current mailing address)
8. Billing and collection of telecommunication and associated records
(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: NEAL SERVICES, INC.

Office Address: 525 E. Park Avenue
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.

Sue Brodtmann
(Registered agent's signature)

Sue Brodtmann, Asst. Secretary

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. Name and address of officers and/or directors:

A. DIRECTIONS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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.

Alan W. Saltzman, President

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

FILED
SECRETARY OF STATE
65 MAR 19 PM 12:53

July 2, 1976

U.S. BILLING, INC.

OFFICERS

NAME	TITLE	ADDRESS
Larry M. James	Chief Executive Officer	9311 San Pedro, Suite 300 San Antonio, TX 78216
Alan W. Saltzman	Chief Operating Officer & President	9311 San Pedro, Suite 400 San Antonio, TX 78216
Elizabeth A. Cockrell	Vice President-Quality Assurance & Production	9311 San Pedro, Suite 400 San Antonio, TX 78216
Paul L. Gehrt	Vice President-Sales	9311 San Pedro, Suite 400 San Antonio, TX 78216
Robert Gullledge	Vice President-Telco Relations	9311 San Pedro, Suite 400 San Antonio, TX 78216
Jeanne L. Jackson	Vice President-Customer Service	10500 Hwy. 281 N., #200 San Antonio, TX 78216
Robert E. Thomas	Vice President-Customer Accounting	9311 San Pedro, Suite 400 San Antonio, TX 78216
W. Audie Long	Corporate Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216
Dennis M. Buck	Corporate Controller	9311 San Pedro, Suite 400 San Antonio, TX 78216
Jennifer B. Harvey	Assistant Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216
Kenneth A. Prinz	Assistant Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216
Michael T. Hynes	Assistant Treasurer	9311 San Pedro, Suite 300 San Antonio, TX 78216

DIRECTORS

Alan W. Saltzman	9311 San Pedro, Suite 400 San Antonio, TX 78216
Kelly E. Simmons	9311 San Pedro, Suite 300 San Antonio, TX 78216



FILED
SECRETARY OF STATE
OFFICE OF THE CLERK
95 MAR 13 PM 2:53

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

U.S. BILLING, INC.
CHARTER #1198107-00

were filed in this office and a certificate of incorporation was issued on
JULY 2, 1991;

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



*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 February 23, 1994.*

Antoni O. Garza, Jr.
Secretary of State

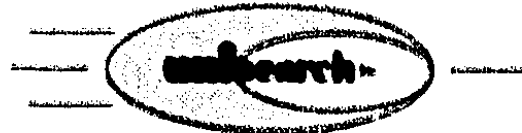
PH

F96000001322

FILING REQUEST

October 28, 1996

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



Type of Filing: Withdrawal
Subject(s): U.S. Billing, Inc.
Form(s) Enclosed: Application by Foreign Corporation for Withdrawal

Supporting Document(s): None
Check Enclosed: Check #52158 for \$35.00
Return Via: Regular Mail
Filing Method: Routine

500001322165-1-5
-10/10/96-0116-012
*****35.00 *****35.00

PLEASE RETURN TO: Unisearch, Inc.
1295 Bandana Blvd N, Suite 300
St. Paul, MN 55108-5116

Please call me at 1-800-327-1236 if there are any questions.

Thank you!
Beth Perrizo

Handwritten: F96000001322
10-30-96

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

U.B. Billing, Inc.

(Name of Corporation)

Texas

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

9311 San Pedro, Suite 400

(Mailing Address)

San Antonio, Texas 78216

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Oct 18, 1996

Date

Alan W. Saltzman

Typed or printed name

President

Title