



1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

F 96000001547

ACCOUNT NO. : 072100000032

REFERENCE : 893578 7102363

AUTHORIZATION

Patricia P. Pugh

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1996

ORDER TIME : 11:42 AM

700001758347

ORDER NO. : 893578

CUSTOMER NO: 7102363

CUSTOMER: Ms. Susan Arrington
Bellsouth Telecommunications,
4300 Southern Bell Center
675 West Peachtree Street, n.e.
Atlanta, GA 30375

93/26
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 26 PM 2:58

FOREIGN FILINGS

NAME: BELLSOUTH.NET INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

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DIVISION OF CORPORATION

**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.net 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. Delaware

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

3. _____

(FEI number, if applicable)

4. February 26, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Date application is accepted

(Date first transacted business in Florida (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 260 One Georgia Center, 600 W. Peachtree Street, N.W.

Atlanta, Georgia 30308

(Current mailing address)

8. Telecommunications and Electronic Commerce

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Rays 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: Kelly A. Howley Kelly A. Howley Asst. Sec.

(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. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Robert L. Capoll III

Address: 4507 - 675 W. Peachtree Street Atlanta, Georgia 30375

Vice Chairman:

Address:

Director: C. S. Boren

Address: 2004 - 1155 Peachtree Street, Atlanta, Georgia 30309-3610

Director: Mark L. Feidler

Address: 1710 - 1155 Peachtree Street Atlanta, Georgia 30309-3610

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John G. Robinson

Address: 260 One Georgia Center, 600 W. Peachtree Street, N.W.
Atlanta, Georgia 30375

Vice President: James G. Harralson

Address: 4300 - 675 W. Peachtree Street, Atlanta, Georgia 30375

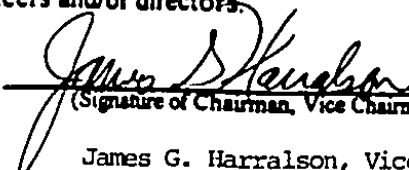
Secretary: James G. Harralson

Address: 4300 - 675 W. Peachtree Street Atlanta, Georgia 30375

Treasurer: F. Wayne French

Address: 1D1 - 3700 Colonnade Parkway Birmingham, Alabama 35243

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. James G. Harralson, Vice President/Secretary

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

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FLORIDA DEPARTMENT OF STATE
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

BellSouth.net Inc.

Directors: (con't)

John G. Robinson 260 One Georgia Center, 600 W. Peachtree Street, N.W.
Atlanta, Georgia 30308

Charles J. Lathram 4431 - 675 W. Peachtree Street, N.E., Atlanta, Georgia 30375

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELLSOUTH.NET INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 26 PM 2:59



Edward J. Freel

Edward J. Freel, Secretary of State

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960071716

AUTHENTICATION:

DATE:

7862257

03-12-96