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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 945425 4323887

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1996

W96-15626

ORDER TIME : 10:36 AM

ORDER NO. : 945425

CUSTOMER NO: 4323887

800001904588

CUSTOMER: Ms. Joyce Irvine  
Bellsouth Enterprises, Inc.  
Suite 1800  
1155 Peachtree Street, N.e.  
Atlanta, GA 30367-6000

FOREIGN FILINGS

NAME: BELLSOUTH LONG DISTANCE, 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: Cindy Helentjaris

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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TMC



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 25, 1996

CSC NETWORKS

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BELLSOUTH LONG DISTANCE, INC.  
Ref. Number: W96000015626

We have received your document(s) in this office, however, the document is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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 (904) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 396AC0035881

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**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. BellSouth Long Distance, 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 3. 58-2224930  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 13, 1996 5. Perpetual  
(Date of incorporation) (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. Suite 1800, 1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610  
(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)

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**9. Name and street address of Florida registered agent:**

Name: The Prentice Hall Corporation System, Inc.

Office Address: 1201 Hays St.

Tallahassee, Florida, 20005  
(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: Kelly Stanley  
(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.

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

A. DIRECTORS

Chairman: William F. Redderson

Address: 1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: William F. Redderson

Address: 1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610

Vice President: James G. Harralson

Address: 1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610

Secretary: James G. Harralson

Address: 1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610

Treasurer: Gary L. Walton

Address: 1155 Peachtree St., N.E.  
Atlanta, GA 30309-3610

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

13. James G. Harralson  
(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)

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 LONG DISTANCE, 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 TENTH DAY OF MAY, A.D. 1996.

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

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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 7942379  
DATE: 05-10-96