

F96000005714

1201 Peachtree Street NE
Atlanta, GA 30361
Tel 404 888 6488
Fax 404 888 6429

October 29, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001934256--8
-11/01/96--01073--024
*****70.00 *****70.00

Re: ST LONG DISTANCE, INC.
Order #: 672908

Gentlemen:

As requested by counsel, we enclose for filing an Application for Authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-241-8922.

Very truly yours,



Joan V. Bolden
Customer Specialist

/jvb

Enclosure(s)

Special Instructions:

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DIVISION OF CORPORATIONS
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22
10/4

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. ST 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

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

3. Applied for

(FEI number, if applicable)

4. September 20, 1996

(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 617.156, F.S.))

7. 4759 Springmeadow Lane, Sarasota, Florida 34233

(Current mailing address)

8. Sale and marketing of long distance telephone 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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road


Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

ALLAN FARNELL, ASSISTANT SECRETARY

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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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. Walter E. Leach, Jr., Vice President

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
ST LONG DISTANCE, INC.**

1. Jack H. Thomas, Chief Executive Officer
5821 Fairview Road, Suite 409
Charlotte, North Carolina 28209-3649
2. John P. Duda, President
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649
3. B. Stephen May, Chief Operating Officer
4759 Springmeadow Lane
Sarasota, Florida 34233
4. Eugene B. Johnson, Sr. Vice President/Asst. Sec
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649
5. Walter E. Leach, Jr., Vice President/CFO/Asst. Sec.
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649
6. Pat Morse, Vice President, Gen. Manager/Sec.
5821 Fairview Road
Charlotte, North Carolina 28209-3649
7. Lisa Hood, Controller
5821 Fairview Road
Charlotte, North Carolina 28209-3649
8. Mike Stein, Vice President/Treasurer
5821 Fairview Road
Charlotte, North Carolina 28209-3649
9. Shirley J. Linn, Asst. Sec.
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
ST LONG DISTANCE, INC.**

1. Jack H. Thomas
5821 Fairview Road, Suite 409
Charlotte, North Carolina 28209-3649
2. Eugene B. Johnson
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649
3. Meyer Haberman
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649
4. Robert M. Van Degna
5821 Fairview Road, Ste. 409
Charlotte, North Carolina 28209-3649
5. Thadeus J. Mocarski
5821 Fairview Road
Charlotte, North Carolina 28209-3649

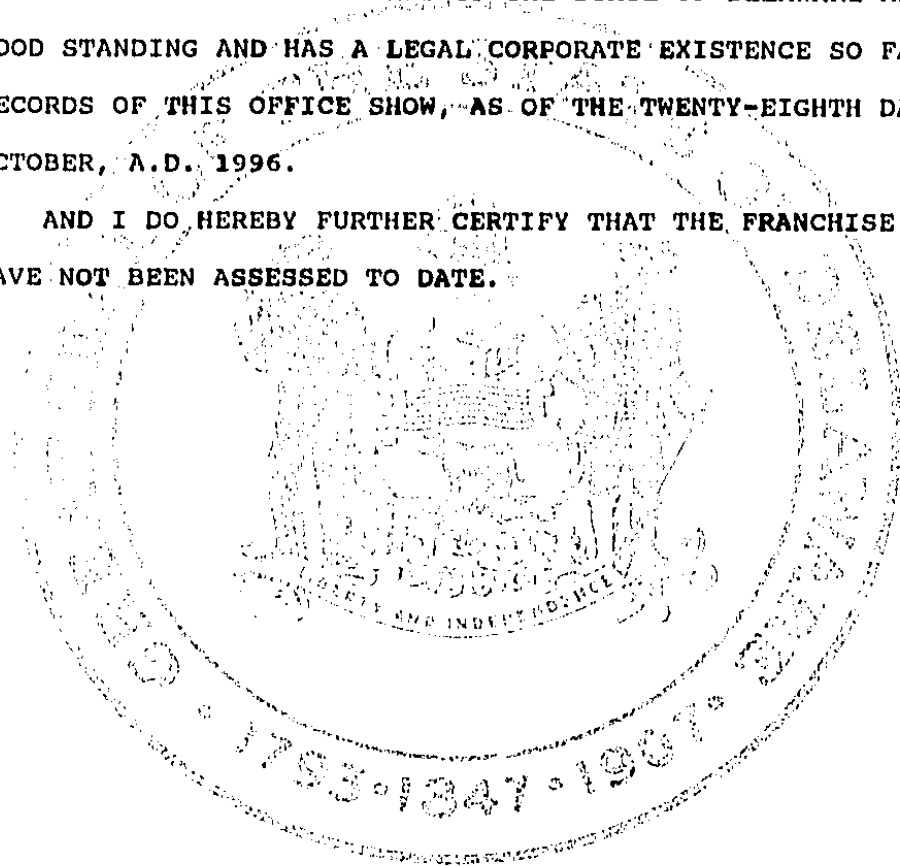
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ST 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 TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1996.

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



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

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10-28-96