

**CORPORATE
ACCESS,
INC.**

1116-B Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Qualification

1.) Worldcom Management Company, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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7.) _____
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9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

9/11/6
SECRETARY OF STATE
DIVISION OF RECORDS
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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. WorldCom Management Company, 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. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 15, 1997 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. 515 E. Amite Street, P. O. Box 23397
Jackson, MS 39225-3397
(Current mailing address)

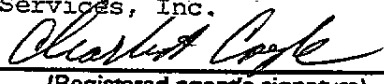
To provide management and general and administrative services to affiliated corporations
8. and companies which are other subsidiaries and affiliates of WorldCom, Inc.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: NRAI Services, Inc.
Office Address: 526 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.

NRAI Services, Inc.
By: 
(Registered agent's signature)
Charles A. Coyle - Assistant 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.

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DIVISION OF CORPORATIONS
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F95-2920

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

A. DIRECTORS

Chairman: Bernard J. Ebberts

Address: 515 E. Amite, P. O. Box 23397
Jackson, MS 39225-3397

Vice Chairman: Scott D. Sullivan

Address: 515 E. Amite, P. O. Box 23397
Jackson, MS 39225-3397

Director: Charles T. Cannada

Address: 515 E. Amite, P. O. Box 23397
Jackson, MS 39225-3397

Director: _____

Address: _____

B. OFFICERS

President: Bernard J. Ebberts

Address: same as above

~~Vice President~~ Scott D. Sullivan

Address: same as above


Assistant Secretary: Charles T. Cannada

Address: same as above

Assistant Secretary ~~Treasurer~~ William E. Anderson

Address: 515 E. Amite, P. O. Box 23397
Jackson, MS 39225-3397

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. Charles T. Cannada, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF PUBLIC AFFAIRS

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 "WORLDCOM MANAGEMENT COMPANY, 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 FIFTEENTH DAY OF OCTOBER, A.D. 1997.

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DIVISION OF CORPORATE SERVICES
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8703422

DATE: 10-15-97