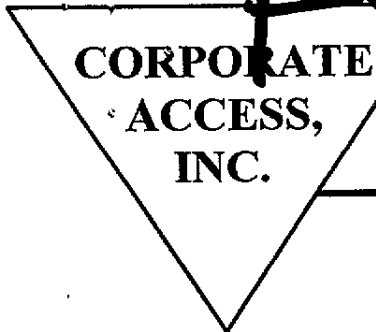




F97000005891

1116-D 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

WALK IN

PICK UP 12/29/98



CERTIFIED COPY

CUS

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☒ FILING

Foreign / Amendment

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

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

000002724680--0
-12/29/98--01040--023
*****35.00 *****35.00

name
Change
Amendment
98 DEC 29 AM 10:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 DEC 29 AM 10:16
12/30/98

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

FILED
DEC 29 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1-3 must be completed)

1. WORLDCOM MANAGEMENT COMPANY, INC.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. November 6, 1998
Date authorized to do business in Florida

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 7, 1998
5. MCI WORLDCOM MANAGEMENT COMPANY, INC.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Bernard J. Ebbers
Signature
Bernard J. Ebbers
Typed or printed name

December 22, 1998
Date

President and CEO
Title

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 THAT THE SAID "WORLDCOM MANAGEMENT COMPANY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MCI WORLDCOM MANAGEMENT COMPANY, INC.", THE SEVENTH DAY OF DECEMBER, A.D. 1998, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2808168 8320

981494205

AUTHENTICATION:

9478328

DATE:

12-21-98