



THE UNITED STATES
CORPORATION
COMPANY

E98000000093

ACCOUNT NO. : 072100000032
REFERENCE : 658041 7111941
AUTHORIZATION : Patricia Pygott
COST LIMIT : \$ 70.00

ORDER DATE : January 5, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 658041-005

CUSTOMER NO: 7111941

CUSTOMER: Bert Ebzery, Esq
Bert Ebzery Esq.
350 N. Lasalle Street
Suite 800
Chicago, IL 60610

600002392126--9

FOREIGN FILINGS

NAME: TDS DATACOM, 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: Jeanine Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM12:03
RECEIVED
98 JAN -7 AM10:51
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. TDS DATACOM, 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. 39-1856157
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 1, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. February 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 301 S. Westfield Road
Madison, WI 53717
(Current mailing address)
8. Any lawful act which corporations may be organized under the Delaware General Corporation Law.
(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: Corporation Service Company
Office Address: 1201 Hays Street
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.

Corporation Service Company
By: Peter J. Cosentino, 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.

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:	James Barr III	
Address:	301 S. Westfield Road	
	Madison, WI 53717	
Director:	James Barr III	Director: William G. Grabel
Address:	301 S. Westfield Road	301 S. Westfield Road
	Madison, WI 53717	Madison, WI 53717
Director:	Charles W. Ricker	Director: Jerry W. Masters
Address:	301 S. Westfield Road	301 S. Westfield Road
	Madison, WI 53717	Madison, WI 53717
Director:	David A. Wittwer	
Address:	301 S. Westfield Road	
	Madison, WI 53717	

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

President: Charles W. Ricker

Address: 301 S. Westfield Road

Madison, WI 53717

Vice President: Kenneth Paker

Address: 301 S. Westfield Road

Madison, WI 53717

Secretary: David A. Wittwer

Address: 301 S. Westfield Road


Madison, WI 53717

Treasurer: David A. Wittwer

Address: 301 S. Westfield Road

Madison, WI 53717

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.)

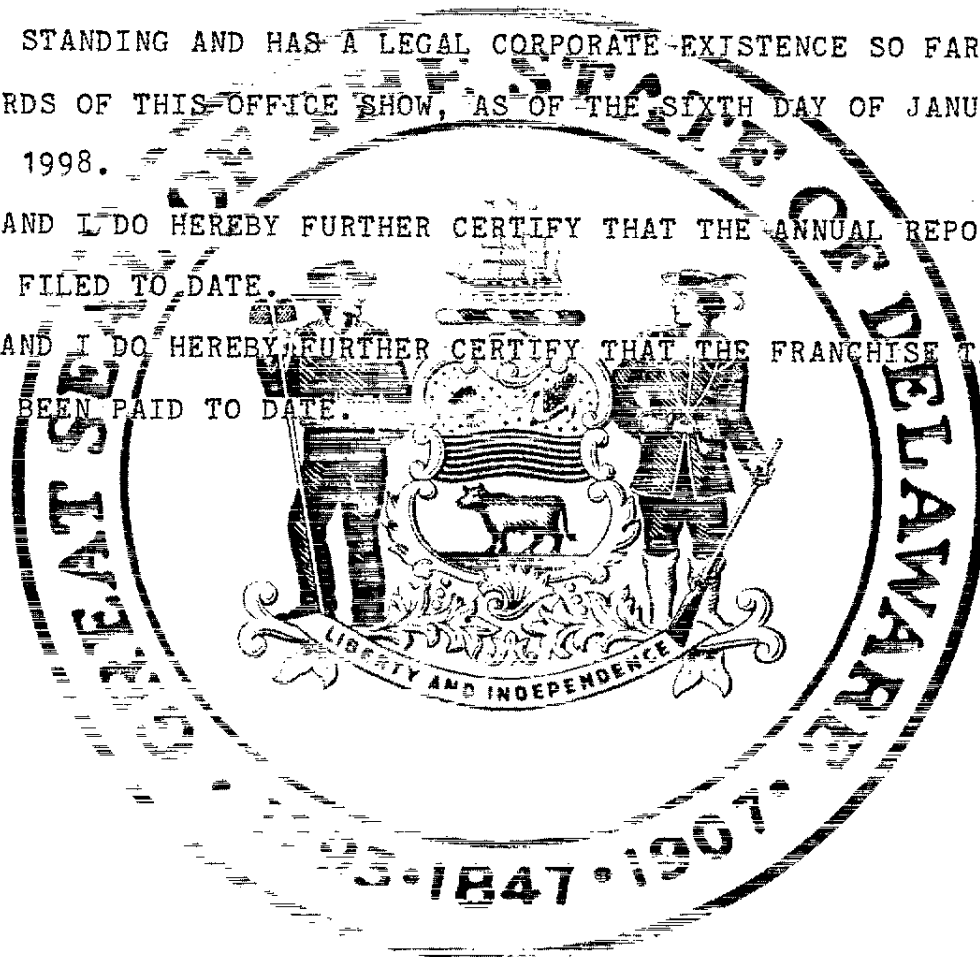
14. David A. Wittwer, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDS DATACOM, 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 SIXTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN - 7 PM 12:04



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8849288

DATE:

01-06-98