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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 660606 4323887

AUTHORIZATION : *Patricia T. Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : January 7, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 660606-100

CUSTOMER NO: 4323887

CUSTOMER: Ms. Joyce Irvine
Bellsouth Enterprises, Inc.
Suite 1800
1155 Peachtree Street, N. E.
Atlanta, GA 30309-3610

200002404122--B

FOREIGN FILINGS

NAME: BELLSOUTH MNS, 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 Harris

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:44
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RECEIVED
98 JAN 20 AM 8:43
DIVISION OF CORPORATION

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 MNS, 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. 01/01/1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, etc.))
7. Suite 1800, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309
(Current mailing address)
8. Managed Network 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: The Prentice-Hall Corporation System, Inc.
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.

By: Deborah D. Skipper, As agent
(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: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Hubert H. Hogeman

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Hubert H. Hogeman, Vice President

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

BELLSOUTH MNS, INC.

ATTACHMENT TO QUALIFICATION DOCUMENTS

DIRECTORS

Richard A. Anderson

Business: Suite 1000, 1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Residence: 2134 Rivercliff Drive
Roswell, Georgia 30076

DOB: 05/23/58

SSN: 407-94-4039

OFFICERS

Phil S. Jacobs, President

Business: Suite 1100, 2727 Paces Ferry Road
Atlanta, Georgia 30339

Residence: 1710 Redbourne Drive
Dunwoody, Georgia 30350

DOB: 04/09/50

SSN: 212-52-5773

Hubert H. Hogeman, Vice President, Secretary and General Counsel

Business: Suite 1100, 2727 Paces Ferry Road
Atlanta, Georgia 30339

Residence: 3841 Glenhurst Drive
Smyrna, Georgia 30080

DOB: 11/07/56

SSN: 041-60-5132

Gary L. Walton, Treasurer

Business: Suite 1925, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Residence: 4348 Allenhurst Dr.
Norcross, GA 30092

DOB: 10/01/47

SSN: 415-80-5742

Joyce Clower Irvine, Assistant Secretary

Business: Suite 1800, 1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Residence: 1849 Old Jackson Rd.
Locust Grove, GA 30248

DOB: 06/28/52

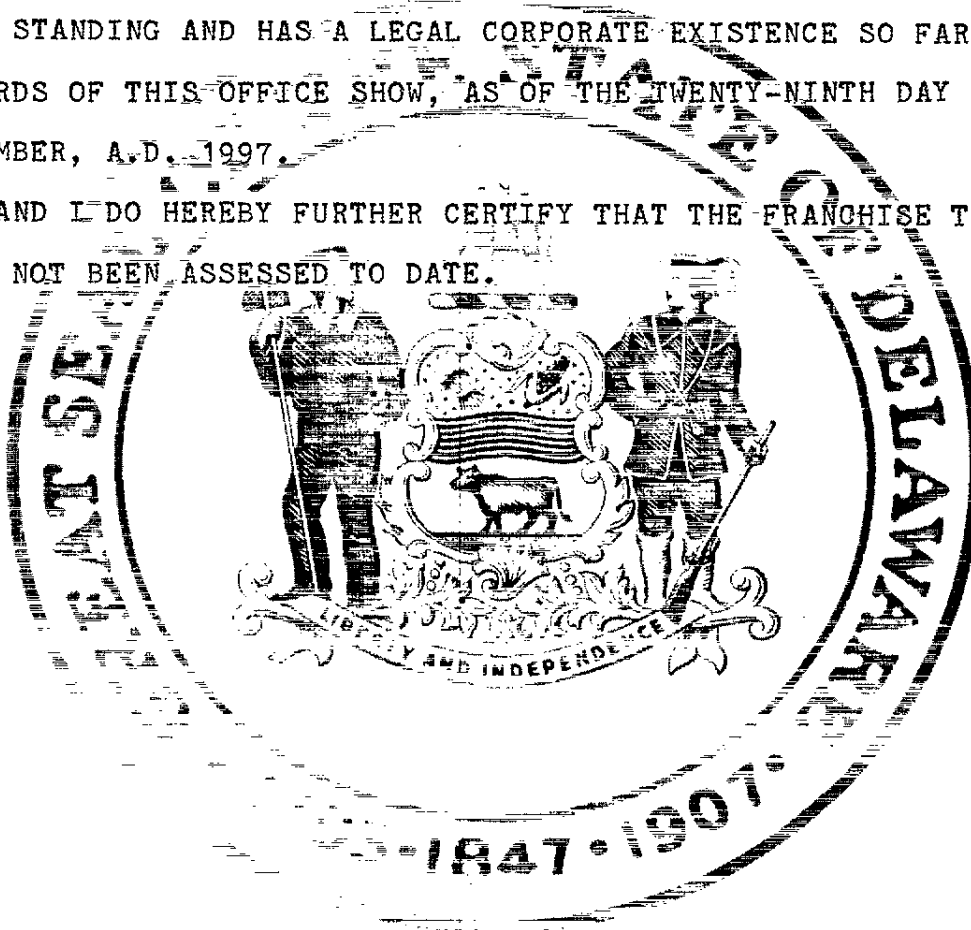
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELLSOUTH MNS, 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-NINTH DAY OF DECEMBER, A.D. 1997.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8838921

DATE: 12-29-97