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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 703209 5048831

AUTHORIZATION : *Patricia Pagan*

COST LIMIT : \$ 70.00

ORDER DATE : February 11, 1998

ORDER TIME : 9:36 AM

ORDER NO. : 703209-065

900002429869--8

CUSTOMER NO: 5048831

CUSTOMER: Ms. Mary M. Mcchesney  
Tele-communications, Inc.  
5619 Dtc Parkway

Englewood, CO 80111-3000

FOREIGN FILINGS

NAME: WESTERN TELE-COMMUNICATIONS,  
INC./RETAIL SALES GROUP

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

DIVISION OF CORPORATION

98 FEB 13 AM 10:56

RECEIVED

98 FEB 13 AM 11:09

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

*mtm*

2/13

# 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. Western Tele-Communications, Inc./Retail Sales Group  
(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. Colorado 3. 84-1337128  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10-19-95 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03-01-98  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5619 DTC Parkway  
Englewood, CO 80111  
(Current mailing address)
8. Resale of long distance services and sale of prepaid calling cards  
(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: Kent P. [Signature]

(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 attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

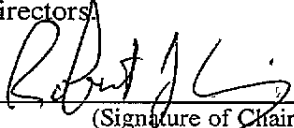
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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98 FEB 13 AM 11:09

**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. Robert J. Lemming, Executive Vice President

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

# WESTERN TELE-COMMUNICATIONS, INC./RETAIL SALES GROUP

Name	Title	Business Address
Larry E. Romrell*	Chief Executive Officer/ President	5619 DTC Parkway Englewood, CO 80111
John C. Malone*	Director	5619 DTC Parkway Englewood, CO 80111
Robert J. Lemming	Executive Vice President/ Chief Operating Officer	5619 DTC Parkway Englewood, CO 80111
C.C. Thomas	Senior Vice President	5619 DTC Parkway Englewood, CO 80111
Donald D. Whiteman	Senior Vice President	5619 DTC Parkway Englewood, CO 80111
Stephen M. Brett*	Vice President/Secretary	5619 DTC Parkway Englewood, CO 80111
David Boileau	Chief Financial Officer/ Vice President	5619 DTC Parkway Englewood, CO 80111
Marie Kalness	Vice President	5619 DTC Parkway Englewood, CO 80111
Jerry Pittman	Vice President	5619 DTC Parkway Englewood, CO 80111
Bernard W. Schotters, II	Vice President/Treasurer	5619 DTC Parkway Englewood, CO 80111
B. Summers	Vice President	5619 DTC Parkway Englewood, CO 80111
Patricia Beckley	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Gary Blaylock	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Nolan Gookin	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Dave Nosler	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Colin R. Stoner	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Mary M. McChesney	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111
Mary S. Willis	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111

\* Directors



# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

WESTERN TELE-COMMUNICATIONS, INC./RETAIL SALES GROUP  
(COLORADO CORPORATION)

FILE # 19951129044 WAS FILED IN THIS OFFICE ON October 19, 1995  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: February 09, 1998

*Victoria Buckley*

SECRETARY OF STATE

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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