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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TelSouth Inc. Of N.C.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jeff Huffman

(Name of Person)

TelSouth Inc Of N.C.

(Firm/Company)

PO Box 655

(Address)

Lincolnton, NC 28093

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jeff Huffman

(Name of Person)

at (704) 735-3342

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To: Division of Corporations

From: TelSouth Inc. of N.C., Jeff Huffman

Date: March 24, 1998

Enclosed please find our filing for Foreign Corporation enclosed along with the proper fees.
Please return the certificate of status to the following address:

TelSouth Inc of N.C.
PO Box 655
Lincolnton, NC 28093
704-735-3342-Daytime
Jeff Huffman

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**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. TelSouth Incorporated of N.C.
(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. North Carolina 3. 56-2071020
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/16/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Estimate 5/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. PO Box 655 Lincolnton, North Carolina 28093

(Current mailing address)
8. Installing and maintaining PayTelephones
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Bob Mills
- Office Address: 1678 West Holden Ave, Suite 272
Orlando, Florida, 32839
(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.

Bob Mills

(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.

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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: Jeff Huffman

Address: 559 Alf Hoover Rd
Lincolnton NC 28092

Vice Chairman: Nickey Maxey

Address: 19 A Bow Circle
Hilton Head Island, SC 29928

Director: Hugh Collins

Address: 8601 Simpson Rd
Knoxville Tn 37729

Director: Alton Huffman

Address: 3274 Labratory Rd
Lincolnton, NC 28092

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

President: Jeff Huffman

Address: 559 Alf Hoover Rd
Lincolnton, NC 28092

Vice President: Nickey Maxey

Address: 19 A Bow Circle
Hilton Head Island, SC 29928

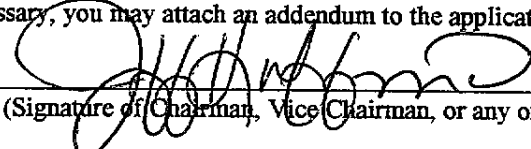
Secretary: Bruce Fly

Address: 19 A Bow Circle
Hilton Head Island, SC 29928

Treasurer: Jeff Huffman

Address: 559 Alf Hoover Rd
Lincolnton, NC 28092

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

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

TELSOUTH INCORPORATED OF N.C.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 16th day of February, 1998, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of March, 1998.

Elaine F. Marshall

Secretary of State

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