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ACCOUNT NO.. : 072100000032

REFERENCE : 792303 7102363

AUTHORIZATION :

COST LIMIT : \$.70.00

Patricia Pizzuto

4/24

ORDER DATE : April 23, 1998

ORDER TIME : 10:05 AM

ORDER NO. : 792303-025

CUSTOMER NO: 7102363

CUSTOMER: Ms. Nicki Canavan
Bellsouth Telecommunications,
4300 Southern Bell Center
675 West Peachtree Street
Atlanta, GA 30375-0001

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DIVISION OF CORPORATIONS
98 APR 24 PM 1:28

500002488545-3

FOREIGN FILINGS

NAME: BELLSOUTH BILLING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
98 APR 24 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. BellSouth Billing, 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. Georgia (State or country under the law of which it is incorporated) 3. applied for (FEI number, if applicable)

4. 4/16/98 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 1998 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 600 North 19th Street, Suite 28B3 Birmingham, Alabama 35203 (Current mailing address)

8. To provide billing services to BellSouth Telecommunications, Inc., affiliates and third parties. (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: [Signature] Corporation Service Company (Registered agent's signature)

Karen B. Rozar, As Its Agent

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: See Exhibit "A" attached hereto and incorporated herein by reference.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit "B" attached hereto and incorporated herein by reference.

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Eric B. Rudolph, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Exhibit "A"

Directors of BellSouth Billing, Inc.

Odie C. Donald
675 W. Peachtree Street
Suite 4514
Atlanta, Georgia 30375

Susan A. McLaughlin
675 W. Peachtree Street
Suite 4500
Atlanta, Georgia 30375

Krista S. Tillman
675 W. Peachtree Street
Suite 4507
Atlanta, Georgia 30375

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Exhibit "B"

Officers of BellSouth Billing, Inc.

C. Fred Hamff, III	President
David Hollett	Vice President
Stephen L. Vinsavich	Vice President, Secretary and General Counsel
Susan O'Bryan	Vice President and Comptroller
F. Wayne French	Treasurer
Paul May	Assistant Treasurer
C. W. Shewbridge, III	Vice President - Taxes
Leanne Harvey	Assistant Vice President - Taxes
Myriam Charles	Assistant Vice President - Taxes
Eric McKinley	Assistant Vice President - Taxes
Eric B. Rudolph	Assistant Secretary
Leigh Ann Dolan	Assistant Secretary

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981060908
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JURISDICTION : GEORGIA
PRINT DATE : 04/16/1998
FORM NUMBER : 211

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ERIC B. RUDOLPH
675 WEST PEACHTREE ST.
SUITE 4300
ATLANTA, GA 30375

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH BILLING, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State