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ACCOUNT NO. : 072100000032

REFERENCE : 206232 4323887

AUTHORIZATION

Patricia Pizjut

COST LIMIT : \$ 70

ORDER DATE : April 15, 1999

ORDER TIME : 10:12 AM

ORDER NO. : 206232-005

CUSTOMER NO: 4323887

800002840278--4

CUSTOMER: Ms. Joyce Irvine
Bellsouth Corporation
Suite 1800
1155 Peachtree Street, NE
Atlanta, GA 30309

FOREIGN FILINGS

NAME: BELLSOUTH SOLUTIONS GROUP,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christine Lillich

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 APR 15 PM 12:17
 mtz
 4/15
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 99 APR 15 AM 11:20
 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 Solutions Group, 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. April 1, 1999 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Has not transacted business in Florida prior to qualification (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. Suite 1800, 1155 Peachtree Street, N.E. Atlanta, Georgia 30309-3610 (Current mailing address)

8. Integrated Sales and Service Center (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] The Prentice Hall Corporation System, Inc. (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 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: _____

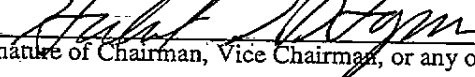
Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS

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. Hubert H. Hogeman, Vice President, Secretary and General Counsel
(Typed or printed name and capacity of person signing application)

BELLSOUTH SOLUTIONS GROUP, INC.

Attachment to Qualification Documents

DIRECTORS:

Francis A. Dramis, Jr.
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Mark L. Feidler
1100 Peachtree Street, N.E.
Atlanta, Georgia 30309-4599

Susan A. McLaughlin
675 West Peachtree Street
Atlanta, Georgia 30375-0001

OFFICERS:

Janice J. Hester, President
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Hubert H. Hogeman, Vice President, Secretary and General Counsel
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Gary L. Walton, Treasurer
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

Joyce Clower Irvine, Assistant Secretary
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

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Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90960006
CONTROL NUMBER : K913675
DATE INC/AUTH/FILED : 04/01/1999
JURISDICTION : GEORGIA
PRINT DATE : 04/06/1999
FORM NUMBER : 211

CSC-ATLANTA
ATTN: HEATHER K. KLINZING
100 PEACHTREE ST STE 660
ATLANTA GA 30303

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

BELLSOUTH SOLUTIONS GROUP, INC.
A DOMESTIC PROFIT CORPORATION

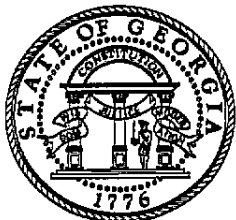
was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution,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



CATHY COX
SECRETARY OF STATE



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