



THE UNITED STATES CORPORATION COMPANY

F99000004821

ACCOUNT NO. : 072100000032

REFERENCE : 370154 5051210

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : September 9, 1999

ORDER TIME : 11:55 AM

ORDER NO. : 370154-010

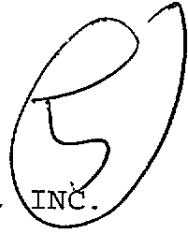
CUSTOMER NO: 5051210

500002991405-3

CUSTOMER: Ms. Tricia Casper
Bellsouth Telecommunications,
675 West Peachtree Street, N.
Suite 4300
Atlanta, GA 30375-0001

FOREIGN FILINGS

NAME: BELLSOUTH CREDIT AND COLLECTIONS MANAGEMENT, INC.



XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamaña Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 4: 33

RECEIVED
99 SEP 20 PM 1:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

Handwritten signature: T/O 9/20/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1999 SEP 30 PM 4:33

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 Credit and Collections Management, 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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 20, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Leigh Ann Dolan, Suite 4300, 675 West Peachtree St., NE
Atlanta, GA 30375
(Current mailing address)

8. To service and collect account receivables for parent company's customer operating units. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company

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:  ASST. VICE PRES
(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: _____

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

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

14. Leigh Ann Dolan, Secretary
(Typed or printed name and capacity of person signing application)

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OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

BellSouth Credit and Collections Management, Inc.

List of Officers

Name: Arthur T. Smith **Title:** President
Bus. Addr.: 675 West Peachtree St., NE, Atlanta, GA 30375

Name: John Pyron **Title:** Vice President
Bus. Addr.: 675 West Peachtree St., NE, Atlanta, GA 30375

Name: Charles Hunnicutt **Title:** Vice President
Bus. Addr.: 1057 Lenox Park Blvd., Atlanta, GA 30319

Name: Claude P. Morton **Title:** Vice President
Bus. Addr.: 3535 Colonnade Pkwy, Room S611, Birmingham, AL 35243

Name: Leigh Ann Dolan **Title:** Secretary/VP/Gen. Counsel
Bus. Addr.: 675 West Peachtree St., NE, Atlanta, GA 30375

Name: Leanne N. Harvey **Title:** Assistant VP- Taxes
Bus. Addr.: 1155 Peachtree St., Atlanta, GA 30309

Name: James L. Pittman **Title:** Treasurer
Bus. Addr.: 1155 Peachtree St., Atlanta, GA 30309

Name: Anita D. Stevenson **Title:** Assistant Treasurer
Bus. Addr.: 1155 Peachtree St., Atlanta, GA 30309

List of Directors

Name: Joerg F. Bauldauf **Term:**
Bus. Addr.: 1057 Lenox Park Boulevard, Atlanta, GA 30319

Name: Nancy A. Smith **Term:**
Bus. Addr.: 600 N. 19th St., Room 12D3, Birmingham, AL 35203

Name: Arthur T. Smith **Term:**
Bus. Addr.: 675 West Peachtree St., NE, Atlanta, GA 30375

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

DOCKET NUMBER : K92360057
CONTROL NUMBER : K934279
DATE INC/AUTH/FILED: 08/20/1999
JURISDICTION : GEORGIA
PRINT DATE : 08/24/1999
FORM NUMBER : 211

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DIVISION OF CORPORATIONS
SEP 20 PM 4:33

BELLSOUTH TELECOMMUNICATIONS, INC.
TRICIA CASPER
675 WEST PEACHTREE ST., N.E., SUITE 4300
ATLANTA, GA 30375

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 CREDIT AND COLLECTIONS MANAGEMENT, 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

Cathy Cox
Secretary of State