



December 19, 2001

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

600004740716--2
-12/27/01--01001--006
****125.00 ****125.00

Re: Creation of two entities: Progress Telecom Corporation and Progress Telecom International, LLC

Dear Sir or Madam:

Enclosed please find organizational documents (an original and one copy) to create two new entities:

- Articles of Incorporation of Progress Telecom Corporation, along with a check for \$78.75 in payment of the \$35 filing fee, the \$35 registered agent fee and \$8.75 for a certified copy of the Articles.
- Articles of Organization of Progress Telecom International, LLC, along with a check for \$125 in payment of the \$100 filing fee and the \$25 registered agent fee.

If both entities cannot be authorized on the same date, please file the corporation documents first. Upon filing, please return the certified copy of the Articles of Incorporation and the documentation for the LLC to my attention at the address below.

Dawn Sutton
Legal Dept. - PEB 17B2
Progress Energy Service Co.
P.O. Box 1551
Raleigh, NC 27602-1551

FILED
01 DEC 27 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
Availability Your cooperation is greatly appreciated!

DCC

Sincerely,

Dawn H. Sutton

Dawn H. Sutton
Senior Paralegal

RA acceptance

Enclosures
102154
W. P. Verity
102154
102154
102154

410 S. Wilmington Street

Tel 919-546-4163

Fax 919-546-2920

5 pages
3010000291681

L03000000191



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 31, 2001

DAUN SUTTON, LEGAL DEPT. PEB 17B2
PROGRESS ENERGY SERVICE CO.
P.O. BOX 1551
RALEIGH, NC 27602-1551

SUBJECT: PROGRESS TELECOM INTERNATIONAL LLC
Ref. Number: W01000029681

We have received your document for PROGRESS TELECOM INTERNATIONAL LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 101A00067650

**ARTICLES OF ORGANIZATION
OF
PROGRESS TELECOM INTERNATIONAL, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is Progress Telecom International LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 363 Thirteenth Avenue South, St. Petersburg, Florida 33701.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the Corporation's initial registered agent is Suzanne C. Goodwin. The street address of the initial registered office of the Corporation is Legal Department, Progress Energy Service Company, LLC, 100 Central Avenue, MAC: CX1D, St. Petersburg, Florida 33701.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by its members.

(Remainder of page intentionally left blank.)

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TALLAHASSEE, FLORIDA

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member of Progress Telecom International, LLC has executed these Articles of Organization as of December 17, 2001.

By: David B. Fountain
David B. Fountain as the incorporator
and authorized representative of
Progress Telecom Corporation,
the sole Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESS ETH:

That Progress Telecom International, LLC desiring to organize under the laws of the State of Florida, has named Suzanne C. Goodwin, located at Legal Department, Progress Energy Service Company, LLC, 100 Central Avenue, MAC: CX1D, St. Petersburg, Florida 33701, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 20th day of December, 2001.

By: Suzanne C. Goodwin
Suzanne C. Goodwin
Registered Agent

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TALLAHASSEE, FLORIDA