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December 29, 1999

VIA FEDERAL EXPRESS

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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Re: Certificate of Authority for ezTel Network Services, LLC

Dear Sir/Madam:

In connection with the above-referenced matter, enclosed please find the following documents:

1. One original and one copy of the Application for Certificate of Authority of a Foreign Limited Liability Company;
2. One Certificate of Good Standing issued by the Mississippi Secretary of State; and
3. A check in the amount of \$155.00 payable to the Florida Department of State in payment of the filing fee and the issuance of the Certificate of Authority.

When the application is accepted for filing, please forward it to the address listed above in the preaddressed, prepaid envelope I have provided. If you have any questions or require additional information regarding this filing, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

Charlotte Lacey

Charlotte Lacey
Legal Assistant to Lance J.M. Steinhart

Enclosures

cc: Mr. Patric Boggs (w/enc)
National Corporate Research, Ltd. (w/enc)

MOO-67

Name	CL-1-62
Availability	
Document	
Signature	
Editor	
Mod. for	
Mod. for	
Acknowledgment	
W. P. H. H. H.	

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. ezTel Network Services, LLC
(Name of foreign limited liability company)
2. Mississippi
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2206908
(FEI number, if applicable)
4. 12/10/99
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 667-D Highway 51 North, Ridgeland, MS 39157

(Street address of principal office)

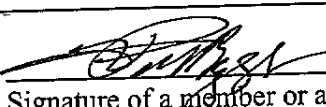
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

667-D Highway 51 North, Ridgeland, MS 39157

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Provide Telecommunication Services


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

T. Marie Boggs

Typed or printed name of signee

FILED
NO JAN -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ezTel Network Services, LLC

2. The name and the Florida street address of the registered agent and office are:

National Corporate Research, Ltd.

(Name)

1406 Hayes Street, Suite 2

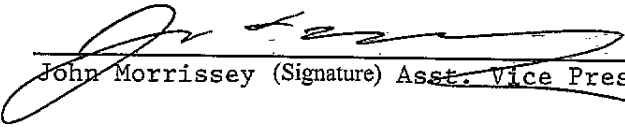
Florida street address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


John Morrissey (Signature) Asst. Vice President

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

FILED

00 JAN -7 PM 5:00

SECRETARY OF STATE

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such the legal custodian of the records as required by The Mississippi Limited Liability Company Act to be filed in my office do hereby certify that:

EZTEL NETWORK SERVICES, LLC

Formed December 10, 1999

A Mississippi Limited Liability Company has filed the necessary documents in this office and has obtained a certificate of formation under the provisions of The Mississippi Limited Liability Company Act as shown by the records in this office.

That the registered office of said Limited Liability Company is located at:

248 E CAPITOL ST #840
JACKSON MS 39201

and that the registered agent at that address is:

NATIONAL CORPORATE RESEARCH, LTD.

I further certify that said Limited Liability Company has paid the fees for filing the above papers required by law as shown by the records of this office and that said Limited Liability Company is in good standing to do business in Mississippi at this time.



Given under my hand
and seal of office
December 28, 1999

A cursive handwritten signature that reads "Eric Clark".

ERIC CLARK,
Secretary of State