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SECRETARY OF STATE
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

372



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 782708 4323887
AUTHORIZATION : *Patricia Papp*
COST LIMIT : \$ 25.00

04 JUL -6 AM 8:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 29, 2004

ORDER TIME : 3:42 PM

PLEASE FILE 2ND***

ORDER NO. : 782708-020

CUSTOMER NO: 4323887

CUSTOMER: Ms. Joyce Irvine
Bellsouth Corporation
Suite 1800
1155 Peachtree Street, Ne.
Atlanta, GA 30309-3610

FOREIGN FILINGS

NAME: BELLSOUTH INTERACTIVE MEDIA
SERVICES, LLC

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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

FILED
04 JUL 06 AM 8:03
TALLAHASSEE, FLORIDA
STATE SECRETARY OF STATE

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: BellSouth Interactive Media Services, LLC
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: August 9, 2001

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? July 1, 2004
5. New name of the limited liability company: BellSouth Entertainment, LLC
6. If the amendment changes the period of duration, indicate new period of duration:
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

BellSouth Telecommunications, Inc., Sole Member

By: Joyce Clower Irvine

Signature of a member or the authorized
representative of a member

Joyce Clower Irvine, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$25.00

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

DOCKET NUMBER : 041840526
PRINT DATE : 07/02/2004
FORM NUMBER : 218

CSC NETWORKS, INC.
DAVID HOLCOMB
900 OLD ROSWELL LAKES PARKWAY
SUITE 310
ROSWELL, GA 30076

CERTIFICATE OF FACT

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

BELLSOUTH ENTERTAINMENT, LLC, A Georgia Limited Liability Company, did merge with and into BELLSOUTH INTERACTIVE MEDIA SERVICES, LLC, a Georgia Limited Liability Company on July 1, 2004. On July 1, 2004, BELLSOUTH INTERACTIVE MEDIA SERVICES, LLC, the surviving entity, changed its name to BELLSOUTH ENTERTAINMENT, LLC.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated within.




Cathy Cox
Secretary of State