

M06000003065

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

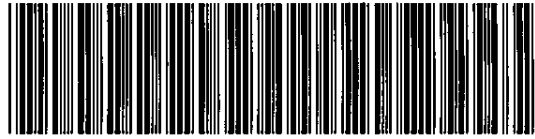
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TALLAHASSEE, FLORIDA

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06 JUN -5 PM 1:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 137429 4323887
AUTHORIZATION : *Spuddean*
COST LIMIT : \$ 125.00

2006 JUN -5 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : May 26, 2006
ORDER TIME : 10:36 AM
ORDER NO. : 137429-020
CUSTOMER NO: 4323887

file record

FOREIGN FILINGS

NAME: BELLSOUTH MNS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

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06 JUN -5 PM 12:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

**This entity converted from a corp to a LLC in Delaware on 6/1/06.*

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

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

FILED
2006 JUN -5 PM 3:09
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

1. BellSouth MNS, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 58-2363753
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 1, 2006 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will exist or "perpetual")

6. June 1, 2006
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2180 Lake Boulevard, NE
Atlanta, GA 30319
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:
See attachment

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: Information
services and customer premises equipment sales

Leanne N. Harvey
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.)

Leanne N. Harvey, Manager
Typed or printed name of signee

**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:

BellSouth MNS, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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, Florida Statutes.

Corporation Service Company

By:



(Signature)

**Sarah K. Drake
as its agent**

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

BELLSOUTH MNS, LLC
(As of June 1, 2006)

Managers:

R. G. Wheelahan, Jr.
2180 Lake Boulevard, NE
Suite 7A737
Atlanta, GA 30319

Martin Chandler
1277 Lenox Park Boulevard, NE
Suite 435
Atlanta, GA 30319

John D. Irwin, Jr.
2180 Lake Boulevard, NE
Suite A1273
Atlanta, GA 30319

D. Scott Stenhouse
2180 Lake Boulevard, NE
Suite 12B01
Atlanta, GA 30319

Leanne N. Harvey
1155 Peachtree Street, NE
Suite 16K
Atlanta, GA 30309

Michael L. Wolf
1155 Peachtree Street, NE
Suite 14K07
Atlanta, GA 30309

Delaware

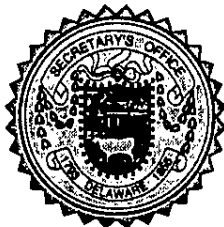
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BELLSOUTH MNS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BELLSOUTH MNS, LLC" WAS FORMED ON THE FIRST DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2837600 8300

060537054

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4794689

DATE: 06-02-06