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FILE REQUEST

July 1, 1998

unisearch inc.

Registration Section

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

600002579326--0

07/02/98--01070--008

***285.00 ***285.00

Type of Filing: Foreign Registration
Subject: Network Billing Systems, L.L.C.
Form(s) Enclosed: Application by Foreign Limited Liability Company
for Authorization to Transact Business in Florida

Affidavit of Membership and Contributions of
Foreign Limited Liability Company

Certificate of Designation of Registered
Agent/Registered Office

Supporting Document(s): New Jersey Good Standing

Check(s) Enclosed: Check No. 3134 - \$285.00

Return Via: Federal Express - Airbill and Envelope Enclosed
Herewith

Filing Method: Expedited if possible

Name	7/1/98
Availability	dcc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Please return to:

Tina Leland
Unisearch, Inc.
101 Capitol Way N., Suite 202
Olympia, WA 98501-1077
800-722-0708
Fax: 800-531-1717

Thank you!

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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. Network Billing Systems, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3590994
(FEI number, if applicable)
4. May 12, 1998
(Date of Organization)
5. December 31, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon registration
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 155 Willowbrook Boulevard
Wayne, NJ 07470
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Interconnect Services Group II, LLC	Member	Pinnacle Communications International, Inc.	Member
155 Willowbrook Blvd.		3751 One San Jose Place, Suite 15	
Wayne, NJ 07470		Jacksonville, FL 32257	
Jonathan Kaufman	Manager	Jack Quinn	Manager
155 Willowbrook Blvd.		155 Willowbrook Blvd.	
Wayne, NJ 07470		Wayne, NJ 07470	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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 98 JUL -2 AM 10:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Network Billing
Systems, L.L.C. certifies:

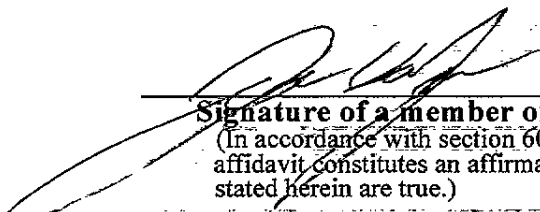
1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$10,000.;

3) if any, the agreed value of property other than cash contributed by member(s) is None;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$10,000.
(This total includes amounts from 2 and 3 above.)

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CLERK OF STATE
TALLAHASSEE, FLORIDA


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

Jonathan Kaufman, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Network Billing Systems, L.L.C.

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

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

Tallahassee

FL

32301


City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 AM 10:25

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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.



Tina Leland (Signature) Assistant Secretary for
NRAI Services, Inc.

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

NETWORK BILLING SYSTEMS, L.L.C.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on May 12, 1998.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

Jonathan Kaufman
155 Willowbrook Blvd
Wayne, NJ 07470

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -2 AM 10:25

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

NETWORK BILLING SYSTEMS, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
26th day of June, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State