

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

DOCKET NUMBER : 060801815
CONTROL NUMBER : J316739
DATE INC/AUTH/FILED: 08/12/1983
JURISDICTION : GEORGIA
PRINT DATE : 03/21/2006
FORM NUMBER : 215

CORPORATION SERVICE COMPANY
POLLYE JANISSE
1201 HAYS ST.
TALLAHASSEE, FL 32301

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

BELLSOUTH TELECOMMUNICATIONS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

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 herein.




Cathy Cox
Secretary of State

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

DOCKET NUMBER : 041820706
CONTROL NUMBER : J316739
EFFECTIVE DATE : 06/30/2004
REFERENCE : 0070
PRINT DATE : 06/30/2004
FORM NUMBER : 411

BELLSOUTH CORPORATION
JOYCE CLOWER IRVINE
1155 PEACHTREE ST., NE, STE. 1800
ATLANTA GA 303093610

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.


Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BELLSOUTH PUBLIC COMMUNICATIONS, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

CERTIFICATE OF MERGER
OF
BELLSOUTH PUBLIC COMMUNICATIONS, INC.
A GEORGIA CORPORATION,
INTO
BELLSOUTH TELECOMMUNICATIONS, INC.
A GEORGIA CORPORATION

It is hereby certified, pursuant to the provisions of Section 14-2-1101 et seq. of the Georgia Business Corporation Code, that:

1.

The constituent business entities participating in the merger herein certified are:

(i) BellSouth Public Communications, Inc., which was incorporated under the laws of the State of Georgia on August 23, 1996; and,

(ii) BellSouth Telecommunications, Inc., which was incorporated under the laws of the State of Georgia on August 12, 1983 as Southern Bell Telephone and Telegraph Company and which changed its name to BellSouth Telecommunications, Inc. at the close of business on December 31, 1991.

2.

The merger of BellSouth Public Communications, Inc., a Georgia corporation, with and into BellSouth Telecommunications, Inc., a Georgia corporation, is permitted by the Georgia Business Corporation Code and has been authorized in compliance with said laws.

3.

The name of the surviving corporation in the merger herein certified is BellSouth Telecommunications, Inc., a Georgia corporation (the "Surviving Corporation"), which shall continue its existence as said Surviving Corporation as BellSouth Telecommunications, Inc. upon the effective date of said merger.

4.

The merger herein certified shall be effective upon the close of business on June 30, 2004.

5.

The Articles of Incorporation of BellSouth Telecommunications, Inc., a Georgia corporation, shall continue to be the Articles of Incorporation of said Surviving

Corporation until further amended and changed pursuant to the provisions of the Georgia Business Corporation Code.

6.

The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: c/o Joyce Clower Irvine, Suite 1800, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610.

7.

A copy of the aforesaid Agreement and Plan of Merger shall be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent entities.

8.

The merger was duly approved by the Sole Shareholder and the Board of Directors of BellSouth Public Communications, Inc. and by the Sole Shareholder and the Board of Directors of BellSouth Telecommunications, Inc. as of the 11th day of June, 2004.

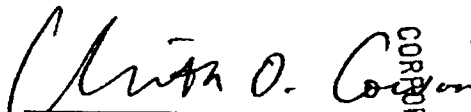
9.

This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing this Certificate of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated: June 25, 2004

BELLSOUTH TELECOMMUNICATIONS, INC.,
a Georgia corporation and Surviving Corporation

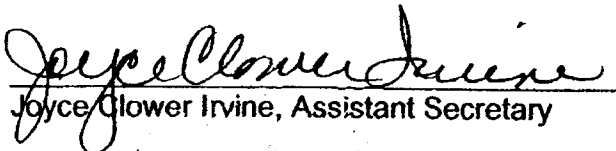
By:



Keith O. Cowan, President

SECRETARY OF STATE
2004 JUN 30 P 2:36
CORPORATIONS DIVISION

Attest:


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

BELLSOUTH PUBLIC COMMUNICATIONS, INC.,
a Georgia corporation

By: Rachel K. Russell
Rachel K. Russell, President

Attest:

Joyce Clower Irvine
Joyce Clower Irvine, Assistant Secretary
[Corporate Seal]

SECRETARY OF STATE
2004 JUN 30 P 2:36
CORPORATIONS DIVISION

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

DOCKET NUMBER : 040720254
CONTROL NUMBER : J316739
EFFECTIVE DATE : 02/29/2004
REFERENCE : 0048
PRINT DATE : 03/12/2004
FORM NUMBER : 411

JOYCE CLOWER IRVINE
BELLSOUTH CORPORATION, LEGAL DEPT.
1155 PEACHTREE ST., N.E.
ATLANTA GA 303093610

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

FOUR DECKS, L.L.C., A GEORGIA LIMITED LIABILITY COMPANY




CATHY COX
SECRETARY OF STATE

J316739
40720254

CERTIFICATE OF MERGER
OF
FOUR DECKS, L.L.C., 246617
A GEORGIA LIMITED LIABILITY COMPANY,
INTO
BELLSOUTH TELECOMMUNICATIONS, INC.,
A GEORGIA CORPORATION

It is hereby certified, pursuant to the provisions of Section 14-2-1101 et seq. of the Georgia Business Corporation Code and Section 14-11-901 et seq. of the Georgia Limited Liability Company Act, that:

1.

The constituent business entities participating in the merger herein certified are:

- (i) Four Decks, L.L.C., which was organized under the laws of the State of Georgia on September 12, 2002 as North Springs Station Holdings, L.L.C. and which changed its name to Four Decks, L.L.C. at the close of business on December 31, 2003; and,
- (ii) BellSouth Telecommunications, Inc., which was incorporated under the laws of the State of Georgia on August 12, 1983 as Southern Bell Telephone and Telegraph Company and which changed its name to BellSouth Telecommunications, Inc. at the close of business on December 31, 1991.

2.

The merger of Four Decks, L.L.C., a Georgia limited liability company, with and into BellSouth Telecommunications, Inc., a Georgia corporation, is permitted by the Georgia Limited Liability Company Act and the Georgia Business Corporation Code and has been authorized in compliance with said laws.

3.

The name of the Surviving Corporation in the merger herein certified is BellSouth Telecommunications, Inc., a Georgia corporation (the "Surviving Corporation"), which shall continue its existence as said Surviving Corporation as BellSouth Telecommunications, Inc. upon the effective date of the merger.

4.

The merger herein certified shall be effective upon the close of business on February 29, 2004.

5.

The Articles of Incorporation of BellSouth Telecommunications, a Georgia corporation, shall continue to be the Articles of Incorporation of said Surviving Corporation until further amended and changed pursuant to the provisions of the Georgia Business Corporation Code.

6.

The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: c/o Joyce Clower Irvine, Suite 1800, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309.

7.

A copy of the aforesaid Agreement and Plan of Merger shall be furnished by the aforesaid Surviving Corporation, on request and without cost, to any Member or Shareholder of each of the aforesaid constituent entities.

8.

The merger was duly approved by the Sole Member and Sole Manager of Four Decks, L.L.C. as of the 6th day of February, 2004. The merger was duly approved by the Sole Shareholder and the Board of Directors of BellSouth Telecommunications, Inc. as of the 6th day of February, 2004.

9.

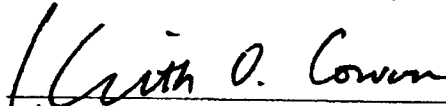
This Article constitutes an undertaking by the Surviving Corporation that the request for publication of a notice of filing this Certificate of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated: February 6, 2004

BELLSOUTH TELECOMMUNICATIONS, INC.
A Georgia corporation and Surviving Corporation

Attest:

By:

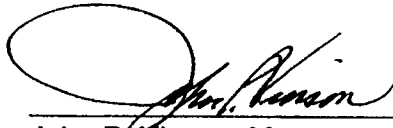

Keith O. Cowan, President

[Corporate Seal]


Joyce Clower Irvine, Assistant Secretary

SECRETARY OF STATE
2004 FEB 26
CORPORATIONS DIVISION

FOUR DECKS, L.L.C.,
a Georgia limited liability company

By: 

John P. Vinson, Manager

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

DOCKET NUMBER : 031140294
CONTROL NUMBER : J316739
EFFECTIVE DATE : 03/31/2003
REFERENCE : 0077
PRINT DATE : 04/24/2003
FORM NUMBER : 411

JOYCE CLOWER IRVINE
BELLSOUTH CORPORATION
#180,1155 PEACHTREE ST. NE
ATLANTA GA 303093610

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.


Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BELLSOUTH INTERNET EXCHANGE, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

**CERTIFICATE OF MERGER
OF
BELLSOUTH INTERNET EXCHANGE, INC.,
A GEORGIA CORPORATION,
INTO
BELLSOUTH TELECOMMUNICATIONS, INC.
A GEORGIA CORPORATION**

It is hereby certified, pursuant to the provisions of Section 14-2-1101 et seq. of the Georgia Business Corporation Code, that:

1.

The constituent business entities participating in the merger herein certified are:

(i) BellSouth Internet Exchange, Inc., which was incorporated under the laws of the State of Georgia on April 13, 2001; and,

(ii) BellSouth Telecommunications, Inc., which was incorporated under the laws of the State of Georgia on August 12, 1983 as Southern Bell Telephone and Telegraph Company and which changed its name to BellSouth Telecommunications, Inc. at the close of business on December 31, 1991.

2.

The merger of BellSouth Internet Exchange, Inc., a Georgia corporation, with and into BellSouth Telecommunications, Inc., a Georgia corporation, is permitted by the Georgia Business Corporation Code and has been authorized in compliance with said laws.

3.

The name of the surviving corporation in the merger herein certified is BellSouth Telecommunications, Inc., a Georgia corporation (the "Surviving Corporation"), which shall continue its existence as said Surviving Corporation as BellSouth Telecommunications, Inc. upon the effective date of said merger.

4.

The merger herein certified shall be effective upon the close of business on March 31, 2003.

5.

The Articles of Incorporation of BellSouth Telecommunications, Inc., a Georgia corporation, shall continue to be the Articles of Incorporation of said Surviving

Corporation until further amended and changed pursuant to the provisions of the Georgia Business Corporation Code.

6.

The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: c/o Joyce Clower Irvine, Suite 1800, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610.

7.

A copy of the aforesaid Agreement and Plan of Merger shall be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent entities.

8.

The merger was duly approved by the Sole Shareholder and the Board of Directors of BellSouth Internet Exchange, Inc. and by the Sole Shareholder and the Board of Directors of BellSouth Telecommunications, Inc. as of the 21st day of March, 2003.

9.

This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing this Certificate of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated: March 27, 2003

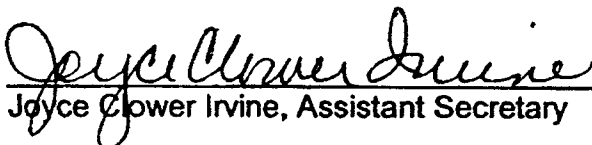
BELLSOUTH TELECOMMUNICATIONS, INC.,
a Georgia corporation and Surviving Corporation

By:



R. D. Odom, Jr., President

Attest:


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

- 2 -

CORPORATIONS DIVISION


2003 MAR 31 P 2:38

SECRETARY OF STATE

BELLSOUTH INTERNET EXCHANGE, INC., a
Georgia corporation

By: 
William L. Smith, Executive Vice President

Attest:


Joyce Clower Irvine, Assistant Secretary
[Corporate Seal]

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

DOCKET NUMBER : 023650332
CONTROL NUMBER : J316739
EFFECTIVE DATE : 12/31/2002
REFERENCE : 0048
PRINT DATE : 12/31/2002
FORM NUMBER : 411

KILPATRICK STOCKTON LLP
TAMMY D. THOMAS
1100 PEACHTREE STREET, SUITE 2800
ATLANTA GA 303094530

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BELLSOUTH.NET INC., A DELAWARE CORPORATION




CATHY COX
SECRETARY OF STATE

J316739
23650332

CERTIFICATE OF MERGER
OF
BELLSOUTH.NET INC., K610979
A DELAWARE CORPORATION,
AND
BELLSOUTH TELECOMMUNICATIONS, INC., J316739
A GEORGIA CORPORATION

It is hereby certified, pursuant to the provisions of Section 14-2-1105 and Section 14-2-1107 of the Georgia Business Corporation Code, that:

1.

The constituent business corporations participating in the merger herein certified are:

(i) BellSouth Telecommunications, Inc., which was incorporated under the laws of the State of Georgia as Southern Bell Telephone and Telegraph Company on August 12, 1983, and changed its name to BellSouth Telecommunications, Inc. at the close of business on December 31, 1991; and,

(ii) BellSouth.net Inc., which was incorporated under the laws of the State of Delaware on February 26, 1996 and which was qualified to transact business in the State of Georgia on March 25, 1996.

2.

The merger of BellSouth.net Inc., a Delaware corporation, with and into BellSouth Telecommunications, Inc., a Georgia corporation, is permitted by the General Corporation Law of the State of Delaware and by the Georgia Business Corporation Code and has been authorized in compliance with said laws.

3.

The name of the surviving corporation in the merger herein certified is BellSouth Telecommunications, Inc., a Georgia corporation (the "Surviving Corporation"), which shall continue its existence as said Surviving Corporation as BellSouth Telecommunications, Inc. upon the effective date of said merger.

4.

The merger herein certified shall be effective as of 11:59 p.m. on December 31, 2002.

5.

The Articles of Incorporation of BellSouth Telecommunications, Inc., the Georgia corporation, shall continue to be the Articles of Incorporation of said Surviving

Corporation until further amended and changed pursuant to the provisions of the Georgia Business Corporation Code.

6.

The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: c/o Mary Jo Peed, Esq., Suite 4300, 675 West Peachtree Street, N.E., Atlanta, Georgia 30375.

7.

A copy of the aforesaid Agreement and Plan of Merger shall be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.

8.

The merger was duly approved by the Sole Shareholder and Board of Directors of BellSouth Telecommunications, Inc., the Georgia corporation, on December 16, 2002. The merger was duly approved by the Sole Shareholder and Board of Directors of BellSouth.net Inc., the Delaware corporation, on December 16, 2002.

9.

This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing this Certificate of Merger and payment therefor will be made as required by Subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated: December 18, 2002.

BELLSOUTH TELECOMMUNICATIONS, INC.,
a Georgia Corporation and Surviving Corporation

By:

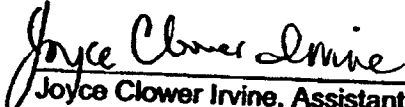

Mary Jo Peed, Vice President

REGISTRAR
CORPORATIONS DIVISION

2002 DEC 31 A 10:10

SECRETARY OF STATE

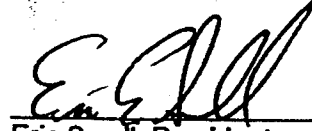
Attest:


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

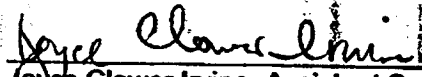
BELLSOUTH.NET INC.
a Delaware corporation

By:



Eric Small, President

Attest:


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

SECRETARY OF STATE
2002 DEC 31 A 10:10
CORPORATIONS DIVISION

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

DOCKET NUMBER : 010940631
CONTROL NUMBER : J316739
EFFECTIVE DATE : 03/31/2001
REFERENCE : 0048
PRINT DATE : 04/04/2001
FORM NUMBER : 411

BELLSOUTH CORPORATION
LEGAL DEPARTMENT - SUITE 1800
1155 PEACHTREE STREET, N.E.
ATLANTA GA 303093610

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BELLSOUTH SOLUTIONS GROUP, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

J316739
10940631

CERTIFICATE OF MERGER
OF
BELLSOUTH SOLUTIONS GROUP, INC.
A GEORGIA CORPORATION,
INTO
BELLSOUTH TELECOMMUNICATIONS, INC.
A GEORGIA CORPORATION

It is hereby certified, pursuant to the provisions of Section 14-2-1101 et seq. of the Georgia Business Corporation Code, that:

K913675

1.

The constituent business entities participating in the merger herein certified are:

(i) BellSouth Solutions Group, Inc., which was incorporated under the laws of the State of Georgia on April 1, 1999; and,

(ii) BellSouth Telecommunications, Inc., which was incorporated under the laws of the State of Georgia on August 12, 1983 as Southern Bell Telephone and Telegraph Company and changed its name to BellSouth Telecommunications, Inc. as of the close of business on December 31, 1991.

2.

The merger of BellSouth Solutions Group, Inc., a Georgia corporation, with and into BellSouth Telecommunications, Inc., a Georgia corporation, is permitted by the Georgia Business Corporation Code and has been authorized in compliance with said laws.

3.

The name of the surviving corporation in the merger herein certified is BellSouth Telecommunications, Inc., a Georgia corporation (the "Surviving Corporation"), which shall continue its existence as said Surviving Corporation as BellSouth Telecommunications, Inc. upon the effective date of said merger.

4.

The merger herein certified shall be effective upon the close of business on ~~March 31, 2001~~.

5.

The Articles of Incorporation of BellSouth Telecommunications, Inc., a Georgia corporation, shall continue to be the Articles of Incorporation of said Surviving Corporation until further amended and changed pursuant to the provisions of the Georgia Business Corporation Code.

6.

The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: c/o Leigh Ann Dolan, Suite 4300, 675 West Peachtree Street, N.E., Atlanta, Georgia 30375.

7.

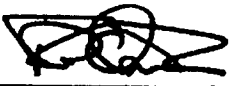
A copy of the aforesaid Agreement and Plan of Merger shall be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent entities.

8.

The merger was duly approved by the Sole Shareholder and the Board of Directors of BellSouth Solutions Group, Inc. and by the Sole Shareholder and the Board of Directors of BellSouth Telecommunications, Inc. as of the 26th day of March, 2001.

Dated: March 28, 2001

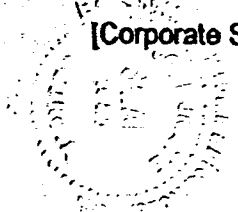
BELLSOUTH TELECOMMUNICATIONS, INC.,
a Georgia corporation and Surviving Corporation

By: 
Roderick D. Odom, Jr., President

Attest:


Leigh Ann Dolan, Assistant Secretary

[Corporate Seal]



REGISTRATION DIVISION
01 MAR 30 PM 3:35
SECRETARY OF STATE

BELLSOUTH SOLUTIONS GROUP, INC., a
Georgia corporation

By: Isaiah Harris, Jr.
Isaiah Harris, Jr., Executive Vice President

Attest:

Loyce Clower Irvine
Loyce Clower Irvine, Assistant Secretary

[Corporate Seal]

CERTIFICATE OF OFFICER
PURSUANT TO SECTION 14-2-1105.1(a) OF
THE GEORGIA BUSINESS CORPORATION CODE

Pursuant to the provisions of Section 14-2-1105.1(a) of the Georgia Business Corporation Code, the undersigned, the Assistant Secretary of BellSouth Telecommunications, Inc., hereby certifies that the request for publication of a notice of merger and payment therefore have been made as required by Section 14-2-1105.1(b).

The undersigned officer has caused this certificate to be duly executed the 30th day of March, 2001.

BELLSOUTH TELECOMMUNICATIONS, INC.

By:



Leigh Ann Dolan, Assistant Secretary

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

DOCKET NUMBER : 003630725
CONTROL NUMBER : J316739
EFFECTIVE DATE : 12/31/2000
REFERENCE : 0045
PRINT DATE : 12/29/2000
FORM NUMBER : 411

PARANET CORPORATION SERVICES, INC.
JEFF HIGDON
3761 VENTURE DR., STE. 260
DULUTH GA 30096

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BBS HOLDINGS, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

3630725

12308674

314739

CERTIFICATE OF MERGER
OF
BBS HOLDINGS, INC.
A GEORGIA CORPORATION,
INTO
BELLSOUTH TELECOMMUNICATIONS, INC.
A GEORGIA CORPORATION

It is hereby certified, pursuant to the provisions of Section 14-2-1101 et seq. of the Georgia Business Corporation Code, that:

1.

The constituent business entities participating in the merger herein certified are:

(i) BBS Holdings, Inc., which was incorporated under the laws of the State of Georgia on April 15, 1993 as BSAN/BSSI/IMSI Holdings, Inc., changed its name to BellSouth Business Systems, Inc. as of the close of business on June 30, 1993, and then changed its name again to BBS Holdings, Inc. on January 1, 1994; and,

(ii) BellSouth Telecommunications, Inc., which was incorporated under the laws of the State of Georgia on August 12, 1983 as Southern Bell Telephone and Telegraph Company and changed its name to BellSouth Telecommunications, Inc. as of the close of business on December 31, 1991.

2.

The merger of BBS Holdings, Inc., a Georgia Corporation, with and into BellSouth Telecommunications, Inc., a Georgia corporation, is permitted by the Georgia Business Corporation Code and has been authorized in compliance with said laws.

3.

The name of the surviving corporation in the merger herein certified is BellSouth Telecommunications, Inc., a Georgia corporation (the "Surviving Corporation"), which shall continue its existence as said Surviving Corporation as BellSouth Telecommunications, Inc. upon the effective date of said merger.

4.

The merger herein certified shall be effective upon the close of business on December 31, 2000.

5.

The Articles of Incorporation of BellSouth Telecommunications, Inc., a Georgia corporation, shall continue to be the Articles of Incorporation of said Surviving Corporation until further amended and changed pursuant to the provisions of the Georgia Business Corporation Code.

The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows: c/o Leigh Ann Dolan, Suite 4300, 675 West Peachtree Street, N.E., Atlanta, Georgia 30375.

7.

A copy of the aforesaid Agreement and Plan of Merger shall be furnished by the aforesaid Surviving Corporation, on request and without cost, to any stockholder of each of the aforesaid constituent entities.

8.

The Secretary of State of Georgia is hereby appointed as agent of the Surviving Corporation upon whom service of process in the State of Georgia in any action, suit, or proceeding for the enforcement of an obligation of BBS Holdings, Inc. may be served. A copy of said service of process may be mailed to the Surviving Corporation in Georgia as follows: c/o Mary Jo Peed, Suite 4300, 675 West Peachtree Street, N.E., Atlanta, Georgia 30375.

9.

The merger was duly approved by the Sole Shareholder and the Board of Directors of BBS Holdings, Inc. and by the Board of Directors of BellSouth Telecommunications, Inc. on the 1st day of December, 2000.

Dated: December 27, 2000

BELLSOUTH TELECOMMUNICATIONS, INC.,
a Georgia corporation and Surviving Corporation

By:



Roderick D. Odom, Jr., President

Attest:


Leigh Ann Dolan, Assistant Secretary

[Corporate Seal]

- 2 -

CORPORATIONS DIVISION

00 DEC 28 PM 2:20

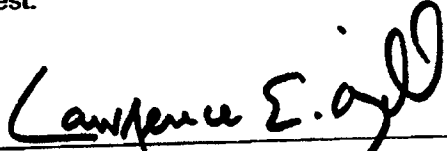
SECRETARY OF STATE

BBS HOLDINGS, INC., a Georgia corporation

By:


Fredrick K. Shanman, President

Attest:


Lawrence E. Gill, Secretary

[Corporate Seal]

CERTIFICATE OF OFFICER
PURSUANT TO SECTION 14-2-1105.1(a) OF
THE GEORGIA BUSINESS CORPORATION CODE

Pursuant to the provisions of Section 14-2-1105.1(a) of the Georgia Business Corporation Code, the undersigned, the Assistant Secretary of BellSouth Telecommunications, Inc., hereby certifies that the request for publication of a notice of merger and payment therefore have been made as required by Section 14-2-1105.1(b).

The undersigned officer has caused this certificate to be duly executed the 27th day of December, 2000.

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 
Leigh Ann Dolan, Assistant Secretary

J316739

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983060846
CONTROL NUMBER: 8316739
EFFECTIVE DATE: 10/31/1998
REFERENCE : 0091
PRINT DATE : 11/02/1998
FORM NUMBER : 411

ERIC B. RUDOLPH
4254 WICKERSHAM DRIVE, N.W.
ATLANTA GA 30327

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

BELLSOUTH TELECOMMUNICATIONS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

BELLSOUTH NETWORK SOLUTIONS, INC., A GEORGIA CORPORATION



Lewis A. Massey

LEWIS A. MASSEY
SECRETARY OF STATE

983060846

ARTICLES OF MERGER
OF
BELLSOUTH NETWORK SOLUTIONS, INC. 8613873
WITH AND INTO
BELLSOUTH TELECOMMUNICATIONS, INC. 8316739

I.

The name of the surviving corporation is BellSouth Telecommunications, Inc., a Georgia corporation ("BellSouth Telecommunications").

II.

A copy of the Plan of Merger (the "Plan of Merger") between BellSouth Network Solutions, Inc., a Georgia corporation ("BellSouth Network Solutions") and BellSouth Telecommunications pursuant to which BellSouth Network Solutions is to be merged with and into BellSouth Telecommunications (the "Merger"), is attached hereto as Exhibit "A".

III.

BellSouth Network Solutions is a wholly-owned subsidiary of BellSouth Telecommunications and no approval of the Plan of Merger by the sole shareholders of BellSouth Network Solutions or BellSouth Telecommunications was required.

IV.

As set forth in the Plan of Merger, the Merger shall, following the filing of these Articles of Merger with the Secretary of State of the State of Georgia, become effective at twelve o'clock midnight Atlanta, Georgia time on October 31, 1998.


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of BellSouth Network Solutions and BellSouth Telecommunications this 26th day of October, 1998.

BELLSOUTH NETWORK SOLUTIONS, INC.



William L. Smith, President

BELLSOUTH TELECOMMUNICATIONS, INC.



Charles B. Coe, President

PLAN OF MERGER
OF
BELLSOUTH NETWORK SOLUTIONS, INC.
WITH AND INTO
BELLSOUTH TELECOMMUNICATIONS, INC.

THIS PLAN OF MERGER (the "Plan of Merger") between BellSouth Network Solutions, Inc., a Georgia corporation ("BellSouth Network Solutions") and BellSouth Telecommunications, Inc., a Georgia Corporation ("BellSouth Telecommunications"), which corporations are hereinafter sometimes referred to as the "Constituent Corporations";

WITNESSETH:

WHEREAS, BellSouth Network Solutions was incorporated as BellSouth Advanced Networks, Inc. on September 22, 1986 under the Georgia Business Corporation Code, changing its name to BellSouth Network Solutions, Inc. on May 7, 1995;

WHEREAS, BellSouth Network Solutions is a wholly-owned subsidiary of BellSouth Telecommunications;

WHEREAS, the Boards of Directors of BellSouth Network Solutions and BellSouth Telecommunications deem it to be in the best interests of the Constituent Corporations and their shareholders that BellSouth Network Solutions merge with and into BellSouth Telecommunications in accordance with the laws of the State of Georgia (the "Merger");

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge pursuant to the laws of the State of Georgia into a single surviving corporation, which shall be BellSouth Telecommunications; and the Constituent Corporations hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Constituent Corporations as follows:

I.

MERGER

On the Merger Date (as hereinafter defined), BellSouth Network Solutions shall be merged with and into BellSouth Telecommunications and the separate existence of BellSouth Network Solutions shall cease. BellSouth Telecommunications shall be the

surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall continue its existence under the laws of the State of Georgia.

II.

ARTICLES OF INCORPORATION

The Restated Articles of Incorporation of BellSouth Telecommunications in effect immediately prior to the Merger shall continue to the Articles of Incorporation of the Surviving Corporation after the Merger until further amended.

III.

BYLAWS

The Bylaws of BellSouth Telecommunications in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until amended.

IV.

OFFICERS AND DIRECTORS

The officers and directors of BellSouth Telecommunications holding office immediately prior to the Merger shall continue to be respectively the officers and directors of the Surviving Corporation after the Merger.

V.

MANNER AND BASIS OF CONVERTING SHARES

(a) Upon the effectiveness of the Merger, the outstanding share or shares of capital stock of BellSouth Network Solutions shall be canceled and retired and no cash or securities or other property shall be issued in the Merger in respect thereof.

(b) The Merger shall have no effect on the outstanding share of capital stock of BellSouth Telecommunications; and such share of capital stock of BellSouth Telecommunications outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

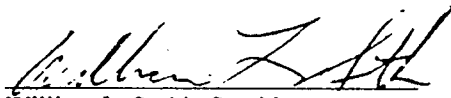
VI.

EFFECTIVE TIME OF MERGER

The Merger shall, following the filing of the Articles of Merger with the Georgia Secretary of state, become effective by operation of law without further act or deed upon the part of the Constituent Corporations at twelve o'clock midnight, Atlanta, Georgia time on October 31, 1998; and the term "Merger Date" as used herein, shall mean such date and time.

IN WITNESS WHEREOF, each of the Constituent Corporations has duly caused this Plan of Merger to be executed by its duly authorized officer, this 26th day of October, 1998.

BellSouth Network Solutions, Inc.



William L. Smith, President

BellSouth Telecommunications, Inc.



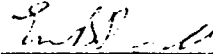
Charles B. Coe, President

SECRETARY OF STATE
OCT 27 2 23 PM '98
BSN (9)

CERTIFICATE

I, Eric B. Rudolph, an Assistant Secretary of BellSouth Telecommunications, Inc., a Georgia corporation, do hereby certify that a notice of intent to file the Articles of Merger of BellSouth Network Solutions, Inc. with and into BellSouth Telecommunications, Inc., and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the Company this 27th day of October, 1998.



Eric B. Rudolph
Assistant Secretary

[SEAL]

SECRETARY OF STATE
OCT 27 2 23 PM '98
BSI 107

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1538

DOCKET NUMBER : 920500055
CONTROL NUMBER: 8316739
EFFECTIVE DATE: 02/10/1992
REFERENCE : 072
PRINT DATE : 02/10/1992
FORM NUMBER : 115

BELLSOUTH TELECOMMUNICATIONS, INC.
4506-675 WEST PEACHTREE STREET
ATLANTA, GEORGIA 30375

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

BELLSOUTH TELECOMMUNICATIONS, INC.
a domestic profit corporation

have been duly restated and amended by the filing of articles of restatement in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE



CEMETERIES
656-3079

CORPORATIONS
454-2817

CORPORATIONS HOTLINE
404-656-7722

Y316739
92050055

ARTICLES OF RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
BELLSOUTH TELECOMMUNICATIONS, INC.

I.

The name of the Corporation is BellSouth Telecommunications, Inc. (the "Corporation"). The Corporation was incorporated on August 12, 1983, and its charter number is 8316739.

II.

The Restated Articles of Incorporation of the Corporation shall read as follows:

RESTATED ARTICLES OF INCORPORATION OF
BELLSOUTH TELECOMMUNICATIONS, INC.

1.

The name of the Corporation is BellSouth Telecommunications, Inc.

2.

The Corporation shall have perpetual duration.

3.

The Corporation is organized for the purposes of providing telecommunications services and ancillary products and services and engaging in any lawful business under the Georgia Business Corporation Code.

4.

The aggregate number of shares which the Corporation shall have authority to issue is one (1), which shall be a common share of no par value.

5.

No shareholder shall have any preemptive right to subscribe for or to purchase any shares or other securities issued by the Corporation.

6.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her duty of care or any other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or constituting intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit.

III.

Pursuant to O.C.G.A. §14-2-1007, attached hereto is a Certificate of an Assistant Secretary of the Corporation regarding approval of the Restated Articles of Incorporation.

IV.

The Restated Articles of Incorporation of BellSouth Telecommunications, Inc. supersede the Articles of Incorporation of SBT&T Co. filed with the Secretary of State of Georgia on August 12, 1983, and all amendments thereto.

In witness whereof, these Articles of Restatement have been executed on behalf of BellSouth Telecommunications, Inc. this 10th day of February, 1992.

BellSouth Telecommunications, Inc.

By: B. F. Skinner
B. F. Skinner, Chairman

CERTIFICATE

I, Eric B. Rudolph, an Assistant Secretary of BellSouth Telecommunications, Inc., a Georgia corporation, hereby certify that:

1. The Restated Articles of Incorporation of BellSouth Telecommunications, Inc. (the "Restated Articles") contain amendments to the Articles of Incorporation of BellSouth Telecommunications, Inc. requiring shareholder approval.
2. The Restated Articles were duly adopted by the shareholder of BellSouth Telecommunications, Inc. in accordance with O.C.G.A. §14-2-1003.

IN WITNESS WHEREOF, I have hereunder fixed my signature and the seal of BellSouth Telecommunications, Inc. this 10th day of February, 1992.


Assistant Secretary

[SFAL]

STATE OF GEORGIA
COUNTY OF FULTON

Before me, the undersigned authority, personally appeared Eric B. Rudolph to me well known to be the individual described in and who executed the foregoing instrument as Assistant Secretary of BellSouth Telecommunications, Inc., and he acknowledged to me that he executed said instrument on behalf of the corporation and that the seal affixed is the seal of said corporation.

WITNESS my hand and seal this 10th day of February, 1992.


Notary Public in and for the
County aforesaid

My commission expires:
Notary Public, Gwinnett County, Ga.
My Commission Expires July 4, 1993

FEB 10 10 05 PM '92

SECRETARY OF STATE

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1538

TRANSACTION NUMBER : 91354126 (127)
CHARTER NUMBER : 8316739
DATE INCORPORATED : 08/12/83
EFFECTIVE DATE : 12/31/91
EXAMINER : DONNA HYDE
TELEPHONE NUMBER : (404) 656-0624

REQUESTED BY:

KING & SPALDING
SHARON GARNER
191 PEACHTREE STREET
ATLANTA, GEORGIA 30303

CERTIFICATE OF MERGER

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that articles of merger have been duly filed on the effective date set forth above, merging

"SOUTH CENTRAL BELL TELEPHONE COMPANY" and "BELLSOUTH SERVICES INCORPORATED" both Georgia corporations
with and into
"SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY", a Georgia corporation
changing the corporate name to:
"BELLSOUTH TELECOMMUNICATIONS, INC."

and the fees therefor paid as provided by law, and that attached hereto is a true and correct copy of said articles of merger.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: DECEMBER 19, 1991
FORM A6 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
556-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF MERGER
OF
SOUTH CENTRAL BELL TELEPHONE COMPANY
AND
BELLSOUTH SERVICES INCORPORATED
WITH AND INTO
SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

I.

The name of the surviving corporation is Southern Bell Telephone and Telegraph Company, a Georgia corporation ("Southern Bell"). Southern Bell was incorporated on August 12, 1983 and its charter number is 8316739. As part of the merger, Southern Bell's name will be changed to BellSouth Telecommunications, Inc.

II.

A copy of the Plan of Merger (the "Plan of Merger") between SOUTH CENTRAL BELL TELEPHONE COMPANY, a Georgia corporation ("South Central Bell"), BELLSOUTH SERVICES INCORPORATED, a Georgia corporation ("BellSouth Services") and Southern Bell, pursuant to which South Central Bell and BellSouth Services are to be merged with and into Southern Bell (the "Merger"), is attached here to as Exhibit A.

III.

No approval of the Plan of Merger by the sole shareholder of Southern Bell was required. The Plan of Merger was duly approved by the sole shareholder of South Central Bell. The Plan of Merger was duly approved by the shareholders of BellSouth Services.

IV.

As set forth in the Plan of Merger, the Merger shall, following the filing of these Articles of Merger with the Secretary of State of the State of Georgia, become effective at twelve o'clock midnight Atlanta, Georgia time on December 31, 1991.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of South Central Bell, BellSouth Services and Southern Bell this 19th day of December, 1991.

SOUTH CENTRAL BELL TELEPHONE COMPANY

By: B. F. Skinner
B. F. Skinner, Chairman

BELLSOUTH SERVICES INCORPORATED

By: W. W. Sessions
W. W. Sessions, President

SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

By: B. F. Skinner
B. F. Skinner, Chairman

12/31

PLAN OF MERGER
OF
SOUTH CENTRAL BELL TELEPHONE COMPANY
AND
BELLSOUTH SERVICES INCORPORATED
WITH AND INTO
SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

THIS PLAN OF MERGER (the "Plan of Merger") among SOUTH CENTRAL BELL TELEPHONE COMPANY, a Georgia corporation ("South Central Bell"), BELLSOUTH SERVICES INCORPORATED, a Georgia corporation ("BSI"), and SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY, a Georgia corporation ("Southern Bell"), which corporations are hereinafter sometimes referred to as the "Constituent Corporations";

WITNESSETH:

WHEREAS, the Boards of Directors of South Central Bell, BSI and Southern Bell deem it to be in the best interests of the Constituent Corporations and their shareholders that South Central Bell and BSI merge with and into Southern Bell in accordance with the laws of the State of Georgia (the "Merger");

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge pursuant to the laws of the State of Georgia into a single surviving corporation, which shall be Southern Bell; and the Constituent Corporations hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Constituent Corporations as follows:

I.

MERGER

On the Merger Date (as hereinafter defined), each of South Central Bell and BSI shall be merged with and into Southern Bell and the separate existence of each of South Central Bell and BSI shall cease. Southern Bell shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall continue its existence under the laws of the State of Georgia and its name shall be changed in the merger to "BellSouth Telecommunications, Inc."

ARTICLES OF INCORPORATION

The Articles of Incorporation of Southern Bell in effect immediately prior to the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation after the Merger until further amended, except that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows upon the effectiveness of the Merger:

The name of the Corporation is "BellSouth Telecommunications, Inc."

III.

BYLAWS

The Bylaws of Southern Bell in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until amended.

IV.

OFFICERS AND DIRECTORS

The officers and directors of Southern Bell holding office immediately prior to the Merger shall continue to be respectively the officers and directors of the Surviving Corporation after the Merger.

V.

MANNER AND BASIS OF CONVERTING SHARES

(a) Upon the effectiveness of the Merger, the outstanding share or shares of capital stock of South Central Bell shall be cancelled and retired and no cash or securities or other property shall be issued in the Merger in respect thereof.

(b) Upon the effectiveness of the Merger, the outstanding shares of capital stock of BSI shall be cancelled and retired and no cash or securities or other property shall be issued in the Merger in respect thereof.

(c) The Merger shall have no effect on the outstanding share of capital stock of Southern Bell; and such share of capital stock of Southern Bell outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

EFFECTIVE TIME OF MERGER

The Merger shall, following the filing of the Articles of Merger with the Georgia Secretary of State, become effective by operation of law without further act or deed upon the part of the Constituent Corporations at twelve o'clock midnight, Atlanta, Georgia time on December 31, 1991; and the term "Merger Date," as used herein, shall mean such date and time.

IN WITNESS WHEREOF, each of the Constituent Corporations has duly caused this Plan of Merger to be executed by its duly authorized officer, this 24 day of May, 1991.

SOUTH CENTRAL BELL TELEPHONE COMPANY

By: C. F. Bellamy
C. F. Bellamy, Chairman

BELLSOUTH SERVICES INCORPORATED

By: H. B. Jacks
H. B. Jacks, President

SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

By: B. F. Skinner
B. F. Skinner, Chairman

Doc. 11-11-91

Secretary of State

Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Bldg.
Atlanta, Georgia 30334-1538

CERTIFICATE DATE : 12/11/91
DOCKET NUMBER : 91345492
EXAMINER : J. JACKSON
TELEPHONE : 404-656-2784

REQUESTED BY:

KING & SPALDING
SHARON I. GARNER
191 PEACHTREE STREET
ATLANTA, GA 30303

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM; THE NAME OF ANY OTHER EXISTING CORPORATION, LIMITED PARTNERSHIP OR PROFESSIONAL ASSOCIATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"BELLSOUTH TELECOMMUNICATIONS, INC."

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NONPROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA) OR LIMITED PARTNERSHIPS (7D OR 7F) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.

FORM HR (JULY 1989)

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta



CERTIFICATE

THIS DOCUMENT RECEIVED
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE

ARTICLES OF MERGER
OF

BY: W. Robb SOUTHERN BELL ADVANCED SYSTEMS, INC.
WITH AND INTO

DATE: Dec 21, 1988 SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

TRANSACTION # 8316739
effective Dec. 31, 1988

CHARTER # 8316739

I.

A copy of the Plan of Merger (the "Plan of Merger") between Southern Bell Advanced Systems, Inc., a Georgia corporation ("SBASI"), and Southern Bell Telephone and Telegraph Company, a Georgia corporation ("Southern Bell"), pursuant to which SBASI is to be merged with and into Southern Bell, is attached hereto as Exhibit A.

II.

Under the Plan of Merger, Southern Bell shall be the surviving corporation of the merger of SBASI with and into Southern Bell (the "Merger"), Southern Bell Telephone and Telegraph Company shall remain the name of the surviving corporation, and the Plan of Merger effects no change in the Articles of Incorporation of Southern Bell.

III.

SBASI is a subsidiary of Southern Bell and has one (1) share of common stock issued and outstanding, which is owned by Southern Bell, its sole shareholder. SBASI has no other share outstanding of any class of capital stock. Pursuant to 2-214 of the Georgia Business Corporation Code, no vote of the shareholder of SBASI was

required for the adoption of the Plan of Merger. SBASI has three directors. The affirmative vote of a majority of the directors present at a meeting, at which a quorum was present, or the unanimous written consent of all directors was required to adopt the Plan of Merger. The Plan of Merger was approved by the unanimous written consent of all three directors of SBASI.

Southern Bell Advanced Systems, Inc., a wholly owned subsidiary of Southern Bell, the parent corporation and sole shareholder of SBASI, is the surviving corporation. The Plan effects no change in the Articles of Incorporation of the parent corporation. Pursuant to 2-214 of the Georgia Business Corporation Code, no vote of the shareholder of Southern Bell was required for the adoption of the Plan of Merger. Southern Bell has 18 directors. The affirmative vote of a majority of the directors present at a meeting, at which a quorum was present, or the unanimous written consent of all directors was required to adopt the Plan of Merger. At a Board of Directors meeting on November 28, 1988, at which meeting a quorum was present, the Plan of Merger was approved by the unanimous affirmative vote of 18 directors.

V.

The merger shall, following the filing of the Articles of Merger with the Georgia Secretary of State, become effective at 12:00 o'clock midnight Atlanta, Georgia time on December 31, 1988.

IN WITNESS WHEREOF, these Articles of Merger have been
executed by the duly authorized officers of SBASI and Southern
Bell on this 19th day of December, 1988.

UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
UNANIMOUS WRITTEN CONSENT OF
SOUTHERN BELL TELEPHONE AND
TELEGRAPH COMPANY
By: B. J. Simms
President

[Corporate Seal]

ATTEST:

[Signature]
Secretary

SOUTHERN BELL ADVANCED SYSTEMS, INC.

By: [Signature]
President

[Corporate Seal]

ATTEST:

[Signature]
Secretary

SECRETARY OF STATE

Exhibit A

PLAN OF MERGER
OF
SOUTHERN BELL ADVANCED SYSTEMS, INC.
— WITH AND INTO —
SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

I.

CONSTITUENT CORPORATIONS

The name of each constituent corporation is as follows:

Southern Bell Advanced Systems, Inc., a corporation of the State of Georgia ("SBASI"); and Southern Bell Telephone and Telegraph Company, a corporation of the State of Georgia ("Southern Bell").

II.

MERGER

Pursuant to Sections 2-210 and 2-214 of the Georgia Business Corporation Code, SBASI shall be merged with and into Southern Bell (the "Merger").

III.

SURVIVING CORPORATION

Southern Bell shall be the surviving corporation of the Merger.

IV.

NO CHANGES IN THE ARTICLES OF INCORPORATION

The Merger shall not have or make any change in the Articles of Incorporation of Southern Bell.

V.

OUTSTANDING SHARES

SBASI is a wholly owned subsidiary of Southern Bell. Each corporation has only one class of outstanding stock. As to each constituent corporation, the designation and the number of such outstanding shares are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares of stock outstanding</u>	<u>Owned By</u>
SBASI	1 share common stock	Southern Bell
Southern Bell	1 share common stock	BellSouth Corporation

VI.

MANNER AND BASIS OF CONVERTING SHARES

(a) Upon the effectiveness of the Merger, the one outstanding share of capital stock (common, without par value) of SBASI shall be canceled.

(b) The Merger shall have no effect on the one outstanding share of capital stock (common, without par value) of Southern Bell; and such share of capital stock of Southern Bell outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

VII.

EFFECT OF MERGER

Upon the effectiveness of the Merger, the separate existence of SBASI shall cease, and Southern Bell, the surviving corporation, shall without further action possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the merging corporations. All property, real, personal, and mixed and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the corporations so merged shall be taken and deemed to be transferred to and, or continue to be, vested in Southern Bell without further act or deed. The title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such Merger. After the Merger, Southern Bell shall be responsible and liable for all the liabilities and obligations of each of the corporations so merged; and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted as if such Merger had not taken place, or Southern Bell may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any such corporations shall be impaired by such Merger.

VIII.

CAPITAL STRUCTURE

Upon the effectiveness of the Merger, the stated capital of Southern Bell shall be the aggregate of the stated capital of Southern Bell prior to the Merger and the stated capital of SBASI prior to the Merger.

of SBASI shall be set forth in Article XIX.

SECTION 19. EFFECTIVE DATE

The Merger shall, following the filing of the Articles of Merger with the Georgia Secretary of State, become effective at twelve o'clock midnight, Atlanta, Georgia time on December 31, 1988.



88215065 120

CERTIFICATE

THIS DOCUMENT RECEIVED AMENDMENT TO THE ARTICLES OF INCORPORATION
AND FILED IN THE OFFICE
OF THE SECRETARY OF STATE.

OF

BY V. R. Allen SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

DATE Aug. 1, 1988

1.

The name of the Corporation is Southern Bell Telephone and Telegraph Company.

2.

The Articles of Incorporation of the Corporation are hereby amended to add the following new Article 15:

15.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her duty of care or any other duty as a director, except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or constituting intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in Section 14-2-154 of the Georgia Business Corporation Code, or (iv) for any transaction from which the director derived an improper personal benefit.

3.

The Amendment was adopted by unanimous written consent of the sole shareholder effective August 1, 1988.

4.

The Corporation has one (1) share of common stock issued and outstanding, which share was entitled to vote to adopt the amendment. The Corporation has outstanding no other share of any class of Capital Stock. The affirmative vote of the holder of the Corporation's Capital Stock is required to approve the amendment. Effective August 1, 1988, the Amendment was approved by the holder of such share of the Corporation's common stock.

5.

This Amendment shall be effective as of the time of delivery to the Secretary of State.

IN WITNESS WHEREOF, the undersigned authorized officers of Southern Bell Telephone and Telegraph Company have executed this Amendment to the Articles of Incorporation this 1st day of August, 1988.

SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

BY:

B. F. Skinner
B. F. Skinner, President

Attest:

W. H. Groce, Jr.
W. H. Groce, Jr., Secretary

[CORPORATE SEAL]

Aug 1 11 39 AM '88
SECRETARY OF STATE

DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY", a corporation of the State of New York, will be duly merged under the laws of the State of Georgia pursuant to articles of merger filed in the office of the Secretary of State on the 27th day of December, 1983, into "SBT&T CO.", a corporation of the State of Georgia, the resulting corporation, and said corporation will change its name to "SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY", all effective at 11:59 p. m. Atlanta, Georgia time on the 31st day of December, 1983, and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 27th day of December in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Eighth.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

RECEIVED

JUN 27 1983

ARTICLES OF MERGER
OF
SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY
WITH AND INTO
SBT&T CO.

I.

A copy of the Plan of Merger (the "Plan of Merger") between Southern Bell Telephone and Telegraph Company, a New York corporation ("Southern Bell"), and SBT&T Co., a Georgia corporation ("SBT&T"), pursuant to which Southern Bell is to be merged with and into SBT&T, is attached hereto as Exhibit A.

II.

Under the Plan of Merger, SBT&T shall be the surviving corporation of the merger of Southern Bell with and into SBT&T (the "Merger"), and SBT&T's name shall be changed in the Merger to "Southern Bell Telephone and Telegraph Company".

III.

Southern Bell has one (1) share of common stock issued and outstanding, which share was entitled to vote on the Plan of Merger. Southern Bell has outstanding no other share of any class of capital stock. The affirmative vote of the holder of such share of Southern Bell's capital stock was required to approve the Plan of Merger. On September 22, 1983, the Plan of Merger was approved by the holder of such share of Southern Bell's common stock.

IV.

SBT&T has one (1) share of common stock issued and outstanding, which share was entitled to vote on the Plan of Merger. SBT&T has outstanding no other shares of any class of capital stock. The affirmative vote of the holder of such share of SBT&T's common stock was required to approve the Plan of Merger. On September 22, 1983, the Plan of Merger was approved by the holder of such share of SBT&T common stock.

V.

The Merger shall be effective at 11:59 p.m. Atlanta, Georgia time on December 31, 1983.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the duly authorized officers of SBT&T and Southern Bell on this 21st day of December, 1983.

SOUTHERN BELL TELEPHONE AND
TELEGRAPH COMPANY

By: A. Franklin Shivers
President

[Corporate Seal]

ATTEST:

W. L. Campbell
Secretary

SBI&T CO.

By: B. Franklin Skinner
President

[Corporate Seal]

ATTEST:

[Signature]
Secretary

EXHIBIT A

PLAN OF MERGER
OF
SOUTHERN BELL TELEPHONE
AND TELEGRAPH COMPANY
WITH AND INTO
SBT&T CO.

I.

CONSTITUENT CORPORATIONS

The name of each constituent corporation is as follows:
Southern Bell Telephone and Telegraph Company, a corporation of the State of New York ("Southern Bell"); and
SBT&T Co., a corporation of the State of Georgia ("SBT&T").

II.

MERGER

Pursuant to Section 14-2-217 of the Georgia Business Corporation Code and Section 907 of the New York Business Corporation Law, Southern Bell shall be merged with and into SBT&T (the "Merger").

III.

SURVIVING CORPORATION

SBT&T shall be the surviving corporation of the Merger, and SBT&T's name shall be changed in the Merger to "Southern Bell Telephone and Telegraph Company".

IV.

ARTICLES OF INCORPORATION, AS AMENDED, AND BY-LAWS

Article I of the Articles of Incorporation, as amended, of SBT&T shall be further amended in the Merger to read as follows:

"The name of the Corporation is Southern Bell Telephone and Telegraph Company."

The first sentence of Article V of the By-Laws of SBT&T shall be amended in the Merger to read as follows:

"The common seal of the Company shall bear within concentric circles the words "Southern Bell Telephone and Telegraph Company", with the word "Seal" in the center."

Except for such amendments, the Articles of Incorporation, as amended, and By-laws of SBT&T in effect immediately prior to the Merger shall remain unchanged and shall continue to be its Articles of Incorporation, as amended, and By-laws after the Merger until further amended in the manner provided by the Georgia Business Corporation Code.

V.

DIRECTORS AND OFFICERS

Upon the effectiveness of the Merger, the directors and officers of Southern Bell immediately prior to the Merger shall be and become the respective directors and officers of SBT&T, holding office in accordance with the By-laws of SBT&T.

VI.

OUTSTANDING RESOLUTIONS OF SOUTHERN BELL

All director and shareholder resolutions of Southern Bell which are of continuing effect immediately prior to the Merger, including, without limitation, all resolutions relating to authority of officers, employees and other agents of Southern Bell to act on behalf of Southern Bell, shall be and become resolutions of SBT&T immediately following the Merger with the same effect as though such resolutions had been passed by the Board of Directors or the shareholders of SBT&T, as the case may be, upon the effective date of the Merger. Any of such resolutions may be amended or rescinded at any time in the manner provided by the Georgia Business Corporation Code and SBT&T's By-laws.

VII.

OUTSTANDING SHARES

A: to each constituent corporation, the designation and the number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of shares entitled to vote</u>	<u>Shares entitled to vote as a class or series</u>
Southern Bell	1 share common stock	Common	None
SBT&T	1 share common stock	Common	None

VIII.

MANNER AND BASIS OF CONVERTING SHARES

(a) Upon the effectiveness of the Merger, the one outstanding share of capital stock without par value of Southern Bell shall be cancelled.

(b) The Merger shall have no effect on the one outstanding share of capital stock without par value of SBT&T; and such share of capital stock of SBT&T outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

IX.

EFFECT OF MERGER

Upon the effectiveness of the Merger, the separate existence of Southern Bell shall cease, and SBT&T shall without any further action possess all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of each of the merging corporations. All property, real, personal, and mixed and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the corporations so merged shall be in SBT&T without further act or deed. The title to any real estate, or any interest therein, vested in any of such corporations shall not revert or be in any way impaired by reason of the Merger.

After the Merger, SBT&T shall be responsible and liable for all of the duties, liabilities and obligations of each of the corporations so merged. Any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted as if the Merger had not taken place, or SBT&T may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of such corporations shall be impaired by the Merger.

X.

CAPITAL STRUCTURE

Upon the effectiveness of the Merger, (i) the earned surplus of SBT&T shall be the sum of the earned surpluses of each of the constituent corporations, and (ii) the stated capital of SBT&T shall be the aggregate of the balance of the stated capital and surpluses of the constituent corporations.

XI.

EFFECTIVE DATE AND ABANDONMENT OF MERGER

The Merger shall become effective upon the filing of both the Certificate of Merger in New York and the Articles of Merger in Georgia, or at such later time and date as said Articles and Certificate shall specify in accordance with the laws of New York and Georgia. Notwithstanding any other provision hereof, this Plan of Merger and the Merger contemplated hereby

may, at any time before the effectiveness of the Merger, be terminated and abandoned pursuant to action taken by Southern Bell and SBT&T with the approval of their respective Boards of Directors.

DUPLICATE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

The articles of incorporation of "SBT&T CO." have been duly amended under the laws of the State of Georgia on the 15th day of August, 1983, by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 10th day of August in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Eight.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF AMENDMENT

1.

The name of the Corporation is SPT&T Co.

2.

The amendment to its Articles of Incorporation adopted by the Incorporator of the Corporation is to amend Article 4 of its Articles of Incorporation so that it shall hereafter be and read as follows:

"The purposes for which the Corporation is organized are:

(1) To engage in the communications business, including without limitation the telephone business, and, in connection therewith, to construct, maintain and operate telephone lines and facilities and to own, control, operate and manage for hire any such lines and facilities and any other property used or useful in connection with the transmission or furnishing of telephonic and all other forms of communication;

(2) To engage in the business of transmitting, communicating, storing and retrieving information and intelligence in any form and through any means whatsoever and to do anything necessary or appropriate in connection therewith; and

(3) To conduct any other businesses and engage in any other activities not specifically prohibited to corporations for profit under the laws of the State of Georgia; and the Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the Georgia Business Corporation Code or any amendment thereto."

3.

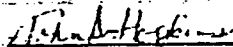
Said amendment was adopted by the Incorporator of the Corporation as of August 13, 1983.

4.

Said amendment was adopted by the Incorporator of the Corporation before the organizational meeting of the Board

of Directors of the Corporation and before the issuance of any shares of the Corporation.

IN WITNESS WHEREOF, the Incorporator of the Corporation has executed these Articles of Amendment this 18th day of August, 1983.



John D. Hopkins

DUPLICATE

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"SECRET CO."

has been duly incorporated under the laws of the State of Georgia on the 25th day of August, 1953, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 17th day of August, in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Eighty.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
SBT&T CO.

1.

The name of the Corporation is SBT&T CO.

2.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

3.

The Corporation shall have perpetual duration.

4.

The purposes for which the Corporation is organized

are:

(1) To engage in the telephone business and, in connection therewith, to construct, maintain and operate telephone lines and facilities and to own, control, operate and manage for hire any such lines and facilities and any other property used or useful in connection with the transmission or furnishing of telephonic and all other forms of communication and to engage in related activities through any means whatsoever and to do anything necessary or appropriate in connection therewith; and

(2) To conduct any other businesses and engage in any other activities not specifically prohibited to corporations for profit under the laws of the State of Georgia; and the Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the Georgia Business Corporation Code or any amendment thereto.

5.

The aggregate number of shares which the Corporation shall have authority to issue is one (1), which shall be a common share of no par value.

6.

Shares of the Corporation may be issued by the Corporation for such consideration as shall be fixed from time to time by the Board of Directors.

7.

No Shareholder shall have any preemptive right to subscribe for or to purchase any shares or other securities issued by the Corporation.

8.

Subject to the provisions of the Georgia Business Corporation Code, the Board of Directors shall have the power to distribute a portion of the assets of the Corporation, in cash or in property, to holders of shares of the Corporation out of the capital surplus of the Corporation.

9.

Subject to the provisions of the Georgia Business Corporation Code, the Board of Directors shall have the power to reduce the stated capital of the Corporation by eliminating from stated capital amount temporarily transferred by the Board from surplus to stated capital or by reducing the amount of stated capital represented by common shares below par value.

10.

The initial Board of Directors of the Corporation shall consist of two members, whose names and addresses are as follows:

John L. Clendenin
4300 Southern Bell Center
Atlanta, Georgia 30375

B. Franklin Skinner
4300 Southern Bell Center
Atlanta, Georgia 30375

11.

The Corporation shall have the full power to purchase and otherwise acquire, and dispose of, its own shares

and securities granted by the laws of the State of Georgia and shall have the right to purchase its shares out of its unreserved and unrestricted capital surplus available therefor as well as out of its unreserved and unrestricted earned surplus available therefor.

12.

The address of the initial registered office of the Corporation shall be 2500 Trust Company Tower, Atlanta, Georgia 30303. The initial registered agent of the Corporation at such address shall be John D. Hopkins.

13.

The Corporation shall not commence business until it shall have received not less than \$500 in payment for the issuance of its shares.

14.

The name and address of the Incorporator is John D. Hopkins; 2500 Trust Company Tower; Atlanta, Georgia 30303.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

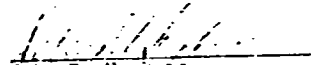
John D. Hopkins
Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I, John D. Hopkins, do hereby consent to serve as
registered agent for SBT&T Co. The address of the registered
agent is 2500 Trust Company Tower, Atlanta, Georgia 30303.

This 24 day of August, 1973.


John D. Hopkins

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"S B T & T CO. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at the Capitol, in the City of Atlanta, this 14th day of April, in the year of our Lord One Thousand Nine Hundred and Eighty Three and of the Independence of the United States of America the Two Hundred and Seven.

Max Cleland

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SECRETARY OF STATE, IN OFFICE CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA