

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BELLSOUTH LONG DISTANCE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF MARCH, A.D. 1996, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTEENTH DAY OF MARCH, A.D. 1996, AT 3 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2002, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2004, AT 10:59 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2004, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF



2602130 8100H

060273375

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4610109

DATE: 03-22-06

The First State

DECEMBER, A.D. 2004, AT 8:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "BELLSOUTH LONG DISTANCE, INC.".



2602130 8100H

060273375

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4610115

DATE: 03-22-06

**CERTIFICATE OF INCORPORATION
OF
BELLSOUTH LONG DISTANCE, INC.**

1.

The name of the corporation is BellSouth Long Distance, Inc.

2.

The address of the initial registered office of the corporation in the State of Delaware shall be 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805-1297; and the name of the initial registered agent of the corporation at such address is The Prentice-Hall Corporation System, Inc.

3.

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4.

The aggregate number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, which shall have no par value. Said shares of Common Stock may be issued by the corporation for such consideration as shall be fixed from time to time by the Board of Directors of the corporation.

5.

The corporation shall have perpetual duration.

6.

The name and address of the Incorporator is Jim O. Llewellyn, 1800 Campanile, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610.

7.

The initial Board of Directors of the Corporation shall consist of one (1) member, whose name and address is as follows:

William F. Reddersen
Suite 1903
1155 Peachtree Street, N.E.
Atlanta, Georgia 30309-3610

8.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to an compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said

application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9.

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot;

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of §109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; and,

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under

the provisions of the Certificate of Incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of §242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

10.

The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

11.

The corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.

Any action that is required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is taken by

persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

13.

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this Certificate of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 13th day of March, 1996.


Jim O. Llewellyn, Incorporator

**CERTIFICATE OF MERGER
OF
BELLSOUTH LONG DISTANCE, INC.
A GEORGIA CORPORATION,
INTO
BELLSOUTH LONG DISTANCE, INC.
A DELAWARE CORPORATION**

The undersigned corporations, organized and existing under and by virtue of the Georgia Business Corporation Code and the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BELLSOUTH LONG DISTANCE, INC.	Georgia
BELLSOUTH LONG DISTANCE, INC.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by BELLSOUTH LONG DISTANCE, INC., a Georgia corporation, in accordance with Sections 14-2-1101, 14-2-1103, 14-2-1105, 14-2-1106 and 14-2-1107 of the Georgia Business Corporation Code, and by BELLSOUTH LONG DISTANCE, INC., a Delaware corporation, in the same manner as provided in Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is BELLSOUTH LONG DISTANCE, INC., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of BELLSOUTH LONG DISTANCE, INC., the Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: This Certificate of Merger shall be effective as of 11:59 p.m. on March 13, 1996.

SIXTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is Suite 1800, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610.

SEVENTH: That a copy of the agreement of merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

EIGHTH: The authorized capital stock of each constituent corporation is as follows:

<u>Name</u>	<u>Authorized Capital Stock</u>
BELLSOUTH LONG DISTANCE, INC. a Georgia corporation	100; Common; No Par
BELLSOUTH LONG DISTANCE, INC. a Delaware corporation	1000; Common; No Par

Dated: March 13, 1986.

BELLSOUTH LONG DISTANCE, INC.
a Delaware Corporation,
Surviving Corporation

Attest:

By: W. F. Reddersen
W. F. Reddersen, President

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

BELLSOUTH LONG DISTANCE, INC.
a Georgia Corporation

Attest:

By: W. F. Reddersen
W. F. Reddersen, President

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

**CERTIFICATE OF MERGER
OF
BELLSOUTH INTERNATIONAL ACCESS, INC.,
A GEORGIA CORPORATION,
AND
GLOBAL LEASING COMPANY,
A GEORGIA CORPORATION,
INTO
BELLSOUTH LONG DISTANCE, INC.,
A DELAWARE CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law,
the undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the
constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BellSouth International ACCESS, Inc.	Georgia
Global Leasing Company	Georgia
BellSouth Long Distance, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to
the merger has been approved, adopted, certified, executed and acknowledged
by each of the aforesaid constituent corporations in accordance with the
provisions of subsection (c) of Section 252 of the General Corporation Law of the
State of Delaware, to wit, by BellSouth International ACCESS, Inc., a Georgia
corporation, and Global Leasing Company, a Georgia corporation, in accordance
with Sections 14-2-1101, 14-2-1103, 14-2-1105, 14-2-1106 and 14-2-1107 of the
Georgia Business Corporation Code, and by BellSouth Long Distance, Inc., a
Delaware corporation, in the same manner as provided in Section 251 of the
General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is
BellSouth Long Distance, Inc., a Delaware corporation.

FOURTH: This Certificate of Merger shall be effective at 11:59 p.m. on
March 31, 2002.

FIFTH: That the Certificate of Incorporation of BellSouth Long
Distance, Inc., the Delaware corporation which will survive the merger, shall be
the Certificate of Incorporation of the surviving corporation.

SIXTH: The authorized capital stock of each constituent corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Authorized Capital Stock</u>
BellSouth International ACCESS, Inc.	Georgia	100; Common; No Par
Global Leasing Company	Georgia	100; Common; No Par
BellSouth Long Distance, Inc.	Delaware	1,000; Common; No Par

SEVENTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is c/o Harris R. Anthony, 400 Perimeter Center Terrace, North Terraces Building, Suite 350, Atlanta, Georgia 30346.

EIGHTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

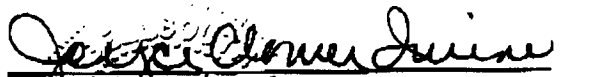
Dated: March 8, 2002.

BELLSOUTH LONG DISTANCE, INC.,
Surviving Corporation

Attest:

By:


Janet A. Kibler, President


Joyce Clower Irvine, Assistant Secretary

[Corporate Seal]

**CERTIFICATE OF MERGER
OF
BELLSOUTH CARRIER PROFESSIONAL SERVICES, INC.,
A DELAWARE CORPORATION,
INTO
BELLSOUTH LONG DISTANCE, INC.,
A DELAWARE CORPORATION**

It is hereby certified, pursuant to the provisions of Section 251 of the Delaware General Corporation Law, that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BellSouth Carrier Professional Services, Inc.	Delaware
BellSouth Long Distance, Inc.	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the merger is BellSouth Long Distance, Inc., a Delaware corporation.

FOURTH: This Certificate of Merger shall be effective as of 11:59 p.m. on March 31, 2004.

FIFTH: That the Certificate of Incorporation of BellSouth Long Distance, Inc., the Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 11:06 AM 03/31/2004
FILED 10:59 AM 03/31/2004
SRV 040235801 - 2602130 FILE*

SIXTH: The authorized capital stock of each constituent corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Authorized Capital Stock</u>
BellSouth Carrier Professional Services, Inc.	Delaware	1,000; Common; No Par
BellSouth Long Distance, Inc.	Delaware	1,000; Common; No Par

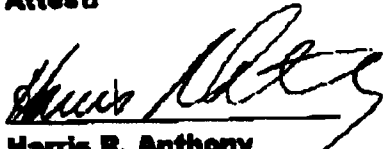
SEVENTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is c/o Harris R. Anthony, Suite 350, 400 Perimeter Center Terrace, N.E., Atlanta, Georgia 30346.

EIGHTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: March 22, 2004.

**BELLSOUTH LONG DISTANCE, INC.
Surviving Corporation**

Attest


**Harris R. Anthony
Secretary**

By:


Janet A. Kibler, President

[Corporate Seal]



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**** TOTAL PAGE.03 ****

**CERTIFICATE OF MERGER
OF
BELLSOUTH BSE, INC.,
A DELAWARE CORPORATION,
INTO
BELLSOUTH LONG DISTANCE, INC.,
A DELAWARE CORPORATION**

It is hereby certified, pursuant to the provisions of Section 251 of the Delaware General Corporation Law, that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BellSouth BSE, Inc.	Delaware
BellSouth Long Distance, Inc.	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation of the merger is BellSouth Long Distance, Inc., a Delaware corporation.

FOURTH: This Certificate of Merger shall be effective as of 11:59 p.m. on December 31, 2004.

FIFTH: That the Certificate of Incorporation of BellSouth Long Distance, Inc., the Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 08:50 AM 12/31/2004
FILED 08:45 AM 12/31/2004
SRV 040956414 - 2602130 FILE*

SIXTH: The authorized capital stock of each constituent corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Authorized Capital Stock</u>
BellSouth BSE, Inc.	Delaware	1,000; Common; No Par
BellSouth Long Distance, Inc.	Delaware	1,000; Common; No Par

SEVENTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is c/o Harris R. Anthony, Suite 350, 400 Perimeter Center Terrace, N.E., Atlanta, Georgia 30346.

EIGHTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

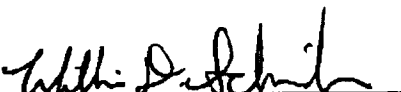
Dated: December 15, 2004.

**BELLSOUTH LONG DISTANCE, INC.
Surviving Corporation**

Attest:

By:


Mario L. Soto, President


William D. Schneider
Secretary


[Corporate Seal]