

State of Idaho

Department of State

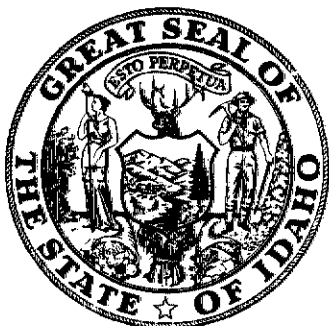
CERTIFICATE OF AUTHORITY OF

PSP MARKETING GROUP, INC.
File number C 108596

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PSP MARKETING GROUP, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to PSP MARKETING GROUP, INC. to transact business in this State under the name PSP MARKETING GROUP, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

RECEIVED
(Profit Corporation) STATE
SEC.

94 DEC 16 AM 8 40

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is PSP Marketing Group, Inc.
2. The name which it shall use in Idaho is PSP Marketing Group, Inc.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Mississippi
4. The date of its incorporation is 6-1-92 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 5135 Galaxie Drive, Suite 205, Jackson, MS 39206
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is One Capital Center
877 Main Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Long Distance Services

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19941216 0900 49353 2
CK #: 5541 CUST#: 42729
CORP
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12/8/94

PSP Marketing Group, Inc.

(Corporation name)

By REP

Its President/Vice President (please specify)

and Charles W. Bugg

Its Secretary/Assistant Secretary (please specify)

STATE OF Mississippi)

COUNTY OF Hinds) ss:

I, Mark A. Propst, a notary public, do hereby certify that on this 8th day of December, 19 94, personally appeared before me Ronald E. Parsons, Jr., who being by me first duly sworn, declared that (s)he is the President of PSP Marketing Group, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

My Commission Expires Jan. 10, 1998

Mark A. Propst
Notary Public

PSP Marketing Group, Inc.

Officers and Directors

Ronald E. Parsons, Jr. 150 Oak Ridge Circle Madison, MS 39110	President, Director	587-21-0579
Wade Spooner 100 Woodglen Place Brandon, MS 39042	Chairman, Director	427-06-3663
Mark A. Propst 340 Arbor Drive, #2145 Ridgeland, MS 39157	Vice President	587-58-3115
Charles W. Sugg 1067 Meadow Heights Drive Jackson, MS 39206	Secretary-Treasurer, Director	427-88-4678
James E. Poole, Jr. 905 Euclid Avenue Jackson, MS 39202	Director	587-10-6384

State of Mississippi

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SEC. OF STATE

Office of the Secretary of State

Dick Molpus, Secretary of State

Jackson, Mississippi

DEC 16 AM 8 40

CERTIFICATE OF EXISTENCE/AUTHORITY

I, DICK MOLPUS, Secretary of State of the State of Mississippi, and, as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on 06/01/1992 the state of Mississippi issued a Charter/Certificate of Authority to:

PSP MARKETING GROUP, INC.

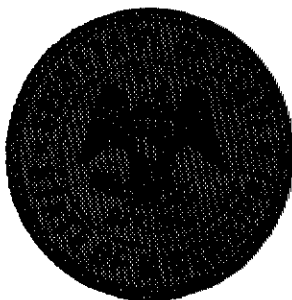
That the state of incorporation is: MISSISSIPPI

That the period of duration is: PERPETUAL

That, according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That, according to the records of this office, a current Annual Report has been delivered to the Secretary of State's office.

I further certify that all fees, taxes, and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
11/21/1994

A handwritten signature in cursive script, reading "Dick Molpus", is written over a horizontal line.

DICK MOLPUS
Secretary of State