

State of Idaho

Department of State

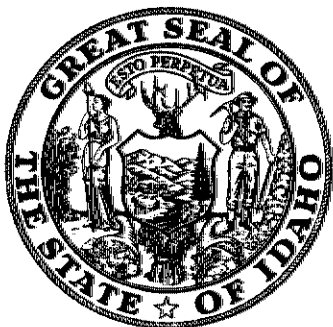
CERTIFICATE OF AUTHORITY OF

U.S. BILLING, INC.
File number C 113938

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. BILLING, 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 U.S. BILLING, INC. to transact business in this State under the name U.S. BILLING, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herald*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

FEB 29 10 45 AM '96

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 U. S. Billing, Inc.
2. The name which it shall use in Idaho is U. S. Billing, 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 Texas
4. The date of its incorporation is July 2, 1991 and the period of its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 9311 San Pedro, Suite 400
San Antonio, Texas 78216
6. The address to which correspondence should be addressed, if different than item 5, is Same
7. The street address of its proposed registered office in Idaho is 512 West Bannock, Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is National Registered Agents, Inc.
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Billing and collection of telecommunication and associated records.

(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

DATE 02/29/1996 0900 41411

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CK #: 1056871 CUST# 65524

AUTH PRO

1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

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.

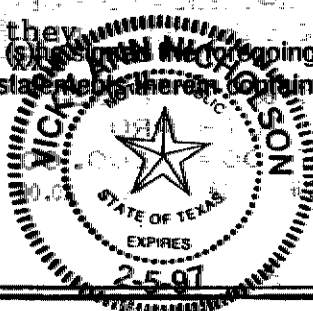
Dated: 2/28/96

U. S. Billing, Inc.
(Corporation name)
By [Signature]
Alan W. Saltzman, President
and [Signature]
Jennifer B. Harvey, Assistant Secretary
(Its Secretary/Assistant Secretary (please specify))

STATE OF TEXAS)
COUNTY OF BEXAR) ss:

I, Vicky Ann Nicholson, a notary public, do hereby certify that on
this 2-28-96 day of February, 19 96, personally appeared before
me Alan W. Saltzman, President, and they
Jennifer B. Harvey, Assistant Secretary, who being by me first duly sworn, declared that ~~(a) the~~
are said officers ~~is/are~~ of U. S. Billing, Inc.

that they signed the foregoing documents as said officers of the corporation and that
the statements therein contained are true.



[Signature]
Notary Public

U.S. BILLING, INC.**OFFICERS**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Larry M. James	Chief Executive Officer	9311 San Pedro, Suite 300 San Antonio, TX 78216
Alan W. Saltzman	Chief Operating Officer & President	9311 San Pedro, Suite 400 San Antonio, TX 78216
Elizabeth A. Cockrell	Vice President-Quality Assurance & Production	9311 San Pedro, Suite 400 San Antonio, TX 78216
Paul L. Gehri	Vice President-Sales	9311 San Pedro, Suite 400 San Antonio, TX 78216
Robert Gulledge	Vice President-Telco Relations	9311 San Pedro, Suite 400 San Antonio, TX 78216
Jeanne L. Jackson	Vice President-Customer Service	10500 Hwy. 281 N., #200 San Antonio, TX 78216
Robert E. Thomas	Vice President-Customer Accounting	9311 San Pedro, Suite 400 San Antonio, TX 78216
W. Audie Long	Corporate Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216
Dennis M. Buck	Corporate Controller	9311 San Pedro, Suite 400 San Antonio, TX 78216
Jennifer B. Harvey	Assistant Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216
Kenneth A. Prinz	Assistant Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216
Michael T. Hynes	Assistant Secretary	9311 San Pedro, Suite 300 San Antonio, TX 78216

DIRECTORS

Alan W. Saltzman	9311 San Pedro, Suite 400 San Antonio, TX 78216
Kelly E. Simmons	9311 San Pedro, Suite 300 San Antonio, TX 78216



The State of Texas

SECRETARY OF STATE

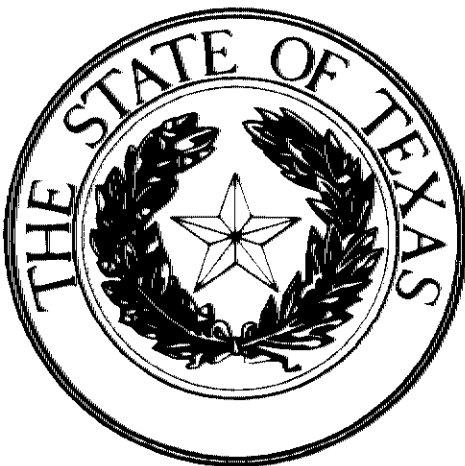
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of


**U.S. BILLING, INC.
CHARTER #1198107-00**

were filed in this office and a certificate of incorporation was issued on
JULY 2, 1991;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 23, 1996.*





**Antonio O. Garza, Jr.
Secretary of State**

PH