

State of Idaho

Department of State

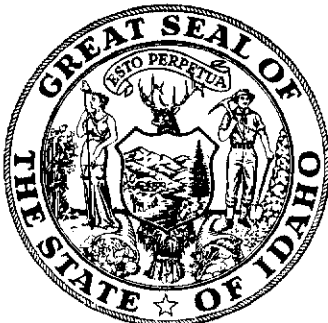
CERTIFICATE OF AUTHORITY OF

U.S. SOUTH COMMUNICATIONS, INC.
File number C 115963

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

Dated: August 2, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

AUG 2 9 55 AM '96

SECRETARY OF STATE
STATE OF IDAHO

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. South Communications, Inc.
2. The name which it shall use in Idaho is _____
(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 Georgia
4. The date of its incorporation is 10/28/94 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 200 Galleria Parkway, Ste 330, Atlanta GA 30339
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 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: Long distance telecommunications 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

DATE 08/02/1996 0900 15613

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CK #: 4470 CUST# 21683

AUTH PRO

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CORP SUR 1@ 20.00= 20.00

#: C

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached addendum		

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: 7-17-96

U.S. South Communications, Inc.

(Corporation name)

By

M. Brooks Smith

M. Brooks Smith

Its President/Vice President (please specify)

and

Brenda C. Agee

Brenda Agee

Its Secretary/Assistant Secretary (please specify)

STATE OF

Georgia

)

SS:

COUNTY OF

Cobb

)

I, Kimberly Duplain, a notary public, do hereby certify that on

this 22nd day of July, 19 96, personally appeared before

me M. Brooks Smith, who being by me first duly sworn, declared that (s)he

is the President/CEO of U.S. Communications, Inc.

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

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Kimberly Duplain

Notary Public

Notary Public, Newton County, Georgia
My Commission Expires November 17, 1998

Addendum

Officers and Directors of U.S. South Communications, Inc.

President and Director

M. Brooks Smith
200 Galleria Parkway, Suite 330
Atlanta GA 30339
(770) 563-8848

SSN: 229-84-3708

Term Expiration: Indefinite

Vice President

Dave Wilkie
200 Galleria Parkway, Suite 330
Atlanta GA 30339
(770) 563-8848

SSN: 065-38-7252

Term Expiration: Indefinite

Secretary

Brenda Agee
200 Galleria Parkway, Suite 330
Atlanta GA 30339
(770) 563-8848

SSN: 404-70-6373

Term Expiration: Indefinite

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 962080091
CONTROL NUMBER : 9427634
DATE INC/AUTH/FILED: 10/28/1994
JURISDICTION : GEORGIA
PRINT DATE : 07/26/1996
FORM NUMBER : 02

Aug 2 9 55 AM '96
SECRETARY OF STATE
STATE OF IDAHO

PARANET CORPORATION SERVICES, INC.
DONNA HYDE
3761 VENTURE DRIVE, STE 260
DULUTH, GA 30136

CERTIFICATE OF EXISTENCE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

U.S. SOUTH COMMUNICATIONS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State