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**Buchanan Ingersoll**  
PROFESSIONAL CORPORATION

Attorneys

October 23, 1997

One Turnberry Place  
19495 Biscayne Boulevard, Suite 606  
Aventura, FL 33180-2320  
Telephone: 305-933-5600  
Fax: 305-933-2350

NationsBank Tower  
100 S.E. Second Street, Suite 2950  
Miami, Florida 33131-2150  
Telephone: 305-347-4080  
Fax: 305-347-4089

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: ComSouth Teleservices, Inc. (the "Corporation")

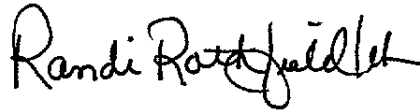
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-10/27/97--01094--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

In order to qualify the Corporation to do business in Florida, please find enclosed an "Application by Foreign Corporation for Authorization to Transact Business in Florida". I have also enclosed a check in the amount of \$70.00 to cover the filing fee. Please send me proof of the filing as soon as it is complete.

Please call me with any questions.

Very truly yours,



Randi Rothfield

RR/lhb  
Enclosures

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DIVISION OF CORPORATIONS  
97 OCT 27 PM 12:40  
tk 10/29

APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. COMSOUTH TELESERVICES, INC.  
(Name of corporation adding the word "INCORPORATED," "COMPANY," or "CORPORATION," or the abbreviation "CORP.," "INC.," or "CO," or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. GEORGIA  
(State or country under the law of which it is incorporated)
3. DECEMBER 14, 1982  
(Date of Incorporation)
4. UNTIL TERMINATION BY THE ACT OF THE DIRECTORS OR OTHERWISE BY LAW  
(Duration)
5. 58-1512830  
(Federal Employer Identification number, if applicable)
6. NOT YET COMMENCED BUSINESS IN FLORIDA  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 108 South Lumpkin Street, Hawkinsville, Georgia 31036  
(Current mailing address)
8. THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA  
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and/or directors:

**A. Directors:**

Chairman: N/A  
Address:

Director: W. Mansfield Jennings Jr.  
Address: Mansfield Drive  
Hawkinsville, Georgia 31036

Director: Meredith Jennings McDaniel  
Address: Abbyville Highway  
Hawkinsville, Georgia 31036

Director: Genelle Jennings  
Address: Mansfield Drive  
Hawkinsville, Georgia 31036

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Director: W.M. Jennings III  
Address: Buckcreek Road  
Hawkinsville, Georgia 31036

Director: Lavada G. Trice  
Address: Wimbish Drive  
Perry, Georgia 31069

**B Officers:**

President: W.M. Jennings III  
Address: Buckcreek Road  
Hawkinsville, Georgia 31036

CEO: W. Mansfield Jennings Jr.  
Address: Mansfield Drive  
Hawkinsville, Georgia 31036

Secretary: Genelle Jennings  
Address: Mansfield Drive  
Hawkinsville, Georgia 31036

Treasurer: Lavada G. Trice  
Address: Wimbish Drive  
Perry, Georgia 31069

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: BUCHANAN INGERSOLL PROFESSIONAL CORPORATION  
Office Address: ONE TURNBERRY PLACE  
19495 BISCAYNE BOULEVARD, SUITE 606  
AVENTURA, FLORIDA 33180

**11. Registered agent's acceptance:**

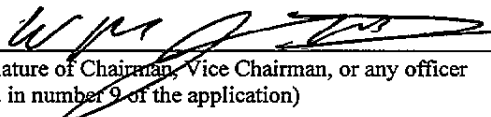
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BUCHANAN INGERSOLL, P.C.

Registered agent's signature: \_\_\_\_\_

By: RALPH BEKKEVOLD, Shareholder

12. Attached is a certificate of existence duly authenticated, not more than ninety days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. W. M. Jennings, Director and Officer  
(Name and capacity of person signing application)

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

DOCKET NUMBER : 972130150  
CONTROL NUMBER : 8214658  
DATE INC/AUTH/FILED: 12/14/1982  
JURISDICTION : GEORGIA  
PRINT DATE : 08/01/1997  
FORM NUMBER : 211

COMSOUTH TELESERVICES, INC.  
ATTN: MIKE MCCLAIN  
250 BROAD STREET  
HAWKINSVILLE GA 31036

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**CERTIFICATE OF EXISTENCE**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**COMSOUTH TELESERVICES, 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

