

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS Office of the Secretary of State Matthew A. Brown, Secretary of State

Corporations Division 100 North Main Street Providence, RI 02903-1335

401.222.3010

### PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

| Filing Period: January 1 - N<br>(FORM MUST BE TYPED OR PRE |  | g Fee: \$50.00             |                          |                 |                       |                               |
|--|--|----------------------------|--------------------------|-----------------|-----------------------|-------------------------------|
| 1. Corporate ID No   | 2. Name of Corporation                                 | <u>-</u>                   |                          |                 |                       |                               |
| 37918  | US Telecom, Inc  | •                          |                          |                 |                       |                               |
| 3. Street Address Principal Business                       |  |                            | Cin                      | Sta             | te                    | Zψ                            |
| <u>6520 Spriat Y</u>                                       | KWY  | <del>,</del>               | Overland Po              | سالمار          | <u> </u>              | 66251                         |
| 4. Business Phane No. 913-315-58                           | 1<br>320   | 5. State of Incorporation  |                          |                 |                       | G. SIC Code                   |
| 7. Brief Description of the Character                      |  | KANSAS Rhode Island        |                          |                 |                       |                               |
| PARTNER IN LONG DI   | STANCE TELECOMMU                                       | JNICATION PARTNERSH        | IIP                      |                 |                       |                               |
| 8. NAMES AND ADDRESSES                                     | S OF THE OFFICERS:                                     | • •                        | 1. '                     | IN SPACES       | BEFORE USING          | ATTACHMENTS                   |
| President Name   |  | F                          | Vice President Name      |                 |                       |                               |
| Howard E. Sinvi Address                                    | Janzen   |                            | MARK                     | V. BES          | HEARS                 | -                             |
| 6700 Sovient   | Puni   |                            | Street Address           | rivet i         | Princi                |                               |
| City   | State  | Zip                        |                          | Sta             | te                    | Zip                           |
| Overland Vark  | 1 K5   | 166257                     | OVERLAND YOU             | nk!             |                       | 1 46257                       |
| Claudia S.   | loussaint  |                            | Gone M. E                | octts           |                       |                               |
| Street Address   | 1 100  |                            | Street Address           |                 |                       |                               |
| <u> 6200 DOVIN</u>   | Isiaic Line  | 7/6                        | : 10700 Spr              | INT P           | kmy                   | 7/2                           |
| Ouadand Pk   | K4   | 121p<br>106251             | Dunchand A               | 200             | " <b>K</b> S          | 10/02 51                      |
| 9. NAMES AND ADDRESSES                                     | S OF THE DIRECTOR                                      |                            | ACHMENT)   FIL           | L IN SPACE      | S BEFORE USING        | G ATTACHMENTS                 |
| Director Name  | ~  |                            | Directon Name            | - D.            | 1                     |                               |
| Howard Tr. Siren Address                                   | Janzen   |                            | Street Address           | 1. 1/2.1        | Mer                   |                               |
| 6200 GOVIN   | + Puni   |                            | 1/2M A                   | wint I          | Pkwu                  |                               |
| 77 C   | State  | Zip                        | 2                        | Sta             | <u> </u>              | Zip                           |
| Overland PK  | 1 65   | ] (06251                   | Werkind P                |                 | K5                    | 1 (1625)                      |
| Director Name  | 10. 00 · L   |                            | Director Name            |                 |                       |                               |
| Sirect Address   | 1045aun T  |                            | Siroci Address           |                 |                       |                               |
| 620) GOVIN   | t Pkwu   |                            |                          |                 |                       |                               |
|  | State  | Z(p                        | City                     | Stat            | te                    | Zip                           |
| Overland Park<br>10. Shares authorized                     | <u> 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1</u>          | 10625                      | :                        |                 |                       |                               |
| AUTHORIZED SHARES  | ("X" BOX FOR ATT                                       | ACHMENT) [                 | 11. SHARES ISSUEI        | O ("X" BO)      | X FOR ATTACHM         | ENT)                          |
| Number of Shares   | Class/Series   | Par Value                  | Number of Shares         | G               | lass Sories           | Par Value                     |
|  |  |                            | <del></del>              |                 |                       |                               |
| 53,000 \$1.00 PAR VALUE                                    |  |                            | 1,000                    |                 | wimmen                | 3185                          |
| 50,000 Common  |  |                            | 2,420                    | 10              | Preferred             | \$100                         |
| 3.000 Prefere  | · · ·  | er the President, Vice Pr  | *                        |                 | <del></del>           |                               |
| riis report must be  | signed in this by citi                                 | et tile Fresidelit, vice F | resident, Secretary, Ass | istam Secre     | tary, treasurer, Ke   | ecciver or Trustee            |
| 1 (28)   |  |                            |                          |                 |                       |                               |
|  |  |                            |                          |                 |                       |                               |
|  | ' <b>a</b>          <b>                           </b> |                            | Under penalty of         | f perjury, I de | clare and affirm that | I have examined this report   |
|  | *37 <u>91</u> 8*                                       | ר                          | including any ac         | companying :    | schedules and staten  | nents, and that all statement |
| 1-27   | 24   | 1                          | contained herein         | are interant    | Correct.              | 1 1m as                       |
| File Date  |  |                            | Signature of Office      | KI JAK          | nun                   | <u> </u>                      |
| Check No   | 100 b  |                            | در م ۸۸۸                 | <br>L-          | SHEARS                | Mut                           |
| _  | 21   |                            | Print or Type Nati       |                 | <del>SHEAK?</del>     |                               |
| Ву:  |  |                            | ••                       |                 | - PRESIDE             | , <del>,</del>                |
| FOR SECRETARY OF ST  | TATE USE ONLY  | _                          | Title of Officer         | OT VICE         | - PRESIDE             | U 1                           |



FOR SECRETARY OF STATE USE ONLY

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State

Corporations Division 100 North Main Street Providence, RI 02903-1335 401-222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR \_\_\_\_\_\_\_2004\_

| Filing Period: January 1<br>(FORM MUST BE TYPED OR 1 |  | ng Fee: \$50.00                  |                                      |                         |   |
|--|--|----------------------------------|--------------------------------------|-------------------------|---|
| 1. Corporate ID No.                                  | 2. Name of Corporation                           | )II                              |                                      | · ·                     |   |
| 37918  | US Telecom, In                                   | IC.                              |                                      |                         |   |
| 3. Street Address Principal Busin                    | ness Uffice<br>Parkway                           |                                  | Overland Park                        | State                   | 210/625/  |
| 1. Husiness Phone No. 9/3-3/5-5                      |  | 5. State of Incorporation KANSAS |                                      |                         | 6. SIC Code<br>4825   |
| 7. Brief Description of the Chare PARTNER IN LONG    | icter of Business Conducted in DISTANCE TELECOMN |                                  | SHIP                                 |                         |   |
| 8. NAMES AND ADDRES                                  | SES OF THE OFFICER                               | •                                | TACHMENT) [] FILL IN SPA             | CES BEFORE USING        | ATTACHMENTS   |
| Gary D. Fo   | 1sce   |                                  | Mark V. Bes                          | heals                   |   |
| Street Address 5                                     | H Parkway  |                                  | Street Address                       | Parkway                 |   |
| Overland Pa  | 1k state   | 2.p 66251                        | City Ovelland Palk                   | State KS                | 210/625/  |
| Claydia S.   | TOUISSAINT                                       |                                  | Gene M. Be                           | 45                      |   |
| Street Address 6200 Soll                             | ist Parkwa                                       |                                  | Sirver Address 6200 Sprint           | L Parkway               | ,   |
| Cuy Ovelland Pa                                      | 1k State KS                                      | 21p 66251                        | Overland Park                        | State                   | Zip 825/  |
| 9. NAMES AND ADDRES                                  | SES OF THE DIRECTO                               | RS: ("X" BOX FOR A               | TTACHMENT)     FILL IN S             | PACES BEFORE USIN       | G ATTACHMENTS   |
| Robert J.  | Dellinger  |                                  | Gary D. For                          | Se <b>c</b>             |   |
| 6200 Spilet  | + Parkway  |                                  | Sirect Address SAI.N                 | Parkway                 |   |
| City Overland Pa                                     | Sinic KS   | Zip 66251                        | Overland Park                        | State 15                | 6625/   |
| Claudia 5.   | TOUSSAINT  |                                  | Director Name                        |                         |   |
| Sirver Aldress 500                                   | + Parkway  |                                  | Street Address                       |                         |   |
| Ovelland Par   | K KS   | Zip 66757                        | City                                 | State                   | 2:p   |
| 10. SHARES AUTHORIZ AUTHORIZED SHARES                | -  |                                  | 11. SHARES ISSUED ("X" ISSUED SHARES | BOX FOR ATTACHA         | 1ENT) 🗌   |
| Number of Shares                                     | Class/Series                                     | Par Value                        | Number of Shares                     | Class/Series            | Par Value   |
| 53,000 \$1.00 PAR VALU                               |  |                                  | 1,000                                | COMMON                  | \$1.00  |
| 50,000<br>3,000                                      | CON MON<br>PLEFERRED                             | 51.00                            | 2,420                                | Preferred               | 81.00   |
| This report must                                     |  | her the President, Vice          | President, Secretary, Assistant      | Secretary, Treasurer, R | eceiver or Trustee  |
|  |  |                                  |                                      |                         | it I have examined this report<br>ments, and that all statement |
| File Date 6-10-                                      | 04   |                                  | contained herein are tru             |                         | 2 2/6/04  |
| Check No. 9420                                       | 7649   |                                  | Signature of Afficer                 | lach use                | Ddie  |
| <i>B</i> v:  | Q  |                                  | Print or Type Name of O              | eshed (5<br>Ticer       |   |

Edward S. Inman, III. Secretary of State Corporations Distribution 100 North Main Street, Providence, RI 02903-1335 401-222-3040

# PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003 Filing Period: January 1-March 1 • Filing Fee: \$50.00

STOP
PLEASE REALD
INSTRUCTIONS

| -ORM MUST BE LYPED OR I<br>Corporate W. No                   |   |                                 |   |                                     |                        |
|--|---|---------------------------------|---|-------------------------------------|------------------------|
| . Corporate ID No.   | 2 Name of Corporation                   |                                 |   |                                     |                        |
| 37918  Street Address Principal Bus                          | US Telecom,                             | mç.                             | City  | State                               | Zip                    |
| 6500 Sprint  | $\sim$                                  | 5. State of Incorporation       | Overland Park   | Ks                                  | 6 SIC Code             |
| 913 - 315 - 58<br>Brief Description of the Cha               | GOO<br>tracter of Business Conducted in | KANSAS<br>Rhode Island          |   |                                     | 4825                   |
| B. NAMES AND ADD   | Long Distance RESSES OF THE OFFICE      | ERS ("X" BOX FOR ATTAC          | MEMICATION Party<br>HMENT) FILLIN SPACES B<br>Activise President Name   | nershyd<br>Efore Using Attachm      | IENTS                  |
| Royald T. Le<br>treet Address                                | 2. Nay                                  |                                 | MAIRIL V.   |                                     |                        |
| baloo Sprin<br>Overland Paceutely Name                       | rk Ks                                   | <sup>Zip</sup><br>U6 251        | USOC Sprir<br>Overland Park<br>Treasurer Name                           | saa Ka                              | ük 251                 |
| 1 audia Tol<br>10200 Sprin                                   | _                                       | Zip                             | Gene III. E<br>Street Address<br>6200 Sprin                             | _                                   | Zip                    |
| Overland for<br>NAMES AND ADD<br>Director Name<br>J. RICHARI | RESSES OF THE DIRECT                    | 46251<br>CTORS ("X" BOX FOR ATT | Overland far<br>PACHMENT) FILLIN SPACES<br>Director Name<br>Ronald To L | L KS<br>BEFORE USING ATTACE<br>EMay | (0625)<br>IMENTS       |
| treet Addiess 6200 Sprin Survey Par Survey or Name           | nt Pkwy                                 | "lob 251                        | Street Address 6700 Spriv Cur Overland Park Director Name               | it Parkway                          | 66257                  |
| treet Address  |   |                                 | Street Address  |                                     |                        |
| Dity.  | State                                   | Zip                             | Сиу   | State                               | Zip                    |
| IO. SHARES AUTHOR  | RIZED ("X" BOX FOR ATTAC                | CHMENT)                         | 11. SHARES ISSUED (*)   | " BOX FOR ATTACHMENT)               | •                      |
| number of Shares   | Class/Series                            | Par Value                       | Number of Shares  | Class/Series                        | Par Value              |
| 53,000 \$1.00 PAR VA   | LUE COMMON                              | \$1.00                          | i,100   | Common<br>Preferre d                | \$1.00                 |
| 3,000  | PREFERLED                               | \$1.00                          | 1,100<br>2,420  |                                     |                        |
| his report must be   | <b>signed in ink</b> by eithe           | er the President, Vice          | President, Secretary, Assis   | tant Secretary, Treasure            | r, Receiver or Trustee |
|  |   | <b>!!</b>                       |   |                                     |                        |

\* 3 7 9 1 8 \*

## 3 7 9 1 8 \*

## 21.03

Check No.:

## 70 8 75/0

FOR SECRETARY OF STATE USE ONLY

Edward S. Inman, III. Secretary of State Curporations Division 100 North Main Street, Providence, RI 02903-1335 401-222-3040

## PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR

| <br>,, | 1 = 101601611 1 |  | rec. | 9.7 |
|--------|-----------------|--|------|-----|
| <br>   |                 |  |      |     |

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Nume of Corporation

37918

US Telecom, Inc.

3. Street Address Principal Business Office

6500 SPAINT PARKWAY

4. Business Phone No.

S. State of Incorporation

City OVERLAND PARK

Vice President Name

Treasurer Name

WESTWOOD

2330 SHAWAFF MISSION PARKWAY

2330 SHAWNEE MISSION PARKWAY

2330 SHAWNEE MISSION DARKWAY

KANSAS

66251

4825

4/3·3/5·5P20

**KANSAS** 

7. Brief Description of the Character of Rusiness Conducted in Rhode Island

PARTNER IN LONG DISTANCE TELECOMMUNICATIONS DARTNERSHIP 8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

Secretary Name

RONALD T. LEMAY Street Address

2330 SHAWNEE MISSION PARKWAY

WESTWOOD

66205

THOMAS A. GERKE

2330 SHAWNIF MISSION DARKWAY

WESTWOOD

ARTHUR B. KRAUSE

GENE M. BETTS

RONALD T. LEMAY

66205

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS Director Name

J. RICHARD DEULIN

2330 SHAWNEE MISTION PARKWAY

WESTWOOD Director Name

ARTHUR B. KRAWE

2330 SHAWNIFF MISSION DALKWAY

WESTWOOD

53,000 \$1.00 PAR VALUE

66209

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

8/00

3,000

50,000

PREFERRED \$ 1.00

OMMAN

Director Name Street Address

WESTWOOD

Street Address

City

State

Zip

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

1,100

2,420

**<>>** s

COMMON \$1.00

PREFERRED 81.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and ments contained herein are true and correct.

BESHEARS

ペンフノンナイルナ レター ナメー Title of Officer

Form 630 12/01

FOR SECRETARY OF STATE USE ONLY

Filing Fee \$50.00° Payable to: Secretary of State

February 7,

Date

19

#### PLEASE TYPE or PRINT

State of Rhode Island and Providence Plantations
Office of The Secretary of State

File Annually LLC: Sept. 1 - Nov. 1 CORP: Jan. 1 - March 1

100 North Main Street Providence, Rhode Island 02903-1335 401-277-3040

1994 0057918 Annual Report for the year: — Corporate ID: \_ us Telecom, Inc. Name of Business Entity: \_\_ Business Entity is (check one): Business entity organized under the laws of the State of: Kansas [X] Business Corporation (See RIGL Chapter 7-1.1) Federal Taxpayer Identification Number: Professional Service Corporation (See RIGL Chapter 7-5.1) 1 Limited Liability Company (See RIGL 7-16) For foreign entity, address and telephone number of principal office: Name, title and mailing address of contact person to whom 2330 Shawnee Mission Parkway communications may be directed: Westwood, KS 66205 Terry Frederick Mailstop# KSWESB0109 2330 Shawnee Mission Parkway Phone: ( 913 ) 624-2526 Westwood, KS 66205 Address and telephone of the principal office of business entity in Rhode Brief statement of the character of business conducted in Rhode Island: Island (Provide street address - Not P.O. Box): Long Distance Telecommunications CT Corporation System 123 Dyer Street Date of Organization: March 26, 1982 Providence, RI 02903 x Date of Qualification to do business in Rhode Island (if foreign entity): Phone: ( THE NAMES OF THE OFFICERS ARE: ZIP CODE CITY/STATE ☐ CHIEF EXECUTIVE OFFICER OR | K| PRESIDENT (Check One) STREET ADDRESS William T. Esrey, 2330 Shawnee Mission Parkway, Westwood, KS 66205 ZIP CODE CITYISTATE STREET ADDRESS CHIEF OPERATING OFFICER OR | VICE PRESIDENT (Check One) Gene Betts, 2330 Shawnee Mission Parkway, Westwood, KS 66205

CUSTODIAN OF RECORDS OR SECRETARY (Check One) STREET ADDRESS ZUP CODE CITY/STATE Don Jensen, 2330 Shawnee Mission Parkway, Westwood, KS 66205 AIR CODE CITY/STATE Arthur Krause, 2330 Shawnee Mission Parkway, Hestwood, US 66205 THE NAMES OF THE DIRECTORS ARE: ZIP CODE CITY/STATE STREET ADDRESS NAME 66205 2330 Shawnee Mission Parkway, Westwood, KS William T. Esrey ZJP CODE CITY/STATE STREET ADDRESS SAME 66205 2330 Shawnee Mission Parkway, Westwood, KS Arthur Krause ZIP CODE CITY/STATE STREET ADDRESS NAME 66205 2330 Shawnee Mission Parkway, Westwood, KS Ronald T. Lemay NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable) NUMBER OF SHARES AUTHORIZED (If Applicable) NUMBER 1,000 NUMBER 10,000 CLASS Common CLASS Common SERIES N/A SERIES N/A PAR VALUE OR PAR VALUE OR WITHOUT PAR \$1.00 WITHOUT PAR \$1.00

usen

To be filed annually between January 1st and March 1st

# State of Rhode Island and Providence Plantations CORPORATIONS DIVISION 100 NORTH MAIN STREET PROVIDENCE, RHODE ISLAND 02903

| Corporate ID       | 037918                                  | Annual Report for th                   | e year1333   |
|--------------------|---|--|--|
| First: The name of | of the corporation is                   | USTalacom,luc.                         |  |
| Second: It is inco | rporated under the laws of              | Kansas                                 |  |
| THIRD: Character   | of business, briefly stated, isLe       | ong Distance Telec                     | ommunications  |
| FOURTH: If foreign | n corporation, address of its princ     | ipal office 2330 Shawne<br>Westwood, K | e Mission Parkway<br>S 66205                             |
| Fifth: Business ad | Idress in Rhode Island CT Cor<br>Provid | poration System, 1<br>ence, RI 02903   | 23 Dyer Street,  |
| SIXTH: Names and   | l addresses of its directors and off    |  | (Attach rider if necessary)<br>number, street, zip code) |
|                    | Director                                | · · · · · · · · · · · · · · · · · · ·  |  |
| See Attached S     | schedule Director                       |  |  |
|                    | Director                                |  |  |
|                    | President                               |  |  |
|                    | Vice President                          |  |  |
|                    | C                                       |  |  |
|                    | •                                       |  |  |
|                    |   |  | Par Value  |
| SEVENTH: Number    | r of Shares authorized:                 |  | or statement that<br>shares are without                  |
| No. of Shares      | Class                                   | Series                                 | par value  |
| 10,000             | Common                                  |  | \$1.00   |
| Еіднтн: Number     | of Shares issued:                       |  | Par Value<br>or statement that<br>shares are without     |
| No. of Shares      | Class                                   | Scries                                 | par value  |
| 1,000              | Common                                  | · · · · · · · · · · · · · · · · · · ·  | \$1.00   |
| Dated February     | *************************************** | ne of Corporation)                     | uen_   |
| (Report must be    | signed by an officer) Title             | e Vice President                       | & Secretary  |

#### US TELECOM, INC. LIST OF OFFICERS AND DIRECTORS

| Officers   | Address Address  |  |  |  |
|--|--|--|--|--|
| William T. Esrey<br>President  | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 68205 |  |  |  |
| Arthur B. Krause Executive Vice President, Chief Financial Officer and Treasurer | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Gene M. Betts<br>Vice President  | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| William J. Gunter Vice President and Controller                                  | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Don A. Jensen<br>Vice President and Secretary                                    | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| M. Jeannine Strandjord Vice President and Assistant Treasurer                    | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Leslie H. Meridith<br>Assistant Vice President                                   | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Michael T. Hyde<br>Assistant Secretary   | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Directors  | Address  |  |  |  |
| William T. Esrey   | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Arthur B. Krause   | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |
| Ronald T. LeMay  | 2330 Shawnee Mission Parkway<br>Westwood, Kansas 66205 |  |  |  |

Form 31 1/85

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

| Corporate ID         | 0037919                           | Annual Report for the y-               | ear1555   |
|----------------------|-----------------------------------|--|---|
| FIRST: The name      | of the corporation is             | US Telecom, inc.                       |   |
| Second: It is income | orporated under the laws of       | Kansas                                 |   |
| THIRD: Character     | r of business, briefly stated, is | Long Distance Telecommunication        | ıs  |
| FOURTH: If foreign   | gn corporation, address of its    | principal office 2330 Shawnee Missi    |   |
|                      |                                   | Nestwood, Kansas                       |   |
| FIFTH: Business a    |                                   | Corporation System 123 Dyer            | Street,   |
|                      | Pı                                | covidence, Rhode Island 02903          |   |
| SIXTH: Names an      | id addresses of its directors an  | nd officers: Address (including numb   | (Attach rider if necessary)<br>per, street, zip code) |
| William T. Esrey     | Director                          | 2330 Shawnee Mission Parkway,          | Westwood, Kansas66205                                 |
| Arthur B. Krause     | Director                          | 2330 Shawnee Mission Parkway           | Westwood, Kansas 66205                                |
| Ronald T. LeMay      | Director                          | 2330 Shawnee Mission Parkway,          | Westwood, Kansas 66205                                |
| William T. Esrey     | President                         | 2330 Shawnee Mission Parkway           | Westwood, Kansas 66205                                |
| Arthur B. Krause     | Vice Presi                        | dent 2330 Shawnee Mission Parkway      | Westwood,Kansas66205                                  |
| Don A. Jensen        | Secretary                         | 2330 Shawnee Mission Parkway           | Westwood, Kansas 66205                                |
| Arthur B. Krause     | Treasurer                         | 2330 Shawnee Mission Parkway,          | Westwood, Kansas 66205                                |
| SEVENTH: Numb        | er of Shares authorized:          |  | Par Value<br>or statement that<br>shares are without  |
| No. of Shares        | Class                             | PAID                                   | par value   |
| 10,000               | Common                            | FEB 1 1 1992                           | 1,00  |
| Eighth: Numbe        | r of Shares issued:               | SEC'Y OF STATE                         | Par Value<br>or statement that<br>shares are without  |
| No. of Shares        | Class                             | Series                                 | par value   |
| 1,000                | Common                            |  | 1.00  |
| Dated February       | 7 1992                            | US Telecom, Inc. (Name of Corporation) |   |
| (Report must t       | pe signed by an officer)          | By Vice President and Secret           | tary  |

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION 100 NORTH MAIN STREET PROVIDENCE, RHODE ISLAND 02903

| Corporate ID | 0037918                           |                | Annual Report for the year             | r1991  |
|--------------|-----------------------------------|----------------|--|--|
| First:       | The name of the corporation       | on is          | US Telecom, Inc.                       | ······   |
| Second:      | It is incorporated under          | the laws of    | KANSAS                                 |  |
| THIRD:       | Character of business, brie       | fly stated, is | Long Distance Telecommunications       |  |
| FOURTH:      | V (6205                           |                | principal office 2330 Shawnee Missio   | n Parkway,   |
|              | Business address in Rhode         | Island CT C    | Corporation System, 123 Dyer Street,   |  |
| Ѕіхтн:       | Names and addresses of its        | directors an   | d officers: Address (including number, | (Attach rider if necessary)                          |
| William T.   | Esrey                             | Director       | 2330. Shavnee Mission ParkvayW         | estwood. Kansas. 66205.                              |
| Arthur B.    | Krause                            | Director       | 2330 Shawnee Mission Parkway, W        | estwood, Kansas 66205                                |
| Ronald T.    | LeMay                             | Director       | 2330 Shawnee Mission Parkway, W        | estwood, Kansas 66205                                |
| William T.   | Esrey                             | President      | 2330 Shawnee Mission Parkway, W        | estwood, Kansas 66205                                |
| Arthur B.    | Krause                            | Vice Presid    | dent 2330 Shawnee Mission Parkway, W   | estwood, Kansas 66205                                |
| Don A. Jen   | sen                               | Secretary      | 2330 Shawnee Mission Parkway, W        | estwood, Kansas 66205                                |
| Arthur B.    | Krause                            | Treasurer      | 2330 Shawnee Mission Parkway, W        | estwood, Kansas 66205                                |
| Seventh      | : Number of Shares author         | orized:        |  | Par Value  |
| No. of Sha   | ares Class                        |                | Series                                 | or statement that<br>shares are without<br>par value |
| 10,000       | Commo                             | on             | Series                                 | 1.00   |
| Еіднти:      | Number of Shares issued:          | :              | 100 A 100 A                            | Par Value<br>or statement that                       |
| No. of Sha   | ares Class                        |                | Series                                 | shares are without<br>par value                      |
| 1,000        | Commo                             | n              |  | 1.00   |
| DatedFebr    | uary 15, 19                       | 91             | US TELECOM, INC. (Name of Corporation) | ·······  |
| (Re          | eport must be signed by an office | r)             | TitleSecretary                         |  |

## State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION 100 NORTH MAIN STREET PROVIDENCE, RHODE ISLAND 02903

| Corporate ID 0037918   |                                  | Annual Report for the year              | ır1990  |
|------------------------|----------------------------------|---|---|
| FIRST: The name of th  | ne corporation is US Telec       | om, Inc.                                |   |
| SECOND: It is incorpor | rated under the laws ofKan       | sas                                     |   |
| THIRD: Character of b  | ousiness, briefly stated, is Lo  | ng Distance Telecommunica               | itions  |
| FOURTH: If forcign co  | •                                | ipal office. 2330 Shawnee Mis           | sion Parkway,   |
| FIFTH: Business addres | ss in Rhode Island CT Corp       | oration System, 123 Dyer                | St.,  |
|                        | Provide                          | nce, RI 02903                           |   |
| SIXTH: Names and add   | dresses of its directors and off | ICERS: Address (including number,       | (Attach rider if necessary)                                       |
| William T. Esrey       | Director                         | 2330 Shawnee Msn. Pkwy.                 | , Westwood, KS 66205  |
| Ronald T. LeMay        | Director                         | 2330 Shawnee Msn. Pkwy.                 | , Westwood, KS 66205  |
| Arthur B. Krause       | Director .                       | 2330 Shawnee Msn. Pkwy.                 | , Westwood, KS 66205  |
| William T. Esrey       | President                        | 2330 Shawnee Msn. Pkwy.                 | , Westwood, KS 66205  |
| Arthur B. Krause       | Vice President.                  | 2330 Shawnee Msn. Pkwy.                 | , Westwood, KS 66205  |
| Don A. Jensen          | Secretary .                      | 2330 Shawnee Msn. Pkwy.                 | , Westwood, KS 66205  |
| William J. Gunter      | Treasurer                        | 2330 Shawnee Msn. Pkwy.                 |   |
| SEVENTH: Number of S   | Shares authorized:               | Series                                  | Par Value<br>or statement that<br>shares are without<br>par value |
| 10,000                 | Common                           |   | 1.00  |
| EIGHTH: Number of SI   |                                  | PAID  Series MAR 0 5 1990  SECYL OF STA | Par Value<br>or statement that<br>shares are without              |
| No. of Shares          | Class<br>Common                  | Series SERIAL OF STA                    | par value<br>1.00   |
| 2,000                  | Common                           | SEC 177                                 | 1.00  |
| Dated February 23      |                                  | US Telecom, Inc.                        |   |
| (Report must be signe  | ed by an officer) Title          | Secretary                               | <del>-</del>  |

Form 31 1/85

## State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION 100 NORTH MAIN STREET PROVIDENCE, RHODE ISLAND 02903

| Corporate ID            | 003791               | 8                                   |                       |                   | Annual I | Report fo     | or the year                             | 1989  |                 |
|-------------------------|----------------------|-------------------------------------|-----------------------|-------------------|----------|---------------|---|---|-----------------|
| First:                  | The name of the      | corporation is                      | ************          |                   | elecon   |               |   |   | ••••••          |
| Second                  | : It is incorpora    | ted under the laws                  | of                    | Kansa             | S        | •••••         | •••••                                   |   |                 |
| THIRD:                  | Character of bu      | siness, briefly stated              | l, is                 | Long              | distanc  | e telec       | ommunicat                               | ions  | •••••••         |
| Fourth                  | : If foreign corp    | ooration, address of<br>Westwood, K |                       | icipal o          | ffice 23 | 30 Shaw       | mee Missi                               | on Parkw  | ay,             |
| <b>Г</b> і <b>гт</b> н: | Business address     | in Rhode Island                     | (                     | CT Cor            | poratio  | n Syste       | m                                       | *******   |                 |
| 1                       | 123 Dyer Stree       | t, Providence,                      | RI (                  | )2903             |          |               | *************************************** |   |                 |
| Ѕіхтн:                  | Names and addi       | resses of its directors             | s and o               | fficers:          | A        | ddress (inclu | ding number, stre                       | •   | r if necessary) |
| William 1               | Г. Esrey             | Directo                             | or                    | 2330              | Shawnee  | Missio        | n Pkwy.,                                | Westwood  | , KS 6620       |
| Ronald T.               | . LeMay              | Directo                             | or                    |                   | lı       | 11            |   | ` II  | 11              |
| Arthur B.               | Krause               | Directo                             | or                    |                   |          |               |   |   |                 |
| William 1               | Γ. Esrey             | Preside                             | ent                   |                   |          |               |   |   | 11              |
| Arthur B.               | . Krause             | Vice P                              | residen               | t                 | н        |               |   | 11  |                 |
| Don A. Je               | ensen                | Secreta                             | ıry                   |                   | 11       |               | ri                                      |   |                 |
| William C               | J. Gunter            | Treasu                              | rer                   | ••                |          | •             |   |   | ıt              |
| Seventi                 | н: Number of S       | hares authorized:                   |                       |                   |          |               |   | Par Value<br>or statement il<br>shares are with |                 |
| No. of Sh               |                      | Class                               | _                     | 415               | Series   |               |   | par value                                       |                 |
| 10,00                   | JU                   | Common                              | <b>)</b>              | AID               |          |               |   | 1.00  |                 |
| Еіднтн:                 | Number of Sh         |                                     | MAR<br>BO'Y (         | 198 ک<br>SF ST    |          |               |   | Par Value<br>or statement the                   |                 |
| No. of Sh<br>1,00       |                      | Class<br>Commo <b>n</b>             |                       |                   | Series   |               |   | par value<br>1.00                               |                 |
| Dated Feb               | ruary 27             | 19 89                               | <br>(Na<br><b>B</b> v | US<br>time of Cor | Telecom  | , Inc.        | Qure                                    | ·····   |                 |
| (R                      | eport must be signed | l by an officer)                    | Tit                   | le                | Secreta  | iry           | <b>S</b>                                |   |                 |

To be filed annually between January 1st and March 1st

# State of hode Island and Providence Islantations CORPORATIONS DIVISION 270 WESTMINSTER MALL PROVIDENCE, RHODE ISLAND 02903

| Corporate ID 37918            |                            | A          | Annual Re                             | eport for th     | ne year      | T987   | <b></b>                                 | • |
|-------------------------------|----------------------------|------------|---------------------------------------|------------------|--------------|--|---|---|
| First: The name of the c      | orporation isUSTe          | elecom     | Inc                                   |                  | ••••         |  | , ,                                     | •••••                                   |
| SECOND: It is incorporate     |                            |            |                                       |                  |              |  |   |   |
|                               | ness, briefly stated, is   | holdin     | g comnar                              | y for lo         | onq dis      | tance  |   | •••••                                   |
| FOURTH: If foreign corpo      |                            | incipal of |                                       |                  |              | ssion Parky  |   |   |
| FIFTH: Business address i     | n Rhode IslandCT           | Corpor     | ation S                               | ystem,           |              |  | · • · • • • • • • • • • • • • • • • • • |   |
| 123 Dyer St., Prov            | idence, RI 02903           |            | · · · · · · · · · · · · · · · · · · · | ,                |              | ••••••••   | •••••                                   | •••••                                   |
| SIXTH: Names and addre        | esses of its directors and | officers:  | Ad                                    | dress (including | number, stre | (Attach rider if                                     | necess                                  | sary)                                   |
| Charles W. Battey             | Director                   | 2330       | Shawnee                               | Mission          | Pkwy.,       | . Westwood,  | KS                                      | 66205                                   |
| Don A. Jensen                 | Director                   |            |                                       |                  |              |  |   | 11                                      |
| William J. Cunter             | Director                   | 11         |                                       |                  |              |  |   |   |
| Charles W. Battey             | President                  |            |                                       | 11               |              |  |   | 11                                      |
|                               | Vice Preside               | ent        |                                       |                  |              |  |   |   |
| Don A. Jensen                 |                            |            | 11                                    | 11               | 11           |  | 11                                      | н                                       |
| William J. Gunter             |                            |            | 1;                                    |                  | lı           | н  |   | ,.<br>                                  |
| SEVENTH: Number of Sh         | nares authorized:          |            |                                       |                  |              | Par Value<br>or statement that<br>shares are without |   |   |
| No. of Shares                 | Class                      |            | Series<br>N/A                         |                  |              | par value 1.00                                       |   |   |
| 10,000  EIGHTH: Number of Sha | ree issued:                | PAID       | ŕ                                     |                  |              | Par Value  |   |   |
|                               | (41)                       | AR 171     | Senet                                 |                  |              | or statement that<br>shares are withou<br>par value  |   |   |
| No. of Shares                 | Class SEC"                 | Y OF ST    | TATIF/A                               | ** .             |              | 1.00   |   |   |
| Dated February 26             | 19 .88                     | US To      | lecom,                                | Inc.             |              |  |   |   |
|                               |                            | B          | ~@*                                   | Busi             | ا سرو        | on A. Jens   | en                                      | •••••                                   |
| (Report must be signed        | l by an officer)           | TitleV     | ice Pre                               | sident &         | Secret       | ary  | · • • • • • • • • • • • • • • • • • • • |   |

# State of Rhode Island and Providence Plantations CORPORATIONS DIVISION 270 WESTMINSTER MALL PROVIDENCE, RHODE ISLAND 02903

| Corporate ID 37918      | te ID 37918 An               |             |               | Annual Report for the year 1987         |   |   |               |   |
|-------------------------|------------------------------|-------------|---------------|---|---|---|---------------|---|
| First: The name of th   | e corporation isUS. To       | elecom,     | Inc           | ••••••••••••••••••••••••••••••••••••••• | •••••                                   | •••••••••                               | •••••••••••   | • |
| SECOND: It is incorpor  | ated under the laws of       | Kansa       | <b>s</b>      |   | ••••••                                  | ••••                                    | ••••          | •••••                                   |
| THIRD: Character of b   | usiness, briefly stated, is  | Holdi       | na Comp       | any foi                                 | r long                                  | distance                                |               | •••••                                   |
| telecommunicati         | ons services partner         | ship        |               | •••••                                   | •••••                                   | ***********                             |               | •••••                                   |
| FOURTH: If foreign con  | poration, address of its pr  | rincipal of | ice 233       | 0 Shawi                                 | nee Mis                                 | sion Parl                               | kway          |   |
| Westwood, Kansa         | c 66205                      |             |               |   |   |   |               |   |
| FIFTH: Business addres  | s in Rhode Island CT C       | ornorati    | on Syst       | em, 11                                  | l Westm                                 | inster S                                | treet,        | •••••                                   |
| Providence,             | 02903                        |             | •••••         | •••••                                   | ••••••••••••••••••••••••••••••••••••••• | •••••                                   |               |   |
| SIXTH: Names and add    | lresses of its directors and | officers:   | Ad            | dress (includi                          | ing number, s                           | (Attach ristreet, zip code)             | der if necess | sary)                                   |
| Charles W. Battey       | Director                     | 2330        | Shawnee       | Missi                                   | on Pkwy                                 | Westwo                                  | ood, KS       | 6620                                    |
| Don A. Jensen           | Director                     | 11          |               | 11                                      | 11                                      |   |               |   |
| William J. Gunter       | Director                     | 11          | н             | 11                                      |   | 11                                      | 11            |   |
| Charles W. Battey       | President                    | 11          |               |   |   |   |               | 1)                                      |
|                         | Vice Preside                 | ent         | ••••          |   | · · · · · · • · • · · · · · · · · · · · |   | •••••         |   |
| Don A. Jensen           | VP and Secretary             | H           |               | II                                      |   |   | !!            |   |
| William J. Gunter       | VP and Treasurer             | 11          |               |   |   |   | ,,            |   |
|                         | Shares authorized:           |             |               |   |   | Par Vali<br>or statemen<br>shares are w | t that        |   |
| No. of Shares<br>10,000 | Class<br>Common              |             | Series<br>N/A |   |   | par valu                                |               |   |
| 10,000                  |                              | PAID        | N/A           |   |   | \$1.0                                   | רור           |   |
| Eighth: Number of Sh    |                              | 06 1987     | ,             |   |   | Par Valu<br>or statemen                 | 119           | 72                                      |
| No. of Shares           | Class SEC'Y                  | OF STA      | Series        |   |   | shares are w<br>par valu                | 1.3 3         | A HARLY                                 |
| 1,000                   | Common                       |             | N/A           |   |   | \$1.0                                   | 00            |   |
| Dated February 26, 19   |                              | US Te       | lecom,        | Inc.                                    | ••••••                                  | ••••••••••••••••••••••••••••••••••••••• | ·····/        | •••••                                   |
|                         | В                            | y to        | <u>س</u>      | as                                      | Beu                                     | A.C.                                    |               |   |
| (Report must be signed  | d by an officer) T           | itle        | Secreta       | iry                                     | <i>O</i>                                |   |               | *****                                   |

### STATE OF KANSAS

OFFICE OF SECRETARY OF STATE JACK H. BRIER • SECRETARY OF STATE



### To all to whom these presents shall come, Greeting:

I, JACK H. BRIER, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

AGREEMENT AND PLAN OF MERGER

of

US TELECOM-DATA COMMUNICATIONS COMPANY (a Delaware corporation not authorized in Kansas), US TELECOM-CORPORATE NETWORK SERVICES COMPANY (a Delaware corporation not authorized in Kansas), US TELECOM-COMMUNICATIONS SERVICES COMPANY (a Texas corporation not authorized in Kansas), and UNICOMM, INC. (a Delaware corporation not authorized in Kansas) with and into US TELECOM, INC. (KS).

FILED:

June 30, 1986

the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this

first

day of

August

A.D. 19

ach V. Brier

SECRETARY OF STATE

BY ASSISTANT SECRETARY OF STATE

Willa M. Rue

Willa M. Roe

E-03 (12/80)

D7/125

#### AGREEMENT AND PLAN OF MERGER

000001 10 7269 06-30-86

is MERGER AGREE 1 20.00

This Agreement and Plan of Merger, dated May 30; 1986; 151 20.60 adopted by US Telecom - Communications Services Company, a Texas Corporation, ("US Telecom - CSC"), US Telecom - Data Communications Company, a Delaware corporation, ("US Telecom - DCC"), US Telecom - Corporate Network Services Company, a Delaware corporation, ("US Telecom - CNS") Unicomm, Inc., a Delaware Corporation ("Unicomm"), and US Telecom, Inc., a Kansas corporation ("US Telecom"), sometimes referred to as the "Constituent Corporations".

WHEREAS, US Telecom - CSC, US Telecom - DCC, US Telecom - CNS and Unicomm are affiliates of US Telecom, and

WHEREAS, the Boards of Directors of the Constituent Corporations have deemed it advisable and in the best interests of their respective shareholders that US Telecom - CSC, US Telecom - DCC, US Telecom, - CNS and Unicomm, Inc. be merged into US Telecom; and

WHEREAS, the Agreement and Plan of Merger shall be submitted to a vote of the shareholders of each of the Constituent Corporations; and

WHEREAS, the adoption of an Agreement and Plan of Merger by the respective Boards of Directors of the Constituent Corporations is required by the Texas Business Corporation Act, the Kansas General Corporation Code and the Delaware General Corporation Law;

NOW THEREFORE, in consideration of the premises herein contained, the parties hereto agree as follows:

- 1. Agreement and Plan of Merger. In accordance with the Texas Business Corporation Act, the Kansas General Corporation Code and the Delaware General Corporation Law, US Telecom CSC, US Telecom DCC, US Telecom CNS and Unicommshall be merged with and into US Telecom, which shall be the Surviving Corporation, whose principal offices are located at 2330 Shawnee Mission Parkway, Westwood, Kansas 66205. The name of the Surviving Corporation shall remain unchanged. The Articles of Incorporation and Bylaws of US Telecom shall not be amended by reason of the merger and shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.
- 2. Effective Date of Merger. At such time as the parties hereto may agree, the Constituent Corporations shall file an Agreement or Articles of Merger and any other required



documents with the Secretaries of States of Texas, Kansas and Delaware pursuant to the corporation laws of those states. The merger shall be effective on June 30, 1986, or upon the date of filing of the Agreement or Articles of Merger, which date is designated the "Effective Date".

- 3. <u>Outstanding Shares</u>. The number of shares of capital stock of each Constituent Corporation outstanding as of the current date is as follows:
  - (a) US Telecom CSC 1,000 shares of Common Stock, par value \$1.00.
  - (b) US Telecom DCC 100 shares of Common Stock, par value \$1.00.
  - (c) US Telecom CNS 576,470 shares of Class A Common Stock, par value \$.10; 600,000 shares of Class B Common Stock, par value \$.10; and 24,000 shares of Class C Common Stock, par value \$.50.
  - (d) Unicomm 100 shares of Common Stock, par value \$1.00.
  - (e) US Telecom 1,000 shares of Common Stock, par value \$ 1.00.
- 4. <u>Terms and Conditions of Merger</u>. The terms and conditions of the merger and the manner and basis of converting shares shall be as follows:
  - (a) Each share of the Common Stock of US Telecom which shall be outstanding on the Effective Date shall not be changed by reason of the merger and shall continue to be one share of Common Stock, par value \$1.00, of the Surviving Corporation.
  - (b) Each share of the Common Stock, of US Telecom CSC, US Telecom DCC, US Telecom CNS and Unicomm which shall be outstanding on the Effective Date shall be cancelled.

- 5. Effect of Merger. On the Effective Date, the separate existences of US Telecom CSC, US Telecom DCC, US Telecom CNS and Unicomm shall cease, and US Telecom, as the Surviving Corporation, shall succeed to all property (real, personal, and mixed) and franchises of US Telecom CSC, US Telecom DCC, US Telecom CNS, and Unicomm, as well as all debts due on whatever account to any of them, and thenceforth be responsible for all the liabilities and obligations of each of them. At and after the Effective Date, the assets and liabilities of US Telecom CSC, US Telecom DCC, US Telecom CNS and Unicomm shall be carried on the books of US Telecom at the amounts at which they were carried on the books of US Telecom CSC, US Telecom DCC, US Telecom DCC, US Telecom CNS and Unicomm immediately prior to the merger, and the capital in excess of par or stated value and deficit of US Telecom shall be the sum of the respective amounts of the Constituent Corporations, subject to such adjustments, eliminations or transfers as required to give effect to the merger contemplated by this Agreement and Plan.
- 6. Termination. This Agreement and Plan may be terminated and the transactions contemplated hereby may be abandoned at any time prior to the Effective Date by mutual agreement of the Boards of Directors of the Constituent Corporations, in which event all obligations of the Constituent Corporations hereunder shall terminate without liability on the part of either party.
- 7. The Surviving Corporation hereby (i) agrees that it may be served with process in the States of Texas and Delaware in any proceeding for enforcement of any obligation of the merged corporations and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporations; (ii) irrevocably appoints the Secretary of State of Texas and/or Delaware as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporations the amount, if any, to which they shall be entitled pursuant to the laws of the States of Texas or Delaware, whichever is applicable.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolution adopted by

their respective boards of directors have caused these presents to be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of each party hereto as the respective act, deed and agreement of said corporations on this Act day of June, 1986.

US TELECOM, INC.

By: WWA ZIWWI

ATTEST:

By Kathken M. Rhiades Assistant Secretary

US TELECOM - DATA COMMUNICATIONS COMPANY

By: C. Homes Jag 2

ATTEST:

By Kathley M. Alicales Assistant Secretary

US TELECOM - CORPORATE NETWORK

SERVICES\_COMPANY

By: fly

**ATTFST** 

Secretary

UNICOMM, INC.

By: Suche President

ATTEST:

By Land D'Gudell

US TELECOM - COMMUNICATIONS SERVICES COMPANY .

By: MM Samm Vice-President

ATTEST:

Sy Kathlen M Rhoades
Assistant Secretary

# CERTIFICATE OF THE SECRETARY OF US TELECOM, INC.

RELATIVE TO VOTE OF STOCKHOLDERS

I, Kathlen M. Khoudes Assistant
Inc. 43 a corporation of the State of Kansas, HEREBY CERTIFY as such Secretary and under the seal of that corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed by a majority of the directors of said corporation and by a majority of the directors of 1) US Telecom - Communications Services Company, a corporation of the State of Texas, 2) US Telecom - Data Communications Company, a Corporation of the State of Delaware, 3) US Telecom - Corporation Network Services Company, a corporation of the State of Delaware, and 4) Unicomm, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of said US Telecom, Inc., at a special meeting of said stockholders called separately for the purpose of considering and taking action upon said Agreement of Merger and held after due notice on the 20th day of June, 1986; and that at said meeting the votes of the stockholders of said US Telecom, Inc., representing all of the total number of shares of its outstanding capital stock were cast (each share entitling the holder to one vote in favor of the adoption of said Agreement of Merger.

Witness my hand and seal of said US Telecom, Inc., on this day of June, 1986.

Assistant Secretary M. Rhoades

# CERTIFICATE OF THE SECRTARY OF US TELECOM - COMMUNICATIONS SERVICES COMPANY

#### RELATIVE TO VOTE OF STOCKHOLDERS

K Stewart, Secretary of US Telecom -Communications Services Company,, a corporation of the State of Texas, HEREBY CERTIFY as such Secretary and under the seal of that corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed by a majority of the directors of said corporation and by a majority of the directors of US Telecom, Inc., a corporation of the State of Kansas, and all other Constituent Corporations, was duly submitted to the stockholders of said US Telecom -Communications Services Company, at a special meeting of said stockholders called separately for the purpose of considering and taking action upon said Agreement of Merger and held after due notice on the 20th day of June, 1986; and that at said meeting the votes of the stockholders of said US Telecom - Communications Services Company representing all of the total number of shares of its outstanding capital stock were cast (each share entitling the holder to one vote) in favor of the adoption of said Agreement of Merger.

Witness my hand and seal of said US Telecom- Communications Services Company on this 25% day of June, 1986.

Secretary

# CERTIFICATE OF THE SECRETARY OF US TELECOM - DATA COMMUNICATIONS COMPANY

RELATIVE TO VOTE OF STOCKHOLDERS

I, Kathlan M. Madd. Assertant

I, Kathlan M. Madd. Assertany of US Telecom Data Communications Company,, a corporation of the State of
Delaware, HEREBY CERTIFY as such Secretary and under the seal of
that corporation, that the Agreement of Merger to which this
Certificate is attached, after having been first duly signed by a
majority of the directors of said corporation and by a majority
of the directors of US Telecom, Inc., a corporation of the State
of Kansas, and all other Constituent Corporations, was duly
submitted to the stockholders of said US Telecom - Data
Communications Company, at a special meeting of said stockholders
called separately for the purpose of considering and taking
action upon said Agreement of Merger and held after due notice on
the 20th day of June, 1986; and that at said meeting the votes of
the stockholders of said US Telecom - Data Communications Company
representing all of the total number of shares of its outstanding
capital stock were cast (each share entitling the holder to one
vote) in favor of the adoption of said Agreement of Merger.

Witness my hand and seal of said US Telecom- Data Communications Company on this 25 day of June, 1986.

Assistant Secretary Rhundes

#### CERTIFICATE OF THE SECRETARY OF

#### US TELECOM - CORPORATE NETWORK SERVICES COMPANY

#### RELATIVE TO VOTE OF STOCKHOLDERS

I, <u>David D. Kardell</u> \_, Secretary of US Telecom -Corporate Network Services Company,, a corporation of the State of Delaware. HEREBY CERTIFY as such Secretary and under the seal of that corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed by a majority of the directors of said corporation and by a majority of the directors of US Telecom, Inc., a corporation of the State of Kansas, and all other Constituent Corporations, was duly submitted to the stockholders of said US Telecom - Corporate Network Services Company, at a special meeting of said stockholders called separately for the purpose of considering and taking action upon said Agreement of Merger and held after due notice on the 20th day of June, 1986; and that at said meeting the votes of the stockholders of said US Telecom - Corporate Network Services Company representing all of the total number of shares of its outstanding capital stock were cast (each share entitling the holder to one vote) in favor of the adoption of said Agreement of Merger.

Witness my hand and seal of said US Telecom- Corporate Network Services Company on this 24th day of June, 1986.

Sand Landell Secretary

#### CERTIFICATE OF THE SECRETARY OF

UNICOMM, INC.

#### RELATIVE TO VOTE OF STOCKHOLDERS

I, <u>David D. Wardell</u>, Secretary of Unicomm, Inc., a corporation of the State of Delaware, HEREBY CERTIFY as such Secretary and under the seal of that corporation, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed by a majority of the directors of said corporation and by a majority of the directors of US Telecom, Inc., a corporation of the State of Kansas, and all other Constituent Corporations, was duly submitted to the stockholders of said Unicomm, Inc., at a special meeting of said stockholders called separately for the purpose of considering and taking action upon said Agreement of Merger and held after due notice on the 20th day of June, 1986; and that at said meeting the votes of the stockholders of said Unicomm, Inc.representing all of the total number of shares of its outstanding capital stock were cast (each share entitling the holder to one vote) in favor of the adoption of said Agreement of Merger.

Witness my hand and seal of said Unicomm, Inc. on this 24th day of June, 1986.

Sand Standell Secretary

The foregoing Agreement of Merger having been duly executed by a majority of the directors of each of the corporations, parties thereto, and the said corporations having caused their respective corporate seals to be thereunto affixed and attested by their respective secretaries, or assistant secretaries, and the said Agreement having been adopted by the stockholders of US Telecom, Inc., a Kansas corporation, in accordance with the laws of the State of Kansas, and adopted by the stockholders of US Telecom - Communications Services Company, a Texas corporation, US Telecom - Data Communications Company, a Delaware corporation, US Telecom - Corporate Network Services Company, a Delaware Corporation and Unicomm, Inc., a Delaware corporation, in accordance with the laws of the States of Kansas, Texas and Delaware, the President or Vice-President and Secretary or Assistant Secretary of each of said corporations do now sign this Agreement of Merger under the respective seals of said corporations, this 2x day of June, 1986.

US TELECOM, INC.

By: Want Tena

7106-1163106110

y fewer M. Huck

ATTEST:

By Kathlyn M. Chilade Assistant Secretary

US TELECOM - COMMUNICATIONS SERVICES COMPANY

By: NIM Law A

Leven &

ATTEST:

By KAthlien M. Rhiades Assistant Secretary

US TELECOM - DATA COMMUNICATIONS COMPANY

By: C. Thomas Day President

By: Kathleen M. Rhiades

ATTEST:

By Kathlen M. Rhiads Assistant Secretary

US TELECOM - CORPORATE NETWORK

SERVICES COMPANY

By: And A Could
Secretary

ATTEST:

UNICOMM, INC.

By: President Smith, Secretary

By Cand D Carfell
Secretary

STATE OF KANSAS COUNTY OF JOHNSON

BE IT REMEMBERED that on this to day of June, A. D. 1986, personally came before me MARGARETE STATE, a Notary Public in and for the county and state aforesaid, Acan's States, Vice President of US Telecom, Inc., a corporation of the State of Kansas and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said ALAN K STEWART such Vice President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said US Telecom, Inc., that the signatures of the said Vice President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said Vice President and Secretary of said US Telecom, Inc., and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of e the day and rear aforesaid. office the day and were "

O CUMM DY

STATE OF KANSAS

OEKANS COUNTY OF JOHNSON"

BE IT REMEMBERED that on this day of June, A. D. 1986, personally came before me MAGGET FISCH , a Notary Public in and for the county and state aforesaid, AMNIK, SEWIC, Vice President of US Telecom - Communications Services Company, a corporation of the State of Texas and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said TOWART \_\_\_\_, as such Vice President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said US Telecom -Communications Services Company, that the signatures of the said Vice President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said Vice President and Secretary of said US Telecom - Communications Services Company, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOFINING have hereunto set my hand and seal of office the day and pear Easter east.

NOTARY

Comm Exp. 1/39/69

Notary

STATE OF KANSAS SS. COUNTY OF JOHNSON

BE IT REMEMBERED that on this 25 day of June, A. D. 1986, personally came before me MARUARY F. SOTT, a Notary Public in and for the county and state aforesaid, C. Thomas Tayux, \_\_\_, a Notary President of US Telecom - Data Communications Company, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said 1. THOMAS TAYLOC, as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said US Telecom -Data Communications Company, that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said President and Secretary of said US Telecom - Data Communications Company, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF Thay'e hereunto set my hand and seal of

office the day and year offerezaid.

OF KANS

9 COMMERP

STATE OF GEORGIA

BE IT REMEMBERED that on this 24th day of June, A. D.

1986, personally came before me Jenifer Z. Winograd, a Notary
Public in and for the county and state aforesaid, Cichard C.

Shuft, Tr., President of US Telecom - Corporate Network Services Company, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said Richard C. Smitk, Tr., as such the President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said US Telecom - Corporate Network Services Company, that the signatures of the said \text{\text{First}} President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said \*\*\* President and Secretary of said US Telecom - Corporate Network Services Company, and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

> Notary Public, Georgia, State at I My Commission Expires Oct. 11, 1987

STATE OF GEORGIA ) ss.

BE IT REMEMBERED that on this 24 day of June, A. D. 1986, personally came before me Territer 7. Wincaracl, a Notary Public in and for the county and state aforesaid, Richard C. Smitk, Tr. President of Unicomm, Inc., a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Agreement of Merger, known to me personally to be such, and he, the said Richard C. Smitk, Tr., as such President duly executed said Agreement of Merger before me and acknowledged said Agreement of Merger to be the act, deed and agreement of said Unicomm, Inc., that the signatures of the said President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said President and Secretary of said Unicomm, Inc. and that the seal affixed to said Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Notary Public Georgia, State at Large

Notary Public, Georgia, State at Large My Commission Expires Oct. 11, 1987