



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 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 37918		2. Name of Corporation US Telecom, Inc.		
3. Street Address Principal Business Office 6200 Sprint Pkwy		City Overland Park	State Ks	Zip 66251
4. Business Phone No 913-315-5820		5. State of Incorporation KANSAS		6. SIC Code
7. Brief Description of the Character of Business Conducted in Rhode Island PARTNER IN LONG DISTANCE TELECOMMUNICATION PARTNERSHIP				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Howard E. Janzen		Vice President Name MARK V. BESHEARS		
Street Address 6200 Sprint Pkwy		Street Address 10500 Sprint Pkwy		
City Overland Park	State Ks	Zip 66251	City Overland Park	State Ks
Secretary Name Claudia S. Toussaint	Treasurer Name Gene M. Betts			
Street Address 6200 Sprint Pkwy		Street Address 6200 Sprint Pkwy		
City Overland Pk	State Ks	Zip 66251	City Overland Park	State Ks
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Howard E. Janzen		Director Name Robert J. Dellinger		
Street Address 6200 Sprint Pkwy		Street Address 6200 Sprint Pkwy		
City Overland Pk	State Ks	Zip 66251	City Overland Pk	State Ks
Director Name Claudia S. Toussaint	Director Name			
Street Address 6200 Sprint Pkwy		Street Address		
City Overland Park	State Ks	Zip 66251	City	State
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
53,000 \$1.00 PAR VALUE			1,000	Common
50,000 Common \$1.00			2,420	Preferred
3,000 Preferred \$1.00				

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



37918

File Date 1-27-04
Check No. 11301668
By: 26
FOR SECRETARY OF STATE USE ONLY

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

MARK V. BESHEARS **1-17-05**
Signature of Officer Date
MARK V. BESHEARS
Print or Type Name of Officer
ASST VICE PRESIDENT
Title of Officer



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 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 37918		2. Name of Corporation US Telecom, Inc.			
3. Street Address Principal Business Office 6500 Sprint Parkway		City Overland Park	State KS	Zip 66251	
4. Business Phone No. 913-315-5820		5. State of Incorporation KANSAS		6. SIC Code 4825	
7. Brief Description of the Character of Business Conducted in Rhode Island PARTNER IN LONG DISTANCE TELECOMMUNICATION PARTNERSHIP					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Gary D. Forsee		Vice President Name Mark V. Beshears			
Street Address 6200 Sprint Parkway		Street Address 6500 Sprint Parkway			
City Overland Park	State KS	Zip 66251	City Overland Park	State KS	Zip 66251
Secretary Name Claudia S. Toussaint		Treasurer Name Gene M. Betts			
Street Address 6200 Sprint Parkway		Street Address 6200 Sprint Parkway			
City Overland Park	State KS	Zip 66251	City Overland Park	State KS	Zip 66251
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Robert J. Dellinger		Director Name Gary D. Forsee			
Street Address 6200 Sprint Parkway		Street Address 6200 Sprint Parkway			
City Overland Park	State KS	Zip 66251	City Overland Park	State KS	Zip 66251
Director Name Claudia S. Toussaint		Director Name			
Street Address 6200 Sprint Parkway		Street Address			
City Overland Park	State KS	Zip 66251	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
53,000	\$1.00 PAR VALUE		1,000	Common	\$1.00
50,000	COMMON	\$1.00	2,420	Preferred	\$1.00
3,000	PREFERRED	\$1.00			

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



* 3 7 9 1 8 *

File Date	2-10-04
Check No.	9429649
By:	Qc
FOR SECRETARY OF STATE USE ONLY	

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

Signature of Officer: Mark V. Beshears
Date: 2/6/04
Print or Type Name of Officer: Mark V. Beshears
Title of Officer: Asst. VP - Tax



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

Edward S. Inman, III, Secretary of State
Corporations Division
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

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **37918** 2. Name of Corporation **US Telecom, Inc.**

3. Street Address Principal Business Office

6500 Sprint Parkway

4. Business Phone No

913-315-5820

5. State of Incorporation

KANSAS

City

Overland Park

State

KS

Zip

66251

6. SIC Code

4825

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

Partner in Long Distance Telecommunication Partnership

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name

Ronald T. LeMay

Street Address

6200 Sprint Parkway

City

Overland Park

State

KS

Zip

66251

Asst Vice President Name

MARK V. BESHEARS

Street Address

6500 Sprint Parkway

City

Overland Park

State

KS

Zip

66251

Treasurer Name

Gene M. Betts

Street Address

6200 Sprint Pkwy

City

Overland Park

State

KS

Zip

66251

Secretary Name

Claudia Toussaint

Street Address

6200 Sprint Pkwy

City

Overland Park

State

KS

Zip

66251

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

Director Name

J. RICHARD Devlin

Street Address

6200 Sprint Pkwy

City

Overland Park

State

KS

Zip

66251

Director Name

Ronald T. LeMay

Street Address

6200 Sprint Parkway

City

Overland Park

State

KS

Zip

66251

Street Address

Street Address

City

State

Zip

City

State

Zip

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

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

53,000 \$1.00 PAR VALUE

50,000

COMMON

\$1.00

3,000

PREFERRED

\$1.00

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

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1,100

Common

\$1.00

2,420

Preferred

\$1.00

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



* 3 7 9 1 8 *

File Date: **1-21-03**

Check No.: **7087510**

B): **22**

FOR SECRETARY OF STATE USE ONLY

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

Mark V. Beshears 1/14/03
Signature of Officer Date

MARK V. BESHEARS
Print or Type Name of Officer

Asst VP Tax
Title of Officer

Form 630 12/02



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

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



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

37918

2. Name of Corporation

US Telecom, Inc.

3. Street Address Principal Business Office

6500 SPAINT PARKWAY

City

OVERLAND PARK

State

KANSAS

Zip

66251

4. Business Phone No.

913-315-5820

5. State of Incorporation

KANSAS

6. SIC Code

4825

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

PARTNER IN LONG DISTANCE TELECOMMUNICATIONS PARTNERSHIP

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

RONALD T. LEMAY

Street Address

2330 SHAWNEE MISSION PARKWAY

City

State

Zip

WESTWOOD

KS

66205

Secretary Name

THOMAS A. GERKE

Street Address

2330 SHAWNEE MISSION PARKWAY

City

State

Zip

WESTWOOD

KS

66205

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

Director Name

J. RICHARD DEULIN

Street Address

2330 SHAWNEE MISSION PARKWAY

City

State

Zip

WESTWOOD

KS

66205

Director Name

ARTHUR B. KRAWCE

Street Address

2330 SHAWNEE MISSION PARKWAY

City

State

Zip

WESTWOOD

KS

66205

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

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

53,000 \$1.00 PAR VALUE

50,000

COMMON

\$1.00

3,000

PREFERRED

\$1.00

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

ISSUED SHARES

Number of Shares

Class/Series

Par Value

1,100

COMMON

\$1.00

2,420

PREFERRED

\$1.00

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



* 3 7 9 1 8 *

File Date:

3-21-02

Check No.:

4501427

By:

[Signature]

FOR SECRETARY OF STATE USE ONLY

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

Signature of Officer

MARK V. BESHEARS

Print or Type Name of Officer

ASSISTANT VP - TAX

Title of Officer

425

Date

Form 630 12/01

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

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

0057918

1994

Corporate ID: _____ Annual Report for the year: _____

US Telecom, Inc.

Name of Business Entity: _____

Business entity organized under the laws of the State of: Kansas

Federal Taxpayer Identification Number: ██████████

For foreign entity, address and telephone number of principal office:

2330 Shawnee Mission Parkway

Westwood, KS 66205

Phone: (913) 624-2526

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

CT Corporation System

123 Dyer Street

Providence, RI 02903

Phone: () _____

Business Entity is (check one):

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Terry Frederick

Mailstop# KSWESB0109

2330 Shawnee Mission Parkway

Westwood, KS 66205

Brief statement of the character of business conducted in Rhode Island:
Long Distance Telecommunications

Date of Organization: March 26, 1982

X Date of Qualification to do business in Rhode Island (if foreign entity):

3/20/86 (CA)

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One)	<u>William T. Esrey, 2330 Shawnee Mission Parkway, Westwood, KS 66205</u>		
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input checked="" type="checkbox"/> VICE PRESIDENT (Check One)	<u>Gene Betts, 2330 Shawnee Mission Parkway, Westwood, KS 66205</u>		
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input checked="" type="checkbox"/> SECRETARY (Check One)	<u>Don Jensen, 2330 Shawnee Mission Parkway, Westwood, KS 66205</u>		
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input checked="" type="checkbox"/> TREASURER (Check One)	<u>Arthur Krause, 2330 Shawnee Mission Parkway, Westwood, KS 66205</u>		

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>William T. Esrey</u>	<u>2330 Shawnee Mission Parkway, Westwood, KS</u>	<u>66205</u>	
<u>Arthur Krause</u>	<u>2330 Shawnee Mission Parkway, Westwood, KS</u>	<u>66205</u>	
<u>Ronald T. Lemay</u>	<u>2330 Shawnee Mission Parkway, Westwood, KS</u>	<u>66205</u>	

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER <u>10,000</u>	NUMBER <u>1,000</u>
CLASS <u>Common</u>	CLASS <u>Common</u>
SERIES <u>N/A</u>	SERIES <u>N/A</u>
PAR VALUE OR WITHOUT PAR <u>\$1.00</u>	PAR VALUE OR WITHOUT PAR <u>\$1.00</u>

Date February 7, 19 94

By: Don Jensen

Filing Fee \$50.00

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

10112

Corporate ID 0037919 Annual Report for the year 1993

FIRST: The name of the corporation is US Telecom, Inc.

SECOND: It is incorporated under the laws of Kansas

THIRD: Character of business, briefly stated, is Long Distance Telecommunications

FOURTH: If foreign corporation, address of its principal office 2330 Shawnee Mission Parkway
Westwood, KS 66205

FIFTH: Business address in Rhode Island CT Corporation System, 123 Dyer Street,
Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

See Attached Schedule

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	Common		\$1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		\$1.00

Dated February 17 19 93

US Telecom, Inc.
(Name of Corporation)

By [Signature]
Title Vice President & Secretary

(Report must be signed by an officer)

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

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

Filing Fee \$50.00

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 0007918 Annual Report for the year 1992

FIRST: The name of the corporation is US Telecom, Inc.

SECOND: It is incorporated under the laws of Kansas

THIRD: Character of business, briefly stated, is Long Distance Telecommunications

FOURTH: If foreign corporation, address of its principal office 2330 Shawnee Mission Parkway

Westwood, Kansas 66205

FIFTH: Business address in Rhode Island CT Corporation System 123 Dyer Street,

Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

William T. Esrey Director 2330 Shawnee Mission Parkway, Westwood, Kansas 66205

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 President 2330 Shawnee Mission Parkway, Westwood, Kansas 66205

Don A. Jensen Secretary 2330 Shawnee Mission Parkway, Westwood, Kansas 66205

Arthur B. Krause Treasurer 2330 Shawnee Mission Parkway, Westwood, Kansas 66205

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

10,000

Common

1.00

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

1,000

Common

1.00

Dated February 7 19 92

US Telecom, Inc.

(Name of Corporation)

By Don A. Jensen

Title Vice President and Secretary

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903Corporate ID 0037918 Annual Report for the year 1991FIRST: The name of the corporation is US Telecom, Inc.SECOND: It is incorporated under the laws of KANSASTHIRD: Character of business, briefly stated, is Long Distance TelecommunicationsFOURTH: If foreign corporation, address of its principal office 2330 Shawnee Mission Parkway,
Westwood, Kansas 66205FIFTH: Business address in Rhode Island CT Corporation System, 123 Dyer Street,
Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
William T. Esrey	Director	2330 Shawnee Mission Parkway, Westwood, Kansas 66205
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 President	2330 Shawnee Mission Parkway, Westwood, Kansas 66205
Don A. Jensen	Secretary	2330 Shawnee Mission Parkway, Westwood, Kansas 66205
Arthur B. Krause	Treasurer	2330 Shawnee Mission Parkway, Westwood, Kansas 66205

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	Common		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		1.00

Dated February 15, 19 91

US TELECOM, INC.

(Name of Corporation)

By Don A. JensenTitle Secretary

(Report must be signed by an officer)

Filing Fee \$15.00

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 0037918

Annual Report for the year 1990

FIRST: The name of the corporation is US Telecom, Inc.

SECOND: It is incorporated under the laws of Kansas

THIRD: Character of business, briefly stated, is Long Distance Telecommunications

FOURTH: If foreign corporation, address of its principal office 2330 Shawnee Mission Parkway,
Westwood, KS 66205

FIFTH: Business address in Rhode Island CT Corporation System, 123 Dyer St.,
Providence, RI 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
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., Westwood, KS 66205

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	Common		1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		1.00

Dated February 23 19 90

US Telecom, Inc.

(Name of Corporation)

By 

Title Secretary

(Report must be signed by an officer)

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 1989

FIRST: The name of the corporation is US Telecom, Inc.

SECOND: It is incorporated under the laws of Kansas

THIRD: Character of business, briefly stated, is Long distance telecommunications

FOURTH: If foreign corporation, address of its principal office 2330 Shawnee Mission Parkway,
Westwood, KS 66205FIFTH: Business address in Rhode Island CT Corporation System
123 Dyer Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
William T. Esrey	Director	2330 Shawnee Mission Pkwy., Westwood, KS 66205
Ronald T. LeMay	Director	" " " " " "
Arthur B. Krause	Director	" " " " " "
William T. Esrey	President	" " " " " "
Arthur B. Krause	Vice President	" " " " " "
Don A. Jensen	Secretary	" " " " " "
William J. Gunter	Treasurer	" " " " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	Common	PAID	1.00

MAR 2 1989

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	REC'D OF STATE	1.00

Dated February 27 19 89

US Telecom, Inc.

(Name of Corporation)

By

Title Secretary

(Report must be signed by an officer)

Filing Fee \$15.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

1988

Corporate ID.....37918.....

Annual Report for the year.....1987.....

FIRST: The name of the corporation is.....US Telecom, Inc.....

SECOND: It is incorporated under the laws of.....Kansas.....

THIRD: Character of business, briefly stated, is.....holding company for long distance
telecommunications.....

FOURTH: If foreign corporation, address of its principal office.....2330 Shawnee Mission Parkway,
Westwood, Kansas 66205.....

FIFTH: Business address in Rhode Island.....CT Corporation System,
123 Dyer St., Providence, RI 02903.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Charles W. Battey	Director	2330 Shawnee Mission Pkwy., Westwood, KS 66205
Don A. Jensen	Director	" " " " " "
William J. Gunter	Director	" " " " " "
Charles W. Battey	President	" " " " " "
	Vice President	
Don A. Jensen	VP & Secretary	" " " " " "
William J. Gunter	VP & Treasurer	" " " " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	Common	N/A	1.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	1.00

Dated.....February 26.....19 88.....

US Telecom, Inc.

(Name of Corporation)

By.....Don A. Jensen.....

Title.....Vice President & Secretary.....

(Report must be signed by an officer)

Filing Fee \$15.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 37918 Annual Report for the year 1987

FIRST: The name of the corporation is US Telecom, Inc.

SECOND: It is incorporated under the laws of Kansas

THIRD: Character of business, briefly stated, is Holding Company for long distance
telecommunications services partnership

FOURTH: If foreign corporation, address of its principal office 2330 Shawnee Mission Parkway
Westwood, Kansas 66205

FIFTH: Business address in Rhode Island CT Corpnation System, 111 Westminster Street,
Providence, 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Charles W. Battey	Director	2330 Shawnee Mission Pkwy., Westwood, KS 66205
Don A. Jensen	Director	" " " " " " "
William J. Gunter	Director	" " " " " " "
Charles W. Battey	President	" " " " " " "
	Vice President	
Don A. Jensen	VP and Secretary	" " " " " " "
William J. Gunter	VP and Treasurer	" " " " " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10,000	Common	N/A	\$1.00

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	\$1.00

MAR 06 1987

SEC'Y. OF STATE

Par Value
or statement that
shares are without
par value
JUN 17 1987

Dated February 26, 1987 19

US Telecom, Inc.
(Name of Corporation)

By Don A. Jensen

(Report must be signed by an officer)

Title Secretary

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:

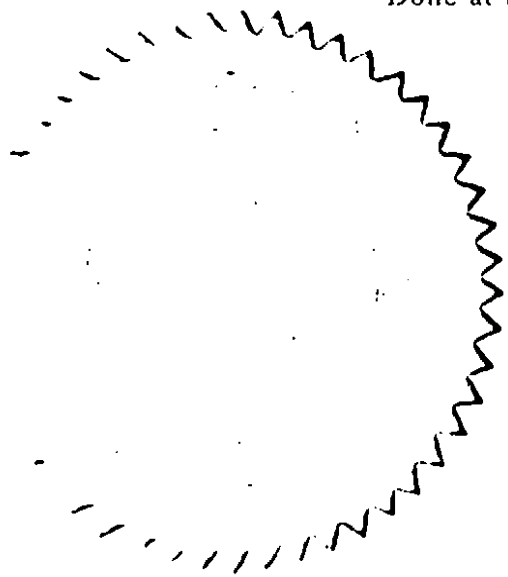
June 30, 1986

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 86


Jack H. Brier
JACK H. BRIER
SECRETARY OF STATE

Willa M. Roe
BY ASSISTANT SECRETARY OF STATE
Willa M. Roe

D74125

AGREEMENT AND PLAN OF MERGER

000001 10 7289 06-30-86
15 MEMBER AGREE 1 20.00
1986 20.00

This Agreement and Plan of Merger, dated May 30, 1986, 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") Unicom, Inc., a Delaware Corporation ("Unicom"), 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 Unicom 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 Unicom, 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 Unicom shall 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

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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. Outstanding Shares. 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) Unicom - 100 shares of Common
Stock, par value \$1.00.

(e) US Telecom - 1,000 shares of
Common Stock, par value \$ 1.00.

4. Terms and Conditions of Merger. 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 Unicom 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 Unicommm 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 Unicommm, 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 Unicommm 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 - CNS and Unicommm 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 25th day of June, 1986.

US TELECOM, INC.

By: Walter Stewart
Vice-President

ATTEST:

By Kathleen M. Rhoades
Assistant Secretary

US TELECOM - DATA
COMMUNICATIONS COMPANY

By: C. Thomas Fay
~~Vice~~ President

ATTEST:

By Kathleen M. Rhoades
Assistant Secretary

US TELECOM - CORPORATE NETWORK
SERVICES COMPANY

By: Richard C. Smith, Jr.
~~Vice~~ President

ATTEST:

By David D. Kordell
~~Assistant~~ Secretary

UNICOMM, INC.

By: Richard C. Smith, Jr.
~~Vice~~ President

ATTEST:

By: Dana D. Gurdell
~~Assistant~~ Secretary

US TELECOM - COMMUNICATIONS
SERVICES COMPANY .

By: Robert Stewart
Vice-President

ATTEST:

By: Kathleen M. Rhoades
Assistant Secretary

CERTIFICATE OF THE SECRETARY OF
US TELECOM, INC.

RELATIVE TO VOTE OF STOCKHOLDERS

I, Kathleen M. Rhoades, ^{Assistant} Secretary of US Telecom, Inc., 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) Unicom, 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.

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

Kathleen M. Rhoades
Assistant Secretary

CERTIFICATE OF THE SECRETARY OF
US TELECOM - COMMUNICATIONS SERVICES COMPANY

RELATIVE TO VOTE OF STOCKHOLDERS

I, Alan 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 25th day of June, 1986.

Alan K Stewart
Secretary

CERTIFICATE OF THE SECRETARY OF
US TELECOM - DATA COMMUNICATIONS COMPANY

RELATIVE TO VOTE OF STOCKHOLDERS

I, Kathleen M. Rhoades, ^{Assistant} Secretary 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.

Kathleen M. Rhoades
Assistant Secretary

CERTIFICATE OF THE SECRETARY OF

US TELECOM - CORPORATE NETWORK SERVICES COMPANY

RELATIVE TO VOTE OF STOCKHOLDERS

I, David D. Kardell, 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.

David D. Kardell
Secretary

CERTIFICATE OF THE SECRETARY OF

UNICOMM, INC.

RELATIVE TO VOTE OF STOCKHOLDERS

I, David D. Kardell, Secretary of Unicom, 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 Unicom, 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 Unicom, 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 Unicom, Inc. on this 24th day of June, 1986.

David D. Kardell
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 Unicom, 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 25 day of June, 1986.

US TELECOM, INC.

By: Alan Stewart
Vice-President

By: Kevin M. Rucker
Assistant Secretary

ATTEST:

By: Kathleen M. Rhoades
Assistant Secretary

US TELECOM - COMMUNICATIONS
SERVICES COMPANY

By: Alan Stewart
Vice-President

By: Kevin M. Rucker
Assistant Secretary

ATTEST:

By: Kathleen M. Rhoades
Assistant Secretary

US TELECOM - DATA
COMMUNICATIONS COMPANY

By: C. Thomas Day
President

By: Kathleen M. Rhoades
Assistant Secretary

ATTEST:

By Kathleen M. Rhoades
Assistant Secretary

US TELECOM - CORPORATE NETWORK
SERVICES COMPANY

By: Richard C. Smith
~~President~~ President

By: David D. Kendall
~~Assistant Secretary~~ Secretary

ATTEST:

By David D. Kendall
~~Assistant Secretary~~ Secretary

UNICOMM, INC.

By: Richard C. Smith, Jr.
President

By: David D. Kendall
Secretary

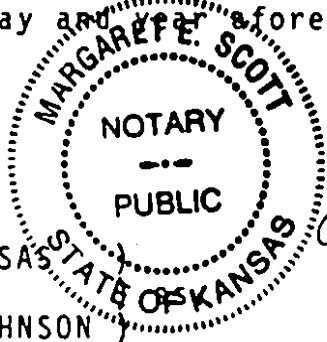
ATTEST:

By David D. Kendall
Secretary

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

BE IT REMEMBERED that on this 25 day of June, A. D. 1986, personally came before me MARGARET E. SCOTT, a Notary Public in and for the county and state aforesaid, ALAN K. STEWART, 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, 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, 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 office the day and year aforesaid.



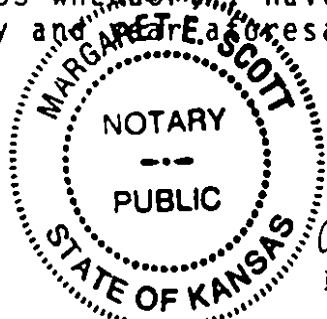
Margaret E. Scott
Notary Public

STATE OF KANSAS
COUNTY OF JOHNSON

Comm. exp 7/1/89

BE IT REMEMBERED that on this 25 day of June, A. D. 1986, personally came before me MARGARET E. SCOTT, a Notary Public in and for the county and state aforesaid, ALAN K. STEWART, 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 ALAN K. STEWART, 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 WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



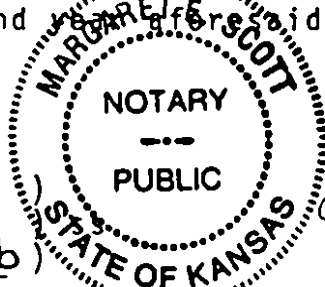
Margaret E. Scott
Notary Public

Comm exp 7/1/89

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

BE IT REMEMBERED that on this 25 day of June, A. D. 1986, personally came before me MARGARET E. SCOTT, a Notary Public in and for the county and state aforesaid, C. THOMAS TAYLOR, 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 C. THOMAS TAYLOR, 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, I have hereunto set my hand and seal of office the day and year aforesaid.



Margaret E. Scott
Notary Public

STATE OF GEORGIA)
COUNTY OF DeKalb) COMM. exp. 7/29/87

BE IT REMEMBERED that on this 24th day of June, A. D. 1986, personally came before me Jennifer Z. Winograd, a Notary Public in and for the county and state aforesaid, Richard C. Smith, Jr., ~~was~~ 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. Smith, Jr., as such ~~was~~ 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 ~~was~~ President and the Secretary of said corporation to said foregoing Agreement of Merger are in the handwriting of the said ~~was~~ 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.

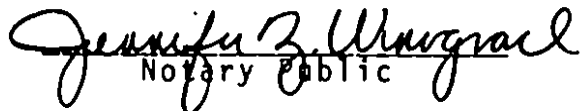
Jennifer Z. Winograd
Notary Public

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

STATE OF GEORGIA)
) ss.
COUNTY OF Dekalb)

BE IT REMEMBERED that on this 24th day of June, A. D. 1986, personally came before me Jennifer Z. Winggrael, a Notary Public in and for the county and state aforesaid, Richard C. Smith, Jr. President of Unicom, 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. Smith, Jr., 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 Unicom, 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 Unicom, 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

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