

Filing Fee: \$150.00

ID Number: 98037



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

WorldCom Purchasing, L.L.C.

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is July 1, 1997

5. The period of duration of the limited liability company is (if perpetual, so state) perpetual

6. The address of the limited liability company's resident agent in Rhode Island is 222 Jefferson Blvd., Ste. 200
(Street Address, not P.O. Box)

Warwick, RI 02888
(City/Town) (Zip Code)

and the name of the resident agent at such address

is National Registered Agents, Inc.

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

#9 East Lookerman, Dover, DE. 19901

9. The mailing address for the limited liability company is:

515 East Amite Jackson, Mississippi 39201

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10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

Manager	Address
<u>Scott Sullivan</u>	<u>515 East Amite</u>
<u></u>	<u>Jackson, MS. 39201</u>
<u></u>	<u></u>

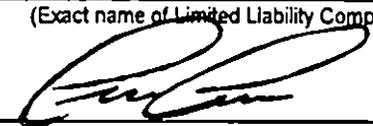
12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration and that all statements contained herein are true and correct.

WorldCom Purchasing, L.L.C.

(Exact name of Limited Liability Company making application)

*By


Its Manager

* To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY COMPANY OF "WORLDCOM PURCHASING, L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 1997, AT 11 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8699112

DATE: 10-13-97

CERTIFICATE OF FORMATION

OF

WORLDCOM PURCHASING, L.L.C.

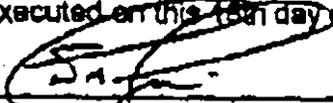
The undersigned, an authorized natural person, for the purpose of forming a limited liability company (hereinafter called the "company"), under the provisions and subject to the requirements of the Delaware Limited Liability Company Act, hereby certifies that

1. The name of the limited liability company is

WORLDCOM PURCHASING, L.L.C.

2. The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 9 East Lockerman Street, Dover, Delaware 19901.

Executed on this 18th day of June 1997.



Scott D. Sullivan, Authorized Person