

iling fee \$150.00
license fee: \$15.00 minimum
section 7-1.1-124)



90944

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. # 64-0874463

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

TTI National, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is TTI National, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is March 21, 1996 and the period

of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 9 East Lockerman St. Dover, Delaware 19901

SIXTH: The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200, Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is National Registered Agents, Inc.

Signature

Charles A. Coyle - Assistant Secretary

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

The sale of long distance and other enhanced telecommunication services.

FILED

JUN 21 1996

By SS #55
164051

96 JUN 21 12 NO

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JUN 21 1996
STATE OF RHODE ISLAND

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Bernard J. Ebbers	Director	515 East Amite Jackson, MS, 39201
Charles Cannada	Director	515 East Amite Jackson, MS, 39201
	Director	
Bernard J. Ebbers	President	515 East Amite Jackson, MS, 39201
	Vice President	
Scott Sullivan	Secretary	515 East Amite Jackson, MS, 39201
David Meyers	Treasurer	515 East Amite Jackson, MS, 39201

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	---	\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	----	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 100,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode island during such year is \$ 1,000

FIFTIETH: This application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 6/12, 19 96

TTI National, Inc.

[Exact Corporate Name of corporation Making Application]

By [Signature]
Its Vice President
and Scott Sullivan
Its Secretary

STATE OF LOUISIANA

COUNTY OF ORLEANS

} Sc.

AT NEW ORLEANS in said County on the 12th day
of JUNE, 19 96, before me personally appeared
David Meyers, who being by me first duly sworn, declared that
he/she is the Treasurer of TTI National, Inc.
that he/she signed the foregoing document as such Treasurer of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

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 INCORPORATION OF "TTI NATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1996, AT 9:00 CLOCK A.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7988902

DATE: 06-17-96