

Filing fee: \$50.00

~~DUPLICATE~~ ORIGINAL OF
APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

MCI Telecommunications Corporation

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 MCI Telecommunications Corporation

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

(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 February 2, 1973 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 306 South State St., Dover, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is 705 Hospital Trust Bldg, Providence and the name of its proposed registered agent in Rhode Island at that address is ⁰²⁹⁰³ United States Corporation Company

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

to construct and operate a microwave communications system as a common carrier in accordance with applicable state and federal law.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
	Director	

*see Annex A attached hereto.

President
Vice President
Secretary
Treasurer

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common Stock	-	\$.10

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10	Common Stock	-	\$.10

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 1,000

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 50,000,000

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 5,000,000

FIFTEENTH: 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 \$ 0

SIXTEENTH: 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 June 25, 1973

MCI Telecommunications Corporation
[Exact Corporate Name of Corporation Making Application]

By *John R. Worthington*
Its Vice President
and *Cheryl Staley*
Its Assist. Secretary

STATE OF District of Columbia }
COUNTY OF Washington } Sc.

At Washington, D.C. in said County on the 25th day
of June 1973, before me personally appeared John R.
Worthington, who being by me first duly sworn, declared that
he is the Vice President of MCI Telecommunications Corp.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Martha S. Hiney
Notary Public

My Commission Expires March 31, 1977

(NOTARIAL SEAL)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY
OF

MCI Telecommunications Corporation

I, _____ Secretary of State of the
State of Rhode Island hereby certify that duplicate originals of an Application of
for a Certificate of Authority to transact business in this State, duly signed and verified
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have
been received in this office and are found to conform to law, and that the foregoing is a
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State
of Rhode Island this _____ day of

19 _____

Secretary of State

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At Home
JUL 6 - 1973

ANNEX A
Officers and Directors
of
MCI Telecommunications Corporation

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
William G. McGowan	1150 17th St., N.W. Washington, D.C.	Chief Executive Officer
John D. Goeken	1150 17th St., N.W. Washington, D.C.	President
Kenneth A. Cox	1150 17th St., N.W. Washington, D.C.	Senior Vice President
Stanley B. Scheinman	1301 Avenue of the Americas New York, New York	Senior Vice President
Carl M. Vorder Bruegge	1301 Avenue of the Americas New York, New York	Senior Vice President
Lawrence E. Harris	1150 17th St., N.W. Washington, D.C.	Vice President
Thomas L. Leming	1150 17th St., N.W. Washington, D.C.	Vice President
James W. McNabb	1150 17th St., N.W. Washington, D.C.	Vice President
Fred W. Noble, Jr.	1150 17th St., N.W. Washington, D.C.	Vice President
John R. Worthington	1150 17th St., N.W. Washington, D.C.	Vice President, Secretary and General Counsel
John M. Zrno	1301 Avenue of the Americas New York, New York	Treasurer
Robert D. Swezey, Jr.	1150 17th St., N.W. Washington, D.C.	Assistant Treasurer
Richard J. Uhl	1301 Avenue of the Americas New York, New York	Controller and Assistant Secretary

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Cherif Sedky	1150 17th St., N.W. Washington, D.C.	Assistant Secretary and Assistant General Counsel
C. Bolton-Smith, Jr.	1301 Avenue of the Americas New York, New York	Assistant Secretary and Assistant General Counsel

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
William G. McGowan	1150 17th St., N.W. Washington, D.C.	Chairman of the Board of Directors
Stanley B. Scheinman	1301 Avenue of the Americas New York, New York	Director
John R. Worthington	1150 17th St., N.W. Washington, D.C.	Director