

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903
**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Corp. I.D. # 91994
~~23 574 3964~~

Bell Atlantic Network Integration, 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 Bell Atlantic Network
Integration, Inc. *4c 85450 86474 82053 90450*

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 November 17, 1993 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 The Corporation Trust Company, Corporation Trust

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM
[Signature]
Signature

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

Sales, marketing, installation and services of network intergration.
Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

FILED

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By *[Signature]* #55
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CORPORATIONS DIVISION

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CORPORATIONS DIVISION

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	
	Director	
	Director	
See attached list of officers	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	Common	(No series)	No par value

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>
1	Common	(No series)	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 103,525,000.00

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

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 207,391,000.00

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 \$ 40,000

FIFTEENTH: 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 7-20, 1996

Bell Atlantic Network Integration, Inc.
(Exact Corporate Name of Corporation Making Application)

By Joh C. Oplinger
Joh C. Oplinger
Its vice President
and Karen H. Wilson
Karen H. Wilson
Its Asst. Secretary

Commonwealth of }
STATE OF Pennsylvania } SC.
COUNTY OF Chester

At Bell Atlantic Network Integration, Inc. in said County on the 20th day
of July 1996, before me personally appeared Karen H.
Wilson, who being by me first duly sworn, declared that
he is the Assistant Secretary of Bell Atlantic Network Integration,
that he signed the foregoing document as such Assistant Secretary of the
corporation, and that the statements therein contained are true.

Kathleen D. Wilson
Notary Public



(NOTARIAL SEAL)

Notarial Seal
Kathleen D. Wilson, Notary Public
East Whiteland Twp., Chester County
My Commission Expires Dec. 5, 1999
Member, Pennsylvania Association of Notaries

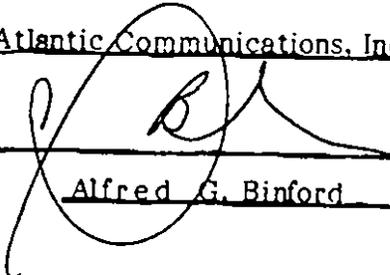
BELL ATLANTIC NETWORK INTEGRATION, INC.
OFFICERS
(As of 12/95)

<u>Title</u>	<u>Name and Social Security No.</u>	<u>Business Address & Telephone</u>	<u>Residence Address & Telephone</u>
Director	William O. Albertini 165-34-2247	1717 Arch St. Philadelphia, PA 19103	698 Strafford Circle Strafford, PA 19087 610-293-1511
Chairman of the Board President	Vacant John E. Sweeney 018-44-4568	50 E. Swedesford Road Frazer, PA 19355 610-993-6568	604 John Anthony Drive West Chester, PA 19382 610-429-1158
Vice President and Secretary	Jon C. Oplinger 173-40-9369	50 E. Swedesford Road Frazer, PA 19355 610-296-6059	6 Pump House Springhouse, PA 19477 215-628-4288
Treasurer and CFO	Jeffrey F. Crow 224-96-6267	50 E. Swedesford Road Frazer, PA 19355 610-993-6494	38 Dorchester Way Phoenixville, PA 19460 610-935-8555
Assistant Secretary	Michelle Arrington 189-52-6955	50 E. Swedesford Road Frazer, PA 19355 610-725-2537	6201 N. 10th Street Philadelphia, PA 19141 215-548-1969
Assistant Secretary	Karen H. Wilson 138-60-5872	50 E. Swedesford Road Frazer, PA 19355 610-993-6378	188F Blackberry Lane Malvern, PA 19355 610-889-0460
Assistant Treasurer	Paul N. Kelley 167-46-0128	1717 Arch Street Philadelphia, PA 19103 215-963-6343	2138 Lombard Street Philadelphia, PA 19146 215-545-3439

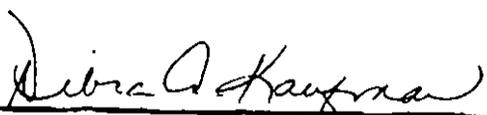
CONSENT TO USE OF NAME

Bell Atlantic Communications, Inc., a corporation
organized under the laws of the State of Delaware, hereby
consents to the organization-qualification of Bell Atlantic Network Integration, Inc.
in the State of Rhode Island.

IN WITNESS WHEREOF, the said Bell Atlantic Communications, Inc.
_____ has caused this consent to be executed by its _____ president
and attested under its corporate seal by its _____ secretary, this 25th day of
September 1996.

Bell Atlantic Communications, Inc.
By  _____
Alfred G. Binford President

Attest:

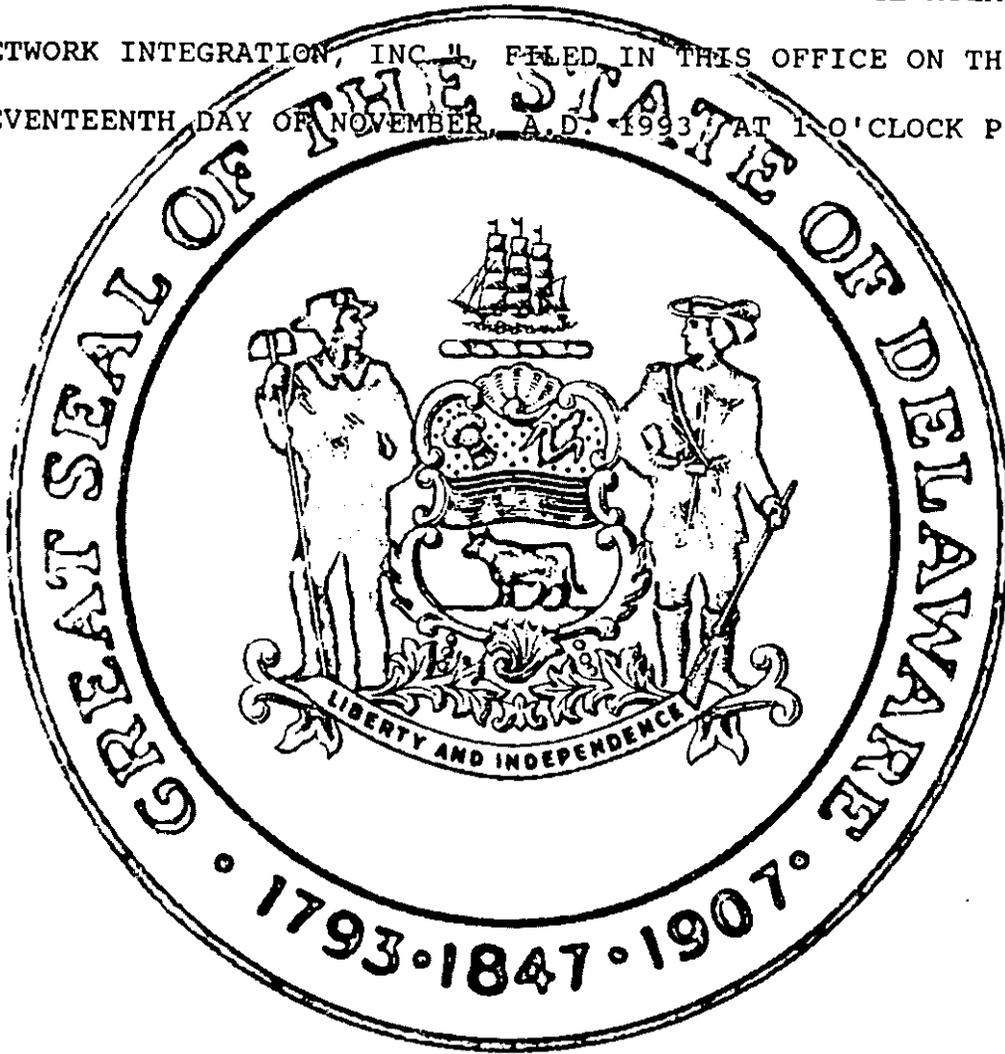


Debra A. Kaufman Secretary

(SEAL)

Office of the Secretary of State

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 "BELL ATLANTIC NETWORK INTEGRATION, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1993, AT 1:00 CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8049436

DATE:

07-31-96

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