Control No. **J316739**

# STATE OF GEORGIA

## Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

Davidson County CHARTERFGN
Recvd: 02/23/09 11:48 8 pgs
Fees:8.50 Taxes:0.00
20090223-0015520

## Certified Copy

I, Karen C Handel, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**BELLSOUTH TELECOMMUNICATIONS, INC.**

**Domestic Profit Corporation**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 12th day of August, 1983 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 13th day of February, 2009

Karen C Handel
Secretary of State

Certification Number: 3433467-1 Reference:
Verify this certificate online at http://corp.sos.state.ga.us/corp/soskb/verify.asp

# Secretary of State

Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

TRANSACTION NUMBER : 91354126 (127)
CHARTER NUMBER : 0316739
DATE INCORPORATED : 08/12/83
EFFECTIVE DATE : 12/31/91
EXAMINER : DONNA HYDE
TELEPHONE NUMBER : (404) 656-0624

REQUESTED BY:

KING & SPALDING
SHARON GARNER
191 PEACHTREE STREET
ATLANTA, GEORGIA 30303

## CERTIFICATE OF MERGER

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that articles of merger have been duly filed on the effective date set forth above, merging

"SOUTH CENTRAL BELL TELEPHONE COMPANY" and "BELLSOUTH SERVICES INCORPORATED" both Georgia corporations
with and into
"SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY", a Georgia corporation
changing the corporate name to:
"BELLSOUTH TELECOMMUNICATIONS, INC."

and the fees therefor paid as provided by law, and that attached hereto is a true and correct copy of said articles of merger.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: DECEMBER 19, 1991
FORM AG (JULY 1989)

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES 656-2894 | CEMETERIES 656-3077 | CORPORATIONS 656-2817 | CORPORATIONS HOT-LINE 404-656-2222 Outside Metro-Atlanta

ARTICLES OF MERGER
OF
SOUTH CENTRAL BELL TELEPHONE COMPANY
AND
BELLSOUTH SERVICES INCORPORATED
WITH AND INTO
SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

I.

The name of the surviving corporation is Southern Bell Telephone and Telegraph Company, a Georgia corporation ("Southern Bell"). Southern Bell was incorporated on August 12, 1983 and its charter number is 8316739. As part of the merger, Southern Bell's name will be changed to BellSouth Telecommunications, Inc.

II.

A copy of the Plan of Merger (the "Plan of Merger") between SOUTH CENTRAL BELL TELEPHONE COMPANY, a Georgia corporation ("South Central Bell"), BELLSOUTH SERVICES INCORPORATED, a Georgia corporation ("BellSouth Services") and Southern Bell, pursuant to which South Central Bell and BellSouth Services are to be merged with and into Southern Bell (the "Merger"), is attached hereto as Exhibit A.

III.

No approval of the Plan of Merger by the sole shareholder of Southern Bell was required. The Plan of Merger was duly approved by the sole shareholder of South Central Bell. The Plan of Merger was duly approved by the shareholders of BellSouth Services.

IV.

As set forth in the Plan of Merger, the Merger shall, following the filing of these Articles of Merger with the Secretary of State of the State of Georgia, become effective at twelve o'clock midnight Atlanta, Georgia time on December 31, 1991.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of South Central Bell, BellSouth Services and Southern Bell this 19th day of December, 1991.

SOUTH CENTRAL BELL TELEPHONE COMPANY

By: B. F. Skinner
B. F. Skinner, Chairman

BELLSOUTH SERVICES INCORPORATED

By: W. W. Sassone
W. W. Sassone, President

SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

By: B. F. Skinner
B. F. Skinner, Chairman

Exhibit A

# PLAN OF MERGER
# OF
# SOUTH CENTRAL BELL TELEPHONE COMPANY
# AND
# BELLSOUTH SERVICES INCORPORATED
# WITH AND INTO
# SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

THIS PLAN OF MERGER (the "Plan of Merger") among SOUTH CENTRAL BELL TELEPHONE COMPANY, a Georgia corporation ("South Central Bell"), BELLSOUTH SERVICES INCORPORATED, a Georgia corporation ("BSI"), and SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY, a Georgia corporation ("Southern Bell"), which corporations are hereinafter sometimes referred to as the "Constituent Corporations";

W I T N E S S E T H:

WHEREAS, the Boards of Directors of South Central Bell, BSI and Southern Bell deem it to be in the best interests of the Constituent Corporations and their shareholders that South Central Bell and BSI merge with and into Southern Bell in accordance with the laws of the State of Georgia (the "Merger");

NOW, THEREFORE, the Constituent Corporations agree, each with the other, to merge pursuant to the laws of the State of Georgia into a single surviving corporation, which shall be Southern Bell; and the Constituent Corporations hereby agree upon and prescribe the terms and conditions of the Merger, the mode of carrying it into effect and the manner and basis of converting the shares of the Constituent Corporations as follows:

## I.

## MERGER

On the Merger Date (as hereinafter defined), each of South Central Bell and BSI shall be merged with and into Southern Bell and the separate existence of each of South Central Bell and BSI shall cease. Southern Bell shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall continue its existence under the laws of the State of Georgia and its name shall be changed in the Merger to "BellSouth Telecommunications, Inc."

II.

ARTICLES OF INCORPORATION

The Articles of Incorporation of Southern Bell in effect immediately prior to the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation after the Merger until further amended, except that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows upon the effectiveness of the Merger:

"I.

The name of the Corporation is BellSouth Telecommunications, Inc."

III.

BYLAWS

The Bylaws of Southern Bell in effect immediately prior to the Merger shall continue to be the Bylaws of the Surviving Corporation after the Merger until amended.

IV.

OFFICERS AND DIRECTORS

The officers and directors of Southern Bell holding office immediately prior to the Merger shall continue to be respectively the officers and directors of the Surviving Corporation after the Merger.

V.

MANNER AND BASIS OF CONVERTING SHARES

(a) Upon the effectiveness of the Merger, the outstanding share or shares of capital stock of South Central Bell shall be cancelled and retired and no cash or securities or other property shall be issued in the Merger in respect thereof.

(b) Upon the effectiveness of the Merger, the outstanding shares of capital stock of BSI shall be cancelled and retired and no cash or securities or other property shall be issued in the Merger in respect thereof.

(c) The Merger shall have no effect on the outstanding shares of capital stock of Southern Bell; and such shares of capital stock of Southern Bell outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and unchanged as a result of the Merger.

VI.

EFFECTIVE TIME OF MERGER

The Merger shall, following the filing of the Articles of Merger with the Georgia Secretary of State, become effective by operation of law without further act or deed upon the part of the Constituent Corporations at twelve o'clock midnight, Atlanta, Georgia time on December 31, 1991; and the term "Merger Date," as used herein, shall mean such date and time.

IN WITNESS WHEREOF, each of the Constituent Corporations has duly caused this Plan of Merger to be executed by its duly authorized officer, this 24th day of May, 1991.

SOUTH CENTRAL BELL TELEPHONE COMPANY

By: C. F. Bartley, Chairman

BELLSOUTH SERVICES INCORPORATED

By: M. B. Jacks, President

SOUTHERN BELL TELEPHONE AND TELEGRAPH COMPANY

By: B. F. Skinner, Chairman

# Secretary of State

Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE DATE : 12/11/91
DOCKET NUMBER : 91345492
EXAMINER : J. JACKSON
TELEPHONE : 404-656-2784

REQUESTED BY:

KING & SPALDING
SHARON I. GARNER
191 PEACHTREE STREET
ATLANTA, GA 30303

## CORPORATE NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, LIMITED PARTNERSHIP OR PROFESSIONAL ASSOCIATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"BELLSOUTH TELECOMMUNICATIONS, INC."

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NON-PROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA) OR LIMITED PARTNERSHIPS (7D OR 7F) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.

FORM NR (JULY 1989)

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley I. Spivey

VERLEY I SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES 656-2894 | CEMETERIES 656-3079 | CORPORATIONS 656-2817 | CORPORATIONS HOT-LINE 404-656-2222 Outside Metro-Atlanta