

CERTIFICATE

I, Leigh Ann Dolan, an Assistant Secretary of BellSouth Telecommunications, Inc., a Georgia corporation, hereby certify that:

1. Effective midnight December 31, 1991, South Central Bell Telephone Company, a Georgia corporation, and BellSouth Services Incorporated, a Georgia corporation, merged with and into Southern Bell Telephone and Telegraph Company.
2. At that same time, the name of Southern Bell Telephone and Telegraph Company was changed to BellSouth Telecommunications, Inc.
3. Attached hereto are true and correct copies of the Articles of Merger, including the Plan of Merger, of South Central Bell Telephone Company and BellSouth Services Incorporated with and into Southern Bell Telephone and Telegraph Company as filed with the Secretary of State of the State of Georgia.

IN WITNESS WHEREOF, I have hereunder fixed my signature and the seal of BellSouth Telecommunications, Inc. this 10th day of February, 1992.

Leigh Ann Dolan  
Assistant Secretary

[SEAL]

STATE OF GEORGIA

COUNTY OF FULTON

I, Nancy F. Woodard, a Notary Public in and for said county in said state, hereby certify that LEIGH ANN DOLAN, whose name, as Assistant Secretary of BellSouth Telecommunications, Inc., a corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that being informed of the contents of the conveyance, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 10th day of February, 1992.

Nancy F. Woodard  
Notary Public

My commission expires:

NANCY F. WOODARD  
Notary Public, Cobb County, Georgia  
My Commission Expires April 2, 1994

08/29/1994-26719  
12:03 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 MCD 23.50

BellSouth Telecommunications Inc  
3/96 Hwy 200 So Room 204 NA  
B'ham, AL 35243

Inst # 1994-26719

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

Dec 13 3 17 PM '91

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 here to 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 19<sup>th</sup> day of December, 1991.

SOUTH CENTRAL BELL TELEPHONE  
COMPANY

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

BELLSOUTH SERVICES INCORPORATED

By: W. W. Sessoms  
W. W. Sessoms, President

SOUTHERN BELL TELEPHONE AND  
TELEGRAPH COMPANY

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



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 share of capital stock of Southern Bell; and such share 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 20<sup>th</sup> day of May, 1991.

SOUTH CENTRAL BELL TELEPHONE  
COMPANY

By: C. F. Bailey  
C. F. Bailey, Chairman

BELLSOUTH SERVICES  
INCORPORATED

By: H. B. Sacks  
H. B. Sacks, President


SOUTHERN BELL TELEPHONE AND  
TELEGRAPH COMPANY

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

CERTIFICATE

I, Eric B. Rudolph, an Assistant Secretary of Southern Bell Telephone and Telegraph Company, a Georgia corporation, do hereby certify that a notice of intent to file the Articles of Merger of SOUTH CENTRAL BELL TELEPHONE COMPANY and BELLSOUTH SERVICES INCORPORATED with and into Southern Bell Telephone and Telegraph Company, and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the Company this 19<sup>th</sup> day of December, 1991.

  
Eric B. Rudolph  
Assistant Secretary

[SEAL]

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16.11.1991