

Company ID: 128690
Southern Communications, LLC
4709 Kittyhawk Way
Louisville, Kentucky 40207

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

March 20, 2001

IN RE: CASE NUMBER: 01-00110

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on March 20, 2001 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

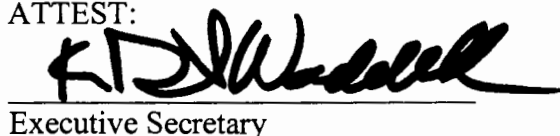
IT IS THEREFORE ORDERED:

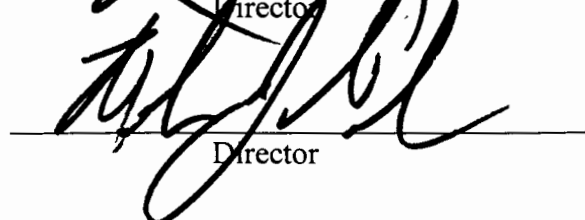
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman


Director

ATTEST:


Executive Secretary


Director

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant SOUTHERN COMMUNICATIONS, LLC

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

4709 Kittyhawk Way Louisville KY 40207
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0401827

Federal Taxpayer ID Number 61-1377700

Social Security Number for Applicants

Applying as Individuals

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

John Galt Communications

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address _____ City _____

State _____ Zip Code _____ Phone No. (____) ____ - ____
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade

name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. 61-60110

Company ID Number 128690
Date Approved _____
Evaluator _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None
-
-

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME	TITLE	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS		PHONE No.
HOME ADDRESS		PHONE No.
EMPLOYMENT HISTORY		

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?
_____ Yes _____ ☒ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?
_____ Yes _____ ☒ No If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? _____ Yes _____ ☒ No If yes, please explain fully

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. **(Use additional pages if necessary)**
No

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** NO

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

 YES X NO **If yes, please explain fully.**

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Virginia Hood (502) 594-3215 (502) 895-3976
Name Phone No. Fax No.
(866) 725-4632 e-mail Address amocoman@aol.com

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Lance J.M. Steinhart (770) 232 - 9200 (770) 232 - 9208
Name Phone No. Fax No.
(800) _____ e-mail Address lsteinhart@telecomcounsel.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(866) 725-4632 (502) 594-3215
PHONE NUMBER ALTERNATE PHONE NUMBER
4709 Kittyhawk Way Louisville KY 40207
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

TCS Corporate Services, Inc.

1912 Hayes St., Nashville, TN 37203

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) None

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

 X Resell Interexchange long distance services
 Operator Services
 Resell local services

- ____ Other (describe) _____
- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**
- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)
None

- For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. None
- If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.**
- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)
None

- E. Areas in Tennessee to be served.
Statewide

- F. What type of customers will the applicant serve?
 a. Business X
 b. Residential X
 c. Aggregators _____
 (e.g. Hotels, Payphones)
 d. Other (specify) _____
- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No
- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes X No _____
- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.
- J. What is the applicant's 10XXX or 800 access code, if applicable? Not Applicable

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

L Whose facility-based network(s) will the applicant be reselling? MCI WorldCom, Qwest

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Direct Billing

N Describe briefly how the applicant plans to market their services in Tennessee?
Through distribution of prepaid calling cards and direct sales.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Applicant will attempt to get a written letter of agency.

If not, all orders will be third party verified in
accordance with applicable state and federal regulation.

Initially, the company will only provide prepaid calling
card service.

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No

²A copy of a bill is required if the applicant is going to bill the customer directly.

- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

Part III: Organization Structure

A Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☒ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☐ Other Form of Corporation

List type _____ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

☐ Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

☐ Trust Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: 10/18/00 Kentucky

(1) Parent Company, if applicable None

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

Applicant is a stand-alone privately-held company.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **None**

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. _____ Proprietorship

_____ Partnership

_____ General Attach a copy of the partnership agreement along with any amendments.

_____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

_____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 2

Employer Identification Number (E.I.N.) 61-1377700

Part IV: Financial Information

A. Address where business records are kept: _____

4709 Kittyhawk Way	Louisville KY ^{street}	40207	(502) 594-3215
CITY	STATE	ZIP CODE	PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
None (unaudited statements provided)

(3) If applicable, name and address of independent certified public accountant:
Not Applicable

(4) Period covered by financial statement attached: _____

C. Does the applicant currently have an internal auditor and/or internal audit program? No

If so, Name of internal auditor _____.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
☒ Yes ☐ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

BY: SOUTHERN COMMUNICATIONS, LLC
(NAME OF CORPORATION)
Virginia Hood
SIGNATURE
Virginia Hood
PRINTED NAME
Vice President & Secretary

ATTEST: *Craig Hood*
Title
President
Title

On this the 22nd day of November before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

William C. Green
Notary Public

seal

My Commission Expires
March 31, 2001

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/18/01
REQUEST NUMBER: 4091-0729
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/17/01 0941
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0401827

TO:
LANCE J.M. STERINHART
STE 285
6455 E. JOHNS CRSG
DULUTH, GA 30097

RE:
JOHN GALT COMMUNICATIONS,
APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE
DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED NAME -
LIMITED LIABILITY COMPANY

ON DATE: 01/17/01

FROM:
SOUTHERN COMMUNICATIONS
4709 KITTY HAWK WAY

LOUISVILLE, KY 40207-0000

RECEIVED:	FEES	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00	

RECEIPT NUMBER: 00002787507
ACCOUNT NUMBER: 00356019



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/17/01
REQUEST NUMBER: 4091-0723
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/17/01 0941
EFFECTIVE DATE/TIME: 01/17/01 0941
CONTROL NUMBER: 0401827

TO:
LANCE J.M. STEINHART
STE 285
6455 E. JOHNS CRSG
DULUTH, GA 30097

RE:
SOUTHERN COMMUNICATIONS, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 12/01/00

FROM:
SOUTHERN COMMUNICATION, INC.
1466 GUN CLUB RD

TUPELO, MS 38801-0000

FEES
RECEIVED: \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00002770287
ACCOUNT NUMBER: 00353525



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
State of Tennessee

01 JAN 17

SECRETARY OF STATE



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY

For Office Use Only

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:
SOUTHERN COMMUNICATIONS, LLC

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: SOUTHERN COMMUNICATIONS, LLC

If different, the name under which the certificate of authority is to be obtained is:

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).

2. The state or country under whose law it is formed is: Kentucky

3. The date of its organization is: 10/18/00 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:
4709 Kittyhawk Way; Louisville, KY 40207

Street City/State Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:
1912 Hayes St., Nashville, TN 37203

Street City/State County Zip Code

The name of its registered agent at that office is: TCS Corporate Services, Inc.

6. The number of members at the date of filing 2

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

11/22/2011
Signature Date
Member
Signer's Capacity

SOUTHERN COMMUNICATIONS, LLC
Name of Limited Liability Company
Virginia Hood
Signature
Virginia Hood
Name (typed or printed)

ARTICLES OF ORGANIZATION
OF
SOUTHERN COMMUNICATIONS, LLC.

filed 10/18/00
3:01
0503895.06
John Y. Brown III
Secretary of State
Received and Filed
10/18/2000 03:01 PM
Fee Receipt: \$40.00
Filing - LA00

The undersigned, Craig Nathan Hood, does hereby form and organize a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company.

ARTICLE I

The name of the limited liability company is Southern Communications, LLC.

ARTICLE II

The street address of the limited liability company's initial registered office is 4709 Kittyhawk Way, Louisville, Kentucky 40207, and the name of its initial registered agent at that office is Craig Nathan Hood.

ARTICLE III

The mailing address and the principal office of the limited liability company is 4709 Kittyhawk Way, Louisville, Kentucky 40207.

ARTICLE IV

The management of the limited liability company is reserved to the members, to be exercised in accordance with the operating agreement of the limited liability company.

ARTICLE V


The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

ARTICLE VI


Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the

acts or omissions of any other member, manager, agent or employee of the limited liability company.

IN WITNESS WHEREOF, Craig Nathan Hood, the Organizer, has executed these Articles of Organization this 17th day of October, 2000.


CRAIG NATHAN HOOD
ORGANIZER

This Instrument Prepared By:


Virginia F. Birkhead
FORE, MILLER & SCHWARTZ
200 South Fifth Street, Suite 700N
Louisville, Kentucky 40202
(502) 589-5250

ARTICLES OF DISSOLUTION

OF

SOUTHERN COMMUNICATIONS, INC.

0489391.09

John Y. Brown III
Secretary of State
Received and Filed
10/18/2000 03:00 PM

Fee Receipt: \$40.00

PAID PAOD

Pursuant to Kentucky Revised Statutes 271B.14-010, the undersigned corporation

executes the following Articles of Dissolution.

(A) The name of the corporation to be dissolved is Southern Communications, Inc.

(B) The date of Southern Communications, Inc.'s incorporation is February 21, 2000.

(C) None of the corporation's shares have been issued.

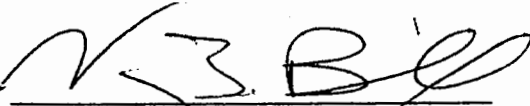
(D) No debt of the corporation remains unpaid.

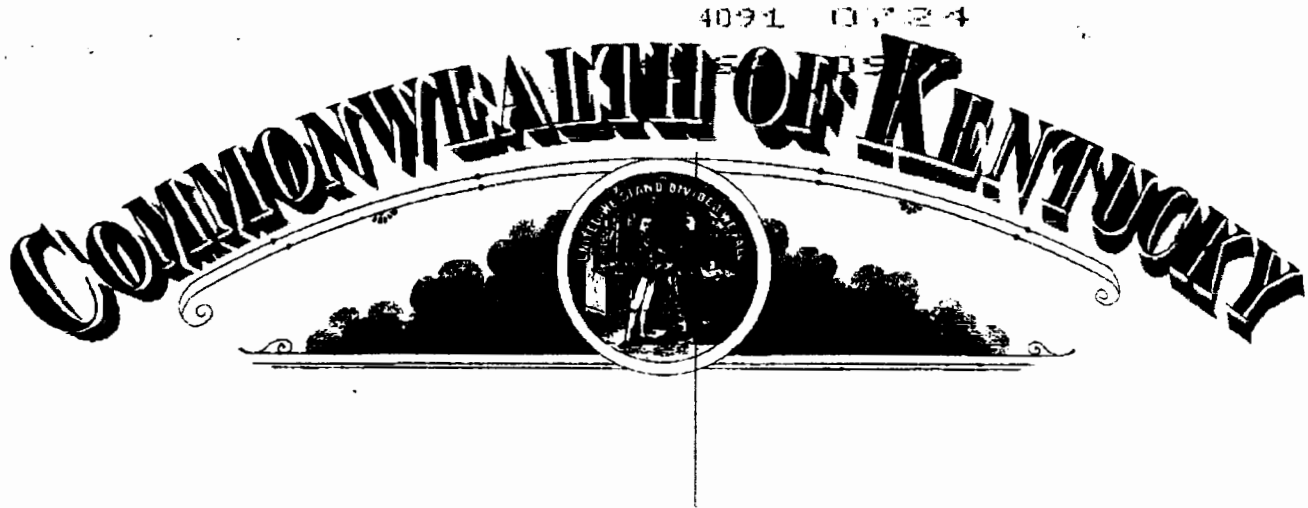
(E) A majority of the incorporators authorized this dissolution.

IN WITNESS WHEREOF, Craig Nathan Hood, incorporator, has executed these Articles of Dissolution, this 18th day of October, 2000.


CRAIG NATHAN HOOD
INCORPORATOR

This Instrument Prepared By:


Virginia F. Birkhead
FORE, MILLER & SCHWARTZ
200 South Fifth Street, Suite 700N
Louisville, Kentucky 40202
(502) 589-5250



John Y. Brown III
Secretary of State

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SOUTHERN COMMUNICATIONS, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is October 18, 2000.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 29th day of November, 2000.



John Y. Brown, III
JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Bthompson/C503895