

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

CERTIFICATE OF AUTHORITY

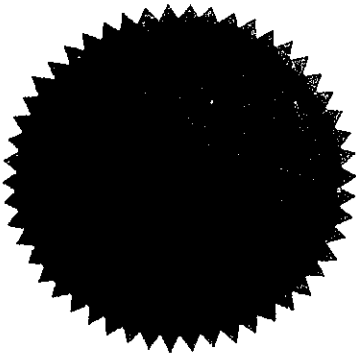
I, RUFUS L. EDMISTEN, Secretary of State of the State of North Carolina,
do hereby certify that

E & B COMMUNICATIONS CONSULTANTS, INC.

is a corporation organized under the laws of MASSACHUSETTS
having filed on this date an application conforming to the requirements of the
General Statutes of North Carolina together with a duly authenticated copy of its
charter, and having tendered the taxes and fees prescribed by law; is hereby
granted authority to transact business in the State of North Carolina for those
purposes set forth in its application, a copy of which is hereto attached.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal.

DONE IN OFFICE at Raleigh, this 29th day of June, 1989.



Rufus L. Edmisten

Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

INSTRUMENT # 57039
DATE 06/27/86 TIME 11:30
FILED

FOREIGN CORPORATION

WILLIAM L. LIGHTSTEN
CLERK OF STATE
NORTH CAROLINA

E & B COMMUNICATIONS CONSULTANTS, INC.

(Name of Corporation)

organized and existing under the laws of the State of Massachusetts, hereby makes application for authority to transact business in the State of North Carolina, and in compliance with the provisions of Section 55-138 of the General Statutes of North Carolina, makes the following statement:

1. The name of the corporation is E & B Communications Consultants, Inc.

2. * The name the corporation elects or agrees to use in the State of North Carolina is _____

3. The corporation was incorporated under the laws of the State of Massachusetts on the 13 day of May, 1986, and is in good standing in its home state. The period of duration of the corporation is _____ (Perpetual, Unlimited, or Other)

4. The address of the home or principal office in the state of incorporation is

88 Waverly St., Suite One Farmingham, Massachusetts 01701

Street Address

City

State

Zip Code

5. The address of the proposed registered office in the State of North Carolina is

2150 Country Club Road Winston-Salem North Carolina 27104

Street Address

City

State

Zip Code

in the County of Forsyth, and the name of the proposed registered agent at such address is James B. Elkins

6. The specific purpose or purposes which the corporation proposes to pursue in the transaction of business in the State of North Carolina is/are

1. To provide design and consulting in the telecommunications industry
2. To engage in any lawful business activity or activities which are authorized by Chapter 55 of the North Carolina General Statutes for Corporations generally

* 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 the State of North Carolina. If the corporation agrees under N. C. General Statute § 55-137 (c) to add to its corporate name in this State words indicating its jurisdiction of incorporation or agrees to do business under an assumed name, insert the name of the corporation with the words so added or the assumed name which name must contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words.

7a. The names and addresses of all directors of the corporation are:

Directors	Address
James B. Elkins	2720 Windy Crossing, Winston-Salem, NC
Lisa Ann Schnabel Elkins	2720 Windy Crossing, Winston-Salem, NC

7b. The names, titles, and addresses of all officers of the corporation are:

Officers	Title	Address
James B. Elkins	President	see above
Lisa Ann Schnabel Elkins	Sec/Treasurer	see above

8. The number of shares which the corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows: (Must be consistent with attached charter documents)

Number of Shares	Class	Series	Par Value, or Statement that Shares are without par value
300,000	Common		\$.001

9. The number of shares actually issued by the corporation, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is as follows:

Number of Shares	Class	Series	Par Value, or Statement that Shares are without par value
10,000	Common		\$.001

10. In consideration of the issuance of a Certificate of Authority to transact business in the State of North Carolina, the corporation hereby appoints the Secretary of State of North Carolina as its agent to receive service of process, notice, or demand whenever the corporation fails to appoint or maintain a registered agent in the State of North Carolina, or whenever any such registered agent cannot with reasonable diligence be found at the registered office of the corporation.

11. Attached hereto is a copy of the ARTICLES OF INCORPORATION AND ALL AMENDMENTS thereto, or a copy of the restated, integrated, or consolidated charter of the corporation, duly authenticated by the proper officer of the state or country wherein incorporated.

IN TESTIMONY WHEREOF, this statement is signed by the _____ President and _____ Secretary, this 5 day of April May, A. D. 19 89

E & B COMMUNICATIONS CONSULTANTS, INC.
Name of Corporation

By: James B. Elkins Pres.
President or Vice President
AND
Lisa A. Elkins
Secretary or Assistant Secretary

VERIFICATION MUST BE PROVIDED BY ONE OF THE OFFICERS EXECUTING THIS APPLICATION.

STATE OF North Carolina

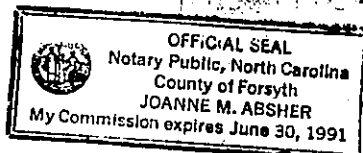
COUNTY OF Forsyth

James B. Elkins, President of E & B Communications Consultants, Inc.
Name Title Name of Corporation

being duly sworn, deposes and says that he signed the foregoing "Application for Certificate of Authority" in the capacity indicated, and that the statements therein are true and correct.

Witness my hand and official seal this 5 day of April May, A.D. 1989

Notary Seal or Stamp Required



My commission expires: 6/30/91

PRESENTED FOR
REGISTRATION
AND RECORDED

JUL 20 11 21 AM '89

REGISTER OF DEEDS
FORSYTH CTY. N.C.

1671P3593