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STATE OF IOWA  
COMMERCIAL

**RESTATED ARTICLES OF INCORPORATION  
OF**

**TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY**

**TO THE SECRETARY OF STATE  
OF THE STATE OF IOWA**

Pursuant to the provisions of Iowa Code §496A.81 (1987), the undersigned corporation adopts the following Restated Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is Teleconnect Long Distance Services & Systems Company.

**ARTICLE II  
CORPORATE POWERS**

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful business for which corporations may be organized under Chapter 496A of the Iowa Code.

**ARTICLE III  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand shares of no par value each.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the corporation is 500 Second Avenue, S.E., Cedar Rapids, Iowa, 52401 and the name of its registered agent at such address is Casey D. Mahon.

**ARTICLE V  
DIRECTOR OR OFFICER INTEREST**

In the absence of fraud, no contract or transaction between this corporation and any other association or corporation shall be affected by the fact

that any director or officer of this corporation is interested in or is a director of or officer of such other association or corporation. Any director or officer of this corporation individually may be a party to or may be interested in any such contract or transaction or in any way connected with any such person, firm, association or corporation. Each person who may become a director or officer of this corporation is relieved of all liability which may otherwise exist by reason of contracting with the corporation for the benefit of such person or any other person, firm, association or corporation in which such person may in any way be interested.

#### ARTICLE VI STOCK TRANSFER RESTRICTION

No stockholder of this corporation shall sell any shares of stock held by him in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer at any time within thirty (30) days from and after the date on which the offer is made to the stockholder and shall exercise the option to purchase by notifying the stockholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the stockholder in writing within the thirty (30) day period and the shares may then be sold by the stockholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

#### ARTICLE VII DIRECTORS' LIABILITY

No director of this corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director, except that a director may be held personally liable for such director's breaches of his or her duty of loyalty to the corporation or its stockholder for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, for a transaction from which the director derives an improper personal benefit, or under Iowa Code §496.44 (1967) as amended.

#### ARTICLE VIII CORPORATE SEAL AND EXECUTION OF WRITTEN INSTRUMENTS

The corporation shall have no corporate seal. All instruments executed by the corporation, including those which affect an interest in real estate, may be executed by the President or Vice President. Notwithstanding any of the foregoing provisions, any written instrument may be executed by any officer or

officers, agent or agents, or other person or persons specifically designated by resolution of the Board of Directors of the corporation.

**ARTICLE IX  
ADOPTION**

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as previously adopted and hereby amended, have been duly adopted as required by law, and supersede the original Articles of Incorporation and all amendments.

**TELECONNECT LONG DISTANCE  
SERVICES & SYSTEMS COMPANY**

By: [Signature]  
CLARE E. McLEOD, President

By: [Signature]  
CAMEY D. MAHON, Secretary

STATE OF IOWA, COUNTY OF LINN, ss.

The undersigned, being first duly sworn on oath, deposes and states that I am the President of Teleconnect Long Distance Services & Systems Company, and that I executed the foregoing Restated Articles of Incorporation as the voluntary act and deed of the corporation and that the statements contained in the Restated Articles are true.



[Signature]  
CLARE E. McLEOD

Subscribed and sworn to before me this 31 day of March, 1998.

[Signature]  
Notary Public in and for the State of Iowa

STATE OF IOWA, COUNTY OF LINN, ss.

The undersigned, being first duly sworn on oath, deposes and states that I am the Secretary of Teleconnect Long Distance Services & Systems Company, that I executed the foregoing Restated Articles of Incorporation as the voluntary act and deed of the corporation and that the statements contained in the Restated Articles are true.



[Signature]  
CAMEY D. MAHON

Subscribed and sworn to before me this 31 day of March, 1998.

[Signature]  
Notary Public in and for the State of Iowa

*Buy 2107, Cedar Rapids, Ia.  
attn: Wm. Locher*

Page - April 20 19 98  
Office of the Secretary of State  
DES MOINES, IOWA  
Records Fee  
Filing Fee 50.00  
Recording Fee  
Return to  
Shuttleworth & Johnson, P.C.  
Attorneys at Law  
Des Moines, Iowa

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH

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NO. 00

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TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY  
Name of Corporation

RECEIVED  
SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to section 502 or 1508 of the Iowa Business Corporation Act, the undersigned corporation submits the following statement for the purpose of changing the registered office or registered agent, or both, in Iowa:

- The name of the corporation is TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY.
- The street address of its current registered office in Iowa is:  
500 Second Ave., S. E. [address]  
Cedar Rapids, IA 52401 [city, zip]
- If the current registered office is to be changed, the street address of the new registered office in Iowa is:  
c/o C T Corporation System, 2222 Grand Avenue [address]  
Des Moines, Iowa 50312 [city, zip]
- The name of the corporation's current registered agent is Casey D. Mahon.
- If the current registered agent is to be changed, the name of the new registered agent is:  
C T Corporation System.
- After the change or changes are made, the street addresses of the registered office and the business office of the registered agent will be identical.
- If this application is not to be effective when filed by the Secretary of State, the date it will be effective is \_\_\_\_\_.

[Note: The delayed effective date shall not be later than the 90th day after this document is filed by the Secretary of State.]

TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY  
Name of corporation

John J. Stone  
Signature

Joseph F. Starcevic, Assistant Secretary  
Type or print name and title

000604

(3)

0522901333.0001 672890 FILE



**ELAINE BAXTER**  
 Secretary of State  
 State of Iowa

**Statement of Change  
 of Registered Office or  
 Registered Agent or Both**

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 100-92115-10-10

Pursuant to the provisions of the Iowa Business Corporation Act or the Iowa Nonprofit Corporation Act, the corporation submits the following statement to change the registered office or registered agent or both, in Iowa:

1. The name of the corporation is TELECONNECT LONG DISTANCE SERVICES & SYSTEMS COMPANY
2. The address of the registered office as it currently appears on the records of the secretary of state  

<u>2222 Grand Avenue</u>	<u>Des Moines</u>	<u>Iowa</u>	<u>50312</u>
Street	City	State	Zip
3. The address of the new registered office of the corporation is  

<u>c/o The Prentice-Hall Corporation System, Inc.</u>			
<u>729 Insurance Exchange Building</u>	<u>Des Moines</u>	<u>Iowa</u>	<u>50309</u>
Street	City	State	Zip
4. The name of the registered agent as it currently appears on the records of the secretary of state  
C T Corporation System
5. The name of the new registered agent is The Prentice-Hall Corporation System, Inc.
6. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
7. Signature x BC Sparks  
 Type or print name and title Bradley E. Sparks, Vice President

COMPLETE THIS ITEM ONLY IF REGISTERED AGENT IS CHANGED. The undersigned consents to be appointed registered agent for the corporation named in this statement.

Name of new agent The Prentice-Hall Corporation System, Inc.  
 Signature By: Vicki Schreiber  
 Vicki Schreiber, Asst. Vice President

The information you provide will be open for public inspection under Iowa Code section 22.11

PLEASE READ INSTRUCTIONS ON REVERSE BEFORE COMPLETING

ELAINE BAXTER  
 Secretary of State  
 FILED  
 Date: 10-5-92  
 Time: 13:28  
 Receipt: B211302

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**EXHIBIT III  
(Questions 6, 7)**

A description of this transaction is contained in Volume One, Section II of this filing. The Merger Agreement for this transaction is set forth in Volume Three, Section D.

**EXHIBIT IV**  
**(Questions 9-10)**

The transferee, British Telecommunications plc ("BT"), is a public limited company whose registered offices are located at 81 Newgate Street, London EC1A 7AJ, England. BT has over 2.3 million shareholders and is listed on the London, New York and Tokyo stock exchanges. The principal business of BT is providing telecommunications services, and its main products and services are local, long-distance and international calls; telephone lines, equipment and private circuits for homes and businesses; providing and managing private networks; and supplying mobile communications services. BT is involved in a variety of joint ventures and arrangements in mainland Europe, and has partnerships or distributorship arrangements in a number of countries in the Asia-Pacific region.

The principals are substantially engaged in communications businesses.

**EXHIBIT V  
(Question 14(a)(1))**

**A copy of the Articles of Incorporation of BT is attached in Volume  
Three, Section E.**

**EXHIBIT VI  
(Questions 14(a)(2))**

**Information regarding the names and addresses of the officers and directors of BT is contained in Volume Three, Section B of this filing. As of June 21, 1996 the ownership of BT's ordinary shares by BT's directors and officers, collectively, was limited to .004% of total ordinary shares. There is no beneficial owner of more than 10% of BT's ordinary shares.**

**EXHIBIT VII  
(Questions 14(b) - 14(f))**

BT is not controlled by any other corporation. Organized and existing under the laws of England and Wales, BT is a corporation directly or indirectly controlling a corporation which is a common carrier radio licensee pursuant to Section 310(b)(4) of the Communications Act. Information about the citizenship status of the officers and directors of BT is set forth in Volume Three, Section B of this filing. Additionally, although foreign citizens hold more than 25 percent of BT's shares, BT estimates that upon consummation of this transaction at least 35 percent of its shares will be held by US citizens.

A detailed description of the transaction is contained in Volume One, Section II of this filing.

**EXHIBIT VIII  
(Question 15)**

**BT is not affiliated with any providers engaged in the business of providing a public land line message telephone service in the United States ("US").**

**BT is affiliated with entities engaged in the business of providing a public land line message telephone service outside of the US.**

**EXHIBIT IX**  
**(Question 20)**

Graphnet, Inc. v. MCII, Civ. No. 93-2046, USDC New Jersey.

This is an antitrust and rate discrimination suit filed in federal court in Newark, N.J. alleging, among other claims, that MCI International, Inc. ("MCII") is charging predatory rates to its customers for telex traffic terminating to Graphnet customers. This case grew out of a tortious interference suit against MCII in New York state court for the hiring of certain Graphnet employees. In January 1994, MCII filed a motion for judgment on the pleadings, seeking dismissal of the antitrust counts.

In April and May 1994, the U.S. District Court in New Jersey dismissed Graphnet's antitrust conspiracy claim, and stayed Graphnet's attempted monopolization claim -- and its remaining state law claims -- pending an FCC determination of the reasonableness of MCII's customer tariff rates for telex messages. Graphnet has a pending formal complaint with the FCC, which MCII, represented by MCI Regulatory, has answered.

In February 1994, MCII filed a separate action against Graphnet in federal court to recover over \$700,000 in past due charges for voice traffic. MCII was awarded its past due charges on its claim following a trial on the merits.

**EXHIBIT X**  
**(Question 21)**

BT currently is interested in the control of licensed radio stations in various services by virtue of its 20 percent investment in MCI Communications Corporation ("MCIC"). Subsidiaries of MCIC hold these licenses, as listed for each service in the relevant section of Volume Two. Since BT acquired its interest in 1994, the subsidiaries have sold or let expire other radio station licenses in the due course of business. Additional information about these licenses is contained in the Commission's files, and BT will provide any further information the Commission may require.

**EXHIBIT XI  
(Question 28)**

**See Volume One, Section III for a description of how the instant  
proposal will be in the public interest.**

**EXHIBIT XII  
(Certification)**

Due to the absence of Applicant from the United States on the date of execution, and as permitted by Section 21.6(d) and Section 1.743(b) of the Commission's Rules, Joel S. Winnik of Hogan & Hartson L.L.P. is signing this Form 704 in his capacity as attorney for BT.



**THIS SECTION  
NOT AMENDED**



**EXHIBIT I  
AMENDMENT  
(Questions 1(a), 2)**

The additional call sign, FCC file number, service, location, expiration date and number of stations of the Part 25 Satellite Earth Station license held by MCI Telecommunications Corporation, but not listed in the Application, is as follows.

<b>CALL SIGN</b>	<b>FILE NUMBER</b>	<b>SERVICE</b>	<b>LOCATION</b>	<b>EXP. DATE</b>	<b>NO. STATIONS</b>
E970076	257-DSE-P/L-97	Domestic Fixed Satellite	Richardson, TX	01/31/07	1



**EXHIBIT I  
AMENDMENT  
(Questions 1(a), 2)**

The call sign, FCC file number, service, location, expiration date and number of stations of the Part 25 Satellite Earth Station license decommissioned by Overseas Telecommunications, Inc., but listed in the Application as held, is as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
KA215	CSG-87-011-P/L	Fixed Earth Station (FSS)	Chandler, AZ	No License	1

The expiration date for the Satellite Earth Station listed in the Application under call sign KA410 is as follows:

CALL SIGN	FILE NUMBER	SERVICE	LOCATION	EXP. DATE	NO. STATIONS
KA410	CSG-94-086-P/L	Fixed Earth Station (FSS)	Ponce, PR	06/16/04	1



**THIS SECTION  
NOT AMENDED**



**EXHIBIT I  
 AMENDMENT  
 (Question 2)**

The additional call signs of Private Telephone Maintenance Radio  
 Service licenses held by MCI Telecommunications Corporation, but not listed in the  
 Application, are as follows:

CALL SIGN	CALL SIGN	CALL SIGN	CALL SIGN
WPEK818	KNNL906	WPJH587	WPDN797
WPEM797	KNNR563	WPJH589	WPDP892
WPEP675	KNDS247	WPJH856	WPDS906
WPEQ607	WPJR904	WPJI204	WPDU306
WPEV842	WPJQ446	WPJI220	WPDZ861
WPEV843	WPJQ500	WPJI222	WPEA551
WPEZ790	WPJP473	WPJI224	WPEC631
WPF882	WPJP474	WPJI342	WPEH697
WPFN871	WPJM717	WPJI344	WPK770
WPFT664	WPJM667	WPJK582	WLNC235
WPFU612	WPJM871	WPJK971	KNAF937
WPGC510	WPJM887	WPJL353	WQQ632
WPEA539	WPJM946	WNYL281	KNAP819
WPDG901	WPJM948	WPCS486	WNHI727
WPDG902	WPEU331	WPCV203	WNPZ696
WNSO231	WNXJ479		

The additional call signs of Private Telephone Maintenance Radio  
 Service licenses subject to pending applications submitted by MCI  
 Telecommunications Corporation are as follows:

CALL SIGN	CALL SIGN	CALL SIGN	CALL SIGN
B001001	D061045	D036911	KNCY901
D026815	D035133	D036912	WNWS920
D044481	D036908	D027458	WNFV382