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September 18, 1997

ORIGINAL
FILE COPY

via UPS OVERNIGHT

Ms. Brenda Hawkins
Florida Public Service Commission
Div. of Communications, Certification
& Compliance Section
2440 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

Re: Axsys, Inc.'s Application to Provide Alternative Local Exchange Service Within
the State of Florida (the "Application"), Docket No. 971089-TX

Dear Ms. Hawkins:

Attached hereto is a copy of the Florida Department of State's correspondence, together
with attachments, granting Axsys, Inc., doing business in Florida as AXSYS, INC./TEL PTNS,
authority to transact business in the State of Florida. Please file this letter and the attachments as
an amendment to the Application and return one file-stamped copy to us in the enclosed envelope.

**This letter will also serve as a request to amend Applicant name from "Axsys, Inc." to
"Axsys, Inc./Tel Ptns".**

If you have any questions or comments, please contact the undersigned.

Sincerely,

Anne E. Franklin

AEF/bw

Enc.

cc: Mr. Richard L. Reiner, President

Axsys, Inc.

(with enclosure)

DOCUMENT NUMBER-DATE

09550 SEP 19 97

FPSC-RECORDS/REPORTING

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- ROH _____
- SEC 1
- WAS _____
- OTH copy to Don
copy letter to Nanyce



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1997

CT CORPORATION SYSTEM
660 EAST JEFFERSON ST
TALLAHASSEE, FL 32301

The Articles of Incorporation for AXSYS, INC. doing business in Florida as AXSYS, INC./TEL PTNS were filed on September 2, 1997, and assigned document number F97000004743. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Terri Buckley
Corporate Specialist
New Filings Section
Division of Corporations

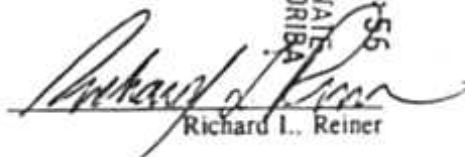
Letter Number: 197A00045238

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Richard L. Reiner, do hereby certify that this Resolution of the Board of Directors of Axsys, Inc., a corporation duly organized and existing under the laws of the State of Alabama, was duly adopted on September 6, 1988.

Resolved, that Axsys, Inc. organized and existing in the state of Alabama, hereby adopts the name Axsys, Inc./Tel Ptns for use in Florida.

Dated: September 4, 1997


Richard L. Reiner

FILED
97 SEP -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION OR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

FILED
97 SEP -
10:55 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Axya, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Alabama

(State or country under the law of which it is incorporated)

3. 63-066198
(FEI number, if applicable)

4. September 6, 1988
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 5909 Airport Blvd., Mobile, Alabama 36608

P.O. Box 850158, Mobile, Alabama 36685-0158

(Current mailing address)

8. Telecommunications services

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33124
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Dale Morris

(Registered agent's signature) (Officer)

Dale Morris, Assistant Vice President

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard L. Reiner
Address: 5909 Airport Blvd., Suite C
Mobile, AL 36608

Vice Chairman: Jean L. Reiner
Address: 5909 Airport Blvd., Suite C
Mobile, AL 36608

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Richard L. Reiner
Address: 5909 Airport Blvd., Suite C
Mobile, Alabama 36608

Vice President: _____
Address: _____

Secretary: Jean L. Reiner
Address: 5909 Airport Blvd., Suite C
Mobile, AL 36608

Treasurer: Richard L. Reiner

Address: 5909 Airport Blvd., Suite C
Mobile, AL 36608

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Richard L. Reiner*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Reiner, President

(Typed or printed name and capacity of person signing application)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that AXSYS, Inc. incorporated in Mobile County, Mobile, Alabama on September 6, 1988. I further certify that the records do not disclose that said AXSYS, Inc. has been dissolved.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 22 PM 10:56



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 22, 1997

Date

Jim Bennett

Jim Bennett

Secretary of State