

ORIGINAL

Computer Business

Sciences, Inc.

80-02 Kew Gardens Rd.

Suite 5000

Kew Gardens, NY 11415

p. (718) 520-6500

f. (718) 520-0783

April 6, 1999

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Boulevard
Gerald Gunter Building
Tallahassee, FL 32399-0850

RE: ADVISE TO FILE
COMPUTER BUSINESS SCIENCES, INC. (DOCKET NO. 981044-TX)
APPLICATION FOR AUTHORITY TO PROVIDE INTEREXCHANGE
TELECOMMUNICATIONS SERVICE WITHIN THE STATE OF FLORIDA AND
APPLICATION FOR AUTHORITY TO PROVIDE ALTERNATIVE LOCAL
EXCHANGE SERVICE WITHIN THE STATE OF

Dear Sir/Madam:

Computer Business Sciences, Inc. wishes to amend the above-referenced Application to reflect that it is now incorporated in the State of Delaware as of 1/21/99. Previously, it was incorporated in the State of New York on 12/22/95. Attached is a copy of its Certificate and Articles of Incorporation.

Should you have any questions, please do not hesitate to contact us.

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU 1
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC J
- WAS _____
- OTH _____

Respectfully yours,



Deborah S. Amott
Regulatory Administrator

DOCUMENT NUMBER-DATE

04670 APR 12 99

FPSC-RECORDS/REPORTING

Office of the Secretary of State

T. EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPUTER BUSINESS SCIENCES, L.P." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JANUARY, A.D. 1979.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

[2095971] 8300
991026301

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AUTHENTICATION: 9534100
DATE: 01-21-79

**CERTIFICATE OF INCORPORATION
OF
COMPUTER BUSINESS SCIENCES, INC.**

ARTICLE I

The name of the corporation is Computer Business Sciences, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 1013 Center Rd., Wilmington, DE 19805. The name of the registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of all classes of stock which the corporation has authority to issue is Thirty One Million (31,000,000) shares, consisting of two classes: Thirty Million (30,000,000) shares of Common Stock, \$0.001 par value per share, and One Million (1,000,000) shares of Preferred Stock, \$0.001 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the law of the State of Delaware, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate of designation pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may also be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to a certificate or certificates establishing a series of Preferred Stock.

Except as otherwise expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article IV, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE V

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

ARTICLE VI

A. Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

B. Special meetings of stockholders of the corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the Chief Executive Officer.

ARTICLE VII

Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation or other cause may be filled (a) by the stockholders at any meeting, (b) by a majority of the directors, although less than a quorum, or (c) by a sole remaining director, and directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders at which the term of office of the class to which they have been elected expires, and until their respective successors are elected, except in the case of the death, resignation, or removal of any director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE VIII

A. To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. To the extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

FEB-09-99 10:10 AM L11 FROM INCORPORATOR

C. Neither any amendment nor repeal of any of the foregoing provisions of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE IX

The name and mailing address of the incorporator is Richard L. Feinstein, 80-20 Kew Gardens Road, Kew Gardens, New York 11415.

The undersigned incorporator hereby acknowledges that the foregoing certificate is his act and deed and that the facts stated herein are true

Date: January 6, 1999



Richard L. Feinstein