

WINDSTREAM SERVICES, LLC

4001 Rodney Parham Road
Little Rock, Arkansas 72212

Cesar Caballero
Senior Regulatory Counsel

501.748.7142
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April 14, 2016

Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RECEIVED-FPSC
2016 APR 18 AM 9:07
COMMISSION
CLERK

Re: Notice of Entity Conversion

Dear Commission Clerk:

Talk America, Inc., hereby notifies the Florida Public Service Commission ("Commission") of the following name change.

Talk America, Inc., authorized to provide local exchange services pursuant to authority granted in Certificate 4692 and interexchange services pursuant to IXC Registration No. TI076, hereby notifies the Commission of its conversion to a limited liability company and its name change to Talk America, LLC doing business in Florida as Windstream Talk America, LLC. Attached hereto is a copy of the Amended Application filed with the Florida Secretary of State's Office.

An original and one (1) copy of this letter are enclosed for filing. Please date stamp the enclosed extra copy and return it in the self-addressed stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact me.

Respectfully submitted,

Cesar Caballero

Exhibit

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by TALK AMERICA, LLC doing business in Florida as WINDSTREAM TALK AMERICA, LLC, a Delaware limited liability company, authorized to transact business within the state of Florida on April 12, 2016, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H16000090916. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this limited liability company is M16000003097.

Authentication Code: 616A00007725-041416-M16000003097-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of April, 2016



Ken Detzner
Ken Detzner
Secretary of State

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Talk America, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pierce Hunter

Name of Person

Kutak & Rock

Firm/Company

124 West Capitol Avenue, Suite 2000

Address

Little Rock, Arkansas 72201

City/State and Zip Code

Pierce.Hunter@kutakrock.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person at (Area Code) Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Talk America, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Talk America, LLC dba Windstream Talk America, LLC

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 23-2582790

(FEI number, if applicable)

4. Formerly Talk America Inc. (P3810Hu7); merged into DE Entity and converted into LLC

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 4001 North Rodney Parham Road

Little Rock, AR 72212

(Street Address of Principal Office)

6. 4001 North Rodney Parham Road

Little Rock, AR 72212

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road, Broward County

Plantation

(City)

Florida 33324

(Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 obligations of my position as registered agent.

Laura Broderick

(Registered agent's signature)

Laura Broderick
Assistant Secretary

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Anthony W. Thomas, Manager, 4001 North Rodney Parham Road, Little Rock, AR 72212

John P. Fletcher, Manager, 4001 North Rodney Parham Road, Little Rock, AR 72212

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Kristi Moody
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Kristi Moody, Senior Vice President - Corporate Secretary

Typed or printed name of signee

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALK AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5656779 8300

SR# 20161967107

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202066485

Date: 03-30-16