



Approved by OMB
3060-0053
Expires 11/30/99
See reverse for public
burden estimate.

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

| | |
|---------------------------|--|
| FOR FCC USE ONLY | |
| | |

PART I - APPLICATION FOR CONSENT TO TRANSFER CONTROL OF CORPORATION HOLDING STATION LICENSE
(This application must be filed before Transfer of Control takes place)

| | | | |
|--|----------------------------------|--|---------------------|
| 1. (a) Name of corporate licensee Intermedia Communications, Inc. | | | |
| (b) Number and street address 3625 Queen Palm Drive | | | |
| (c) City Tampa | (d) State FL | (e) ZIP Code 33619 | |
| 2. Internet address: | | 3. Taxpayer Identification Number [REDACTED] | |
| 4. Call sign and radio service of each station WPNT 721 | | | |
| 5. (a) Fee Type Code PATM | (b) Fee Multiple 50.00 | (c) Fee Due \$ 50.00 | FOR FCC USE ONLY |
| 6. Name(s) and Address(es) of Transferee WorldCom, Inc. 1801 Pennsylvania Avenue, N.W., Washington, DC 20006 | | | |
| 7. Subsequent to the Transfer of Control, will the licensee corporation be the same corporate entity? That is, will it retain its present name, corporate charter, State of incorporation, etc.? If "NO", give details on Page 3. | | | YES NO X |
| 8. Subsequent to the Transfer of Control, will the licensee corporation be a representative of any foreign government? If "YES", give details on Page 3. | | | X |
| 9. THIS SECTION TO BE ANSWERED ONLY BY LICENSEES OF PUBLIC COAST, AIRPORT CONTROL TOWER, AERONAUTICAL ENROUTE, AERONAUTICAL FIXED, OR COMMON CARRIER ALASKA PUBLIC FIXED STATIONS. SUBSEQUENT TO THE TRANSFER OF CONTROL: | | | |
| (a) Will any officer or director of such corporation be an alien? If "YES", see instruction 6. | | | YES NO |
| (b) Will more than 1/5 of the capital stock be either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", see instruction 6. | | | |
| (c) Will the licensee be directly or indirectly controlled by any other corporation? If "YES", answer items (d) through (h) below. | | | |
| (d) What is the name and address of the corporation in immediate control? | | | |
| (e) Under the laws of what State or Country is the controlling corporation organized? | | | |
| (f) Is more than 1/4 of the capital stock of controlling corporation either owned of record or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "YES", give details on Page 3. | | | YES NO |
| (g) Is any officer or more than 1/4 of the directors of the controlling corporation an alien? If "YES", on Page 3 state name, nationality, and position of each, and state the total number of directors, and give a brief biographical statement for each alien. | | | |
| (h) Is the controlling corporation in turn controlled by other companies? If "YES", on Page 3, or a separate sheet of paper, provide information for each of these controlling companies covering information requested in items (d) through (h). | | | |
| CERTIFICATION | | | |
| <ul style="list-style-type: none"> ● Applicant waives any claim to the use of any particular frequency regardless of prior use by license or otherwise; ● Applicant will have unlimited access to the radio equipment and will control access to exclude unauthorized persons; ● Neither applicant nor any member thereof is a foreign government or representative thereof; ● Applicant certifies that all statements made in this application and attachments are true, complete and made in good faith; ● Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 612(A)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503). | | | |
| SIGNATURE <i>Charles H. Gold</i> | | DATE 10/23/00 | |
| Authorized Employee of Licensee Corporation | | | |
| SIGNATURE <i>Mary L. B...</i> | | DATE 10/23/00 | |
| Transfer of Control (Check one) | | | |
| <input checked="" type="checkbox"/> Individual | | <input type="checkbox"/> Partner | |
| <input type="checkbox"/> Officer | | <input type="checkbox"/> Other (Specify): _____ | |

DETAILS / ADDITIONAL INFORMATION:

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION

PART II - AUTHORIZATION TO HOLD STATION LICENSE(S) AFTER TRANSFER OF CONTROL OF CORPORATION

1. Name and mailing address of corporate licensee

Intermedia Communications, Inc.
3625 Queen Palm Drive
Tampa, FL 33619

DO NOT WRITE IN THIS BLOCK

CONDITIONS OF GRANT

The corporate licensee is hereby authorized to continue holding the radio station license(s) listed in item 2 on the basis of the representations made in the application for this authorization.

This authorization is granted for the term of the outstanding license(s) for the station(s) listed in item 2.

2. Call sign and radio service of each station

WPNT721 IG

DATE AUTHORIZED:

**FEDERAL
COMMUNICATIONS
COMMISSION**

**THIS AUTHORIZATION TO BE FILED WITH
CORPORATION'S RADIO STATION RECORDS**



ALL STATES: P.M.A. 80 25 0015 1011 RECYCLED



APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

(Under 47 CFR 21, 23, 25 and 101) Read instructions before completing.

PART I - To be completed by Permittee or Licensee

1(a) Name of Corporate Permittee or Licensee

Intermedia Services LLC

Mailing Street Address or P. O. Box, City, State and ZIP Code

3625 Queen Palm Drive

Tampa, FL 33619

Internet Address

Call Sign or Other FCC Identifier

KFK28

(b) Fee Data. Refer to 47 CFR Section 1.1105, the Common Carrier or Wireless Telecommunications Bureau Fee Filing Guides.

| Line No. | (1) Fee Type Code | (2) Fee Multiple | (3) Fee Due for Fee Type Code in (b)(1) | FCC USE ONLY |
|---|----------------------|---------------------|--|--------------|
| 1 | CCM | 1 | \$ 75.00 | |
| 2 | | | \$ | |
| Add all amounts in Column (3), lines 1 and 2. | | | \$ 75.00 | |
| Remit this amount with your application. | | | \$ 75.00 | |

2. Permits or Licenses held by Corporation for which a Transfer of Control is sought in this application. (See instructions.)

| (a) Call Sign | (b) File Number | (c) Service | (d) No. of Stations |
|---------------|-----------------|-------------|---------------------|
| KFK28 | BALMD | MDS | 1 |
| | 2000222 | | |
| | AAC | | |

3. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferor

Intermedia Communications, Inc.
 3625 Queen Palm Drive
 Tampa, FL 33619

4. Name and Street Address or P. O. Box, City, State and ZIP Code of Transferee

WorldCom, Inc.
 1801 Pennsylvania Avenue, NW
 Washington, DC 20006

5. Permittee or Licensee represents: (check one)

- That there is attached to this application as Exhibit No. _____ a certified copy of the Articles of Incorporation (charter) of the permittee or licensee company.
- That there is now on file with the Commission a current certified copy of the Articles of Incorporation of the permittee or licensee company, where filed: Mass Media Bureau

Date filed: August 21, 2000

CERTIFICATION: The undersigned, individually and for the permittee or licensee, represents that all the attached exhibits pertinent to Part I are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part I of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

| Printed/Typed Name of Permittee or Licensee (Must agree with Item 1) | Signature | Title (Office Held by Person Signing) | Date |
|--|-----------|---------------------------------------|----------|
| Intermedia Services LLC | | Vice President | 10/23/00 |

PART II - To be completed by Transferor

6(a) Transfer of Control will be accomplished by: (check one)

- Sale or other transfer or assignment of stock (Complete item 6(b)).
- Other (e.g., voting trust agreement, management contract, Court Order, etc.)

| (b) Shares | No. of Shares | Classification (common, preferred, etc.) |
|-------------------------------|---------------|--|
| Shares to be transferred | See Ex. A | |
| Shares issued and outstanding | See Ex. A | |
| Shares authorized | See Ex. A | |

7. Attach as Exhibit No. A a statement on how control is to be transferred, and copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

CERTIFICATION: The undersigned represents that stock will not be delivered and that control will not be transferred until the Commission's consent has been received, but that transfer must be completed within 45 days if Commission consents; that all attached exhibits pertinent to Part II of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and/or imprisonment (U.S. Code, Title 18, Section 1001), and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)), and or forfeiture (U.S. Code, Title 47, Section 503).

| Printed/Typed Name of Transferor Licensee (Must agree with Item 3) | Signature | Title (Office Held by Person Signing) | Date |
|--|-----------|---------------------------------------|----------|
| Intermedia Communications, Inc. | | Vice President | 10/23/00 |

PART III - To be completed by Transferee

8. Transferee is: (check one)

- INDIVIDUAL PARTNERSHIP CORPORATION UNINCORPORATED ASSOCIATION

9. Attach as Exhibit No. B a statement of transferee's principal business.

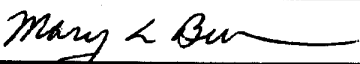
10. Attach as Exhibit No. C a statement of the businesses, employment, or activities, other than communications in which individual transferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, (b) location of activity, and (c) hours devoted to each activity.

| Place an "X" in the appropriate column. | | YES | NO |
|---|---|-----|----|
| 11. Is individual transferee, or if partnership each member of partnership, a citizen of the United States? <u>N/A</u> | ➤ | | |
| 12. Is transferee or any party to this application a representative of an alien or of a foreign government? | ➤ | | X |
| 13. If transferee is a partnership, attach as Exhibit No. _____ one copy, properly certified of the partnership agreement, or if oral, complete details thereof. <u>N/A</u> | ➤ | | |
| 14. If transferee is a Corporation (including joint stock companies) or Association, answer the following: | | | |
| a. Under laws of what State or Country is it organized? | | | |
| (1) Attach as Exhibit No. <u>D</u> a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. | | | |
| (2) Attach as Exhibit No. <u>D</u> the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent or more of the transferee's stock. | | | |
| b. Is any director or officer an alien? | ➤ | | X |
| c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized under the laws of a foreign government? | ➤ | | X |
| d. Is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No. _____ the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above. | ➤ | | X |
| e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens? | ➤ | | X |
| f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government? <u>N/A</u> | ➤ | | |
| 15. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No. _____ a statement relating the facts. <u>Transferee is a land line carrier.</u> | ➤ | X | |
| 16. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. _____ a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any. | ➤ | | X |
| 17. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No. _____ a statement relating all the pertinent circumstances. | ➤ | | X |
| 18. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No. _____ a statement relating the facts. | ➤ | | X |
| 19. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No. _____ a statement relating the facts. | ➤ | | X |
| 20. Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No. _____ a statement relating the facts. | ➤ | | X |
| 21. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. <u>Exhibit E</u> | ➤ | X | |
| 22. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below. | ➤ | | X |

| Place an "X" in the appropriate column. | | YES | NO |
|--|---|-----|----|
| 23. Will transferee propose any of the following changes after the transfer of control is authorized (see instructions): | | | |
| a. Changes in the services currently offered? If "YES", attach as Exhibit No. <u>F</u> a brief statement of the proposed changes. | ➤ | X | |
| b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No. _____ a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities. | ➤ | | X |
| c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No. _____, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.) | ➤ | | X |
| 24. If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. _____. | ➤ | | X |
| 25. Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No. _____, describe the obligations, methods by which acquired, and the dates on which they were obtained. | ➤ | | X |
| 26. Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. _____ a single certified copy of such authorization. | ➤ | | X |
| 27. a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application? | ➤ | | X |
| b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules? | ➤ | X | |
| 28. Attach as Exhibit No. <u>A</u> a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber. | ➤ | X | |
| 29. If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below: | | | |
| a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months? | ➤ | | X |
| b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year? | ➤ | | X |
| 30. Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement? | ➤ | X | |
| 31. Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation? | ➤ | X | |

CERTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in full in this application; and certifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and belief.

Willful false statements made on this application are punishable by fine and imprisonment (U. S. Code, Title 18, Section 1001) and/or revocation of any station license or construction permit (U.S. Code, Title 47, Section 312(a)(1)) and or forfeiture (U.S. Code, Title 47, Section 503).

| Typed/Printed Name of Transferee | Signature | Title (Office Held by Person Signing) | Date |
|----------------------------------|---|---------------------------------------|----------|
| Mary L. Brown |  | Vice President | 10/23/00 |

**Application for Consent to Transfer Control as filed with the Secretary of the
Federal Communications Commission**



B



ALL STATE PAPER PRODUCTS RECYCLED

Exhibit B
In response to question 9, Part III
Transfer of Control from Intermedia to WorldCom, Inc.

Exhibit B

WorldCom, Inc. ("Transferee"), a Georgia corporation publicly traded on the NASDAQ stock exchange under the symbol WCOM, is a non-dominant telecommunications company that provides a full array of domestic and international long distance voice and data communications services to business and residential customers. Transferee's principle business address is 500 Clinton Center Drive, Clinton, Mississippi 39056.



C

ALL STATE LEGAL BOOKS AND PAPER ARE RECYCLED



Exhibit C
In response to question 10, Part III
Transfer of Control from Intermedia to WorldCom, Inc.

Exhibit C

DIRECTORS AND EXECUTIVE OFFICERS OF TRANSFEREE

Board of Directors

Bert C. Roberts, Jr.
Bernard J. Ebbers
John W. Sidgmore
Scott D. Sullivan
Clifford L. Alexander, Jr.
James C. Allen
Judith Areen
Carl J. Aycock
Max E. Bobbitt
Francesco Galesi
Stiles A. Kellett, Jr.
Gordon S. Macklin
John A. Porter
Lawrence C. Tucker

Corporate Officers

Bert C. Roberts, Jr.
Chairman

Bernard J. Ebbers
President and Chief Executive Officer

John W. Sidgmore
Vice Chairman

Scott D. Sullivan
Chief Financial Officer and Secretary



D



ALL STATE LEGAL INDUSTRIES

Exhibit D
In response to question 14, Part III
Transfer of Control from Intermedia to WorldCom, Inc.

Exhibit D

A certified copy of the Articles of Incorporation of Transferee (the "Articles") was provided to the Commission on September 13, 1996 in FCC File Nos. 2018-DSE-TC-96-(19) and 2014-DSE-TC-96-(9). All provisions of these articles remain in full force and effect except as noted in the Articles of Amendment to the Second Amended and Restated Articles of Incorporation of WorldCom, Inc., dated September 15, 1998 and the Articles of Amendment to the Second Amended and Restated Articles of Incorporation of MCI WorldCom, Inc., dated May 1, 2000, both are attached hereto. The name of the corporation was changed to MCI WorldCom, Inc. and then back to WorldCom, Inc. The transferee requests that the Commission incorporate the previously filed Articles by reference herein.

No stockholder of Transferee holds 5 percent or more of the outstanding voting and/or non-voting shares.

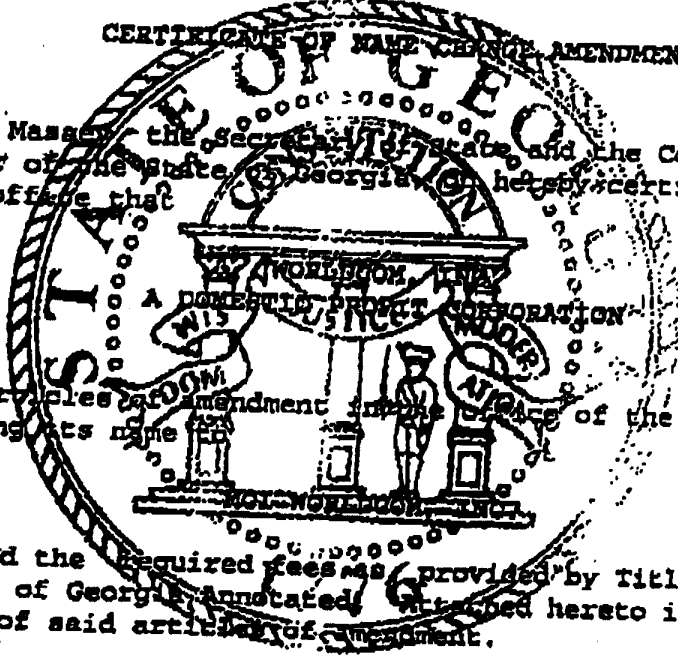
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 8520468
EFFECTIVE DATE: 09/15/1998
REFERENCE : 0077
PRINT DATE : 09/15/1998
FORM NUMBER : 611

ALSTON & BIRD
JAN R. EZEIL
1201 WEST PEACHTREE STREET
ATLANTA, GA 303093424

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that



has filed articles of amendment in the office of the Secretary of State changing its name

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLDCOM, INC.**

1.

The name of the corporation is "WorldCom, Inc." (the "Corporation").

2.

Effective the date hereof, Article One of the Corporation's Second Amended and Restated Articles of Incorporation is amended, in its entirety, to read as follows:

ONE

The name of this corporation is MCI WORLDCOM, Inc. This corporation is referred to hereinafter as the "Corporation."

3.

All other provisions of the Second Amended and Restated Articles of Incorporation shall remain in full force and effect.

4.

The foregoing amendment was approved and adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer this 15th day of September, 1998.

WORLDCOM, INC.

By: Bernard J. Ebbers
Bernard J. Ebbers, President

BSR (8)

SEP 15 9 02 AM '98

SECRETARY OF STATE

**CERTIFICATE REGARDING
REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME**

The undersigned, Bernard J. Ebbers, the duly elected and acting President of WorldCom, Inc. (the "Corporation"), a Georgia corporation, does hereby verify that a request for publication of a notice of intent to file articles of amendment to change the name of the Corporation and payment therefor has been made as required by Section 14-2-1006.1 of the Official Code of Georgia Annotated. The request for publication of such notice was mailed or delivered to The Fulton County Daily Report.

IN WITNESS WHEREOF, the undersigned does hereby set his hand this 15th day of September, 1998.

By: Bernard J. Ebbers
Bernard J. Ebbers, President

SEP 15 9 02 AM '98
SECRETARY-OF-STATE

Secretary of State
Corporations Division
316 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001220462
CONTROL NUMBER : J520462
EFFECTIVE DATE : 05/01/2000
REFERENCE : 0044
PRINT DATE : 05/01/2000
FORM NUMBER : 611

BURR & FORMAN LLP
SUSAN C. LAKE
P O BOX 54617
ATLANTA, GA 30308

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

MCI WORLDCOM, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

WORLDCOM, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above,

STATE OF GEORGIA

STATE OF GEORGIA



Cathy Cox

Cathy Cox
Secretary of State

**ARTICLES OF AMENDMENT TO THE SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF MCI WORLDCOM, INC.**

1.

The name of the corporation is MCI WORLDCOM, Inc. (the "Corporation").

2.

Effective the date hereof, Article One of the Corporation's Second Amended and Restated Articles of Incorporation, as amended, is amended, in its entirety, to read as follows:

ONE

The name of this corporation is WorldCom, Inc. This corporation is referred to hereinafter as the "Corporation."

3.

All other provisions of the Second Amended and Restated Articles of Incorporation, as previously amended, shall remain in full force and effect.

4.

The foregoing amendment was approved and adopted on April 28, 2000 by the Board of Directors of the Corporation in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer as of May 1, 2000.

MCI WORLDCOM, INC.

By: 
Bernard J. Ebberts, President

SECRETARY OF STATE
MAY 1 10 02 AM '00
BSF (C)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001220472
CONTROL NUMBER : JS20468
DATE INC/ADTH/FILED: 06/21/1983
JURISDICTION : GEORGIA
PRINT DATE : 05/01/2000
FORM NUMBER : 211

BURR & FORMAN LLP
SUSAN C. LAKE
P O BOX 54617
ATLANTA, GA 30308

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

WORLDWOM, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State



E



ALLIANCE FOR THE ENVIRONMENT FSC® C0C0123

Exhibit E
In response to question 21, Part III
Transfer of Control from Intermedia to WorldCom, Inc.

Exhibit E

The Transferee and its subsidiaries currently hold licenses in the following services: domestic and international fixed satellite, point-to-point microwave, MMDS, private radio, experimental radio and paging. A full list of these licenses will be provided to the Commission upon request.

ALL STATE LEGAL 800 272 6100 100% RECYCLED



Exhibit F
In response to question 23, Part III
Transfer of Control from Intermedia to WorldCom, Inc.

Exhibit F

The Federal Communications Commission is in the process of permitting MMDS licensees to use spectrum for two-way communications. The applicant expects it will take advantage of this additional flexibility by offering two-way broadband services.



ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED



| | | |
|----------------|---|---|
| FCC 603 | FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control | Approved by OMB 3060 - 0800 See Instructions for public burden estimate Submitted 10/23/2000 at 03:53PM File Number: 0000231239 |
|----------------|---|---|

1) Application Purpose: **Transfer of Control**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC. File Number:

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation?

5) Does this filing request a waiver of the Commission's rules? **No**

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferee or affiliates of the assignor/transferee (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **Yes**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **Yes**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary**

Licensee/Assignor Information

| | | | | |
|--|----------------------|-------------------------------|--|--|
| 10a) Taxpayer Identification Number: | | 10b) SGIN: 000 | 10c) FCC Registration Number (FRN): 1807601 | |
| 11) First Name (if individual): | MI: | Last Name: | Suffix: | |
| 12) Entity Name (if not an individual): INTERMEDIA SERVICES LLC | | | | |
| 13) Attention To: Robert Boutell | | | | |
| 14) P.O. Box: 4872 | And / Or | 15) Street Address: | | |
| 16) City: Syracuse | 17) State: NY | 18) Zip: 13221 | | |
| 19) Telephone Number: (315)431-8752 | | 20) FAX: (315)431-8858 | | |
| 21) E-Mail Address: | | | | |

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

| | | | | | |
|------------|-----------------------------------|-------------------------|----------------------------|--|--------|
| Race: | American Indian or Alaska Native: | Asian: | Black or African-American: | Native Hawaiian or Other Pacific Islander: | White: |
| Ethnicity: | Hispanic or Latino: | Not Hispanic or Latino: | | | |
| Gender: | Female: | Male: | | | |

Transferor Information (for transfers of control only)

| | | | |
|---|----------|--|-------------------------------------|
| 23a) Taxpayer Identification Number: | | 23b) SGIN: 000 | 23c) FCC Registration Number (FRN): |
| 24) First Name (if individual): | MI: | Last Name: | Suffix: |
| 25) Entity Name (if not an individual): Intermedia Communications Inc. | | | |
| 26) P.O. Box: | And / Or | 27) Street Address: 3625 Queen Palm Dr. | |
| 28) City: Tampa | | 29) State: FL | 30) Zip: 33618 |
| 31) Telephone Number: (813)829-0011 | | 32) FAX: (813)829-2508 | |
| 33) E-Mail Address: | | | |

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

| | | | |
|--|--------------|--|-----------------------|
| 34) First Name: Bryan | MI: T | Last Name: Bookhard | Suffix: |
| 35) Company Name: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. | | | |
| 36) P.O. Box: | And / Or | 37) Street Address: 701 Pennsylvania Ave., NW Suite 900 | |
| 38) City: Washington | | 39) State: DC | 40) Zip: 20004 |
| 41) Telephone Number: (202)434-7486 | | 42) FAX: (202)434-7400 | |
| 43) E-Mail Address: bbookhard@mintz.com | | | |

Assignee/Transferee Information

| | | | |
|--|----------|--|--|
| 44) The Assignee is a(n): Corporation | | | |
| 45a) Taxpayer Identification Number: | | 45b) SGIN: 000 | 45c) FCC Registration Number (FRN): 1844647 |
| 46) First Name (if individual): | MI: | Last Name: | Suffix: |
| 47) Entity Name (if other than individual): WorldCom, Inc | | | |
| 48) Name of Real Party in Interest: MCI WorldCom, Inc | | 49) TIN: [REDACTED] | |
| 50) Attention To: Mary L. Brown | | | |
| 51) P.O. Box: | And / Or | 52) Street Address: 1801 Pennsylvania Ave NW - Attn: Mary Brown | |
| 53) City: Washington | | 54) State: DC | 55) Zip: 20006 |
| 56) Telephone Number: (202)887-2363 | | 57) FAX: (202)887-3176 | |
| 58) E-Mail Address: Mary.L.Brown@wcom.com | | | |

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| | | | |
|--|--------------|---|-----------------------|
| 59) First Name: ELIZABETH | MI: A | Last Name: YOCKUS | Suffix: |
| 60) Company Name: WORLDCOM, INC | | | |
| 61) P.O. Box: | And / Or | 62) Street Address: 1801 Pennsylvania Ave., NW | |
| 63) City: Washington | | 64) State: DC | 65) Zip: 20006 |
| 66) Telephone Number: (202)887-3087 | | 67) FAX: (202)887-3176 | |
| 68) E-Mail Address: Elizabeth.Yockus@wcom.com | | | |

Alien Ownership Questions

| | |
|--|----|
| 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? | No |
| 70) Is the Assignee or Transferee an alien or the representative of an alien? | No |
| 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? | No |
| 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | No |
| 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control. | No |

Basic Qualification Questions

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Mary MI: L Last Name: Brown Suffix:

83) Title: Vice President, Federal Regulatory

Signature: Mary L Brown 84) Date: 10/23/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

| 85) Call Sign | 86) Location Number | 87) Path Number (Microwave only) | 88) Lower or Center Frequency (MHz) | 89) Upper Frequency (MHz) | 90) Constructed Yes / No |
|---------------|---------------------|----------------------------------|-------------------------------------|---------------------------|--------------------------|
| KCK70 | | | | | Yes |
| KCL72 | | | | | Yes |
| WLR332 | | | | | Yes |
| WLR333 | | | | | Yes |
| WLR334 | | | | | Yes |
| KTF86 | | | | | Yes |
| KTG27 | | | | | Yes |
| KTG28 | | | | | Yes |
| WPJF457 | | | | | Yes |
| WPJF458 | | | | | Yes |
| WLL507 | | | | | Yes |
| WLN464 | | | | | Yes |
| WLN461 | | | | | Yes |
| WMR567 | | | | | Yes |
| WMR568 | | | | | Yes |
| WDD66 | | | | | Yes |
| WDD67 | | | | | Yes |
| WDD68 | | | | | Yes |
| WDD69 | | | | | Yes |
| WDD70 | | | | | Yes |
| WDD71 | | | | | Yes |
| WDD72 | | | | | Yes |

| | |
|--------|-----|
| WDD73 | Yes |
| WDD74 | Yes |
| WDD75 | Yes |
| WDD76 | Yes |
| WDD77 | Yes |
| WDD78 | Yes |
| WDD79 | Yes |
| WDD80 | Yes |
| WDD81 | Yes |
| WDU433 | Yes |
| KZA85 | Yes |
| KZA86 | Yes |
| KGJ35 | Yes |
| KGO28 | Yes |
| KGO27 | Yes |
| KEA27 | Yes |
| KEA29 | Yes |
| KEA84 | Yes |
| KEA86 | Yes |
| WLT849 | Yes |
| WLT931 | Yes |
| WLM622 | Yes |
| WLM623 | Yes |
| Wfy633 | Yes |
| Wfy632 | Yes |
| Wfy682 | Yes |
| WCU325 | Yes |
| WCU382 | Yes |
| WCU383 | Yes |
| WCU384 | Yes |
| WCU385 | Yes |
| WCU386 | Yes |
| WCU388 | Yes |
| WCU389 | Yes |
| WCU390 | Yes |
| WCU582 | Yes |
| WLV643 | Yes |
| WLV644 | Yes |
| WMS938 | Yes |
| KEG41 | Yes |
| KEM35 | Yes |
| KEM36 | Yes |
| KEM68 | Yes |
| KEM59 | Yes |
| WLU539 | Yes |
| WLU541 | Yes |
| WQQ53 | Yes |
| WCT989 | Yes |
| WCU286 | Yes |
| WMN514 | Yes |

| | |
|--------|-----|
| WAH394 | Yes |
| WAH560 | Yes |
| WAH562 | Yes |
| WHS951 | Yes |
| WHS952 | Yes |
| WLS633 | Yes |
| WLS632 | Yes |
| WLU664 | Yes |
| WLU666 | Yes |
| WLU656 | Yes |
| WLU692 | Yes |
| WLU694 | Yes |
| WMT830 | Yes |
| WQP84 | Yes |
| WLT714 | Yes |
| WBO48 | Yes |
| WHE636 | Yes |
| WHE640 | Yes |
| WHE641 | Yes |
| WHE668 | Yes |
| WHE634 | Yes |
| WMM684 | Yes |
| WHQ468 | Yes |
| WAU246 | Yes |
| WAU247 | Yes |
| WAU249 | Yes |
| WAU260 | Yes |
| WAU261 | Yes |
| WAU262 | Yes |
| WAU264 | Yes |
| WAU265 | Yes |
| WAU266 | Yes |
| WAU267 | Yes |
| WAU268 | Yes |
| WAU269 | Yes |
| WAU260 | Yes |
| WAU261 | Yes |
| WAU262 | Yes |
| WAU263 | Yes |
| WAU264 | Yes |
| WAU265 | Yes |
| WAU266 | Yes |
| WAU267 | Yes |
| WCG340 | Yes |
| WBB321 | Yes |
| WHA513 | Yes |
| WHA514 | Yes |
| WHA516 | Yes |
| Wfy566 | Yes |
| Wfy567 | Yes |
| Wfy568 | Yes |
| Wfy525 | Yes |

| | |
|--------|-----|
| WLB666 | Yes |
| WLB743 | Yes |
| WLB744 | Yes |
| WLB809 | Yes |
| WLB881 | Yes |
| WLB921 | Yes |
| WLB933 | Yes |
| WLB978 | Yes |
| WLB979 | Yes |
| WLB980 | Yes |
| WLB981 | Yes |
| WLB98 | Yes |
| WLB98 | Yes |
| WLB99 | Yes |
| WPD310 | Yes |
| WAN76 | Yes |
| WPX31 | Yes |
| KCL96 | Yes |
| WLR397 | Yes |
| WLR398 | Yes |
| KYZ74 | Yes |
| KYZ76 | Yes |
| WAH646 | Yes |
| WAU268 | Yes |
| WAU271 | Yes |
| WAU272 | Yes |
| WBB360 | Yes |
| WHT309 | Yes |
| WHT360 | Yes |
| KEL96 | Yes |
| KEM34 | Yes |
| KEL89 | Yes |
| KGO69 | Yes |
| KGP37 | Yes |
| WBA756 | Yes |
| WBA816 | Yes |
| WDU469 | Yes |
| WBY661 | Yes |
| WHD941 | Yes |
| WHQ676 | Yes |
| WHQ971 | Yes |
| WHQ972 | Yes |
| WLB733 | Yes |
| WLB792 | Yes |
| WLL246 | Yes |
| WLN613 | Yes |
| WLT361 | Yes |
| WLT363 | Yes |
| WLT683 | Yes |
| WLT684 | Yes |

| | |
|---------|-----|
| WLU268 | Yes |
| WLV660 | Yes |
| WMR380 | Yes |
| WMW761 | Yes |
| WPNH413 | Yes |
| WQP99 | Yes |
| WQR73 | Yes |
| WDD82 | Yes |
| WDD84 | Yes |
| WDD85 | Yes |
| WDD86 | Yes |
| WDD87 | Yes |
| WDD88 | Yes |
| WGX854 | Yes |
| WGX883 | Yes |
| WLB830 | Yes |
| WLB831 | Yes |
| WLV283 | Yes |
| WDD61 | Yes |

| | | |
|----------------------------|---|--|
| FCC Form 603 Schedule A | Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services | Approved by OMB 3060 - 0800 See instructions for public burden estimate |
|----------------------------|---|--|

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

| Year 1 Gross Revenues (current) | Year 2 Gross Revenues | Year 3 Gross Revenues | Total Assets: |
|---------------------------------|-----------------------|-----------------------|---------------|
|---------------------------------|-----------------------|-----------------------|---------------|

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

No

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

| Attachment Type | Date | Description | Contents |
|-----------------|----------|---------------------------------------|--------------------------------|
| Other | 10/23/00 | Certificate of Service | 17598306.0.pdf |
| Other | 10/23/00 | Agreement and Plan of Merger | 17598307.0.pdf |
| Other | 10/23/00 | Stockholders Agreement | 17598308.0.pdf |
| Other | 10/23/00 | Declaration of K. William Grothe, Jr. | 17598309.0.pdf |
| Other | 10/23/00 | Declaration of A. Daniel Kelley | 17598310.0.pdf |
| Other | 10/23/00 | Declaration of Robert M. Manning | 17598311.0.pdf |
| Other | 10/23/00 | Declaration of Daniel N. Porter | 17598312.0.pdf |
| Other | 10/23/00 | Merger Application | 17598317.0.pdf |