



Regulatory Department

SBC Long Distance
5850 W. Las Positas Blvd.
Pleasanton, CA 94588

June 3, 2005

FILED³

JUN 6 2005

**Missouri Public
Service Commission**

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, Missouri 65102

Re: Filing of the Certificate of Registration for SBC Long Distance, LLC, issued by the
Missouri Secretary of State

Dear Mr. Roberts:

In SBC Long Distance, LLC ("SBCLD") Advice Letter Nos. 213 and 214 to the Missouri Public Service Commission ("Commission") dated May 5, 2005, SBCLD informed the Commission that a copy of the Certificate of Registration for SBCLD would be provided to the Commission once it was received from the Missouri Secretary of State.

The purpose of letter is to provide a copy of the Certificate of Registration issued to SBCLD by the Missouri Secretary of State, which is enclosed.

Should you have any questions regarding this matter, please contact me directly.

Sincerely,

Norman W. Descoteaux
Associate Director -- Regulatory
Tel. No. (925) 468-6209
E-mail: nd1639@camail.sbc.com

Enclosures

State of Missouri



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

SBC LONG DISTANCE, LLC
FL0660838

Using in Missouri the name

SBC LONG DISTANCE, LLC

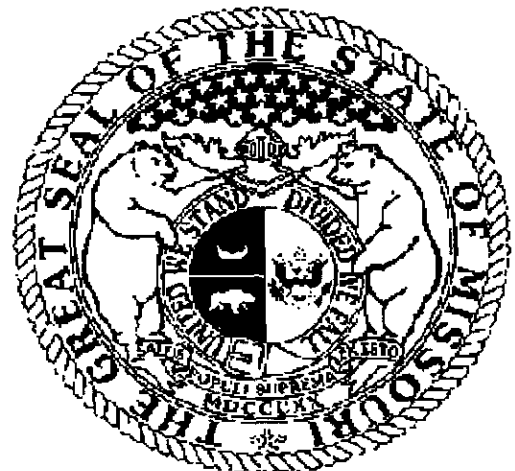
and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 17th day of May, 2005, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 17th day of May, 2005.

Robin Carnahan

Secretary of State



STATE OF MISSOURI



Robin Carnahan
Secretary of State

FL0660838

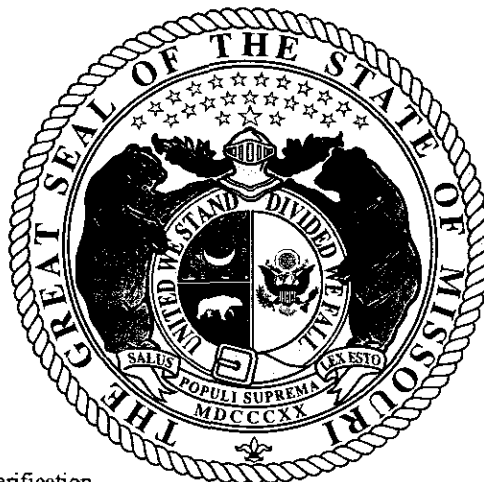
CERTIFICATE OF CORPORATE RECORDS

SBC LONG DISTANCE, LLC

I, ROBIN CARNAHAN, Secretary of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 20th day of May, 2005

A handwritten signature in cursive script that reads "Robin Carnahan".



Certification Number: 771 ~~Secretary of State~~
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 600 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200513912902
FL0660838
Date Filed: 05/17/2005
Robin Carnahan
Secretary of State

**Application for Registration of a Foreign
Limited Liability Company**

(Submit with filing fee of \$105.00)

- (1) The name of the foreign limited liability company is:
SBC Long Distance, LLC
- (2) The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):

- (3) The foreign limited liability company was formed under the laws of Delaware on the
date of 4/28/2005 (state or jurisdiction)
(month/day/year)
- (4) The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
telecommunications
- (5) The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):
C T Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

*The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent.
Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.*

- (6) The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:
CT Corporation, 1209 Orange Street, Wilmington, DE 19801
Name Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

- (7) This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

Please see next page

Name and address to return filed document:

Name: _____
Address: _____
City, State, and Zip Code: _____

State of Missouri
Creation - LLC/LP 3 Page(s)



T0513707158

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



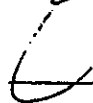
Authorized Signature

John Di Bene, VP, Gen. Cnsl and Sec.

Printed Name

4/28/2005

Date



Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Delaware

PAGE 1

The First State

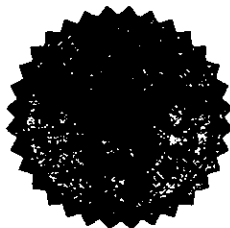
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SBC LONG DISTANCE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

2511836 8300

050347929



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3846784

DATE: 04-29-05