

**EXHIBIT B**

**Authority to Transact Business**

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority Foreign LLC

ORGANIZATIONAL ID# FL042983

I, **Jason Gant**, Secretary of State of the State of South Dakota, hereby certify that the Certificate of Authority of

**TALK AMERICA SERVICES, LLC**

duly signed and verified, have been received in this office and are found to conform to law.

**ACCORDINGLY**, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the Certificate of Authority.

**IN TESTIMONY WHEREOF**, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 09/19/2014.



**Jason M. Gant**  
Secretary of State

9/19/2014 11:52:52 AM  
Change ID: 1195981

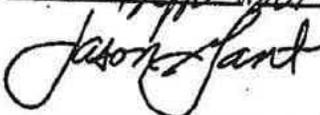
Secretary of State Office  
500 E Capitol Ave  
Pierre, SD 57501  
(605)773-4845

## APPLICATION FOR CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY

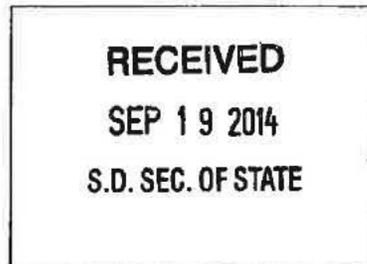
Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

Filed this 19<sup>th</sup> day of Sept, 2014  
**FILING FEE: \$750** payable to SECRETARY OF STATE



SECRETARY OF STATE



Telephone # \_\_\_\_\_  
FAX # \_\_\_\_\_

Application must be accompanied by a one page original certificate of existence issued by the Secretary of State or other official having custody of the organizational records in the state or country under whose law it is organized.

1. The name of the company is \_\_\_\_\_

Talk America Services, LLC

The name must include limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

2. The name of the state or country under whose laws it is organized is Delaware

3. The period of its duration Perpetual

4. The address of its principal office (this is the address of the executive offices of the corporation).

4001 N Rodney Parham Rd, Little Rock, AR 72212  
Street Address City State ZIP+4

Mailing Address (Optional) City State ZIP+4

5. The South Dakota Registered Agent name C T Corporation System

319 S. Coteau Street Pierre, South Dakota 57501  
Street Address or Rural Route Box Number in This State and City State ZIP+4

Mailing Address in This State, if Different from Street Address City State ZIP+4

When listing a Commercial Registered Agent, please state their CRA #.  
This number can be obtained from the Commercial Registered Agent.

CR000002

6. Please check one:

- The company is member managed.
- The company is manager managed.

If this company is manager managed, please state the name and address of each manager.

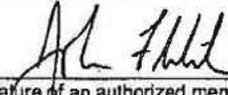
Jeffery R Gardner, 4001 N Rodney Parham Rd, Little Rock, AR 72212				
Manager	Street Address	City	State	ZIP+4
John P Fletcher, 4001 N Rodney Parham Rd, Little Rock, AR 72212				
Manager	Street Address	City	State	ZIP+4
Manager	Street Address	City	State	ZIP+4

7. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c)

No member is to be liable for the debts, obligations or liabilities of the company under a provision similar to SDCL 47-34A-303(c).

The application must be signed by a Manager so stated in question number 6 or a Member if the company is member managed.

Dated 09.15.2014

  
 (Signature of an authorized member or manager)  
 John R Fletcher  
 (Printed Name)  
 Manager  
 (Title)

**By signing this form, you agree to have both the fee and the form processed electronically. A fee of up to \$40 will be assessed for returned payments.**

# 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 SERVICES, 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 SEVENTEENTH DAY OF SEPTEMBER, A.D. 2014.

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

5559703 8300

141188647

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1704896

DATE: 09-17-14