

EXHIBIT B

COMTEL TELCOM ASSETS LP

CERTIFICATE OF AUTHORITY

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF REGISTRATION FOREIGN LIMITED PARTNERSHIP

WHEREAS,

Comtel Telcom Assets LP
LF0680410

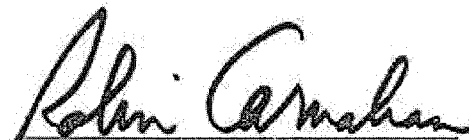
Using in Missouri the name

Comtel Telcom Assets LP

and existing under the laws of the State of Texas has filed with this office its Application for Registration and whereas this Application for Registration conforms to the Missouri Revised Uniform Limited Partnership Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do certify and declare that on the 22nd day of August, 2005, the above Foreign Limited Partnership is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Partnerships under the Missouri Revised Uniform Limited Partnership Act.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 22nd day of August, 2005.


Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
P.O. Box 778 / 650 W. Main Street, Rm 322
Jefferson City, MO 65102

File Number: 200523512108
LF0680410
Date Filed: 08/22/2005
Robin Carnahan
Secretary of State

**Application for Registration
Of a Foreign Limited Partnership in Missouri**
(Submit with filing fee of \$105)

1. The name of the foreign limited partnership is:

Comtel Telcom Assets LP

2. If different from the name listed above, the name under which the foreign limited partnership will transact business in Missouri is (must include "L.P.", "LP", or "limited partnership" in name):

3. The limited partnership was formed in the state or jurisdiction of Texas on the date of July 26, 2005 and is to dissolve on perpetual
month/daily/year event, or perpetual

4. The name and address of the limited partnership's registered agent in Missouri is (this line *must* be completed):

National Corporate Research, Ltd. 222 East Dunklin, Suite 102 Jefferson City MO 65101
Name P.O. may only be used in addition to physical street address City/State/Zip

The Secretary of State is appointed agent for service of process if the foreign limited partnership fails to maintain a registered agent.

5. The address of the office required to be maintained in the state of its organization by the laws of that state or, if none required, the address of the principal office of the foreign limited partnership:

600 Travis, Suite 2775 Houston TX 77002
Name P.O. may only be used in addition to physical street address City/State/Zip

6. List all general partners (with business addresses):

Comtel Assets, Inc. 600 Travis, Suite 2775 Houston TX 77002

Name (Please Print) P.O. may only be used in addition to physical street address City/State/Zip

7. The address of the office at which a list of the names and addresses and capital contributions of limited partners is kept:

c/o Sowood Capital Management LP 500 Boylston St., 17th Fl. Boston MA 02116
Name P.O. may only be used in addition to physical street address City/State/Zip

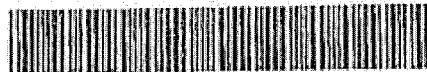
8. The application shall include a certificate of existence or document of similar import duly authenticated by the official having custody of the records in the state or country where it is registered. Such document should be dated within 60 calendar days of filing this application

Name and address to return filed document:

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

Please see next page

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



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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)
by: Comtel Assets, Inc.


Megan Kelleher

8-17-05

General Partner Signature

Printed Name

Secretary

Date

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



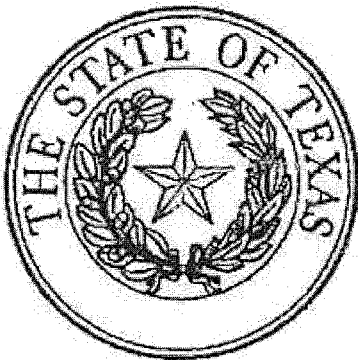
Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Limited Partnership for Comtel Telecom Assets LP (filing number: 800523585), a Domestic Limited Partnership (LP), was filed in this office on July 26, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 16, 2005.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Phone: (512) 463-5555
Prepared by: SOS-WEB

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709

TTY: 7-1-1
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