

EXHIBIT B

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS
(Attached)



ROBIN CARNAHAN
SECRETARY OF STATE
STATE OF MISSOURI

JAMES C. KIRKPATRICK
STATE INFORMATION CENTER
(573) 751-4936

CORPORATIONS
(866) 223-6535

Dear Corporation:

Congratulations! We wish you every success in your new business enterprise, and stand ready to assist you with any questions that you may have regarding your corporate registration and filing your annual registration reports.

By law, **your initial Annual Registration Report is due within thirty days from the date of incorporation or qualification.** A notice providing additional information on when and how to file this report will be mailed to your corporation's registered agent within the next few weeks.

You may file this initial annual report online at www.sos.mo.gov for a fee of \$20 or you may file the report in person or by mail for a fee of \$45 up to three months after your incorporation/qualification date. *Failure to file this report will result in administrative dissolution of your corporation, and the inability to legally conduct business in Missouri.*

After filing the initial annual registration report, you must file an annual registration report every year based on your incorporated /qualified month. You may file your annual report and access other services and information 24 hours a day from our website at www.sos.mo.gov.

Questions regarding your corporate information or filing should be directed to (866) 223-6535.

Sincerely,

Robin Carnahan
Secretary of State

Ltr. 11 (2/06)

STATE OF MISSOURI



Robin Carnahan
Secretary of State
CERTIFICATE OF AUTHORITY

WHEREAS,

PREFERRED LONG DISTANCE, INC.
F00872777

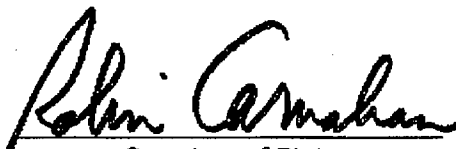
using in Missouri the name

PREFERRED LONG DISTANCE, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of California.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
6th day of February, 2008.


Secretary of State





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:
F00872777
Date Filed: 02/06/2008
Robin Carnahan
Secretary of State

**Application for Certificate of Authority
For a Foreign For-Profit Corporation**
(Submit with filing fee of \$155.00)

- The corporation's name is Preferred Long Distance, Inc.
and it is organized and existing under the laws of California
- The name it will use in Missouri is Preferred Long Distance, Inc.
- The date of its incorporation was 05/10/1996, and the period of its duration is perpetual
month/day/year
- The address of its principal place of business is 16830 Ventura Blvd., Ste. 350 Encino, CA 91436
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
National Registered Agents, Inc. 300-B East High Street Jefferson City, MO 65101
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are:
Providing telecommunication services.
- The name of its officers and directors and their business addresses are as follows:

| Officers | Name | Address | City/State/Zip |
|---------------------------|------------------|-------------------------------|------------------|
| President | Jerome Nussbaum | 16830 Ventura Blvd., Ste. 350 | Encino, CA 91436 |
| Vice President | Keith Nussbaum | 16830 Ventura Blvd., Ste. 350 | Encino, CA 91436 |
| Secretary | Jerome Nussbaum | 16830 Ventura Blvd., Ste. 350 | Encino, CA 91436 |
| Treasurer | | | |
| Board of Directors | | | |
| Director | Claudia Nussbaum | 16830 Ventura Blvd., Ste. 350 | Encino, CA 91436 |
| Director | Jerome Nussbaum | 16830 Ventura Blvd., Ste. 350 | Encino, CA 91436 |
| Director | | | |
| Director | | | |
| Director | | | |

Name and address to return filed document:

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


State of Missouri
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T0803617015

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: _____
(Date may not be more than 90 days after the filing date in this office)

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)

| | | | |
|---|---------------------|--------------|-------------|
|  | Keith NUSSBAUM | Executive VP | 1/30/08 |
| <i>Must be an Officer or Chairman listed in #7, above</i> | <i>Printed Name</i> | <i>Title</i> | <i>Date</i> |

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.