

F94000002937

CT CORPORATION SYSTEM

July 10, 1997

1635 Market Street

Philadelphia, PA 19103

Tel. 215 563 4474

Fax 215 563 7771

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002237470--6

-07/14/97--01129--001

*****35.00 *****35.00

Order Number: 895342

Re: RCN Long Distance Company (PA)
Formerly: Commonwealth Long Distance Company

Dear Sir/Madam:

Pursuant to instructions of counsel, we enclose for filing the documents identified below:

- | | | |
|--|---|--|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Qualification | <input type="checkbox"/> Withdrawal | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Change Agent/Office | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Domestic | <input type="checkbox"/> Domestic | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Other | | <input type="checkbox"/> Foreign |

PLEASE FILE UPON RECEIPT IN YOUR OFFICE.

Upon completion, please forward evidence to the undersigned via. regular mail. If any problems, please telephone this office at **800-622-1428**.

CHECKS: \$35 (filing)

Very truly yours,

Dennis P. Roberts

Dennis P. Roberts
Associate Customer Specialist

SPECIAL INSTRUCTIONS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 1:19

JUL 16 1997

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 PM 1:09

SECTION I (1-3 must be completed)

1. Commonwealth Long Distance Company
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Pennsylvania
3. Date authorized to do business in Florida: June 6, 1994

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?
June 9, 1997
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
RCN Long Distance Company
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature
Name and Title

July 9, 1997
Date

COMMONWEALTH LONG DISTANCE COMPANY
(Pennsylvania)

Board of Directors

David C. McCourt

Officers

Chairman & Chief Executive Officer
David C. McCourt

President & Chief Operating Officer
Michael J. Mahoney

President of Technology & Strategic Development
Michael A. Adams

Executive Vice President & Chief Financial Officer
Bruce C. Godfrey

Executive Vice President
Mark Haverkate

Executive Vice President, General Counsel & Secretary
Raymond B. Ostroski

Vice President, Assistant General Counsel & Assistant Secretary
John D. Filipowicz

Vice President of Sales
Kevin McKenzie

Vice President of Regulatory & Public Affairs
Malcolm M. Burnside

Vice President & Corporate Controller
Ralph S. Hromisin

Senior Vice President & Treasurer
Timothy J. Stoklosa

Vice President of Taxation
James J. Saile

Vice President of Human Resources
Gary Isaacs

Controller
Michael Miscavage



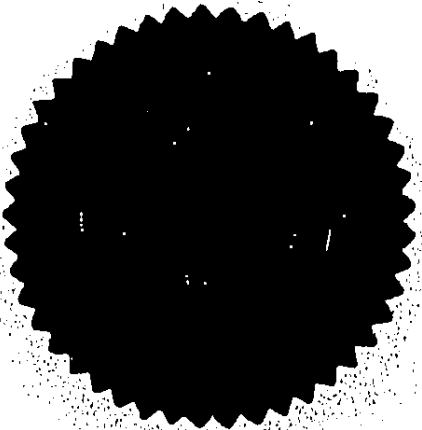
COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

JUNE 18, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on June 9, 1997 for COMMONWEALTH LONG DISTANCE COMPANY, a Pennsylvania corporation, incorporated February 12, 1990, whereby the corporate name was changed to RCN LONG DISTANCE COMPANY.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, likely belonging to the Secretary of the Commonwealth of Pennsylvania.

Secretary of the Commonwealth

DPOS