

1204 HAYS STREET

800-348-8080

9500047602



ACCOUNT NO. 072100000032

REFERENCE : 622107 86901A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : 9 70.00

ORDER DATE : June 19, 1995

ORDER TIME : 9:23 AM

ORDER NO. : 622107

~~LLP958800013~~

CUSTOMER NO: 86901A

CUSTOMER: Ma. Helen Falvey
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
84 State Street

100001516271

Boston, MA 02109

DOMESTIC FILING

NAME: CONTINENTAL FLORIDA
TELECOMMUNICATIONS, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUN 19 1995

NR 725-2535

FILED
95 JUN 19 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CONTINENTAL FLORIDA TELECOMMUNICATIONS, INC.

FILED
95 JUN 13 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Continental Florida Telecommunications, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is:

7800 Belfort Parkway, Suite 270
Jacksonville, Florida 32257

The mailing address, wherever located, of the corporation is:

7800 Belfort Parkway, Suite 270
Jacksonville, Florida 32257

* * * * *

THIRD: The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common shares.

* * * * *

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME	ADDRESS
Patrick K. Mische	Sullivan & Worcester One Post Office Square Boston, MA 02109

* * * * *

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To provide local telecommunications services to customers, including (without limitation) local access private line and common carrier services for voice, video and data transmission, switched Centrex-type and shared tenant services, metropolitan area network services, special telecommunications services and telecommunications facilities management services.

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales,

principal, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choices in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.


To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 13, 1995



Patrick K. Mieh
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM INC.

By: *[Signature]* Robert P. [unclear]
[Name], [Title]

Date: June 16, 1995

F:\JUE\CCI1\FLART.MAS:06/13/95

FILED
95 JUN 19 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



P95000047602

ACCOUNT NO. : 072100000032

REFERENCE : 345558 4305026

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 35.00

ORDER DATE : April 28, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 345558-005

000002158970--0

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ellis, Legal Asst
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

FILED
97 APR 29 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: CONTINENTAL FLORIDA
TELECOMMUNICATIONS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

4/30
Jon
Name
Change

FILED

97 APR 29 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF

CONTINENTAL FLORIDA TELECOMMUNICATIONS, INC

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is Continental Florida Telecommunications, Inc.
2. ARTICLE FIRST of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as follows.
"FIRST: The corporate name for the Corporation is MediaOne Florida Telecommunications, Inc."
3. The date of adoption of the aforesaid amendment was April 3, 1997.
4. The number of votes cast for the said amendment by the sole shareholder was sufficient for the approval thereof.

Executed on April 23, 1997.

CONTINENTAL FLORIDA
TELECOMMUNICATIONS, INC.

By: _____

Patrick K. Mieh

Name: Patrick K. Mieh

Title: Assistant Secretary

Document Number Only

P95000047602

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

500003228075--9
-07/01/97--01075--031
****105.00 *****35.00

97 JUL -11 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Melanie Eric Florida Telecommunications Inc

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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FILE STAMPED

7-1-97

corrected Thanks,
per → Melanie

7/1
Jones
R.A.
change

SECRETARY OF STATE
TALLAHASSEE FLORIDA
JUL -11 PM 2:02

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: MediaOne Florida Telecommunications, Inc.

1b. Date of incorporation 06/19/95 Document number 970303

2. The name and address of the current registered agent and office:

Prentice-Hall Corporation Systems Inc.

1201 Hays Street, Suite 105, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
June 16, 1997
DATE

Karin Writer, Assistant Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: [Signature]
(Registered Agent)

DATE 6/20/97 Marcia J. Swanson
Asst. Sec.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$35.00

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILED
97 JUL - 1
PH 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA