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ACCOUNT NO. : 072100000032
 REFERENCE : 345558 4305026
 AUTHORIZATION : *Patricia Pzygat*
 COST LIMIT : \$ 35.00

ORDER DATE : April 28, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 345558-005

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CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ells, Legal Asst
 Sullivan & Worcester
 One Post Office Square
 Boston, MA 02109

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 97 APR 29 PM 3:28
 SECRETARIAT 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:

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CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

4/30
Jon
Name Change

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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. Mische
Name: Patrick K. Mische
Title: Assistant Secretary