

CT CORPORATION

002260

CORPORATION(S) NAME

Verizon Florida Inc.

Amended
&
Restated

02 AUG 12 PM 4:22
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

900007061859--1
-08/12/02-01049-029
*****35.00 *****35.00

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability 8/12/02 8/12/02
Document 002
Examiner 002 AAM
Updater _____
Verifier _____
W.P. Verifier _____

Order#: 5531960

Ref#: _____

Amount: \$ _____

ATTN:
Anne H Ramsey
(Thanks!)

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILED
02 AUG 12 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EXHIBIT

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERIZON FLORIDA INC.

1. The name of the corporation is Verizon Florida Inc.
2. The name of the registered agent is C T Corporation System. The address of the registered office is 1200 South Pine Island Road, Plantation, FL 33324.
3. The nature of the business to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as it may be amended from time to time, or any successor law.
4. The total number of shares of all classes of stock which the corporation shall have authority to issue is one share of Common Stock, without par value.
5. To the fullest extent that the Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of this Corporation shall be liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. No amendment to

or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of this Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

6. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

CERTIFICATE TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VERIZON FLORIDA INC.

Verizon Florida Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is Verizon Florida Inc. It was originally incorporated under the name of Peninsular Telephone Company and was previously known as General Telephone Company of Florida and GTE Florida Incorporated. The date of filing of its original Articles of Incorporation with the Secretary of State was June 20, 1901.

2. These Amended and Restated Articles of Incorporation amend and restate the text of the Restated Articles of Incorporation of the corporation to read as herein set forth in full in Exhibit A hereto.

3. Upon the filing of the Restated Articles of Incorporation with the Secretary of State of the State of Florida, all of the issued and outstanding shares of Common Stock, par value \$25, of the corporation, shall be exchanged for one share of Common Stock, without par value, of the corporation.


4. These Amended and Restated Articles of Incorporation were duly proposed by the Board of Directors and adopted by the sole Shareholder on August 8, 2002, in accordance with the provisions of Sections 607.1003 and 607.1004 of the Florida Business Corporation Act to read as set forth in full in Exhibit A attached hereto.

5. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, said Verizon Florida Inc. has caused this Certificate to be signed by Linda K. Watson, its Assistant Secretary, this 9th day of August, 2002.

VERIZON FLORIDA INC.

By



Linda K. Watson
Assistant Secretary