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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

ROCKEFELLER GROUP TELECOMMUNICATIONS SERVICES OF CAL

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F0300000869
(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

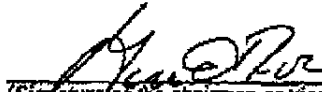
1. ROCKWELLER GROUP TELECOMMUNICATIONS SERVICES OF CALIFORNIA, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE 3. February 19, 2003
(Incorporated under laws of) (Date authorized to do business in Florida)

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 10, 2003
5. RGTS-USA, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration,

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Gwen A. Rowden
(Typed or printed name)

6/19/03
(Date)

Vice President
(Title)

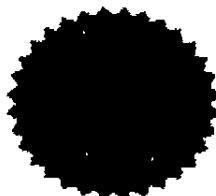
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROCKEFELLER GROUP TELECOMMUNICATIONS SERVICES OF CALIFORNIA, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "RGTS-USA, INC.", THE TENTH DAY OF JUNE, A.D. 2003, AT 1:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2492197

030416860

DATE: 06-24-03