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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

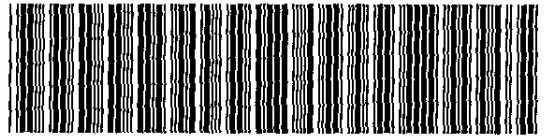
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
03 JUN -3 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PC
T. Lewis 6/6/03

Citizens Communications Company
Three High Ridge Park
Stamford, Connecticut 06905
Telephone No.: 203.614.5135
Facsimile No.: 203.614.4651
vcoogle@czn.com

Virginia L. Coogle, Assistant Secretary



May 27, 2003

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RE: Merger of:
Frontier Communications of America, Inc.,
New North Telecommunications, Inc., and
NewOp Communications Corporation into
Citizens Telecommunications Company, and survivor's name
change to Frontier Communications of America, Inc.**

To Whom It May Concern:

Please be advised of the above-stated merger and find attached a copy of a Certification from Delaware documenting the above-stated merger. Please note that the name of the surviving entity, **Citizens Telecommunications Company**, has been changed to **Frontier Communications of America, Inc.** and as such, I have enclosed an Application By Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida on behalf of Frontier Communications of American, Inc. and an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to transact Business in Florida on behalf of Citizens Telecommunications Company. I have also enclosed a check in the amount of \$70 (seventy dollars) for the filing fees. Please return file-stamped copies to me at the address listed above.

Please e-mail or call me, should you have any questions. Thank you for your immediate attention to this matter.

Sincerely,


Virginia L. Coogle

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)

FILED
03 JUN -3 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F95000002696

(Document number of corporation (if known))

1. Citizens Telecommunications Company

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 06/02/1995

(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? 03/31/2003

5. Frontier Communications of America, 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.

NA

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NA

(New jurisdiction)

Virginia L. Coogle
(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)

Virginia L. Coogle

(Typed or printed name)

4/28/2003

(Date)

Assistant Secretary

(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

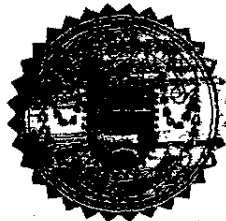
"FRONTIER COMMUNICATIONS OF AMERICA, INC.", A DELAWARE CORPORATION,

"NEW NORTH TELECOMMUNICATIONS, INC.", A WISCONSIN CORPORATION,

"NEWOP COMMUNICATIONS CORPORATION", A NEW YORK CORPORATION, WITH AND INTO "CITIZENS TELECOMMUNICATIONS COMPANY" UNDER THE NAME OF "FRONTIER COMMUNICATIONS OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2003, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 11:59 O'CLOCK P.M.



2342881 8330

030273740

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2433808

DATE: 05-23-03

Delaware

PAGE 1

The First State

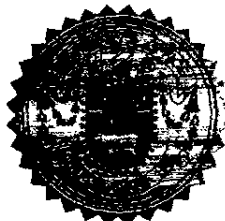
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FRONTIER COMMUNICATIONS OF AMERICA, INC.", A DELAWARE CORPORATION,

"NEW NORTH TELECOMMUNICATIONS, INC.", A WISCONSIN CORPORATION,

"NEWOP COMMUNICATIONS CORPORATION", A NEW YORK CORPORATION, WITH AND INTO "CITIZENS TELECOMMUNICATIONS COMPANY" UNDER THE NAME OF "FRONTIER COMMUNICATIONS OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2003, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2342881 8100M

AUTHENTICATION: 2353748

030222381

DATE: 04-08-03

CERTIFICATE OF MERGER
of
**FRONTIER COMMUNICATIONS OF AMERICA, INC.,
NEW NORTH TELECOMMUNICATIONS, INC., and
NEWOP COMMUNICATIONS CORPORATION**
into
CITIZENS TELECOMMUNICATIONS COMPANY

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law and Sections 180.1103 and 180.1104 of the Wisconsin Business Corporation Law, the undersigned corporations executed the following Certificate of Merger:

WITNESSETH THAT:

WHEREAS, Frontier Communications of America, Inc. ("FCA") is a corporation duly organized on August 19, 1992, existing and in good standing under the laws of the State of Delaware, and

WHEREAS, New North Telecommunications, Inc. ("NNT") is a corporation duly organized on July 30, 1996, existing and in good standing under the laws of the State of Wisconsin, and

WHEREAS, NewOp Communications Corporation ("NOCC") is a corporation duly organized on May 9, 1995, existing and in good standing under the laws of the State of New York, and

WHEREAS, Citizens Telecommunications Company ("CTC") is a corporation duly organized on July 1, 1993, existing and in good standing under the laws of the State of Delaware, is qualified to conduct business in and in good standing under the laws of the States of New York and Wisconsin, and

WHEREAS, on the date of this Certificate of Merger, the total number of shares of capital stock of FCA, NNT, NOCC and CTC issued and outstanding is set forth below:

CORPORATION	CLASS OF STOCK	PAR VALUE	NUMBER OF SHARES OUTSTANDING
CTC	Common	\$10.00	100
FCA	Common	\$0.01	200
NNT	Common	\$1.00	1,000
NOCC	Common	No par value	200

WHEREAS, the Board of Directors of FCA, NNT, NOCC, and CTC deem it advantageous to the shareholders thereof to merge FCA, NNT, and NOCC into CTC in accordance with the applicable laws of the States of Delaware, New York and Wisconsin,

NOW THEREFORE, FCA, NNT, NOCC, and CTC and the respective Boards of Directors thereof do hereby approve, adopt, certify, execute and acknowledge the following Certificate of Merger, and do hereby prescribe and state the terms and conditions of said merger, the mode of carrying same into effect and such other pertinent matters as are required or permitted by law to be set forth herein as follows:

- FIRST:** FCA, NNT, and NOCC shall be merged into CTC (hereinafter sometimes referred to as the "Surviving Corporation") and the Surviving Corporation shall be governed by the laws of the State of Delaware and the Articles of Incorporation of CTC shall be the Articles of Incorporation for the Surviving Corporation.
- SECOND:** The terms and conditions of the merger and the mode of carrying the same into effect are as follows:
- Each of the Boards of Directors of each of FCA, NNT, and NOCC have approved the proposed merger, and upon the conditions herein set forth the Board of Directors of CTC has determined not to abandon the merger, then in such event, this Certificate of Merger (and such other documents and certificates as may be required by law) shall be signed, certified, acknowledged, filed and recorded pursuant to the applicable laws of the State of Delaware. When the merger herein provided shall become effective, the separate existences of FCA, NNT, and NOCC shall cease and FCA, NNT, and NOCC shall be merged into the Surviving Corporation in accordance with the provisions of the Certificate of Merger.
- THIRD:** The Boards of Directors of CTC and FCA, NNT, and NOCC have agreed that as of the effective date of the merger, all of the issued and outstanding shares of FCA, NNT, and NOCC shall cease to exist and be canceled, without further action and there shall be no conversion of any shares of FCA, NNT, or NOCC into shares of the Surviving Corporation.
- FOURTH:** Bylaws of CTC as presently in effect shall remain and be the Bylaws of the Surviving Corporation until altered or amended according to the provisions thereof.
- FIFTH:** The Board of Directors of the Surviving Corporation shall consist of the individuals who are the Directors of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, Directors of the Surviving Corporation until the next ensuing meeting of its stockholders for the election of the Board of Directors and/or until their respective successors are elected and qualified.
- SIXTH:** The officers of the Surviving Corporation shall consist of the individuals who are the officers of CTC at the time the merger becomes effective and the said persons shall be, and continue to be, officers of the Surviving Corporation until the next ensuing meeting of its Board of Directors for the election of the officers and/or until their respective successors are elected and qualified.

SEVENTH: From and after the effective date of the merger, the separate existences of FCA, NNT, and NOCC shall cease and the Surviving Corporation shall continue to conduct the business theretofore conducted by FCA, NNT, and NOCC; and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of FCA, NNT, and NOCC; and all property, real, personal and mixed, and all debts due or whatever account and all other choses in action and every other interest or belonging to or due to FCA, NNT, and NOCC shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in FCA, NNT, and NOCC shall not revert or be in any way impaired by reason of the merger provided for hereby. From and after the effective date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of FCA, NNT, and NOCC and any claim existing or action or proceeding pending by or against FCA, NNT, and NOCC may be prosecuted through judgment as if the merger had not taken place or the Surviving Corporation may be substituted in place of FCA, NNT, and NOCC. Neither the rights of creditors nor any liens upon the property of FCA, NNT, and NOCC shall be impaired by the consummation of the merger.

EIGHTH: Effective upon consummation of the merger, that ARTICLE FIRST of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

FIRST: The name of the corporation is Frontier Communications of America, Inc.

NINTH: This Certificate of Merger, when filed, shall be effective as of 11:59 PM on the 31st day of March 2003.

TENTH: The Agreement of Merger is on file at Three High Ridge Park, Stamford, Connecticut, the place of business of the Surviving Corporation.

ELEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder FCA, NNT, and NOCC.

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate to be signed and executed by an authorized officer the 24th day of February, 2003.

FRONTIER COMMUNICATIONS OF AMERICA, INC.
3 High Ridge Park, Stamford, Connecticut

By: [Signature]
L. Russell Mitten, Secretary

NEW NORTH TELECOMMUNICATIONS, INC.
3 High Ridge Park, Stamford, Connecticut

By: [Signature]
L. Russell Mitten, Secretary

NEWOP COMMUNICATIONS CORPORATION
3 High Ridge Park, Stamford, Connecticut

By: [Signature]
L. Russell Mitten, Secretary

CITIZENS TELECOMMUNICATIONS COMPANY
3 High Ridge Park, Stamford, Connecticut

By: [Signature]
L. Russell Mitten, Secretary

Subscribed and Sworn to before me, a Notary Public, in and for the County of Fairfield and State of Connecticut, this 24th day of February, 2003.

[Signature]
Notary Public

My Commission Expires 10/31/06