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FILED
2002 JUN 13 PM 1:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 612292 7214472
AUTHORIZATION : *Patricia Pajuts*
COST LIMIT : \$ 55.00

ORDER DATE : June 6, 2002

ORDER TIME : 9:35 AM

ORDER NO. : 612292-010

100005765081--3--

CUSTOMER NO: 7214472

CUSTOMER: Carol Halferty, Paralegal
Alcoa Inc.
201 Isabella Street
Pittsburgh, PA 15212

FOREIGN FILINGS

NAME: SIX "R" COMMUNICATIONS, L.L.C.

XX PROFIT
NON-PROFIT

CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

RECEIVED
02 JUN 13 AM 10:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 13 2002

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

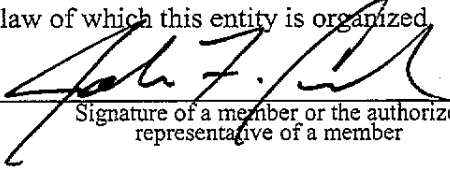
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SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: SIX "R" COMMUNICATIONS, L.L.C.
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: DECEMBER 1, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? APRIL 29, 2002
5. New name of the limited liability company: AFL NETWORK SERVICES-SOUTHEAST, L.L.C.
6. If the amendment changes the period of duration, indicate new period of duration:
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized


Signature of a member or the authorized representative of a member

John F. Cerasuolo, Manager

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

PAGE 1

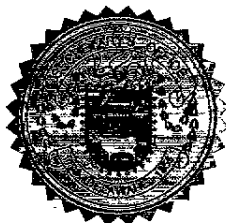
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE SAID "SIX "R" COMMUNICATIONS, L.L.C." FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AFL NETWORK SERVICES-SOUTHWEST, L.L.C.", ON THE TWENTY-THIRD DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THE SAID "AFL NETWORK SERVICES-SOUTHWEST, L.L.C." FILED A CERTIFICATE OF CORRECTION, CHANGING ITS NAME TO "AFL NETWORK SERVICES-SOUTHEAST, L.L.C.", ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AFL NETWORK SERVICES-SOUTHEAST, L.L.C.", IS THE LAST KNOWN TITLE OF RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2746604 8321

AUTHENTICATION: 1760703

020286935

DATE: 05-06-02