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BASIC AMENDMENT

U.S. LOCAL PHONE COMPANY, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
U.S. LOCAL PHONE COMPANY, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

**ARTICLE I
NAME**

Name

The name of the Corporation is: U.S. Local Holdings, Inc.

Pursuant to Section 607.1005, Florida Statutes, the Corporation has not yet issued shares, therefore, the foregoing amendment to the Corporation's Articles of Incorporation were adopted and approved by the Board of Directors by unanimous written consent on July 2, 2001.

The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Articles of Incorporation with the Florida Department of State.

The undersigned director of the corporation has executed this Amendment to the Articles of Incorporation this 2nd day of July, 2001.

U.S. LOCAL PHONE COMPANY, INC.

By: 

Name: Ian C. Cordell

Title: Director

Prepared By:
Marina Choundas, Esquire
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
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