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BASIC AMENDMENT

U.S. LOCAL PHONE COMPANY, INC.

Certificate of Status	0
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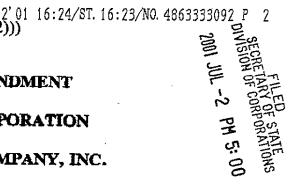
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF U.S. LOCAL PHONE COMPANY, INC.



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 2^{nn} day of July, 2001.

U.S. LOCAL PHONE COMPANY, INC.

Name: Ian C. Cordel

Title: Director

Prepared By:
Marina Choundas, Esquire
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
(813) 229-2300
FL Bar No.: 0066672

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