



Telephone Company of Central Florida, Inc.

P95000092669

May 23, 2000

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

600003265006--5--
-05/24/00--01047--002
*****35.00 *****35.00

Re: Telephone Company of Central Florida, Inc. [TCCF]
Filing of Amended & Restated Articles of Incorporation

Dear Division of Corporations:

Enclosed for filing with the Division of Corporations of Florida Department of State is the Amended and Restated Articles of Incorporation of Telephone Company of Central Florida, Inc. In addition please find check number 7109 in the amount of \$35.00 to cover the cost of filing.

For our records, please file stamp the enclosed copy and return to my attention in the self-addressed Federal Express envelope.

Should you need to contact me I can be reached at 1-800-314-8424 x211.

Your assistance in this matter is much appreciated.

Sincerely,

Barbara Greene

Barbara Greene
Regulatory Manager
bgreene@magicnet.net

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 AM 11:32

*Amended & Restated
NFS 6-8-2000*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION 00 MAY 24 AM 11:33
OF
TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.**

The Amended and Restated Articles of Incorporation of the **TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.** were adopted by the Directors on June 9, 1999 with no Shareholder action required.

Article I – Name

The name of the Corporation is **TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.**

Article II – Principal Place of Business

The principal place of business and mailing address of the corporation shall be:

**TELEPHONE COMPANY OF CENTRAL FLORIDA, INC.
3599 W. Lake Mary Blvd.
Suite E
Lake Mary, Florida 32746**

Article III - Duration

The existence of the corporation shall be perpetual.

Article IV – Purpose

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

Article V – Capital Stock

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be 5,000 shares of Common Stock, \$.01 par value. The corporation shall not be authorized to issue any non-voting stock.

Article VI – Registered Office and Agent

The street address of the registered office of the corporation is: 1201 Hays Street, Tallahassee, Florida 32301-2607, and the registered agent of the corporation at that address is CSC - The United States Corporation Company.

Article VII – Board of Directors

The number of directors constituting the Board of Directors of the corporation shall be fixed by the by laws, which may be increased or decreased from time to time by amendment to the bylaws but never shall be less than one.

Article VIII – Power

The corporation shall have all the corporate powers enumerated in the Florida General Corporation.

Article IX – Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

Article X – By Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

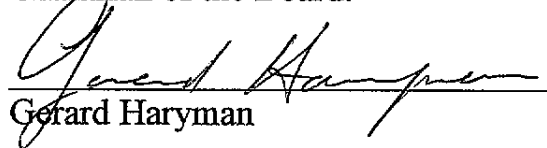
Article XI – Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The amendment to the corporation's Articles of Incorporation were authorized pursuant to a Plan of Reorganization filed by the corporation, as Debtor, in the United States Bankruptcy Court for the Middle District of Florida, Orlando Division, In re: Telephone Company of Central Florida, Inc., Debtor, Case No.: 9804587-6131. The Bankruptcy Court had jurisdiction of the foregoing proceedings pursuant to the Federal Bankruptcy Code, 11 U.S.C. Section 101 et seq. and the Bankruptcy Court entered its Order Confirming the Plan of Reorganization on June 9, 1999.

Executed at West Palm Beach, Florida, this 22nd day of October 1999.

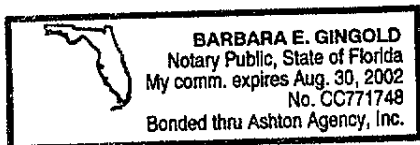
Chairman of the Board.


Gerard Haryman

State of Florida }
 }SS
County of Palm Beach }

The foregoing instrument was acknowledged before me by Gerard Haryman, as Chairman of the Board of Directors of Telephone Company of Central Florida, Inc., a Florida corporation, who is personally known to me and who did take an oath on this 22nd day of October 1999.

My commission expires:




NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of TELEPHONE COMPANY OF CENTRAL FLORIDA, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this day 22nd day of May 2000.

By: 
CORPORATION SERVICE COMPANY

Company

Registered Agent

Deborah D. Skipper
as its agent