

Jan-14-11 01:03pm From-

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P960000034696

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Hogan & Hartson, P.A.
Account Name : HOGAN & HARTSON, L.L.P.
Account Number : I20040000129
Phone : (305) 459-6500
Fax Number : (305) 459-6550

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Stephen.Turley@PAETEC.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE OTHER PHONE COMPANY, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C.COULLIETTE

Help
JAN 14 2011

EXAMINER

(H11000012468)

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Other Phone Company, Inc.

DOCUMENT NUMBER: P96000034696

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

S. Shane Turley

Name of Contact Person

PAETEC Holding Corp.

Firm/ Company

600 Willowbrook Office Park

Address

Fairport, New York 14450

City/ State and Zip Code

Stephen.Turley@PAETEC.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin K. Greenslade

Name of Contact Person

at (703)

610-6189

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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(H11000012368)

Articles of Amendment
to
Articles of Incorporation
of

The Other Phone Company, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P96000034696

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City) Florida (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article IV is hereby deleted in its entirety and replaced with: "The number of directors constituting the board of directors of the Corporation and the method of electing said directors shall be determined as provided in the By-laws."

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

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The date of each amendment(s) adoption: December 28, 2010
(date of adoption is required)
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated _____

Signature

Mary K. O'Connell

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mary K. O'Connell

(Typed or printed name of person signing)

Senior Vice President, General Counsel and Secretary

(Title of person signing)

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