

APR 8 2004

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Corporation

NO. 562

Page 1 of 1

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BASIC AMENDMENT

ADELPHIA BUSINESS SOLUTIONS OF JACKSONVILLE, INC.

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CORPORATION SVC CO.

NO. 562 P. 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ADELPHIA BUSINESS SOLUTIONS OF JACKSONVILLE, INC.**

Adelphia Business Solutions of Jacksonville, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Adelphia Business Solutions of Jacksonville, Inc. The name under which the Corporation was originally incorporated was Continental Fiber Technologies, Inc. The original Articles of Incorporation was filed with the Secretary of State of the State of Florida on January 17, 1992 and was amended and restated, changing the name to Hyperion Communications of Jacksonville, Inc. on June 9, 1999.

2. The Corporation commenced a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") on June 18, 2002 in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (Case No. 02-11389 (RFG)). This Articles of Amendment amends the original Articles of Incorporation of the Corporation, as amended to date (the "Articles of Incorporation"), and has been duly adopted in accordance with Sections 607.1006 and 607.1008 of the Florida Business Corporation Act (the "FBCA"), pursuant to the authority granted to the Corporation under Section 607.1008 of the FCRA to put into effect and carry out the Modified Third Amended Joint Plan of Reorganization under chapter 11 of the Bankruptcy Code for the Corporation, et al. (the "Plan"), as confirmed on December 19, 2003 by order (the "Order") of the Bankruptcy Court. Provision for amending the Articles of Incorporation is contained in the Order of the Bankruptcy Court having jurisdiction under the Bankruptcy Code for the reorganization of the Corporation.

3. Article FIRST of the Articles of Incorporation is amended in its entirety as follows:


"FIRST: The name of the corporation is TelCove of Jacksonville, Inc. (the "Corporation")."

4. Article THIRD of the Articles of Incorporation is amended by adding the following new sentence after the last sentence of said Article:

"Pursuant to Section 1123 of the Bankruptcy Code, notwithstanding any other provision contained herein to the contrary, the Corporation shall not issue non-voting equity securities."

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IN WITNESS WHEREOF, the undersigned has duly executed this
Articles of Amendment to Articles of Incorporation on this 2nd day of April, 2004.



Name: Edward E. Habcock, Jr.
Title: Chief Financial Officer and Vice
President