

Filing Fee: \$75.00

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**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is U S WEST Interprise America, Inc.

2. It is incorporated under the laws of Colorado

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on June 26, 1996, authorizing it to transact business in Rhode Island under the name of:  
Interprise America, Inc.

4. The corporate name of the corporation has been changed to \_\_\_\_\_  
Qwest Interprise America, Inc.  
*(If no change, so indicate)*

5. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this*

Application

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

*(If no other or additional purposes are proposed, insert "No Change.")*

No Change

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
No Change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, 108,434,924

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located is 0.00% % [divide (b) by (a) and multiply by 100 to obtain the percentage].

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$235,010,126

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 11,021

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.00% % [divide (b) by (a)].

(a)

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is

Date: September 25, 2000

Owest Interprise America, Inc.  
Print Exact Name of Corporation Making Application

By Drake S. Tempest

Drake S. Tempest  President or  Vice President (check one)

By Yash A. Rana

Yash A. Rana  Secretary or  Assistant Secretary (check one)

**FILED**

SEP 29 2000

By JMD 25/689

STATE OF COLORADO  
COUNTY OF DENVER

In Denver, Colorado, on this 25<sup>th</sup> day of September, 2000, personally appeared before me Yash A. Rana who, being by me first duly sworn, declared that he/she is the Assistant Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public [Signature]  
My Commission Expires: 9-10-03

Mail to: Secretary of State

Corporations Section  
1560 Broadway, Suite 200  
Denver, CO 80202  
(303) 894-2251  
Fax (303) 894-2242

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SECRETARY OF STATE  
07-05-2000 15:01:54

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION

CHANGE OF NAME

DPC 19951039195

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is U S WEST Interprise America, Inc. NCGS

SECOND: The following amendment to the Articles of Incorporation was adopted on July 5, 2000, as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

- No shares have been issued or Directors Elected - Action by Incorporators
- No shares have been issued but Directors Elected - Action by Directors
- Such amendment was adopted by the board of directors where shares have been issued and shareholder action was not required.
- Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

THIRD: If changing corporate name, the new name of the corporation is Qwest Interprise America, Inc.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

If these amendments are to have a delayed effective date, please list that date: July 5, 2000  
(Not to exceed ninety (90) days from the date of filing)

U S WEST Interprise America, Inc.  
Signature [Signature]  
Title Yash A. Rana, Assistant Secretary

Revised 7/95





STATE OF COLORADO  
DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document filed in this office and admitted to record in File 200113737

DATED March 26, 2001

Donita Anderson  
Secretary of State

By [Signature]