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ID Number: 91722



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 Long Distance of Michigan, Inc.
2. It is incorporated under the laws of Michigan
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 OCTOBER 1996, authorizing it to transact business in Rhode Island under the name of: LONG DISTANCE OF MICHIGAN, INC
4. The corporate name of the corporation has been changed to
(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.")

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
150,000	Common	—	\$1
15,500	Preferred	A	No PAR
34,000	Preferred	B	No PAR

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 7,000,000⁰⁰.
- (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%. [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 \$ 60,000,000⁰⁰.
- (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 \$ 1,000⁰⁰.
- (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 .00001666%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date June

Long Distance of Michigan, Inc
Print Exact Name of Corporation Making Application

By [Signature] DATRICK O'LEARY
 President or Vice President (check one)

By [Signature] AND [Signature]
 Secretary or Assistant Secretary (check one)

FILED

SEP 05 2000

[Signature] 252534

STATE OF Michigan
COUNTY OF Wayne

In Hemlock, on this 28 day of June, 2000, personally appeared before me Patrick O'Leary who, being by me first duly sworn, declared that he/she is the CEO 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.

[Signature]
Notary Public
My Commission Expires: LAURA CZARNOWSKI
Notary Public, Wayne County, MI
My Commission Expires Dec. 28, 2001