



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

DEC 30 1997

BY 91089196762

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

American Tele-Connect Services, Inc.

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Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is American Tele-Connect Services, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 29, 1997, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

That Articles FOURTH and SIXTH of the Articles of Incorporation of the corporation be and hereby are amended to read in their entirety as follows: PLEASE SEE ATTACHMENT

3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
common	100

ATTACHMENT TO ARTICLES OF AMENDMENT

RE: AMERICAN TELE-CONNECT SERVICES, INC.

ARTICLE FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is a total of 5000 shares: 4500 shares of non-voting stock \$1.00 par value and 500 shares of voting stock \$1.00 par value

ARTICLE SIXTH : No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SIXTH shall not eliminate or limit the liability of a director: (1) for any breach of the director's duty of loyalty to the Corporation or to its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General Laws are amended after the adoption of this Article SIXTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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