

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 104568



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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STATE SECRETARY OF STATE
CORPORATIONS DIVISION
DEC 1 1999

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement

1. The name of the corporation is SNET Diversified Group, Inc. *cc 83092 OK attached consent*

2. It is incorporated under the laws of Connecticut

3. 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.

4. The date of its incorporation is August 26, 1986 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 310 Orange Street, 8th Floor, New Haven, Connecticut 06510

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are To provide wholesale intrastate telecommunications services in the State of Rhode Island

8. The names and respective addresses of the directors and officers are: See Attached

Name	Address
Director _____	_____
Director _____	_____
President _____	_____
Vice President _____	_____
Secretary _____	_____
Treasurer _____	_____

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9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is.

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
45,000	Common	N/A	\$1.00

10 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
28,240	Common	N/A	\$1.00

11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 4,400,000

(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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 12,000,000

(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 \$ 100,000

(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 8.3 % [divide (b) by (a) and multiply by 100 to obtain the percentage]

13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Dated November 18, 1999

SNET Diversified Group, Inc.
(Exact Corporate Name of Corporation Making Application)

By R. M. Rice

President or Vice President (check one)

By James M. Devine ^{AND}

Secretary or Assistant Secretary (check one)

STATE OF CONNECTICUT
COUNTY OF NEW HAVEN

In New Haven, on this 18th day of November, 1999, personally appeared before me Robert M. Rice, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Henry J. Segrette
Notary Public
My Commission Expires My Commission Expires Dec. 31, 2000

**ATTACHMENT TO APPLICATION FOR
CERTIFICATE OF AUTHORITY
ITEM #8**

SNET DIVERSIFIED GROUP, INC.

DIRECTORS AND OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Forrest E. Miller	Director	310 Orange Street New Haven, CT 06510	1016 San Carlos Ave. Pebble Beach, CA 93953
Cathy L. Bradley	Director and President	310 Orange Street New Haven, CT 06510	554 Carriage Drive Orange, CT 06477
Robert M. Rice	Vice President	530 Preston Avenue Meriden, CT 06450	27 Sulgrave Road West Hartford, CT 06107
James M. Devine	Secretary	310 Orange Street New Haven, CT 06510	267 Melba Street Milford, CT 06460
Franz K. Folz	Assistant Secretary	310 Orange Street New Haven, CT 06510	40 Pine Hollow Road North Branford, CT 06471
Paula M. Anderson	Assistant Secretary	175 E. Houston Street San Antonio, TX 78205	8318 Oak Thicket San Antonio, TX 78255
Steven Shashack	Assistant Secretary	1010 N. St. Mary's San Antonio, TX 78215	257 West Convent Seguin, TX 78155
Roger W. Wohlert	Treasurer	175 E. Houston Street San Antonio, TX 78205	10 Remington Way San Antonio, TX 78258
Michael Olson	Assistant Treasurer	175 E. Houston Street San Antonio, TX 78205	1807 Fallow Run San Antonio, TX 78248
Michael Wagner	Assistant Treasurer	175 E. Houston Street San Antonio, TX 78205	7 Inwood Knoll San Antonio, TX 78248



Kathleen A. Carrigan
*Vice President, General Counsel
and Secretary*

Southern New England
Telecommunications Corporation
310 Orange St. 8th Floor
New Haven, Connecticut 06510
Phone 203 771 3802
Fax 203 498 8814
E-mail ke9568@ctmail.snet.com

December 3, 1999

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

Dear Sir or Madam:

Southern New England Telecommunications Corporation is the parent company of SNET America, Inc., which is currently authorized to conduct business in the State Of Rhode Island as a foreign corporation, and SNET Diversified Group, Inc., which submitted its application on November 24, 1999 to the Office of the Secretary of State to conduct business in the State of Rhode Island as a foreign corporation.

Southern New England Telecommunications Corporation has authorized its subsidiaries to use its trademark "SNET", and thus consents to the use of "SNET" by its subsidiaries in the names under which such companies apply for certificates of authority to conduct business in the State of Rhode Island as foreign corporations.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Kathleen A. Carrigan". The signature is written in a cursive, flowing style.

66. 111 42 01 0 057

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SECRETARY OF STATE
CORPORATIONS DIVISION

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CERTIFICATE

AMENDING OR RESTATING CERTIFICATE
OF INCORPORATION BY ACTION OF

INCORPORATORS

BOARD OF DIRECTORS

BOARD OF DIRECTORS AND SHAREHOLDERS
(Stock Corporation)

BOARD OF DIRECTORS AND MEMBERS
(Nonstock Corporation)

STATE OF CONNECTICUT
SECRETARY OF THE STATE

10482412004 8-30-90 701 10.00

209057A001

For office use only
ACCOUNT NO. 06/22/93RN37010 40.00

209057A001

06/22/93RN00300 125.00

209057A001

06/22/93RN37010 50.00

209057A001

06/22/93RN37100 50.00

NAME OF CORPORATION

SNET Diversified Group, Inc.

DATE

June 17, 1993

2. The Certificate of Incorporation is A. AMENDED ONLY B. AMENDED AND RESTATED C. RESTATED ONLY by the following resolution

VOTED: That the Certificate of Incorporation is amended and restated as shown in the attached Exhibit A.*

*See Exhibit A attached hereto.

3. (Omit if 2.A is checked.)

(a) The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any; if none, so indicate.)

Increases authorized shares of common stock from 20,000 to 45,000.

(b) Other than as indicated in Par. 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation.

BY ACTION OF INCORPORATORS	<input type="checkbox"/> 4. The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, (or if nonstock corporation, by all applicants for membership entitled to vote, if any.)		
	We (or at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.		
	SIGNED	SIGNED	SIGNED
	APPROVED (All subscribers, or, if nonstock corporation, all applicants for membership entitled to vote; if none, so indicate)		
SIGNED	SIGNED	SIGNED	