

32081

Filing fee: \$75.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

U S WEST Financial Services, Inc.

To the Secretary of State
of the State of Rhode Island

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:

FIRST: A Certificate of Authority was issued to the corporation by your office on October 25, 1984, authorizing it to transact business in Rhode Island under the name of U S WEST Financial Services, Inc.

SECOND: The corporate name of the corporation has changed to MediaOne Financial Services, Inc. [If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It 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

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: [see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
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- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$1,010,510,071
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$0
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$48,875,000
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$0

Dated May 5, 1998

MediaOne Financial Services, Inc.

By Richard A. Post

Richard A. Post
Its President

and Glenda M. Hijar

Glenda M. Hijar
Its Asst. Secretary

STATE OF Colorado }
COUNTY OF Arapahoe } SC.

At Englewood _____ in said County on the 21st day
of May 1998, before me personally appeared _____

Glenda M. Hijar, who being by me first duly sworn, declared that he is the
Assistant Secretary of MediaOne Financial Services, Inc.,
that he signed the foregoing document as such Assistant Secretary
of the corporation, and that the statements therein contained are true.

Christian A. Pedersen
Notary Public
Christian A. Pedersen



FILED

JUL 14 1998

By [Signature] 205796

Karin M. Writer
Corporate/Securities Paralegal
Phone No.: (303) 858-3544
FAX No.: (303) 858-3481
E-mail: kwriter@mediaone.com

MediaOne

This is Broadband. This is the Way.

5613 DTC Parkway, 7th Floor
Englewood, CO 80111

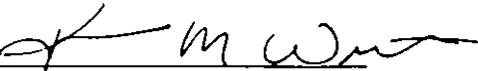
June 23, 1998

State of Rhode Island
Secretary of State
9 Jefferson Street
Warwick, RI 02888

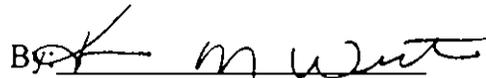
RE: MediaOne Financial Services, Inc.
Consent to Use of Name

The undersigned, the duly elected and acting Assistant Secretary of MediaOne Enterprises, Inc. and MediaOne of Greater New York, Inc. hereby consents to the use of the name MediaOne Financial Services, Inc. in connection with filing an Amended Certificate of Authority.

MediaOne Enterprises, Inc.

By: 
Karin M. Writer, Assistant Secretary

MediaOne of Greater New York, Inc.

By: 
Karin M. Writer, Assistant Secretary

63-1000-10000
SECRETARY

RECEIVED
JUN 23 1998

Karin M. Writer
Corporate/Securities Paralegal
Phone No.: (303) 858-3544
FAX No.: (303) 858-3481
E-mail: kwriter@mediaone.com

MediaOne

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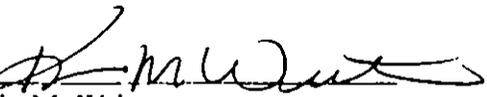
July 8, 1998

State of Rhode Island
Secretary of State
9 Jefferson Street
Warwick, RI 02888

RE: MediaOne Financial Services, Inc.
Consent to Use of Name

The undersigned, the duly elected and acting Assistant Secretary of MediaOne Interconnects, Inc. hereby consents to the use of the name MediaOne Financial Services, Inc. in connection with filing an Amended Certificate of Authority.

MediaOne Interconnects, Inc.

By: 
Karin M. Writer
Assistant Secretary

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STATE OF COLORADO
DEPARTMENT OF STATE

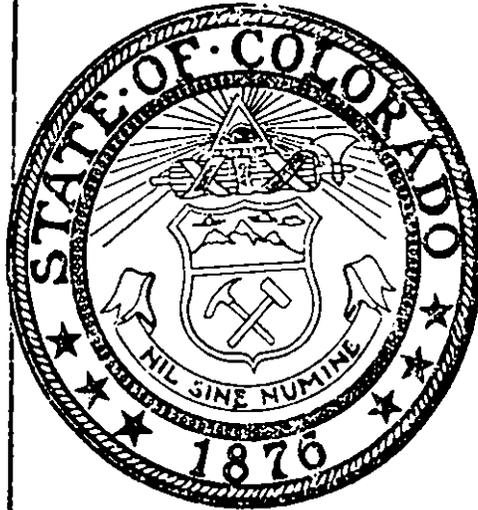
I hereby certify that this is a true and
complete copy of the document filed in
this office and admitted to record in

File 19981097463

DATED May 27 1998

Victoria Buckley
Secretary of State

By Maya Tubokan



Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

For office use only

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\$ 25.00

SECRETARY OF STATE

04-13-98 14:47:21

MUST BY TYPED
FILING FEE \$25.00
MUST SUBMIT TWO COPIES

DPC
1987155 2114
Please include a typed
self-addressed envelope

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

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

FIRST: The name of the corporation is U S WEST Financial Services, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted on March 30, 1998, 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 MediaOne Financial Services, 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:
n/a

If these amendments are to have a delayed effective date, please list that date: May 1, 1998
(Not to exceed ninety (90) days from the date of filing)

U S WEST Financial Services, Inc.

Signature

Glenda M. Hjar
Glenda M. Hjar

Title

Assistant Secretary