

LIMITED LIABILITY COMPANY
STATEMENT OF CHANGE OF ADDRESS
OF THE RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11(c)(1) of the General Laws, 1956, as amended, the undersigned resident agent, or the person signing on behalf of the resident agent, submits the following statement for the purpose of changing the agent's address within the state:

1. The name of the limited liability company is:

BellSouth Communication Systems, LLC

2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

170 Westminster Street
Suite 900
Providence, RI 02903

3. The NEW address of the resident agent is:

222 Jefferson Boulevard
Suite 200
Warwick, RI 02888

4. The change of address of the resident agent shall become effective upon the filing of this statement, or on _____

(a date not prior to, nor more than 30 days after, filing this statement)

Dated: June 14, 2004

Under penalty of perjury, I declare that the information contained herein is true and correct.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

John H. Pelletier

John H. Pelletier
Assistant Vice President

FILED

JUN 14 2004

By *[Signature]*