



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.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
DEC 30 2 02 PM '97

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, 19 97, 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

5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
none		

7. 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: (If no change, so state)
One shareholder owns the 100 outstanding shares of stock of the corporation. These 100 shares will be cancelled and exchanged for 500 shares of voting common stock and 4500 shares of non-voting common stock.

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)
Prior to this amendment, the authorized number of shares of the corporation was 500 shares with no par value. This amendment increases the total number of authorized shares to 5000 shares with \$1.00 par value per share.

9. Date when amendment is to become effective: immediately upon filing
(not more than 30 days after the filing of these Articles of Amendment)

Dated December 29, 1997

American Tele-Connect Services, Inc.
 By John M. Lotocki
 John M. Lotocki
 Its President ~~or Vice President~~
 and Anne Powers
 Anne Powers
 Its Secretary ~~and Assistant Secretary~~

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 29th day of December, 1997, personally appeared before me John M. Lotocki and Anne Powers, who being by me first duly sworn, declared that he/she is the President and Secretary of American Tele-Connect Services, Inc. and that he/she signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

Karen G. DelPate
Notary Public

KAREN G. DELPATE, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires: 7-2-2001

