

State of Idaho

Department of State

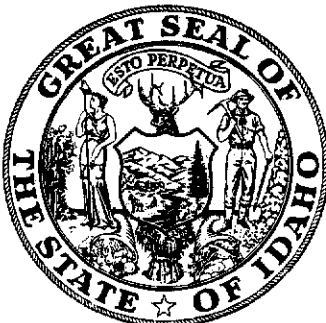
AMENDED CERTIFICATE OF AUTHORITY OF

U S WEST COMMUNICATIONS SYSTEMS CORPORATION
File Number C 113619

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U S WEST COMMUNICATIONS SYSTEMS CORPORATION for an Amended Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to U S WEST LONG DISTANCE, INC. to transact business in this State under the name U S WEST LONG DISTANCE, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: July 24, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sally J. Clark

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

JUL 24 10 47 AM '96

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on February 1 19 96,
authorizing it to transact business in the State of Idaho under the name of U S WEST Communications
Systems Corporation

2. Its corporate name has been changed to U S WEST Long Distance, Inc.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows: No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated _____ U S WEST Long Distance, Inc.
(Corporation Name)

By Robert D. Tregemba
Its President, Vice President, Secretary, or Assistant Secretary
(please specify)

Robert D. Tregemba, Asst.

2

CK #: 64870

DATE 07/24/1996

IDAHO SECRETARY OF STATE

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson
Box 83720
Boise, Idaho 83720-0080

File two copies.

If a name change, attach certificate of fact from state of incorporation
Fee: \$30.00

Secretary of State use only

CACA

IDAHO SECRETARY OF STATE

DATE 07/24/1996 0900 13275

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CK #: 11400425 CUST# 15948

AMEND CERT

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AAC

(IDAHO - 2545 - 6/22/95)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, Secretary of State of the State of
Colorado hereby certify that ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON JULY 12,
1996 CHANGING THE CORPORATE NAME OF

U S WEST COMMUNICATIONS SYSTEMS CORPORATION
(COLORADO CORPORATION)

TO

U S WEST LONG DISTANCE, INC.

Dated: JULY 12, 1996

Victoria Buckley

SECRETARY OF STATE