

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE MOUNTAIN STATES TELEPHONE
AND TELEGRAPH COMPANY**

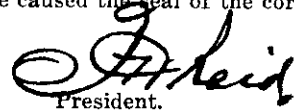
Know All Men By These Presents, That we, F. H. REID, as President, and H. E. STUBBS, as Secretary of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation duly organized and existing under and by virtue of the laws of the State of Colorado, do hereby certify:

1. That we are respectively the President and Secretary of said corporation.
2. That at a special meeting of the stockholders of The Mountain States Telephone and Telegraph Company held on the 2nd day of August, A. D. 1943, at the office of said Company, 931 Fourteenth Street, in the City and County of Denver and State of Colorado, in which said City and County the principal office and place of business of said Company is situated, there were present in person or by proxy stockholders of said corporation representing more than two-thirds of the shares of the entire capital stock of said Company; that said meeting was duly called upon authorization of the Board of Directors, and also by a stockholder owning at least one-third of the outstanding voting stock; that notice of said meeting was published in The Denver Post and the Rocky Mountain News, daily newspapers printed, published and of general circulation in the City and County of Denver and State of Colorado, on the 14th day of July, 1943; that notice of said meeting, stating the time and objects of said meeting, was mailed to each stockholder of the Company at least thirty (30) days before said meeting, properly addressed to each stockholder of said Company.
3. That at said meeting a resolution was passed, more than two-thirds of the entire outstanding capital stock voting by ballot in favor thereof, of which resolution the following is a true copy:

"RESOLVED That Article IV of the Articles of Incorporation of The Mountain States Telephone and Telegraph Company be amended to read as follows:

"The capital stock of our said Company is One Hundred Million Dollars (\$100,000,000.00), divided into One Million (1,000,000) shares of the par value of One Hundred Dollars (\$100.00) each."
4. That at said meeting the proper officers of the Company were authorized to execute and file the necessary certificate with the Secretary of State of Colorado, and to take all other action necessary to make such amendment fully effective.

IN WITNESS WHEREOF, We, F. H. REID, as President, and H. E. STUBBS, as Secretary of said corporation have hereunto set our hands and seals the 3rd day of August, A. D. 1943, and have caused the seal of the corporation to be affixed hereto.


President.

ATTEST:


Secretary.

STATE OF COLORADO, }
CITY AND COUNTY OF DENVER. } ss.

The foregoing instrument was acknowledged before me this 3rd day of August, A. D. 1943, by F. H. REID, as President, and H. E. STUBBS, as Secretary, of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Colorado, for the uses and purposes therein mentioned.

My commission expires October 30, 1943.

WITNESS my hand and official seal.


Notary Public.


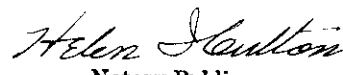
STATE OF COLORADO, }
CITY AND COUNTY OF DENVER. } ss.

F. H. REID, of lawful age, being first duly sworn, on oath deposes and says:

That he is the President of THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY, a Colorado corporation; that he has read the above and foregoing Certificate of Amendment to the Articles of Incorporation of The Mountain States Telephone and Telegraph Company, and that he knows the contents thereof, and that the same is true of his own knowledge.

Subscribed and sworn to before me this 3rd day of August, A. D. 1943.

My commission expires October 30, 1943.



Notary Public.