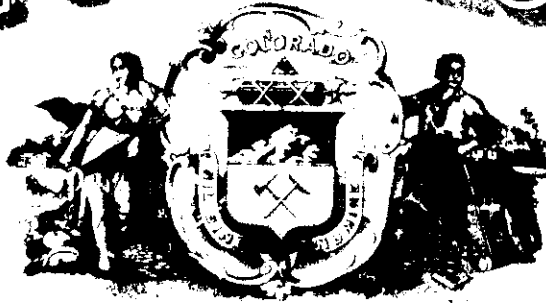


STATE OF COLORADO



SECRETARY OF STATE

UNITED STATES OF AMERICA, ss.
STATE OF COLORADO.

CERTIFICATE.

*I, Byron A. Anderson, Secretary of State
of the State of Colorado, do hereby certify that*

the annexed is a true copy of Articles of Amendment to the
Articles of Incorporation of

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

filed in this office on the Thirtieth day of March A. D. 1971.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this ---Thirty-First---
day of -----March----- A. D. 1971

Byron A. Anderson
SECRETARY OF STATE
BY *Josephine J. P. Campbell*
DEPUTY.

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
AMENDMENT

I, Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

-----THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY-----

duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment and attaches hereto a duplicate original of the Articles of Amendment.

Dated this ----Thirtieth---- *day of* ----March-----, *A. D. 19* 71

Byron A. Anderson
SECRETARY OF STATE

BY *Jeremiah J. Connolly*
DEPUTY

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION

of

THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY

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

FIRST: The name of the corporation is THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY.

SECOND: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on March 16, 1971, in the manner prescribed by the Colorado Corporation Act:

RESOLVED, That Article IV of the Articles of Incorporation of the Company be amended to read as follows:

"The amount of authorized capital stock of the Company shall be Nine Hundred and Fifty Million Dollars (\$950,000,000.00) divided into seventy-six million (76,000,000) shares of the par value of Twelve and One-half Dollars (\$12.50) each."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 49,342,772; and the number of shares entitled to vote thereon was 49,342,772.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
None	

FIFTH: The number of shares voted for such amendment was 47,188,993; and the number of shares voted against such amendment was 151,743.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
None		

SEVENTH: 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:

No change

EIGHTH: The manner in which such amendment effects a change

228000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF THE MOUNTAIN STATES
TELEPHONE AND TELEGRAPH
COMPANY

CHANGE IN
CAPITAL STOCK

DOMESTIC

30th March 1971
EXPENSE ACCOUNT

King of the Sage \$50,025
Old Age Pension Fund