

CHARLES THE SORGRETARY OF STATES

UNITED STATES OF AMERICA, STATE OF COLORADO.

CERTIFICATE.

I, Byron A. Anderson, Secretary of State of the State of Colorado, de 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.

INTESTIMONYWHEREOF I have hereunto set my hand and affixed the Great Sent of the Hale of Colorado, withe City of Lenver, this---Thirty-First-duy of ------ A. D. 1971

Bywin a. Anderson SECRETARY OF STATE! Bywinial J. J. Comply DEPUTY. STATE OF GOLORUDO

DEPARTMENT OF STATE

CERTIFICATE OF AMENDMENT

1 Byron A. Anderson,

Secretary of State of the of Articles of Amendment to	State of Colorado, hereby certify that duplicate originals the Articles of Incorporation of
duly signed and verified pursue have been received in this office . Accordingly the undersign authority vested in me by law.	ant to the provisions of the Colorado Corporation Act, and are found to conform to law. red. as such Secretary of State, and by virtue of the hereby issues this Certificate of Amendment and at- ul of the Articles of Amendment.
	hday of A 9. 19 71
	Byran a. Berderson SECRETARY OF STATE

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:

Class

Number of Shares

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:

Number of Shares Voted

Class

For

Against

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

in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

The foregoing Amendment changes the authorized capital of the corporation from \$700,000,000.00 divided into 56,000,000 shares of the par value of \$12.50 each to \$950,000,000.00 divided into 76,000,000 shares of the par value of \$12.50 each. Stated capital is not affected.

DATED March 25, 1971	
	THE MOUNTAIN STATES TELEPHONE AND TELEGRAPH COMPANY
	By Limitly
	and Subrancht
	Its Secretary
STATE OF COLORADO)) ss	
CITY AND COUNTY OF DENVER)	
Before me, Willa M.	Rowdon , a Notary Public
in and for the said County and	State, personally appeared
R. K. Timothy	who acknowledged before me that
	of THE MOUNTAIN STATES TELE-
signed the foregoing Articles	Colorado corporation and that he of Amendment as his free and volun-and purposes therein set forth, herein are true.
In witness whereof I have	hereunto set my hand and seal this
25th day of Mar	ch , A.D. 1971.
My commission expires	August 17, 1974
	Wille M. Kowdon
	Notary Publication

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

OF THE MOUNTAIN STATES

TELEPHONE AND TELEGRAPH

COMPANY

CHANGE IN APITAL STOCK

DOMESTIC

30th March 16 71

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