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State of Idaho

Department of State

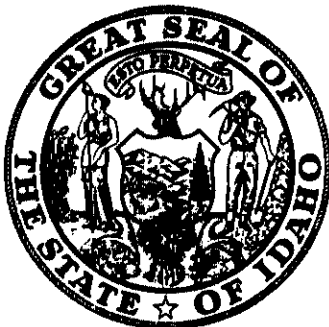
AMENDED CERTIFICATE OF AUTHORITY OF

LITEL TELECOMMUNICATIONS CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of LITEL TELECOMMUNICATIONS CORPORATION for an Amended Certificate of Authority to transact business in this State, duly signed and verified 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 LCI INTERNATIONAL TELECOM CORP. to transact business in this State under the name LCI INTERNATIONAL TELECOM CORP. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: January 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally J. Clark*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

JAN 13 10 12 AM '94

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 December 16
19 91, authorizing it to transact business in the State of Idaho under the name of _____
Litel Telecommunications Corporation

2. Its corporate name has been changed to LCI International Telecom Corp.

(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 LCI International Telecom Corp.

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 January 6, 1994

LCI International Telecom Corp.
(Corporation Name)

By [Signature]
Its President/Vice President (please specify)

And [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Ohio)
COUNTY OF Franklin) ss:

I, Kathleen J. Merrill, a notary public, do hereby certify that on this 6th day of January, 19 9394, personally appeared before me James D. Heflinger, who being by me first duly sworn, declared that (s)he is the Vice President of LCI International Telecom Corp.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

[Signature]
Notary Public



Submit application and filing fee to:
KATHLEEN J. MERRILL
NOTARY PUBLIC STATE OF OHIO
Secretary of State
MY COMMISSION EXPIRES 12/31/98
Statehouse, Room 203
Boise, Idaho 83720

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| IDAHO SECRETARY OF STATE | | | |
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State of Delaware

Office of the Secretary of State

JAN 13 10 12 AM '94

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "LITEL TELECOMMUNICATIONS CORPORATION", FILED A CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION, CHANGING ITS CORPORATE TITLE TO "LCI INTERNATIONAL TELECOM CORP.", ON THE TENTH DAY OF AUGUST, A.D. 1993, AT 10 O'CLOCK A.M.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4234156

DATE: 01/10/1994

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