

Delaware

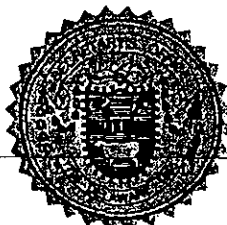
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CINCINNATI BELL ANY DISTANCE INC.", A OHIO CORPORATION,
WITH AND INTO "BTI INC." UNDER THE NAME OF "CINCINNATI BELL ANY DISTANCE INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 1:41 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2145225 8100M

AUTHENTICATION: 2501118

030427080

DATE: 06-27-03

EXHIBIT

A

STATE OF DELAWARE

CERTIFICATE OF MERGER OF
CINCINNATI BELL ANY DISTANCE INC.
INTO
BTI INC.

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is BTI Inc. ("BTI"), Delaware corporation, and the name of the corporation being merged into this surviving corporation is Cincinnati Bell Any Distance Inc. ("CBAD"), an Ohio corporation.

SECOND: The Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of BTI and CBAD.

THIRD: The name of the surviving corporation shall be changed to Cincinnati Bell Any Distance Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of BTI shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The authorized capital stock of CBAD consists of 850 common shares without par value.

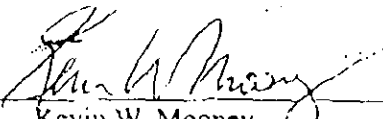
SIXTH: The merger of CBAD with and into BTI is to be effective upon filing of this Certificate with the Delaware Secretary of State.

SEVENTH: The executed Plan and Agreement of Merger is on file at 201 East Fourth Street, Cincinnati, Ohio 45202, the place of business of the surviving corporation.

EIGHTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholders of the constituent corporations.

IN WITNESS WHEREOF, BTI Inc. has caused this Certificate to be signed by Kevin W. Mooney, its Chief Executive Officer, this 23rd day of June 2003.

BTI INC.

By: 
Kevin W. Mooney
Chief Executive Officer

**CORRECTED CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BTI INC.**

BTI INC., a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is BTI INC.
2. A Certificate of Amendment of the Certificate of Incorporation (the "Instrument") was filed with the Secretary of State of the State of Delaware on June 2, 2003 which contains an inaccurate record of the corporate action taken therein, and said Instrument requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.
3. The heading of the Instrument incorrectly identifies the Instrument as the "Certificate of Amendment of Certificate of Incorporation" rather than the "Certificate of Amendment to the Restated Certificate of Incorporation of Broadwing Telecommunications Inc." The Instrument incorrectly states in Article First that the amendment set forth therein was approved by the board of directors of the corporation at a meeting of the board of directors of the corporation, when in fact the amendment was approved by the written consent of the board of directors. The Instrument further incorrectly indicates in Article First that the amendment set forth therein was to Article 1 of the Certificate of Incorporation of the corporation rather than to Article I of the Restated Certificate of Incorporation of the corporation and further inadvertently omits language in Article I. The Instrument further incorrectly states in Article Second that the amendment set forth therein was approved by the stockholders of the corporation at a meeting of the stockholders of the corporation, when in fact the amendment to the name of the corporation was approved by written consent of the stockholders of the corporation pursuant to Section 228 of the General Corporation Law of the State of Delaware.

4. The Certificate of Amendment is therefore amended to read in its corrected form as follows:

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.**

Broadwing Telecommunications Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof in its entirety and inserting the following in lieu thereof:

"ARTICLE I: The name of the corporation is BTI INC. (the "Corporation")."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Corrected Certificate of Amendment to be executed by its duly authorized officer on this 24th day of June, 2003.

BTI INC.

By: _____

Name: Amy Collins

Title: Assistant Secretary

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.**

Broadwing Telecommunications Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. Kevin W. Mooney is the duly elected and acting Chief Executive Officer of the Corporation.

2. Article I of the Certificate of Incorporation of the Corporation is amended to read in full as follows:

"ARTICLE I: The name of the Corporation is BTI INC."


3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the holders of all of the outstanding shares of Common Stock of the Corporation, \$0.0001 per value per share, and Class 1 Preferred Stock of the Corporation, \$0.0001 per value per share, of the Corporation by written consent in lieu of a meeting in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 27th day of May 2003.

BROADWING TELECOMMUNICATIONS INC.

By: _____


Kevin W. Mooney
Chief Executive Officer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF AMENDMENT OF "BTI INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2003, AT 12:14 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2145225 8101

030415323

AUTHENTICATION: 2493461

DATE: 06-25-03

Secretary of State
Division of Corporations
Delivered 12:14 PM 06/24/2003
FILED 12:14 PM 06/24/2003
SRV 030415323 - 2145225 FILE

**CORRECTED CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BTI INC.**

BTI INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is BTI INC.
2. A Certificate of Amendment of the Certificate of Incorporation (the "Instrument") was filed with the Secretary of State of the State of Delaware on June 2, 2003 which contains an inaccurate record of the corporate action taken therein, and said Instrument requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.
3. The heading of the Instrument incorrectly identifies the Instrument as the "Certificate of Amendment of Certificate of Incorporation" rather than the "Certificate of Amendment to the Restated Certificate of Incorporation of Broadwing Telecommunications Inc." The Instrument incorrectly states in Article First that the amendment set forth therein was approved by the board of directors of the corporation at a meeting of the board of directors of the corporation, when in fact the amendment was approved by the written consent of the board of directors. The Instrument further incorrectly indicates in Article First that the amendment set forth therein was to Article 1 of the Certificate of Incorporation of the corporation rather than to Article I of the Restated Certificate of Incorporation of the corporation and further inadvertently omits language in Article I. The Instrument further incorrectly states in Article Second that the amendment set forth therein was approved by the stockholders of the corporation at a meeting of the stockholders of the corporation, when in fact the amendment to the name of the corporation was approved by written consent of the stockholders of the corporation pursuant to Section 228 of the General Corporation Law of the State of Delaware.

4. The Certificate of Amendment is therefore amended to read in its corrected form as follows:

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.**

Broadwing Telecommunications Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article I thereof in its entirety and inserting the following in lieu thereof:

"ARTICLE I: The name of the corporation is BTI INC. (the "Corporation")."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Corrected Certificate of Amendment to be executed by its duly authorized officer on this 24th day of June, 2003.

BTI INC.

By: Amy Collins

Name: Amy Collins

Title: Assistant Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BROADWING TELECOMMUNICATIONS INC.", CHANGING ITS NAME FROM "BROADWING TELECOMMUNICATIONS INC." TO "BTI INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 2003, AT 1:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2145225 8100

AUTHENTICATION: 2452268

030361729

DATE: 06-04-03

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That at a meeting of the Board of Directors of _____
BROADWING TELECOMMUNICATIONS INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " 1 " so that, as amended, said Article shall be and read as follows:

" BTI INC.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: _____

(Authorized Officer)

NAME: AMY COLLINS, ASST. CORP. SEC.
(Type or Print)

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.**

Broadwing Telecommunications Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. Jeffrey C. Smith is the duly elected and acting Secretary of the Corporation.
2. Article III.A. of the Certificate of Incorporation of the Corporation is amended to read in full as follows:

Article III

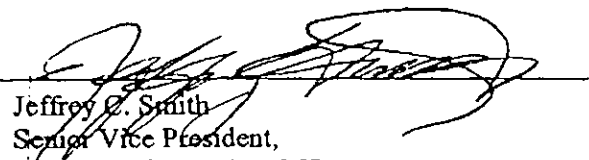
A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Class 1 Preferred Stock." The total number of shares of stock which the Corporation is authorized to issue is 100,100 shares consisting of 100 (one hundred) shares of Common Stock with a par value of \$0.0001 per share, and One Hundred Thousand (100,000) shares of Class 1 Preferred Stock, with a par value of \$0.0001 per share. Upon the effectiveness of this Certificate of Incorporation, each 18,000,000 shares of the Corporation's Common Stock then issued and outstanding shall automatically, without any action on the part of the Corporation or any person, be converted into one hundred shares of Common Stock of the Corporation.

3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the holders of all of the outstanding shares of Common Stock of the Corporation, \$0.0001 per value per share, and Class 1 Preferred Stock of the Corporation, \$0.0001 per value per share, of the Corporation by written consent in lieu of a meeting in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 28th day of September, 2001.

BROADWING TELECOMMUNICATIONS INC.

By: _____


Jeffrey E. Smith
Senior Vice President,
Chief Administrative Officer,
General Counsel and Secretary

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BROADWING TELECOMMUNICATIONS INC.**

Broadwing Telecommunications Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. Jeffrey C. Smith is the duly elected and acting Secretary of the Corporation.
2. Article III.A. of the Certificate of Incorporation of the Corporation is amended to read in full as follows:

Article III


A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Class 1 Preferred Stock." The total number of shares of stock which the Corporation is authorized to issue is 100,100 shares consisting of 100 (one hundred) shares of Common Stock with a par value of \$0.0001 per share, and One Hundred Thousand (100,000) shares of Class 1 Preferred Stock, with a par value of \$0.0001 per share. Upon the effectiveness of this Certificate of Incorporation, each 18,000,000 shares of the Corporation's Common Stock then issued and outstanding shall automatically, without any action on the part of the Corporation or any person, be converted into one hundred shares of Common Stock of the Corporation.

3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the holders of all of the outstanding shares of Common Stock of the Corporation, \$0.0001 per value per share, and Class 1 Preferred Stock of the Corporation, \$0.0001 per value per share, of the Corporation by written consent in lieu of a meeting in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

7

By:


Jeffrey C. Smith
Senior Vice President

)



SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

9336405
BROADWING INC.
201 E. FOURTH STREET
CINCINNATI

OH 45202

10-25-2001

ATTN: M. WHALEY

DESCRIPTION	AMOUNT
BROADWING TELECOMMUNICATIONS INC.	
2145225 0240S Amendment; Stock	
Stock Amendment Fee	30.00
Receiving/Indexing	50.00
Data Entry Fee	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	27.00
FILING TOTAL	133.00
TOTAL PAYMENTS	153.00
CHARGED TO ACCOUNT	20.00CR

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TELECOM ONE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BROADWING TELECOMMUNICATIONS INC." UNDER THE NAME OF "BROADWING TELECOMMUNICATIONS INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2145225 8100M

991563340

AUTHENTICATION: 0168038

DATE: 12-28-99

**CERTIFICATE OF MERGER
OF
TELECOM ONE, INC.
INTO
BROADWING TELECOMMUNICATIONS INC.
(Under Section 251 of the General
Corporation Law of the State of Delaware)**

BROADWING TELECOMMUNICATIONS INC. hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Telecom One, Inc., a Delaware corporation (the "Merging Corporation"); and
- (b) Broadwing Telecommunications Inc., a Delaware corporation (the "Surviving Corporation").

(2) An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the Merging Corporation and the Surviving Corporation, in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

(3) The name of the surviving corporation is Broadwing Telecommunications Inc., a Delaware corporation.

(4) The certificate of incorporation as in effect immediately prior to the Merger shall continue to be the certificate of incorporation of the surviving corporation.

(5) The executed Merger Agreement is on file at the office of the surviving corporation at 1122 Capital of Texas Highway South, Austin, Texas 78746.

(6) A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost, to any stockholder of the Surviving Corporation or the Merging Corporation.

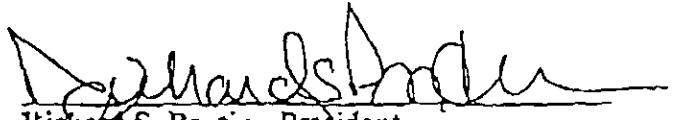
(7) This Certificate may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute a single certificate.

(8) That the effective date of the merger shall be December 31, 1999.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed on
this 27th day of December, 1999.

BROADWING TELECOMMUNICATIONS INC.
a Delaware Corporation

By:


Richard S. Pontin, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 2nd day of May, 1999, by and between Eclipse Telecommunications, Inc., a Delaware corporation whose principal place of business is 1122 Capital of Texas Highway South, Austin, Texas 78746 ("Eclipse") and Telecom One, Inc., a Delaware corporation whose principal place of business is 1122 Capital of Texas Highway South, Austin, Texas 78746 ("Telecom One").

1. On the terms and subject to the conditions of this Agreement and in accordance with the requirements of Section 251 of the Delaware General Corporation Law, Telecom One shall be merged with and into Eclipse (the "Merger"), and the separate existence of Telecom One shall cease and Eclipse shall be the surviving corporation.

2. The effect of the Merger shall be as prescribed by law.

3. Telecom One is authorized to issue 10,000 shares of Common Stock, par value \$.001 per share (the "Telecom One Common Stock") of which 1,000 shares are issued and outstanding, and 1,000 shares of Nonvoting Common Stock, par value \$.001 per share, (the "Telecom One Nonvoting Stock"), of which no shares are issued and outstanding. Eclipse is authorized to issue 20,000,000 shares of Common Stock, par value \$0.000001 per share (the "Eclipse Common Stock"), of which 18,000,000 shares are issued and outstanding and 100,000 shares of Class 1 Preferred Stock, par value \$0.000001 per share (the "Eclipse Preferred Stock"), of which 54,082 shares are issued and outstanding. Upon the consummation of the Merger, each of the issued and outstanding shares of Telecom One Common Stock, by virtue of the Merger, in accordance with this Agreement and without any action on the part of the holder thereof, shall be canceled without any consideration. The outstanding shares of the Eclipse Common Stock shall remain outstanding and shall not be affected by the Merger.

4. The Certificate of Incorporation and Bylaws of Eclipse as in effect immediately prior to the Merger shall continue to be the Certificate of Incorporation and Bylaws of Eclipse after the consummation of the Merger.

5. This Agreement is expressly conditioned on the ability to obtain all necessary consents and regulatory approvals, including, without limitation, any consents required under the Amended and Restated Loan and Security Agreement between Eclipse and NationsBank, N.A. In that regard, Eclipse and Telecom One agree to utilize reasonable efforts to take, as promptly as possible, or cause to be taken, all action and do, or cause to be done, all things necessary, proper or advisable to consummate the merger, and will use reasonable efforts to obtain any regulatory approvals required by the Federal Communications Commission and/or state public service commissions.

~~6. Telecom One shall, from time to time, as and when requested by Eclipse, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.~~

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

"Eclipse"

ECLIPSE TELECOMMUNICATIONS, INC.
A Delaware corporation

By: 

James F. Guthrie
Executive Vice President

By: 

Jeffrey C. Smith
Senior Vice President, General Counsel
and Secretary

"Telecom One"

TELECOM ONE, INC.
A Delaware corporation

By: 

James F. Guthrie
Executive Vice President and
Chief Financial Officer

By: 

Jeffrey C. Smith
Senior Vice President, General Counsel
and Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ECLIPSE TELECOMMUNICATIONS, INC.", CHANGING ITS NAME FROM "ECLIPSE TELECOMMUNICATIONS, INC." TO "BROADWING TELECOMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2145225 8100

991482562

AUTHENTICATION: 0078394

DATE: 11-12-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ECLIPSE TELECOMMUNICATIONS, INC.

Eclipse Telecommunications, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That Jeffrey C. Smith, is the duly elected and acting Secretary of Eclipse Telecommunications, Inc., a Delaware corporation (the "Corporation").

2. That Article I of the Certificate of Incorporation of the Corporation is amended to read in full as follows:

"ARTICLE I: The name of the corporation shall be "BroadWing Telecommunications Inc." (the "Corporation")."

3. That this Certificate of Amendment of Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. That this Certificate of Amendment of Certificate of Incorporation has been duly approved by the holder of all of the outstanding shares of common stock, \$0.000001 par value per share, and Class 1 Preferred Stock, \$0.000001 par value per share, of the Corporation by written consent in lieu of a meeting in accordance with the applicable provisions of Section 228 and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer, on this 12th day of November, 1999.

ECLIPSE TELECOMMUNICATIONS, INC.

By: _____

Jeffrey C. Smith, Senior Vice President,
Chief Administrative Officer,
General Counsel and Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NETWORK LONG DISTANCE, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "ECLIPSE TELECOMMUNICATIONS, INC.", THE THIRD DAY OF JUNE, A.D. 1998, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2145225 8320

AUTHENTICATION:

9189279

981268327

DATE:

07-10-98

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PISCES ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "NETWORK LONG DISTANCE, INC." UNDER THE NAME OF "ECLIPSE TELECOMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2145225 8100M

981214027

AUTHENTICATION: 9118019

DATE: 06-03-98

**CERTIFICATE OF MERGER
OF
PISCES ACQUISITION CORP.
INTO
NETWORK LONG DISTANCE, INC.**

(Under Section 251 of the General Corporation Law of the
State of Delaware)

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) Network Long Distance, Inc., a Delaware corporation ("Network"); and
 - (b) Pisces Acquisition Corp., a Delaware corporation ("Acquisition").
- (2) An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by Network and Acquisition in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is Network Long Distance, Inc., which shall be renamed as Eclipse Telecommunications, Inc.
- (4) The Certificate of Incorporation of Network shall be the Certificate of Incorporation of the surviving corporation, except that, as set forth in the Merger Agreement, Article I of the Certificate of Incorporation of the surviving corporation shall be amended to read as follows: "The name of the corporation is Eclipse Telecommunications, Inc."
- (5) The executed Merger Agreement is on file at the principal place of business of Network at 11817 Canon Boulevard, Suite 600, Newport News, Virginia 23606.
- (6) A copy of the Merger Agreement will be furnished by Network on request and without cost to any stockholder of any constituent corporation.
- (7) This Certificate of Merger shall be effective at 5:00 p.m. Eastern Daylight Time on June 3, 1998.

IN WITNESS WHEREOF, Network has caused this certificate to be signed by Timothy A. Barton, its President, on the 29th day of May, 1998.

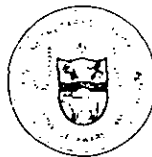
NETWORK LONG DISTANCE, INC.

By: 

Name: Timothy A. Barton

Title: President

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARMONEY STREET CAPITAL, INC.", CHANGING ITS NAME FROM "HARMONEY STREET CAPITAL, INC." TO "NETWORK LONG DISTANCE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1991, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2145225 8100

981189818

AUTHENTICATION: 9087737

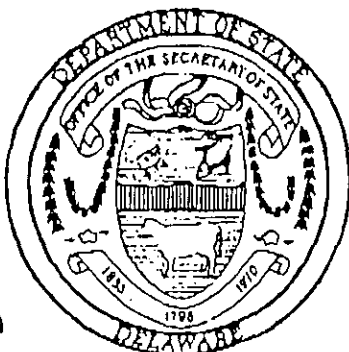
DATE: 05-18-98



Office of Secretary of State

I, JEFFREY D. LEWIS, ACTING SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HARMONEY STREET CAPITAL, INC." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

.....



913305195

Jeffrey D. Lewis

ACTING SECRETARY OF STATE

AUTHENTICATION: •3304838

DATE: 01/09/1992

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/25/1991
913305195 - 2145225

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
HARMONEY STREET CAPITAL, INC.
CHANGING ITS NAME TO
NETWORK LONG DISTANCE, INC.

HARMONEY STREET CAPITAL, INC., a corporation organized and existing under and by virtue of The General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is Harmoney Street Capital, Inc.

SECOND: The original Certificate of Incorporation was filed in the office of the Secretary of State of the State of Delaware on December 3, 1987.

THIRD: That the Board of Directors and Shareholders of said corporation have adopted a resolution proposing and declaring advisable the following amendment to the Certificate of said corporation in accordance with the provisions of Section 242 of the General Corporation Law of Delaware:

RESOLVED: That Article I of the Certificate of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE I
NAME

The name of the Corporation shall be: Network Long Distance, Inc."

IN WITNESS WHEREOF, the undersigned officers, for and on behalf of the Corporation, have signed this Certificate of Amendment to the Certificate of Incorporation, as their free and

voluntary act and deed on behalf of the Corporation, and the facts
stated herein are true, this 19th day of November, 1991.

HARMONEY STREET CAPITAL, INC.

ATTEST:

By Marc I. Becker
Marc I. Becker, Secretary

By Michael M. Ross
Michael M. Ross, President

STATE OF Colorado)
COUNTY OF Denver) ss.

I, the undersigned, a Notary Public, hereby certify that on
the 19th day of November, 1991, personally appeared before
me, Michael M. Ross and Marc I. Becker, who being by me first duly
sworn, declared that they are the persons who signed the foregoing
document for and on behalf of this corporation as President and
Secretary thereof, respectively, that it was their free and
voluntary act and deed, and that the statements therein contained
are true.

WITNESS my hand and official seal.

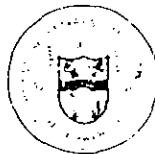
My Commission expires April 20, 1994



Virginia M. Anglin
Notary Public

Address: 511 16th St., #400
Denver, Co 80202

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "HARMONEY STREET CAPITAL, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 1987, AT 3 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

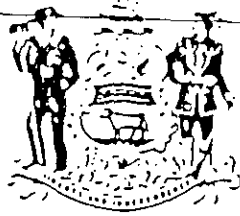
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9087736

DATE: 05-18-98



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Office of Secretary of State

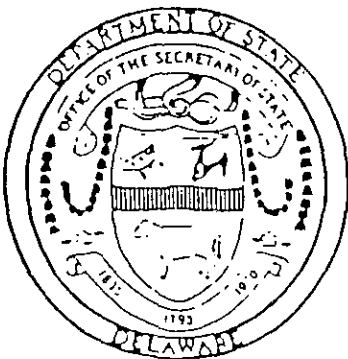
IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the State of Delaware at Dover, Delaware, this 9th day of December, 1987.

RECEIVED FOR RECORD

Dec. 9 A.D. 1987

Michael T. Schaefer
RECORDER

\$3.00 STATE DOCUMENT FEE PAID



Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION:

DATE:

707337018

CERTIFICATE OF INCORPORATION

OF

HARMONEY STREET CAPITAL, INC.

FILED

DEC 9 1987

M. H. H. H.
NOTARY PUBLIC

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Delaware does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Delaware, the Certificate of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be : Harmoney Street Capital, Inc.

ARTICLE II
PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing the Certificate of Incorporation with the Secretary of State of Delaware unless dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

1. Purposes. Except as restricted by the Certificate of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the General Corporation Law of Delaware.

2. General Powers. Except as restricted by the Certificate of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to the General Corporation Law of Delaware.

3. Issuance of Shares. The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of the State of Delaware.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred Million (100,000,000) shares of \$0.0001 par value each, which shares shall be designated "Common Stock"; and Twenty Five Million (25,000,000) shares of \$.01 par value each, which shares shall be designated "Preferred Stock" and which may be issued in one or more series

Shares of Preferred Stock shall only be entitled to such vote as is determined by the Board of Directors prior to the issuance of such stock, except as required by law, in which case each share of Preferred Stock shall be entitled to one vote.

5. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

6. Conversion Rights. Holders of shares of Preferred Stock may be granted the right to convert such Preferred Stock to Common Stock of the Corporation on such terms as may be determined by the Board of Directors prior to issuance of such Preferred Stock.

ARTICLE V TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VI
CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's board of directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its board of directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

<u>Name</u>	<u>Address</u>
Michael J. Bergner	35 West 64th Street New York, New York 10023
Leon L. Nowalsky	2732 Whitney Place Apartment 309 Metairie LA 70002
Miriam E. Meibaum	79 Androus Kenner, LA 70065

ARTICLE VII
NAME AND ADDRESS OF REGISTERED AGENT

Its registered office and place of business in the State of Delaware is to be located at 410 South State Street in the City of Dover, County of Kent. The Registered Agent in charge thereof is: XL CORPORATE SERVICES, INC.

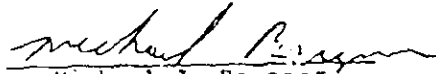
ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is as follows:

Michael J. Bergner

35 West 64th Street
New York, New York 10023

IN WITNESS WHEREOF, the above-named incorporator, for the purpose of forming a corporation under the Laws of the State of Delaware, does make, file and record this Certificate of Incorporation and certify that the facts herein stated are true and have, accordingly, set his hand and seal at New York, New York this 4th day of November, 1987.


Michael J. Bergner

BYLAWS
OF
HARMONEY STREET CAPITAL, INC.

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ARTICLE I

OFFICES

1.1 Business Office. The principal office and place of business of the corporation shall be at 1433 Harmony Street, New Orleans, Louisiana 70115. The Corporation will not maintain a principal office or place of business in the State of Delaware. Other offices and places of business may be established from time to time by resolution of the Board of Directors or as the business of the corporation may require.

1.2 Registered Office. The registered office of the corporation, required by the Delaware Corporation Law to be maintained in the State of Delaware, need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

SHARES AND TRANSFER THEREOF

2.1 Regulation. The Board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer and registration of certificates for shares of the corporation, including the appointment of transfer agents and registrars."

2.2 Certificates for Shares. Certificates representing shares of the corporation shall be respectively numbered serially for each class of shares, or series thereof, as they are issued, shall be impressed with the corporate seal or a facsimile thereof, and shall be signed by the Chairman or Vice Chairman of the Board of Directors or by the President or a Vice-President and by the Treasurer or an Assistant Treasurer or by the Secretary or an Assistant Secretary; provided that any or all of the signatures may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or its employee. Each certificate shall state the name of the corporation, the fact that the corporation is organized or incorporated under the laws of the State of Delaware, the name of the person to whom issued, the date of issue, the class (or series of any class), the number of shares represented thereby and the par value of the shares represented thereby or a statement that such shares are without par value. A statement of the designations, preferences, qualifications, limitations, restrictions and special or relative rights of the shares of each class shall be set forth in full or summarized on the face or back of the certificates which the corporation shall issue, or in lieu thereof, the certificate may set forth that such a statement or summary will be furnished to any shareholder upon request

without charge. Each certificate shall be otherwise in such form as may be prescribed by the Board of Directors and as shall conform to the rules of any stock exchange on which the shares may be listed. The corporation shall not issue certificates representing fractional shares and shall not be obligated to make any transfers creating a fractional interest in a share of stock. The corporation may issue scrip in lieu of any fractional shares, such scrip to have terms and conditions specified by the Board of Directors.

2.3 Cancellation of Certificates. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificates shall be issued in lieu thereof until the former certificate for a like number of shares shall have been surrendered and cancelled, except as herein provided with respect to lost, stolen or destroyed certificates.

2.4 Lost, Stolen or Destroyed Certificates. Any shareholder claiming that his certificate for shares is lost, stolen or destroyed may make an affidavit or affirmation of the fact and lodge the same with the Secretary of the corporation, accompanied by a signed application for a new certificate. Thereupon, and upon the giving of a satisfactory bond of indemnity to the corporation not exceeding an amount double the value of the shares as represented by such certificate (the necessity for such bond and the amount

required to be determined by the President and Treasurer of the corporation), a new certificate may be issued of the same tenor and representing the same number, class and series of shares as were represented by the certificate alleged to be lost, stolen or destroyed.

2.5 Transfer of Shares. Subject to the terms of any shareholder agreement relating to the transfer of shares or other transfer restrictions contained in the Certificate of Incorporation or authorized therein, shares of the corporation shall be transferable on the books of the corporation by the holder thereof in person or by his duly authorized attorney, upon the surrender and cancellation of a certificate or certificates for a like number of shares. Upon presentation and surrender of a certificate for shares properly endorsed and payment of all taxes therefor, the transferee shall be entitled to a new certificate or certificates in lieu thereof. As against the corporation, a transfer of shares can be made only on the books of the corporation and in the manner hereinabove provided, and the corporation shall be entitled to treat the holder of record of any share as the owner thereof and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the statutes of the State of Delaware.

2.6 Transfer Agent. Unless otherwise specified by the Board of Directors by resolution, the Secretary of the corporation shall act as transfer agent of the certificates representing the shares of stock of the corporation. He shall maintain a stock transfer book, the stubs in which shall set forth among other things, the names and addresses of the holders of all issued shares of the corporation, the number of shares held by each, the certificate numbers representing such shares, the date of issue of the certificates representing such shares, and whether or not such shares originate from original issue or from transfer. Subject to Section 3.7, the names and addresses of the shareholders as they appear on the stubs of the stock transfer book shall be conclusive evidence as to who are the shareholders of record and as such entitled to receive notice of the meetings of shareholders; to vote at such meetings; to examine the list of the shareholders entitled to vote at meetings; to receive dividends; and to own, enjoy and exercise any other property or rights deriving from such shares against the corporation. Each shareholder shall be responsible for notifying the Secretary in writing of any change in his name or address and failure so to do will relieve the corporation, its directors, officers and agents, from liability for failure to direct notices or other documents, or pay over or transfer dividends or other property or rights,

to a name or address other than the name and address appearing on the stub of the stock transfer book.

2.7 Close of Transfer Book and Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period, but not to exceed, in any case, fifty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the

meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

ARTICLE III

SHAREHOLDERS AND MEETINGS THEREOF

3.1 Shareholders of Record. Only shareholders of record on the books of the corporation shall be entitled to be treated by the corporation as holders in fact of the shares standing in their respective names, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, any shares on the part of any other person, firm or corporation, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of Delaware.

3.2 Meetings. Meetings of shareholders shall be held at the principal office of the corporation, or at such other place as specified from time to time by the Board of Directors. If the Board of Directors shall specify another location such change in location shall be recorded on the notice calling such meeting.

3.3 Annual Meeting. In the absence of a resolution of the Board of Directors providing otherwise, the annual meeting of shareholders of the corporation for the election of directors, and for the transaction of such other business as may properly come before the meeting, shall be held at such time as may be determined by Board of Directors by resolution in conformance with Delaware law. If the election of Directors shall not be held on the day so designated for any annual meeting of the shareholders, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient.

3.4 Special Meetings. Special meetings of shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Board of Directors, the holders of not less than one-tenth of all the shares entitled to vote at the meeting, or legal counsel of the corporation as last designated by resolution of the Board of Directors.

3.5 Notice. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered unless otherwise prescribed by statute not less than ten days nor more than sixty days before the date of the meeting, either personally or by mail, by or at the di-

rection of the President, the Secretary, or the officer or person calling the meeting to each shareholder of record entitled to vote at such meeting; except that, if the authorized shares are to be increased, at least thirty days' notice shall be given, and if the sale of all or substantially all of the corporation's assets is to be voted upon, at least twenty days' notice shall be given. Any shareholder may waive notice of any meeting. Notice to shareholders of record, if mailed, shall be deemed given as to any shareholder of record, when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid, but if three successive letters mailed to the last-known address of any shareholder of record are returned as undeliverable, no further notices to such shareholder shall be necessary, until another address for such shareholder is made known to the corporation.

3.6 Meeting of All Shareholders. If all of the shareholders shall meet at any time and place, either within or without the State of Delaware, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

3.7 Voting Record. The officer or agent having charge of the stock transfer books for shares of the corporation

shall make, at least ten days before such meeting of shareholders, a complete record of the shareholders entitled to vote at each meeting of shareholders or any adjournment thereof, arranged in alphabetical order, with the address and the number of shares held by each. The record, for a period of ten days prior to such meeting, shall be kept on file either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held, whether within or without the State of Delaware, and shall be subject to inspection by any shareholder for any purpose germane to the meeting at any time during usual business hours. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder for any purpose germane to the meeting during the whole time of the meeting for the purposes thereof. The original stock transfer books shall be the prima facie evidence as to who are the shareholders entitled to examine the record or transfer books or to vote at any meeting of shareholders.

3.8 Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, except as otherwise provided by the Delaware Corporation Law and the Certificate of Incorporation. In the

absence of a quorum at any such meeting, a majority of the shares so represented may adjourn the meeting from time to time. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

3.9 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Certificate of Incorporation or these Bylaws.

3.10 Proxies. At all meetings of shareholders a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after three years from the date of its execution, unless otherwise provided in the proxy.

3.11 Voting of Shares. Unless otherwise provided by these Bylaws or the Certificate of Incorporation, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders, and each fractional share shall be entitled to a corresponding fractional vote on each such matter.

3.12 Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such other corporation may determine. Shares standing in the name of a deceased person, a minor ward or an incompetent person, may be voted by his administrator, executor, court appointed guardian or conservator, either in person or by proxy without a transfer of such shares into the name of such administrator, executor, court appointed guardian or conservator. Shares held by a trustee may be voted by him, either in person or by proxy. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred. Neither shares of its own stock belonging to this corporation, nor shares of its own stock held by it in a fiduciary capacity, nor shares of its own stock held by another corporation if the majority of shares entitled to vote for the election of directors of such corporation is held by this corporation may be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time. Redeemable shares which have been called for redemption shall not be entitled to vote on any matter and shall not be deemed outstanding shares on and after the date on which written notice of redemption has been mailed to shareholders and a sum sufficient to redeem such shares has been irrevocably deposited or set aside to pay the redemption price to the holders of the shares upon surrender of certificates therefor.

3.13 Voting by Ballot. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

3.14 Cumulative Voting. No shareholder shall be permitted to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of candidates.

ARTICLE IV

DIRECTORS, POWERS AND MEETINGS

4.1 Board of Directors. The business and affairs of the corporation shall be managed by a board of not less than three (3) nor more than seven (7) directors. Directors need not be shareholders of the corporation or residents of the State of Delaware and shall be elected at the annual meeting of shareholders or some adjournment thereof. Directors shall hold office until the next succeeding annual meeting of shareholders and until their successors shall have been elected and shall qualify. The Board of Directors may increase or decrease the number of directors by resolution.

4.2 Regular Meetings. A regular, annual meeting of the Board of Directors shall be held at the same place as, and immediately after, the annual meeting of shareholders, and no notice shall be required in connection therewith. The annual meeting of the Board of Directors shall be for the purpose of electing officers and the transaction of such

other business as may come before the meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Delaware, for the holding of additional regular meetings without other notice than such resolution.

4.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them.

4.4 Notice. Written notice of any special meeting of directors shall be given as follows:

(a) By mail to each director at his business address at least three days prior to the meeting; or

(b) By personal delivery or telegram at least twenty-four hours prior to the meeting to the business address of each director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

4.5 Participation by Electronic Means. Except as may be otherwise provided by the Certificate of Incorporation or Bylaws, members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

4.6 Quorum and Manner of Acting. A quorum at all meetings of the Board of Directors shall consist of a majority of the number of directors then holding office, but a smaller number may adjourn from time to time without further notice, until a quorum is secured. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Di-

rectors, unless the act of a greater number is required by the laws of the State of Delaware or by the Certificate of Incorporation or these Bylaws.

4.7 Organization. The Board of Directors shall elect a chairman to preside at each meeting of the Board of Directors. The Board of Directors shall elect a Secretary to record the discussions and resolutions of each meeting.

4.8 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.9 Informal Action By Directors. Any action required or permitted to be taken by the Board of Directors, or a committee thereof, at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or all the committee members entitled to vote with respect to the subject matter thereof.

4.10 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and shall hold such office until his successor is duly elected and shall qualify. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office or by an election at an annual meeting, or at a special meeting of shareholders called for that purpose. A director chosen to fill a position resulting from an increase in the number of directors shall hold office only until the next election of directors by the shareholders.

4.11 Compensation. By resolution of the Board of Directors and irrespective of any personal interest of any of the members, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

4.12 Removal of Directors. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Delaware Corporation Law.

4.13 Resignations. A director of the corporation may resign at any time by giving written notice to the Board of Directors, President or Secretary of the corporation. The resignation shall take effect upon the date of receipt of such notice, or at any later period of time specified therein. The acceptance of such resignation shall not be necessary to make it effective, unless the resignation requires it to be effective as such.

4.14 General Powers. The business and affairs of the corporation shall be managed by the Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders. The directors shall pass upon any and all bills or claims of officers for salaries or other compensation and, if deemed advisable, shall contract with officers, employees, directors, attorneys, accountants, and other persons to render services to the corporation.

ARTICLE V

OFFICERS

5.1 Term and Compensation. The elective officers of the corporation shall consist of at least a President, a Secretary and a Treasurer, each of whom shall be eighteen years or older and who shall be elected by the Board of Directors at its annual meeting. Unless removed in accordance with procedures established by law and these Bylaws, the said officers shall serve until the next succeeding annual meeting of the Board of Directors and until their respective successors are elected and shall qualify. Any number of offices, but not more than two, may be held by the same person at the same time, except that one person may not simultaneously hold the offices of President and Secretary. The Board may elect or appoint such other officers and agents as it may deem advisable, who shall hold office during the pleasure of the Board.

5.2 Powers. The officers of the corporation shall exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the Board of Directors.

(a) The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the cor-

poration. He shall preside, when present, at all meetings of the shareholders and of the Board of Directors unless a different chairman of such meetings is elected by the Board of Directors.

(b) In the absence or disability of the President, the Vice-President or Vice-Presidents, if any, in order of their rank as fixed by the Board of Directors, and if not ranked, the Vice-Presidents in the order designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. Each Vice-President shall have such other powers and perform such other duties as may from time to time be assigned to him by the President or the Board of Directors.

(c) The Secretary shall keep accurate minutes of all meetings of the shareholders and the Board of Directors unless a different Secretary of such meetings is elected by the Board of Directors. He shall keep, or cause to be kept a record of the shareholders of the corporation and shall be responsible for the giving of notice of meetings of the shareholders or the Board of Directors. The Secretary shall be custodian of the records and of the seal of the corporation and shall attest the affixing of the seal of the corporation when so authorized. The Secretary or Assistant Secretary shall sign all stock certificates. The Secretary

shall perform all duties commonly incident to his office and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

(d) An Assistant Secretary may, at the request of the Secretary, or in the absence or disability of the Secretary, perform all of the duties of the Secretary. He shall perform such other duties as may be assigned to him by the President or by the Secretary.

(e) The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers and documents of the corporation. He shall keep accurate books of accounts of the corporation's transactions, which shall be the property of the corporation, and shall render financial reports and statements of condition of the corporation when so requested by the Board of Directors or President. The Treasurer shall perform all duties commonly incident to his office and such other duties as may from time to time be assigned to him by the President or the Board of Directors. In the absence or disability of the President and Vice-President or Vice-Presidents, the Treasurer shall perform the duties of the President.

(f) An Assistant Treasurer may, at the request of the Treasurer, or in the absence or disability of the Treasurer, perform all of the duties of the Treasurer. He shall

perform such other duties as may be assigned to him by the President or by the Treasurer.

5.3 Compensation. All officers of the corporation may receive salaries or other compensation if so ordered and fixed by the Board of Directors. The Board of Directors shall have authority to fix salaries in advance for stated periods or render the same retroactive as the Board may deem advisable.

5.4 Delegation of Duties. In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers or duties of such officer to any other officer, director or person whom it may select.

5.5 Bonds. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

5.6 Removal. Any officer or agent may be removed by the Board of Directors or by the executive committee, if any, whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

ARTICLE VII

DIVIDENDS

Subject to the provisions of the Certificate of Incorporation and the laws of the State of Delaware, the Board of Directors may declare dividends whenever, and in such amounts, as in the Board's opinion the condition of the affairs of the corporation shall render such advisable.

ARTICLE VIII

CONTRACTS, LOANS AND CHECKS

8.1 Execution of Contracts. Except as otherwise provided by statute or by these Bylaws, the Board of Directors may authorize any officer or agent of the corporation to enter into any contract, or execute and deliver any instrument in the name of, and on behalf of the corporation. Such authority may be general or confined to specific instances and, unless so authorized, no officer, agent or employee shall have any power to bind the corporation for any purpose, except as may be necessary to enable the corporation to carry on its normal and ordinary course of business.

8.2 Loans. No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the corporation may effect loans and advances at any time for the corporation

from any bank, trust company or institution, firm, corporation or individual. An agent so authorized may make and deliver promissory notes or other evidence of indebtedness of the corporation and may mortgage, pledge, hypothecate or transfer any real or personal property held by the corporation as security for the payment of such loans. Such authority, in the Board of Directors' discretion, may be general or confined to specific instances.

8.3 Checks. Checks, notes, drafts and demands for money or other evidence of indebtedness issued in the name of the corporation shall be signed by such person or persons as designated by the Board of Directors and in the manner the Board of Directors prescribes.

8.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall be the year adopted by resolution of the Board of Directors.

ARTICLE X
CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL".

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any meeting of the Board of Directors of the corporation at which a quorum is present.

ARTICLE XII
EXECUTIVE COMMITTEE

12.1 Appointment. The Board of Directors by resolution adopted by a majority of the full Board, may designate two or more of its members to constitute an executive committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

12.2 Authority. The executive committee, when the Board of Directors is not in session shall have and may

exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the executive committee and except also that the executive committee shall not have the authority of the Board of Directors in reference to amending the Certificate of Incorporation, adopting a plan of merger or consolidation, recommending to the shareholders the sale, lease or other disposition of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, recommending to the shareholders a voluntary dissolution of the corporation or a revocation thereof, or amending the Bylaws of the corporation.

12.3 Tenure and Qualifications. Each member of the executive committee shall hold office until the next regular annual meeting of the Board of Directors following his designation.

12.4 Meetings. Regular meetings of the executive committee may be held without notice at such time and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States

mail addressed to the member of the executive committee at his business address. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.

12.5 Quorum. A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the executive committee must be authorized by the affirmative vote of a majority of the members present, at a meeting at which a quorum is present.

12.6 Informal Action by Executive Committee. Any action required or permitted to be taken by the executive committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

12.7 Vacancies. Any vacancy in the executive committee may be filled by a resolution adopted by a majority of the full Board of Directors.

12.8 Resignations and Removal. Any member of the executive committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the executive committee

may resign from the executive committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12.9 Procedure. The executive committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

ARTICLE XIII

EMERGENCY BYLAWS

The Emergency Bylaws provided for in this Article shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding articles of the Bylaws or in the Certificate of Incorporation of the corporation or in the Delaware Corporation Law. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

(e) No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.