



Check Here If:	Non-Refundable Fee:
<input checked="" type="checkbox"/> Foreign Profit Corporation	\$37.00
<input type="checkbox"/> Foreign Nonprofit Corporation	\$37.00
<input type="checkbox"/> Foreign Limited Partnership	\$27.00
<input type="checkbox"/> Foreign Limited Liability Company	\$37.00

EXPEDITE

Application Amending Authority to Conduct Affairs or Registration

If the business name has changed its name in the home state, a copy of the Certificate of Amendment or a certified copy of the amendment must accompany this application.

RECEIVED

SEP 02 2003

Utah Div. Of Corp. & Comm. Code

09-02-03P01:46 RCVD

1. Check either or both of the following which apply:

- The name of the entity is changing its name in Utah to the new name of the corporation in the home state.
- The name of the entity is being changed in Utah to comply with Utah State Insurance Regulations.

2. Amending the business name:

Current Name in Utah: BRCOMMTI, INC.

Name of Home State: DELAWARE

Business entity name in home state: CINCINNATI BELL ANY DISTANCE INC.

*The entity shall use as its name in Utah: Cincinnati Bell Any Distance, Inc.

If the name is not available in Utah the corporation shall use _____

*The entity shall use its name as set forth, unless this name is not available.

3. Amending the duration of the business existence

The businesses period of duration is changed to: _____

4. Purpose of the business TELECOMMUNICATIONS

5. Amending the state or country of incorporation/registration

The entity's state or country of incorporation/registration is changed to: _____

6. Under penalties of perjury, I declare this Application to Amend the Certificate of Authority or Registration to be, to the best of my knowledge and belief, true and correct.

Amy Collins Signature CORPORATE SECRETARY Title 8-26-03 Date

You may file with the Division of Corporations the completed application in person, by mail, or fax. Means of payment are, cash, check, money order made payable to the "State of Utah". Please include one (1) self addressed envelope with application. If you are faxing you must include, on a cover sheet, the number of a Visa or MasterCard with the date of expiration.

FREE! You may visit our Web Site to access this document and other information.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certified that the foregoing has been filed
And approved on this 02 day of SEP 2003

In this office of this Division and hereby issued
this Certificate thereof.

Examiner [Signature] Date 09.05.03



Kathy Berg
Kathy Berg
Division Director

Mail In: PO Box 146705
Salt Lake City, UT 84114-6705
Walk In: 160 East 300 South, Main Floor
Information Center: (801) 530-4849
Toll Free: (877) 526-3994 (within Utah)
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Date: 09/02/2003
Receipt Number: 958533
Amount Paid: \$112.00

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.



2145225 8100M

030559704

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2606135

DATE: 08-28-03

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.

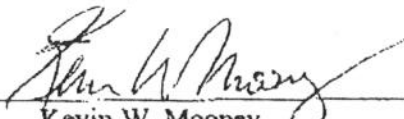
SIXTH: The merger of CBAD with and into BTI is to be effective upon filing of this Certificate with the Delaware Secretary of State.

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