

FILED

JAN 28 2004

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
NUI TELECOM, INC.**

Pursuant to the provisions of Section 14A:9-2(4) and 14a:9-4(3) of the New Jersey Statutes Annotated, the undersigned corporation executes the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation:

1. The name of the corporation is NUI Telecom, Inc. (the "Corporation").
2. The following amendment to the Corporation's Amended and Restated Certificate of Incorporation was approved by at least a majority of directors of the Corporation and thereafter duly adopted by the unanimous written consent all of the holders of shares entitled to vote thereon on January 27, 2004, such written consent is filed with the minutes of the proceedings of the shareholders.

RESOLVED, that **ARTICLE I** is hereby amended and restated in its entirety as follows:

"ARTICLE I. CORPORATE NAME
The name of the Corporation is BCN Telecom, Inc."

3. The total number of shares entitled to vote on the amendments was 2,500.
4. The number of shares voting for the amendment was 2,500 and 0 shares were voted against such amendment.
5. The effective date of this Certificate of Amendment to Amended and Restated Certificate of Incorporation shall be February 16, 2004.

Dated the 28th day of January 2004.

By: Richard M. Boudria
Richard M. Boudria
President and Chief Executive Officer

CERTIFICATE PURSUANT TO N.J.S.A. 14A:9-5
BY INTERNATIONAL TELEPHONE GROUP, INC.

F I L E D

FEB 22 2000

State Treasurer

TO: Secretary of State
State of New Jersey

Pursuant to the provisions of N.J.S.A. 14A:9-5 of the New Jersey Business Corporation Act, the undersigned Corporation certifies that:

1. The name of the Corporation is International Telephone Group, Inc. to be changed by the attached Restated and Amended Certificate of Incorporation to "NUI Telecom, Inc."
2. The attached Restated and Amended Certificate of Incorporation was approved by the Directors of the Corporation and thereafter duly adopted by the shareholders of the Corporation on the date hereof.
3. The total number of shares entitled to vote was 94.9375. The number of shares voting for such amendment was 94.9375. The number of shares voting against such amendment is 0.
4. The Amended and Restated Certificate of Incorporation shall be effective as of February 22, 2000.

NUI Telecom, Inc.
formerly International Telephone Group, Inc.

DATED: 2/18/00

By: 

John Kean, Jr.
Chairman

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
NUI TELECOM, INC.**

ARTICLE I. CORPORATE NAME

The name of the Corporation is NUI TELECOM, INC.

ARTICLE II. REGISTERED OFFICE

The address of the Corporation's registered office in the State of New Jersey is 1300 Mount Kemble Avenue, Morristown, New Jersey 07960. The name of the registered agent of the Corporation at such address is Richard M. Boudria.

ARTICLE III. CORPORATE PURPOSE

The Corporation is organized to engage in any lawful act or activity for which corporations may be organized under the New Jersey Business Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The total number of shares of stock which the Corporation is authorized to issue is two thousand five hundred (2,500) shares of common stock, having no par value.

ARTICLE V. CORPORATE POWERS

The Corporation shall have and exercise all powers and privileges now or subsequently conferred by the laws of the State of New Jersey, including without limitation all powers

necessary or appropriate for the accomplishment of the stated purposes for which the Corporation is organized.

ARTICLE VI. BOARD OF DIRECTORS

There are five (5) Directors of the Corporation. Their names and addresses are:

John Kean, Jr.
550 Route 202/206
P.O. Box 760
Bedminster, New Jersey 07921

A. Mark Abramovic
550 Route 202/206
P.O. Box 760
Bedminster, New Jersey 07921

James R. Van Horn
550 Route 202/206
P.O. Box 760
Bedminster, New Jersey 07921

Robert Lurie
550 Route 202/206
P.O. Box 760
Bedminster, New Jersey 07921

Richard M. Boudria
1300 Mount Kemble Avenue
Morristown, New Jersey 07960

The number of directors shall be fixed by the by-laws, which may specify that the number of directors shall not be less than a specified minimum or more than a specified maximum and provide a method for determining the actual number. The shareholders of the Corporation shall have the authority to elect or remove any or all of the directors with or without cause on the affirmative vote of a majority of the votes cast by the holders of shares entitled to vote for the election of directors.

ARTICLE VII. MEETINGS

Any action required or permitted to be taken by the shareholders of the Corporation must be effected at an annual or special meeting of shareholders of the Corporation or may be taken without a meeting if all the shareholders entitled to vote thereon consent thereto in writing. Except as otherwise required by law and subject to the rights of the holders of any class or any series of preferred stock having a preference over the common stock as to dividends or upon liquidation, special meetings of shareholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized Directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption).

ARTICLE VII. CORPORATE BY-LAWS

Except as set forth in the final sentence of this subsection, the By-Laws of the Corporation may be altered, amended or repealed by the affirmative vote of a majority of the entire Board of Directors then in office. The By-Laws of the Corporation may also be altered, amended or repealed by the shareholders, but only by an affirmative vote of the holders of at least 75 percent of all the then-outstanding shares of the voting stock, voting together as a single class. Any By-Law may provide that it may only be altered, amended or repealed by the affirmative vote of the holders of at least 75 percent of all the then-outstanding shares of the voting stock, voting together as a single class, in which event such By-Law may only be altered, amended or repealed by such vote.

**ARTICLE IX. NO PERSONAL LIABILITY/INDEMNIFICATION
OF CORPORATE AGENTS**

(a) A Director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as Director or officer, as the case may be, except to the extent that such exemption from liability or limitation of liability is not permitted under the New Jersey Business Corporation Act as currently in effect or as subsequently amended. No amendment to or repeal of this Article IX and no amendment to or repeal or termination of effectiveness of any law permitting the exemption from or limitation of liability provided for in this Article IX shall apply to or have any effect on the liability or alleged liability of any Director or officer for or with respect to any acts or omissions of that director or officer occurring prior to such amendment, repeal or termination of effectiveness.

(b)(1) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that such person or anyone for whom such person is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or inaction in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the New Jersey Business Corporation Act or any other law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment

permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this paragraph (b), the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph (b) shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Jersey Business Corporation Act requires, the payment of such expenses incurred by a Director or officer in his or her capacity as a Director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such person while a Director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced unless it shall ultimately be determined that such Director or officer is entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.

(2) Right of Claimant to Bring Suit. If a claim under subparagraph (b)(1) is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or part, the claimant shall be entitled to be paid also the expense (including, without limitation, reasonable attorney fees) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the New Jersey Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the applicable standard of conduct set forth in the New Jersey Business Corporation Act nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this paragraph (b) shall not be exclusive of any other right which any person may have or hereafter acquire

under any statute, provision of the Certificate of Incorporation, by-law, agreement, vote of shareholders or disinterested Directors or otherwise.

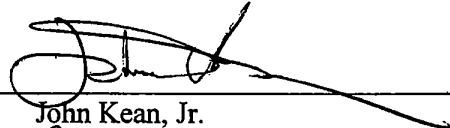
(4) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the New Jersey Business Corporation Act.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of New Jersey. All rights herein conferred are granted subject to this reservation.

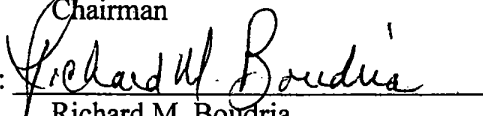
NUI Telecom, Inc.

By:

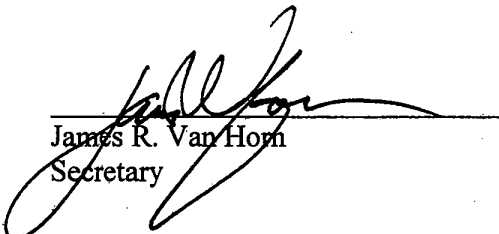


John Kean, Jr.
Chairman

By:



Richard M. Boudria
President



James R. Van Horn
Secretary