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**ARTICLES OF AMENDMENT
OF
NORTH STATE TELECOMMUNICATIONS CORPORATION**

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FILED
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APR 20 1998

EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

The undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is North State Telecommunications Corporation
2. The following amendment to the Articles of Incorporation of the corporation was duly adopted by its shareholders on the 1st day of April, 1998 in the manner prescribed by law:

Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

ARTICLE IV
CAPITAL STOCK

Section 4.1. Classes of Capital Stock.

The classes of the capital stock of the Company shall be as follows:

(a) Class A Common Stock

The authorized Class A Common Stock of the Company shall consist of three million, five hundred thousand (3,500,000) shares, no par value. All shares of Class A Common Stock shall be issued only as fully paid and non-assessable.

(b) Class B Common Stock

The authorized Class B Common Stock of the Company shall consist of two million, five hundred thousand (2,500,000) shares, no par value.

All holders of Class B Common Stock shall possess rights identical to those of holders of Class A Common Stock, except that holders of Class B Common Stock shall not be entitled, except as otherwise required by law, to cast votes at, or to receive notice of, meetings of stockholders of the Company or to otherwise exercise voting rights. All shares of Class B Common Stock shall be issued only as fully paid and non-assessable. Holders of Class B Common Stock shall have no preemptive rights to acquire additional shares of any class of capital stock of the Company.

Each share of the Class A and Class B Common Stock shall share equally in the Company's assets, earnings, surplus, dividends or other distributions, and, in the case of any stock

dividends, or stock splits, each share shall be entitled to an equal proportion, per share, of the distribution in stock or splits of its own class.

Section 4.2. Authority to Classify.

The Board of Directors shall have authority to fix by resolution the terms, preferences, limitations and relative rights of the classes of capital stock insofar as the same are not fixed by these Articles of Incorporation.

3. These Articles will be effective upon filing.

This the 6th day of April, 1998.

NORTH STATE TELECOMMUNICATIONS CORPORATION

By: C. Hayden McKenzie
C. Hayden McKenzie
Title: Vice President and Secretary