

**BellSouth Telecommunications, Inc.**  
**Regulatory & External Affairs**  
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November 30, 2004

041351-TP

Mrs. Blanca S. Bayo  
Director, Division of Commission Clerk and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399

Re: Approval of Amendment to the Resale Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Affordable Phone Services, Inc. d/b/a High Tech Communications

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to Resale Agreement with Affordable Phone Services, Inc. d/b/a High Tech Communications.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,

*M. Criser III*  
Regulatory Vice President

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*R. Rochand*  
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**Amendment  
To The  
Resale Agreement Between  
BellSouth Telecommunications, Inc.  
Affordable Phone Services, Inc.  
And  
Affordable Phone Services, Inc d/b/a High Tech Communications  
Dated July 24, 2002**

Pursuant to this Amendment, (the "Amendment"), Affordable Phone Services, Inc. ("Affordable Phone"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated July 24, 2002 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Affordable Phone entered into the Agreement on July 24, 2002, and;

WHEREAS, BellSouth and Affordable Phone are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

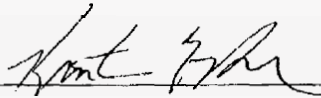
1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following:
  13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Affordable Phone any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Resale Agreement, dated July 24, 2002, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.


Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

**Affordable Phone Services, Inc.**

By: 

By: 

Name: Kristen Rowe

Name: Erisilia Leonard

Title: Director

Title: Corporate Secretary

Date: 11/22/04

Date: 11-16-04