

ORIGINAL  
BELL SOUTH

BellSouth Telecommunications, Inc. 850 224-7798  
Suite 400 Fax 850 224-5073  
150 South Monroe Street  
Tallahassee, Florida 32301-1556

721  
Lombardo  
Regulatory Vice President  
RECORDED  
INDEXED

October 21, 1998

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

981385-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Pre-Cell Solutions d/b/a DPS Solutions pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Pre-Cell Solutions d/b/a DPS Solutions are submitting to the Florida Public Service Commission their amendment to their negotiated agreement for the purchase of BellSouth's telecommunications services for the purpose of resale to end users by Pre-Cell Solutions d/b/a DPS Solutions. The Commission approved the initial agreement between the companies in Order No. PSC-98-0254-FOF-TP issued February 9, 1998 in Docket 971562-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the amendment to the negotiated agreement between BellSouth and Pre-Cell Solutions d/b/a DPS Solutions within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their amendment.

Very truly yours,

*Am Lombardo*  
Regulatory Vice President  
(22)

RECEIVED & FILED  
*[Signature]*  
FPSC BUREAU OF RECORDS

DOCUMENT NUMBER DATE  
11745 OCT 21 98

AMENDMENT TO RESALE AGREEMENT BETWEEN  
PRE-CELL SOLUTIONS, INC. AND  
BELLSOUTH TELECOMMUNICATIONS, INC. DATED OCTOBER 31, 1997

This Amendment ("Amendment") is made as of the date both parties have signed, to that certain Resale Agreement ("Resale Agreement") between BellSouth Telecommunications, Inc. ("BST") and Pre-Cell Communications. ("Pre-Cell"), hereinafter referred to collectively as the "Parties", dated October 31, 1997.

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Pre-Cell and BellSouth hereby covenant and agree as follows:

1. The Resale Agreement is hereby amended reflect Pre-Cell's change of name from Pre-Cell Solutions, Inc. to Pre-Cell Solutions, Inc. d/b/a DPS Solutions, Inc.
2. All other terms and conditions of the Resale Agreement shall remain in full force and effect.
3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate Public Service Commissions for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment through their authorized representatives.

**BellSouth Telecommunications, Inc.**

BY:   
Signature

NAME: Jerry Hendrix  
Printed Name

TITLE: Director

DATE: 7/6/98

**Pre-Cell Solutions, inc. d/b/a DPS Solutions, Inc.**

BY:   
Signature

NAME: Thomas E Bidix  
Printed Name

TITLE: PRES

DATE: 6/29/98