

ORIGINAL

COPELAND, COOK, TAYLOR & BUSH

A PROFESSIONAL ASSOCIATION

CHARLES G. COPELAND
THOMAS A. COOK
GLENN GATES TAYLOR
C. GLEN BUSH
THOMAS C. GERITY
JAMES T. KNIGHT
JAMES R. MOORE, JR.
J. TUCKER MITCHELL
ROBERT P. THOMPSON
ROBERT NASH NEYLAND
MICHAEL W. BAXTER
C. TED SANDERSON, JR.
MONTE L. BARTON, JR.
W. SHAN THOMPSON
C. DALE SHEARER
JEFFERSON P. W. SKELTON
LEE HOWELL III
ROBERT C. RICHARDSON

ATTORNEYS AT LAW

MAILING ADDRESS
POST OFFICE BOX 6020
RIDGELAND, MS 39158

TELEPHONE (601) 856-7200
FACSIMILE (601) 856-7626

200 CONCOURSE, SUITE 200
1062 HIGHLAND COLONY PARKWAY
RIDGELAND, MISSISSIPPI 39157

March 2, 2001

JOHN M. BRELAND
J. WADE SWEAT
SAMUEL S. GOZA
AMANDA L. BAHAM
SAMUEL O. MORRIS IV
MICHELLE C. PARTRIDGE
JOHN E. GOUGH, JR.
W. ROBERT COLEMAN, JR.
VICTOR DONALD HUNT
D. JAMES BLACKWOOD, JR.
RHONDA LEA McCULLOUGH
LYN B. DODSON
REBECCA S. JORDAN
ALISON LESLIE FLINT
WALKER R. GIBSON
ROBERT M. WEEMS

OF COUNSEL
JAMES P. KNIGHT, JR.
ROBERT L. GOZA

Florida Public Service Commission
Attention: Records and Reporting
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

**RE: Reorganization of Daytona Telephone Company and Name Change
Docket No. 010266-TX**

Dear Sirs:

Attached to this letter is a copy of a letter our office sent to you on February 23rd on behalf of Daytona Telephone Company requesting approval from the Commission of certain changes to the corporate form of the company and that these changes be included in your consent agenda for its earliest possible consideration. We received acknowledgment dated February 27th of our request.

It has come to our attention that Exhibits A through D referenced in the February 23rd letter were not included in that package. I have enclosed herewith Exhibits A through D which were omitted from the original request.

If you have any questions or need any further information or documentation, please call the undersigned at (601) 856-7200.

APP _____
CAF _____
COP _____
COM _____
COR _____
COT _____
COW _____
CPC _____
CPC _____
CPC _____
CPC _____
CPC _____
CPC _____
CPC _____
CPC _____
CPC _____
CPC _____

Sincerely yours,
COPELAND, COOK, TAYLOR & BUSH, P.A.

By: R Nash Neyland
R. Nash Neyland

Enclosures

DOCUMENT NUMBER-DATE
02858 MAR-56

COPELAND, COOK, TAYLOR & BUSH

A PROFESSIONAL ASSOCIATION

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THOMAS A. COOK
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200 CONCOURSE, SUITE 200
1062 HIGHLAND COLONY PARKWAY
RIDGELAND, MISSISSIPPI 39157

February 23, 2001

JOHN M. BRELAND
J. WADE SWEAT
SAMUEL S. GOZA
AMANDA L. BAHAM
SAMUEL O. MORRIS IV
MICHELLE C. PARTRIDGE
JOHN E. GOUGH, JR.
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OF COUNSEL
JAMES P. KNIGHT, JR.
ROBERT L. GOZA

Florida Public Service Commission
Attention: Records and Reporting
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

RE: Reorganization of Daytona Telephone Company and Name Change

Dear Sirs:

On behalf of Daytona Telephone Company ("DTC"), a Tennessee corporation qualified as an Alternative Local Exchange Carrier in Florida, Certificate # 5736, we hereby request approval from the Florida Public Service Commission ("PSC") of certain changes to the corporate form of DTC and request that these changes be included in your consent agenda for its earliest possible consideration. In brief, DTC has been merged with and into Advantage Group of Florida Communications, L.L.C., a Tennessee limited liability company ("Advantage Florida") as part of a corporate reorganization to establish a holding company for DTC. Michael D. Boger, Sr., owned all of the issued and outstanding stock of DTC before the reorganization, and as a result of the reorganization, he now owns all of the membership interests in Advantage Group Communications, L.L.C., ("Parent") a Tennessee limited liability company. Parent owns all of the membership interests in Advantage Florida. Therefore, there is no real change in control of DTC (now Advantage Florida) and the change should raise no concerns with any citizens of Florida.

The Reorganization

DTC was originally incorporated in June, 1998 as a Tennessee corporation. Applications were subsequently filed with the PSC and DTC qualified in the State of Florida as an ALEC (Company Code TX250, Certificate Number 5736). At all times prior to the reorganization the sole shareholder of DTC was Michael D. Boger, Sr.

In late 2000 DTC began considering alternative types of corporate structure and determined that it would be best for long-term purposes to change its corporate type structure for tax planning issues as well as other business purposes. Long-term business considerations also led DTC and Mr. Boger to believe that a holding company form of corporate structure would be in the best interests of DTC. It was generally believed that a holding company structure would provide greater opportunities for capital raising efforts and simplify acquisitions of non-regulated entities. To that end, the determination was made to reorganize DTC as follows:

1. Mike Boger contributed all of the capital stock of DTC to Parent [Advantage Group Communications, LLC] as of January 31, 2001, as his initial capital contribution in Parent. As a result, DTC, as a Tennessee corporation taxed as a C Corporation, became a wholly-owned subsidiary of Parent. A copy of the Certificate of Formation of Parent is attached hereto as Exhibit "A".
2. Immediately after the stock transfer, Parent caused DTC to be merged with an into its wholly-owned subsidiary, Advantage Florida Communications, L.L.C., ("Advantage Florida"), a Tennessee limited liability company. Advantage Florida had been formed for purposes of the reorganization and prior to the merger had not engaged in any business activities. Advantage Florida survived the merger and, under Tennessee law, succeeded to all rights and responsibilities of DTC. As result of this merger, Parent continued to own all of the outstanding membership interests in Advantage Florida, and Mike Boger continued to own all of the outstanding membership interests in Parent. Furthermore, DTC's form of entity changed from a C Corporation to a Tennessee limited liability company taxed as a partnership. A copy of the Certificate of Formation of Advantage Florida is attached hereto as Exhibit "B" and a copy of the Certificate of Merger of DTC with and into Advantage Florida is attached hereto as Exhibit "C".
3. Shortly after the Certificate of Merger was filed with the Tennessee Secretary of State office consummating the merger of DTC with and into Advantage Florida, the decision was made to change the name of Advantage Florida Communications, L.L.C. to "Advantage Group of Florida Communications, L.L.C." A copy of the certificate changing the name is attached hereto as Exhibit "D".
4. Advantage Florida is in the process of filing the necessary papers to qualify Advantage Florida to do business in Florida as a foreign limited liability company. CT corporation will serve as its agent for service of process.

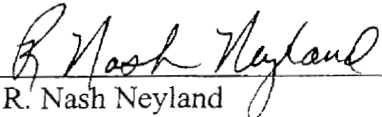
Florida Public Service Commission
February 23, 2001
Page 3

The changes to the form of organization (corporation to limited liability company) and change in corporate structure (DTC being owned by Mike Boger at first and now owned by Advantage Group, which itself is owned by Mike Boger), results in no real change in control or ownership of DTC, and should not be of concern to any citizens of Florida or customers of DTC. As such, we request that this be scheduled and put on your consent agenda for consideration at the earliest practical time.

If you have any questions or need any further information or documentation, please call the undersigned at (601) 856-7200.

Sincerely yours,

COPELAND, COOK, TAYLOR & BUSH, P.A.

By: 
R. Nash Neyland

RNN/vyc

Secretary of State
Division of Business Services
312 Eighth Avenue North
4th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

CONTROL NUMBER: 00000000000000000000
FILE NUMBER: 00000000000000000000
REGISTERED DATE: 00000000000000000000
CONTROL NUMBER: 00000000000000000000

TO:
CORLIANE JANE TAYLOR & BUSH
P.O. BOX 4010
COLUMBIANA, MS 39158

RE:
ADVANTAGE GROUP COMMUNICATIONS, LLC
ARTICLES OF ORGANIZATION -
LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTERED CLERK IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

Faint, illegible text and markings, possibly a stamp or administrative notes.



Handwritten signature or initials

FILED

ARTICLES OF ORGANIZATION
FOR
ADVANTAGE GROUP COMMUNICATIONS, L.L.C.

2000 DEC 29 AM 10:40

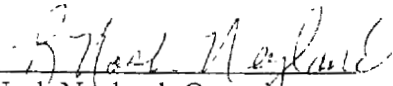
3777E

Pursuant to the provisions of the Tennessee Limited Liability Company Act, Section 48-205-101, the undersigned hereby executes these Articles of Organization.

- 1 The name of the limited liability company ("LLC") is Advantage Group Communications, L.L.C.
- 2 The complete address, including the county, of the initial registered office of the LLC is 7850 Stage Hills Blvd., Suite 102, Bartlett, Shelby County, Tennessee 38133.
- 3 The name of the initial registered agent at that office is Mike Boger.
- 4 The name and address of the organizer is as follows:
R. Nash Neyland
1062 Highland Colony Parkway
Ridgeland, Mississippi 39157
- 5 At the date and time of formation this LLC has one member
6. The LLC will be board managed.
- 7 The number of members at this date of filing is one (1).
- 8 The complete address, including the county, of the principal executive office of the LLC is 7850 Stage Hills Blvd., Suite 102, Bartlett, Shelby County, Tennessee 38133.
- 9 The LLC does not have the power to expel a member.
- 10 The period of duration of the LLC is from the date of filing is perpetual
- 11 Members and parties (other than the LLC) to an operating agreement may have preemptive rights
- 12 Upon the occurrence of any event that terminates the continued membership of a member, as long as there is at least one remaining member, the existence and business of the LLC shall be continued upon the consent of a no less than a majority in interest of the remaining members, provided that such consent is obtained no later than ninety (90) days after the termination of the continued membership

- 13 The LLC has been formed under Tennessee law and is not prohibited from engaging in business in Tennessee.
- 14 These articles shall become effective upon filing by the Secretary of State.

Dated. December 7, 2000.


 R. Nash Neyland, Organizer



K U 1 1 7 1

01/10/2001-15:21:07

Charters, LTD, LLC - In State: Limited Liability Corporation			0
D/C: 8 - GENE REYES			
VALUATION	N / A		
TN MORTGAGE TAX	N / A		
TN TRANSFER TAX	N / A		
RECORDING FEE			5 . 0 0
DP FEE			2 . 0 0
REGISTER'S FEE	N / A		
WALK THRU FEE	N / A		
TOTAL AMOUNT			7 . 0 0
PAGE COUNT	3	PAGE ADDED: No	GROUP ID: X00032620T
STATE OF TENNESSEE, COUNTY OF SHELBY Tom Leatherwood, REGISTER			

Secretary of State
Division of Business Services
312 Eighth Avenue North
8 Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

EXHIBIT B

FILE NUMBER
CORPORATE NUMBER
REGISTERED OFFICE
REGISTERED MAILING ADDRESS
REGISTERED AGENT
REGISTERED AGENT ADDRESS
REGISTERED AGENT PHONE NUMBER

10.
1000 BROADWAY
SUITE 1000
NEW YORK, NY 10018

11.
SOUTHERN FLORIDA COMMERCIAL BANK, INC.
LIMITED LIABILITY COMPANY

CONGRATULATIONS UPON THE FORMATION OF THE LIMITED LIABILITY COMPANY IN THE STATE OF TENNESSEE WHICH IS EFFECTIVE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF A LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT MAY MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTERED AGENT IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS REGISTERED. THE OFFICE OF THE REGISTERED AGENT IS IN TENNESSEE.

12.
13.
14.

15.
16.
17.



Riley C. Darwell

SECRETARY OF STATE
NASHVILLE, TENNESSEE

ARTICLES OF ORGANIZATION
FOR
ADVANTAGE FLORIDA COMMUNICATIONS, L.L.C.

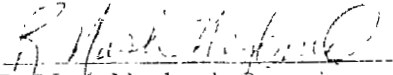
2001 JAN 26 AM 8:29
OFFICE OF STATE

Pursuant to the provisions of the Tennessee Limited Liability Company Act, Section 48-205-101, the undersigned hereby executes these Articles of Organization

- 1 The name of the limited liability company ("LLC") is Advantage Florida Communications, L.L.C.
- 2 The complete address, including the county, of the initial registered office of the LLC is 7850 Stage Hills Blvd , Suite 102, Bartlett, Shelby County, Tennessee 38133
- 3 The name of the initial registered agent at that office is Mike Boger
- 4 The name and address of the organizer is as follows
R Nash Neyland
1062 Highland Colony Parkway
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- 5 At the date and time of formation this LLC has one member
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- 9 The LLC does not have the power to expel a member
- 10 The period of duration of the LLC is from the date of filing is perpetual
- 11 Members and parties (other than the LLC) to an operating agreement may have preemptive rights
- 12 Upon the occurrence of any event that terminates the continued membership of a member, as long as there is at least one remaining member, the existence and business of the LLC shall be continued upon the assets of the LLC, and the interests of the remaining members shall be determined as if such event had not occurred, that interest shall be determined as if the event had not occurred.

- 13 The LLC has been formed under Tennessee law and is not prohibited from engaging in business in Tennessee
- 14 These articles shall become effective upon filing by the Secretary of State

Dated January 22 2000


 R. Nash Neyland, Organizer



KV2417

02/05/2001-10:57:42

Charters, LTD, LLC - In State: Limited Liability Corporation# 0	
D/C: 8 - GENE REVES	
VALUATION	N / A
TN MORTGAGE TAX	N / A
TN TRANSFER TAX	N / A
RECORDING FEE	5 . 0 0
DP FEE	2 . 0 0
REGISTER'S FEE	N / A
WALK THRU FEE	N / A
TOTAL AMOUNT	7 . 0 0
PAGE COUNT	31 PAGE ADDED No GROUP NO X900372251
STATE OF TENNESSEE, COUNTY OF CHELBY Tina Leatherwood, Register	

Secretary of State
Division of Business Services
312 Eighth Avenue North
1 Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 02/02/01
REQUEST NUMBER: 4110-1747
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/02/01 1008
EFFECTIVE DATE/TIME: 02/02/01 1008
CONTROL NUMBER: 0402429

TO:
NASH NEYLAND, ATTORNEY
P.O. BOX 6020

RIDGELAND, MS 39158

RE:
ADVANTAGE FLORIDA COMMUNICATIONS, L.L.C.
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED CERTIFICATE OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 02/02/01

FROM:
DAYTONA TELEPHONE COMPANY
P.O. BOX 34668
MEMPHIS, TN 38184-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002801975
ACCOUNT NUMBER: 00324786



Relego David

FILED

CERTIFICATE OF MERGER
OF
DAYTONA TELEPHONE COMPANY
(a Tennessee corporation)

SECRETARY OF STATE

WITH AND INTO

ADVANTAGE FLORIDA COMMUNICATIONS, L.L.C.
(a Tennessee limited liability company)

TO THE SECRETARY OF STATE OF THE STATE OF TENNESSEE.

Pursuant to §§48-21-110 and 48-244-101 of the Tennessee Code Annotated, the undersigned hereby execute the following Certificate of Merger of **DAYTONA TELEPHONE COMPANY**, a Tennessee corporation (hereinafter "DTC") with and into **ADVANTAGE FLORIDA COMMUNICATIONS, L.L.C.**, a Tennessee limited liability company (hereinafter "Advantage Florida" or the "Surviving Entity")

1. **Daytona Telephone Company** is a Tennessee corporation organized by the filing of its Articles of Incorporation with the Secretary of State of Tennessee on July 7, 1998 (control number 0352119). **Advantage Florida Communications, L.L.C.** is a Tennessee limited liability company organized by the filing of its Articles of Organization with the Secretary of State of Tennessee on January 26, 2001 (control number 0402429).

2. The Plan of Merger has been approved by the respective Boards of DTC and Advantage Florida, and executed by their respective duly authorized representatives, and has been further approved by the sole stockholder of DTC and the sole member of Advantage Florida.

3. Advantage Florida is the surviving entity of the merger and it will retain its main office at 7850 Stage Hills Blvd., Suite 102, Bartlett, Tennessee 38133.

4. Advantage Florida, the surviving entity, is a Tennessee limited liability company.

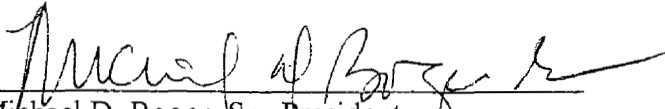
5. The Plan of Merger is on file at the main office of Advantage Florida, 7850 Stage Hills Blvd., Suite 102, Bartlett, Tennessee 38133

6. Advantage Florida will furnish a copy of the fully executed Plan of merger, without cost, to any stockholder of DTC and any member of Advantage Florida.

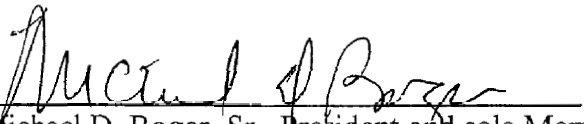
7. The merger of DTC with and into Advantage Florida pursuant to the Plan of merger shall become effective upon the filing of this Certificate of merger with the Secretary of State of Tennessee

IN WITNESS WHEREOF, each of the Parties has caused this Certificate of Merger to be executed and delivered by their duly authorized officers as of the 30th day of January, 2000.

DAYTONA TELEPHONE COMPANY


Michael D. Boger, Sr., President

**ADVANTAGE FLORIDA COMMUNICATIONS,
L.L.C (a Tennessee limited liability company)**


Michael D. Boger, Sr., President and sole Member

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Michael D. Boger, Sr., with whom I am personally acquainted and who, upon oath, acknowledged himself to be the President of both Daytona Telephone Company, a Tennessee corporation, and Advantage Florida Communications, L.L C., a Tennessee limited liability company, and that he in his capacity as President of both of such entities, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of both Daytona Telephone Company and Advantage Florida Communications, L.L C., by himself as President of each of such entity

WITNESS my hand and Official Seal at office this ___ day of _____, 2001

Notary Pu^b

My Commission Expires:



K V 7 8 7 8

02/15/2001-11:12:17

Charters. LTD. LLC - In State: Limited Liability Corporation# 0		
D/C: 8 - GENE REVES		
VALUATION	N / A	
TN MORTGAGE TAX	N / A	
TN TRANSFER TAX	N / A	
RECORDING FEE		5 . 0 0
DP FEE		2 . 0 0
REGISTER'S FEE	N / A	
WALK THRU FEE	N / A	
TOTAL AMOUNT		7 . 0 0
STATE OF TENNESSEE - COUNTY OF SHELBY		

Secretary of State

EXHIBIT D

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 02/26/01
REQUEST NUMBER: 4131-0706
TELEPHONE CONTACT: (615) 741-3666
FILE DATE/TIME: 02/23/01 09:10
EFFECTIVE DATE/TIME: 02/23/01 16:30
CONTROL NUMBER: 3402407

TO:
COEBLAND COOK TAYLOR & HUSH
ANN C. CATINGTON
PO BOX 6020
RIDGEBLAND, MS 39158

RE:
ADVANTAGE GROUP OF FLORIDA COMMUNICATIONS, L.L.C.
ARTICLES OF AMENDMENT - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

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FOR	ARTICLES OF AMENDMENT	LIMITED LIABILITY COMPANY	ON DATE 02/14/01
FROM	COEBLAND COOK, TAYLOR & HUSH	REGISTERED	FEE \$20.00
	PO BOX 6020	TOTAL PAYMENT	FEE \$20.00
	RIDGEBLAND, MS 39158		
		CONTROL NUMBER	3402407
		FILE DATE/TIME	02/23/01

Robert Smith



State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

ARTICLES OF AMENDMENT TO THE
LIMITED LIABILITY COMPANY

For Office Use Only

2001 FEB 14 PM 2:50

SECRETARY OF STATE

LIMITED LIABILITY COMPANY CONTROL NUMBER (IF KNOWN) 0402429

PURSUANT TO THE PROVISIONS OF §48-209-104 OF THE TENNESSEE LIMITED LIABILITY COMPANY ACT, THE UNDERSIGNED ADOPTS FOLLOWING ARTICLES OF AMENDMENT TO ITS LIMITED LIABILITY COMPANY:

PLEASE MARK THE BLOCK THAT APPLIES:

- AMENDMENT IS TO BE EFFECTIVE WHEN FILED BY THE SECRETARY OF STATE.
- AMENDMENT IS TO BE EFFECTIVE _____, _____ (DATE) _____ (TIME).

(NOT TO BE LATER THAN THE 90TH DAY AFTER THE DATE THIS DOCUMENT IS FILED.) IF NEITHER BLOCK IS CHECKED, THE AMENDMENT WILL BE EFFECTIVE AT THE TIME OF FILING.

1. PLEASE INSERT THE NAME OF THE LIMITED LIABILITY COMPANY AS IT APPEARS ON RECORD: Advantage Florida Communications, L.L.C.

IF CHANGING THE NAME, INSERT THE NEW NAME ON THE LINE BELOW:

Advantage Group of Florida Communications, L.L.C.

2. PLEASE INSERT ANY CHANGES THAT APPLY:

A. PRINCIPAL ADDRESS: _____ STREET ADDRESS

CITY STATE/COUNTY ZIP CODE

B. REGISTERED AGENT: _____

C. REGISTERED ADDRESS: _____ STREET

CITY STATE ZIP CODE COUNTY

D. OTHER CHANGES:

3. PLEASE COMPLETE THE FOLLOWING SENTENCE BY FILLING IN THE DATE AND BY CHECKING ONE OF THE TWO BOXES:

THE AMENDMENT WAS DULY ADOPTED ON February 12, 2001 BY THE
MONTH DAY YEAR

- BOARD OF GOVERNORS WITHOUT MEMBER APPROVAL AS SUCH WAS NOT REQUIRED
- MEMBERS

President
SIGNER'S CAPACITY

[Signature]
SIGNATURE

Michael D. Borer, Sr.
NAME OF SIGNER (TYPED OR PRINTED)