

ORIGINAL



RECEIVED-FPSC

MAY 26 PM 3:06

COMMISSION CLERK

May 25, 2004

Blanca Bayó
Director
Division of the Commission Clerk and Administrative Service
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

(TJ631) 040507-TI

Via: Overnight Mail

(TX642) 040508-TX (8057)

RE: Request for Name Change from Momentum Business Solutions, Inc. to Momentum Telecom, Inc.

Dear Ms. Bayó :

The above-referenced company has recently changed its name from Momentum Business Solutions, Inc. to Momentum Telecom, Inc. We have filed Amended Articles of Incorporation with the Florida Secretary of State, as evidenced by the attachment herto. I request that the Commission approve the recent name change.

Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning via the United States Postal Service in the envelope provided.

If you have any questions regarding this matter do not hesitate to contact me.

Sincerely,

Deepa Panjeti
Regulatory Liaison

Enclosures

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

04 MAY 26 PM 1:55
DISTRIBUTION CENTER

DOCUMENT NUMBER-DATE

06030 MAY 26

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT T
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000002733

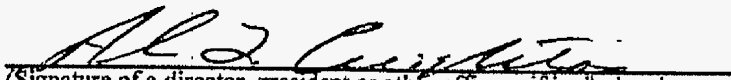
(Document number of corporation (if known))

1. Momentum Business Solutions, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. May 15, 2000
(Incorporated under laws of) (Date authorized to do business in Florida)

FILED
08 NOV 20 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 22, 2003
5. Momentum Telecom, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Alan Creighton
(Typed or printed name of person signing)

11/4/03
(Date)
President
(Title of person signing)

Delaware

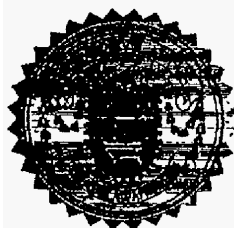
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MOMENTUM BUSINESS SOLUTIONS, INC.", CHANGING ITS NAME FROM "MOMENTUM BUSINESS SOLUTIONS, INC." TO "MOMENTUM TELECOM, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
03 NOV 20 AM 9:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2704830

DATE: 10-22-03

3216570 8100

030600530

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MOMENTUM BUSINESS SOLUTIONS, INC.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is Momentum Business Solutions, Inc., which is the name under which the Corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is April 20, 2000.

2. This Second Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation, and has been duly adopted in accordance with the provision of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation. The total number of outstanding shares entitled to vote or act by written consent was 167,750 shares of Common Stock. A majority of the outstanding shares of Common Stock approved this Second Amended and Restated Certificate of Incorporation by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice of such was given by the Corporation in accordance with said Section 228.

3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read as follows:

I.

The name of the Corporation is **Momentum Telecom, Inc.**

II.

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

A. This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares, which the Corporation is authorized to issue is five hundred thousand (500,000), all of which shares shall be Common Stock, each having a par value of No and 10/100 Dollars (\$0.10).

B. The number of authorized shares of Common Stock may be increased and decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation.

1. Voting Rights

a. General Rights. Holders of Common Stock shall have one vote per share, except as otherwise provided herein or as required by law.

b. Election of Board of Directors. The election of the Board of Directors shall be conducted in the manner set forth in the Bylaws.

2. No Preemptive Rights. Stockholders shall have no preemptive rights except as granted by the Corporation pursuant to written agreements.

V.

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the Delaware General Corporation Law, or (4) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article V shall only be prospective and shall not effect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors, which shall constitute the whole Board of Directors, shall be fixed by the board of Directors in the manner provided in the Bylaws.

B. The Board of Directors may from time to time make, amend, supplement, or repeal the Bylaws; provided, however, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, provided further, that no amendment or supplement of the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

IN WITNESS WHEREOF, Momentum Business Solutions, Inc. has caused this Second Amended and Restated Certificate of Incorporation to be signed by the President and the Secretary in Birmingham, Alabama, as of the 21st day of August, 2003.


MOMENTUM BUSINESS SOLUTIONS, INC.

By:

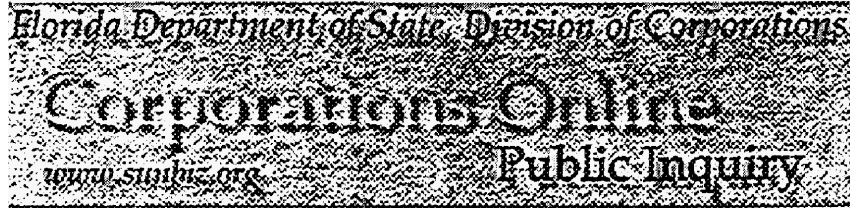


Alan L. Creighton
Its President and Chief Executive Officer

Attest:



David Benck
Its Secretary



Foreign Profit

MOMENTUM TELECOM, INC.

PRINCIPAL ADDRESS
 2700 CORPORATE DRIVE
 SUITE 2000
 BIRMINGHAM AL 35242 US
 Changed 12/26/2003

MAILING ADDRESS
 2700 CORPORATE DRIVE
 SUITE 2000
 BIRMINGHAM AL 35242 US
 Changed 12/26/2003

Document Number
 F00000002733

FEI Number
 631248402

Date Filed
 05/15/2000

State
 DE

Status
 ACTIVE

Effective Date
 NONE

Last Event
 NAME CHANGE
 AMENDMENT

Event Date Filed
 11/20/2003

Event Effective Date
 NONE

Registered Agent

Name & Address
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

Officer/Director Detail

Name & Address	Title
CREIGHTON, ALAN L 2090 COLUMBIANA ROAD SUITE 3000 BIRMINGHAM AL 35216	CP
PICKETT, PAUL 2090 COUMBIANA ROAD, SUITE 3000 BIRMINGHAM AL 35216	VPSM