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BellSouth Telecommunications, Inc.

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Tallahassee, FL 32303-1556

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

850 224 7798

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February 1, 2005

050083 - 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 interconnection, unbundling, resale and collocation Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and Conextel, Inc.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to interconnection, unbundling, resale and collocation Agreement with Conextel, Inc.

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

Very truly yours,

MM Criser III / R N

Regulatory Vice President

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P. menasco

FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER - DATE

01194 FEB-1 05

FPSC-COMMISSION CLERK

**Amendment to the Agreement
Between
Conextel, Inc.
and
BellSouth Telecommunications, Inc.
Dated June 10, 2004**

Pursuant to this Amendment, (the "Amendment"), Conextel, Inc. ("Conextel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 10, 2004 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Conextel entered into the Agreement on June 10, 2004, and;

WHEREAS, BellSouth and Conextel 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 provisions 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:

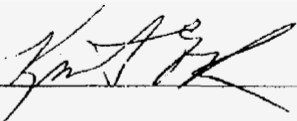
1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following:
 13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Conextel any entire interconnection agreement filed and approved pursuant to 47 USC § 252. The adopted 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 Agreement dated June 10, 2004 shall remain unchanged and in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

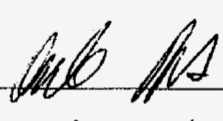
Signature Page

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

BellSouth Telecommunications, Inc.

Conextel, Inc.

By: 

By: 

Name: Kristen Rowe

Name: ANTONIO PITA

Title: Director

Title: PRESIDENT

Date: 01/28/05

Date: 1/21/05