

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

July 11, 2006



A handwritten signature in black ink, appearing to read "D. J. Aze", is written over the printed title.

Special Deputy Secretary of State

Jul. 7. 2006 8:04AM

f 060710000 will
No. 2035 P. 2

CT-07

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF**

ALLTEL NEW YORK, INC.

Under Section 805 of the Business Corporation Law

We, the undersigned, the President and Secretary, respectively, of Alltel New York, Inc.,
hereby certify:

1. The name of the corporation is Alltel New York, Inc. The name under which the corporation was formed is Finger Lakes Telephone Corporation.

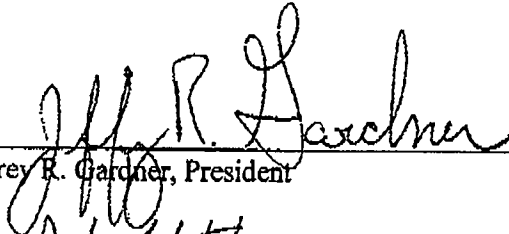
2. The certificate of incorporation was filed by the Department of State on February 25, 1926.

3. The certificate of incorporation is hereby amended to change the corporate name. Paragraph "First" of the certificate of incorporation is amended to read:

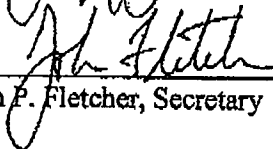
"FIRST. The name of the corporation is WINDSTREAM NEW YORK, INC.

4. This amendment to the certificate of incorporation was authorized, pursuant to Sections 803(a) and 615(a) of the Business Corporation Law, by unanimous written consent of the board of directors, setting forth the action so taken, signed by all of the directors entitled to vote thereon, followed by written consent, setting forth the action so taken, signed by the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 29 day of June, 2006.



Jeffrey R. Gardner, President

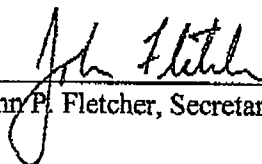


John P. Fletcher, Secretary

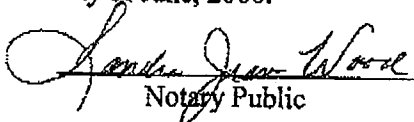
VERIFICATION

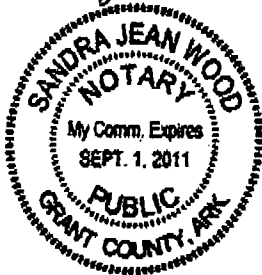
STATE OF)
COUNTY OF) ss.:

John P. Fletcher, being sworn, deposes and says that he is the Secretary of Alltel New York, Inc., and one of the persons who signed the foregoing certificate of amendment; that he has read the certificate of amendment and knows the contents thereof and that the same is true to his knowledge.


John P. Fletcher, Secretary

Sworn to before me this 20th
day of June, 2006.


Notary Public



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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ALLTEL NEW YORK, INC.

Under Section 805 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUL 10 2006
TAX \$ _____
BY: *[Signature]*

Filed By: **Hage & Hage LLC**
610 Charlotte Street
Utica, NY 13501-2909
Tel: 315-797-9850
Fax: 315-7971721
jk@hagelaw.com

Dated: June 29, 2006

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