

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
IMAGE ACCESS, INC. D/B/A NEWPHONE AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED APRIL 24, 2000**

Pursuant to this Amendment, (the "Amendment") Image Access, Inc. d/b/a New Phone ("New Phone") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated April 24, 2000 ("Resale Agreement").

WHEREAS, on April 24, 2000 the Parties entered into a Resale Agreement reflecting the name of Image Access, Inc. d/b/a New Phone and

WHEREAS, the correct name of the company is Image Access Communications, Inc. d/b/a New Phone, in the state of Florida and Image Access, Inc. d/b/a New Phone, in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, North Carolina, South Carolina, and Tennessee.

NOW THEREFORE, in consideration of the mutual promises and covenants 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 preamble of the Resale Agreement is hereby deleted in its entirety and replaced with the following language:

THIS AGREEMENT is made by and between BellSouth Telecommunications, Inc., ("BellSouth"), a Georgia corporation, and Image Access, Inc. (also known in the state of Florida as Image Access Communications, Inc. d/b/a New Phone, a Florida corporation), a Louisiana corporation, and shall be deemed effective as of April 24, 2000. This Agreement may refer to either BellSouth or New Phone or both as a "Party" or "Parties."

2. All of the other provisions of the Resale Agreement shall remain unchanged and in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**Image Access, Inc. d/b/a New
Phone and Image Access
Communications, Inc. d/b/a New
Phone**

By: Signature on File

Name: Gene R. Dry

Title: President

Date: 5/12/00

BellSouth Telecommunications, Inc.

By: Signature on File

Name: Jerry D. Hendrix

Title: Senior Director

Date: 5/15/00