

**Amendment to the Agreement
Between
FLATEL, Inc.
d/b/a Florida Telephone Company
d/b/a Oscatel d/b/a Telephone USA
and
BellSouth Telecommunications, Inc.
Dated August 1, 2002**

Pursuant to this Amendment, (the "Amendment"), FLATEL, Inc. d/b/a Florida Telephone Company d/b/a Oscatel d/b/a Telephone USA ("FLATEL"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 1, 2002 ("Agreement") to be the date of the last signature executing the Amendment.

WHEREAS, BellSouth and FLATEL entered into the Agreement on, August 1, 2002 and;

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 hereby agree to delete the FLATEL, Inc. information in Section 20.1, General Terms and Conditions and replace as follows:

**FLATEL, Inc. d/b/a Florida Telephone Company
d/b/a Oscatel d/b/a Telephone USA**

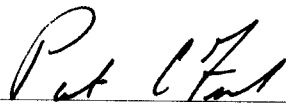
Mr. Abby Matari
2300 Palm Beach Lakes Blvd.
Suite 210
West Palm Beach, FL 33409-3304

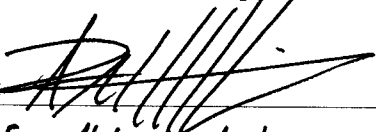
2. All of the other provisions of the Agreement, dated August 1, 2002, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

BellSouth Telecommunications, Inc.

FLATEL, Inc.
d/b/a Florida Telephone Company
d/b/a Oscalatel d/b/a Telephone USA

By: 
Name: Patrick Finlen
Title: Asst. Director
Date: 10/22/02

By: 
Name: Mr. Abby Matarì
Title: CEO
Date: 10-14-03