

SECOND AMENDMENT
TO
RESALE AGREEMENT BETWEEN WORLDWIDE INTERNET SERVICES
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED FEBRUARY 7, 2000

Pursuant to this Amendment (the "Amendment"), Worldwide Internet Services ("Worldwide Internet Services") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the Resale Agreement dated February 7, 2000 ("Resale Agreement").

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, Worldwide Internet Services and BellSouth hereby covenant and agree to amend the Resale Agreement as follows:

1. The Parties agree to delete each occurrence of "Worldwide Internet Services" and replace it with "Worldwide Internet Services, Inc."
2. The Parties further agree to amend Section 20 of the General Terms and Conditions to update the contact name and address for Worldwide Internet Services, Inc. The Parties, therefore, agree to delete the name and address currently listed for Worldwide Internet Services, Inc. and replace it with the following:

Robert Palucci
5300 Broken Sound Boulevard, NW
Suite 100
Boca Raton, FL 33487

2. All of the other provisions of the Resale Agreement shall remain unchanged and in full force and effect.

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

Worldwide Internet Services, Inc.

BellSouth Telecommunications, Inc.

By: _____ Signature on File _____

By: _____ Signature on File _____

Name: _____ Robert J. Palucci _____

Name: _____ Jerry D. Hendrix _____

Title: _____ Chairman/CEO _____

Title: _____ Senior Director _____

Date: _____ 10/25/00 _____

Date: _____ 10/30/00 _____

