

BELLSOUTH TELECOMMUNICATIONS, INC.

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. Alternative Telecommunications Service, Inc has changed the name of said business to Alternative Telecommunications Service, Inc d/b/a Second Chance Phone, a Florida corporation. The Resale Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Resale Agreement, dated May 4, 2000, shall remain 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.

BellSouth Telecommunications, Inc.

By: on file_____

Name: Jerry D. Hendrix

Title: Sr. Director

Date: 10/30/00