

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
SOUTHERN TELEMAGEMENT GROUP, INC. AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 16, 2000**

Pursuant to this Agreement, (the "Amendment") Southern Telemanagement Group, Inc. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Resale Agreement between the Parties dated August 16, 2000 ("Resale Agreement").

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. Southern Telemanagement Group, Inc. has changed the name of said business to Vision Prepaid Services, Inc., a corporation.
2. All of the other provisions of the Resale Agreement dated August 16, 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.

Vision Prepaid Services, Inc.

BellSouth Telecommunications, Inc.

By Signature On File

By Signature On File

Name: Keith English

Name: Patrick C. Finlen

Title: President

Title: Managing Director

Date: 11/17/00

Date: 11/21/00