

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
JILAPUHN, INC., d/b/a TEL-AMERICA COMMUNICATIONS AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 23, 2001**

Pursuant to this Amendment to the Resale Agreement between Jilapuhn, Inc., d/b/a Tel-America Communications ("Tel-America Communications") and BellSouth Telecommunications, Inc. ("BellSouth") ("the Amendment"), Tel-America Communications and BellSouth hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated January 23, 2001 (the "Resale Agreement").

WHEREAS, Jilapuhn, Inc., d/b/a Tel-America Communications has changed the name of said business to Jilapuhn Inc., d/b/a VI-Telco, a Georgia corporation.

WHEREAS, the Parties desire that the Resale Agreement be amended to reflect the correct corporate entity name.

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 name of Jilapuhn Inc., d/b/a Tel-America Communications ("Tel-America Communications") in the Resale Agreement is hereby deleted throughout the Resale Agreement and replaced with Jilapuhn, Inc., d/b/a VI-Telco ("VI-Telco").
2. All of the other provisions of the Resale Agreement, dated January 23, 2001, 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: Signature on file

Name: Patrick C. Finlen

Title: Managing Director

Date: 3/15/01

Jilapuhn Inc., d/b/a VI-Telco

By: Signature on file

Name: Stan Roberson

Title: CEO

Date: 2 March 2001

