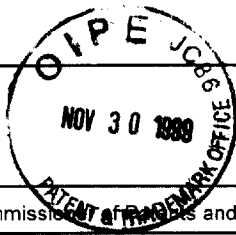


MND
1/30/99



12-16-1999



101225019

1/4

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Pacific Telecom, Inc.

Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name _____ CenturyTel of the Northwest, Inc.
Internal Address: _____
Street Address: _____ 805 Broadway
_____ Suite 910
City _____ Vancouver
State _____ WA _____ ZIP _____ 98660-3213

3. Name of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____ April 10, 1998

Individual (s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporate-State _____ Washington
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

Additional name(s) & addresses(es) attached?
 Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No.(s)

2,102,339 - WORLDVOX
1,980,682 - DIGICALL
1,636,904 - THE DIRECTORY
1,998,124 - PTI NET
1,677,059 - PTI COMMUNICATIONS
1,495,400 - Design (soundwaves)
1,677,058 - PTI

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: _____ G. Franklin Rothwell
Internal Address: _____ Columbia Square
_____ Street Address: _____ 555 Thirteenth Street, N.W. Suite 701E
City: _____ Washington,
State: _____ D.C. _____ Zip _____ 20004

6. Total number of applications and registrations involved: _____ 7

7. Total fee (37 CFR 3.41): \$ \$190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

12/16/1999 TTOM11 00000055 2102339

DO NOT USE THIS SPACE

81 FF:401
82 FF:402

40.00 OP
150.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a True copy of the original document.

_____ G. Franklin Rothwell
Name of Person Signing

G. F. Rothwell
Signature

11.29.99
Date

Total number of pages including cover sheet, attachments and documents: 4

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal,

hereby certify by this certificate that the attached is a true and correct copy of

CERTIFICATE OF AMENDMENT

of

PACIFIC TELECOM, INC.

Changing name to
CENTURYTEL OF THE NORTHWEST, INC.

as filed in this office on April 17, 1998.



Date: September 3, 1999

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Ralph Munro, Secretary of State

200-001

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF AMENDMENT

to

PACIFIC TELECOM, INC.

a Washington Profit Corporation. Articles of Amendment were filed for record in this office on the date indicated below.

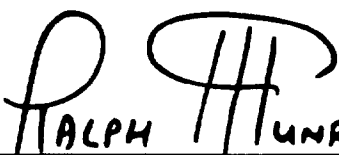
Changing name to CENTURYTEL OF THE NORTHWEST, INC.

UBI Number: 251 000 345

Date: April 17, 1998
Effective Date: May 7, 1998



*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*


RALPH MUNRO
Ralph Munro, Secretary of State

2-130110-6



**STATE OF WASHINGTON
SECRETARY OF STATE**

Ralph Munro, Secretary of State

**ARTICLES OF AMENDMENT
WASHINGTON
PROFIT CORPORATION**

(Per Chapter 23B.10 RCW)

FEE: \$30

- Please PRINT or TYPE in black ink
- Sign, date and return original AND ONE COPY to:

CORPORATIONS DIVISION
505 E. UNION • PO BOX 40234
OLYMPIA, WA 98504-0234

**EXPEDITED (24-HOUR) SERVICE AVAILABLE - \$20 PER ENTITY
INCLUDE FEE AND WRITE "EXPEDITE" IN BOLD LETTERS
ON OUTSIDE OF ENVELOPE**

FOR OFFICE USE ONLY

FILED:

4-17-98

VAL: 04/17/1998
\$30.00 on 04/17/1998
Check - 04/16/1998 - 1120245

IMPORTANT! Person to contact about this filing Maureen Christie	Daytime Phone Number (with area code) (360) 905-6843
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AMENDMENT TO ARTICLES OF INCORPORATION

FILED
STATE OF WASHINGTON

NAME OF CORPORATION (As currently recorded with the Office of the Secretary of State) Pacific Telecom, Inc.		APR 17 1998
UBI NUMBER 251 000 345	CORPORATION NUMBER (if known)	AMENDMENTS TO ARTICLES OF INCORPORATION WERE ADOPTED ON April 10, 1998
EFFECTIVE DATE OF ARTICLES OF AMENDMENT (Specified effective date may be up to 90 days AFTER receipt of the document by the Secretary of State)		
<input checked="" type="checkbox"/> Specific Date: <u>5/7/98</u> <input type="checkbox"/> Upon filing by the Secretary of State		
ARTICLES OF AMENDMENT WERE ADOPTED BY (Please check ONE of the following)		
<input type="checkbox"/> Incorporators. Shareholders action was not required <input type="checkbox"/> Board of Directors. Shareholders action was not required <input checked="" type="checkbox"/> Duly approved shareholder action in accordance with Chapter 23B.10 RCW		

VAL: 04/17/1998
\$20.00 on 04/17/1998
Check - 04/16/1998 - 1120245

AMENDMENTS TO THE ARTICLES OF INCORPORATION ARE AS FOLLOWS
If amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment must be included. If necessary, attach additional amendments or information.

Article I. The name of this corporation shall be CENTURYTEL OF THE NORTHWEST, INC.

VAL: 04/17/1998
\$20.00 on 04/17/1998
Check - 04/16/1998 - 1120245

SIGNATURE OF OFFICER OR CHAIRPERSON		
<i>This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.</i>		
<i>Kenneth R. Cole</i>	Kenneth R. Cole President	4/13/98
Signature of Officer	Printed Name	Date

CORPORATIONS INFORMATION AND ASSISTANCE - 360/753-7115 (TDD - 360/753-1485)

005-002(8/97)

(WA. - 2423 - 9/30/97)cr System

RECORDED: 11/30/1999

TRADEMARK
REEL: 001999 FRAME: 0221