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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VERIZON COMMUNICATIONS, INC.", A DELAWARE CORPORATION, WITH AND INTO "BELL ATLANTIC CORPORATION" UNDER THE NAME OF "VERIZON COMMUNICATIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2000, AT 7 O'CLOCK A.M.



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Edward J. Freel, Secretary of StateAUTHENTICATION: 0690762
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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VERIZON COMMUNICATIONS, INC.
(a Delaware corporation)

INTO

BELL ATLANTIC CORPORATION
(a Delaware corporation)

Bell Atlantic Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 7th day of October, 1983, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Verizon Communications, Inc., a corporation incorporated on the 7th day of December, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors duly adopted at a meeting held on August 3, 2000, determined to merge with and into itself said Verizon Communications, Inc.:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL"), the Corporation is hereby authorized and directed to merge with and into itself Verizon Communications, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation (the "Subsidiary"), and assume all the obligations of the Subsidiary;

RESOLVED, that, in connection with and upon the effectiveness of the aforementioned merger, the Corporation is hereby authorized to change its corporate name by amending Article I of the Restated Certificate of Incorporation of the Corporation to read as follows:

1. Corporate Name. The name of the corporation is Verizon Communications Inc. (the "Corporation").

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RESOLVED, that the aforementioned merger shall become effective upon filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware:

RESOLVED, that the proper officer of the Corporation is hereby authorized and directed to prepare and execute, in the name and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the Subsidiary with and into the Corporation and for the Corporation to assume all of the liabilities and obligations of the Subsidiary, and the date of the adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware;

RESOLVED, that, subsequent to the aforementioned filing of the Certificate of Ownership and Merger, pursuant to Section 245 of the DGCL, the proper officer of the Corporation is hereby authorized, in the name of and on behalf of the Corporation, to prepare, execute and cause to be filed with the Secretary of State of the State of Delaware a Restated Certificate of Incorporation of the Corporation restating and integrating the Certificate of Incorporation as theretofore amended; and

RESOLVED FURTHER, that the proper officers of the Corporation are hereby authorized to take or cause to be taken any and all actions as are necessary or appropriate to effectuate the provisions of each of the foregoing resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Bell Atlantic Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said Bell Atlantic Corporation has caused this Certificate to be signed by Marianne Drost, its Senior Vice President, Deputy General Counsel and Corporate Secretary, this 21st day of September, 2000.

BELL ATLANTIC COPORATION

By Marianne Drost

Marianne Drost
Senior Vice President, Deputy General
Counsel and Corporate Secretary