Schedule II

MJD COMMUNICATIONS, INC. AND SUBSIDIARIES
Valuation and Qualifying Accounts
Years ended December 31, 1999, 1998, and 1997

Description	Balance at beginning of year	Additions due to acquisitions	Additions charged to costs and expenses	Deductions from allowance (note)	Balance at end of year
	(Dollars in thousands)				
Year ended December 31, 1999, allowance deducted from asset accounts, allowance for doubtful receivables	$704	70	634	487	921
Year ended December 31, 1998, allowance deducted from asset accounts, allowance for doubtful receivables	$ 49	621	390	356	704
Year ended December 31, 1997, allowance deducted from asset accounts, allowance for doubtful receivables	$ 58	—	—	9	49

Note: Customers' accounts written-off, net of recoveries.

See accompanying independent auditors' report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MJD COMMUNICATIONS, INC.

By: /s/ WALTER E. LEACH, JR.

Walter E. Leach, Jr.
Senior Vice President,
Chief Financial Officer and Secretary

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ DANIEL G. BERGSTEIN Daniel G. Bergstein	Director	March 30, 2000
/s/ JACK H. THOMAS Jack H. Thomas	Director, Chairman of the Board of Directors, and Chief Executive Officer	March 30, 2000
/s/ EUGENE B. JOHNSON Eugene B. Johnson	Director, Vice Chairman of the Board of Directors, Executive Vice President and Assistant Secretary	March 30, 2000
/s/ GEORGE E. MATELICH George E. Matelich	Director	March 30, 2000
_____ Anthony DiNovi	Director	March , 2000
_____ Kent R. Weldon	Director	March , 2000

Signatures	Title	Date
/s/ FRANK K. BYNUM, JR. Frank K. Bynum, Jr.	Director	March 30, 2000
/s/ WALTER E. LEACH JR. Walter E. Leach Jr.	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)	March 30, 2000
/s/ LISA R. HOOD Lisa R. Hood	Controller (Principal Accounting Officer)	March 30, 2000

Exhibit Index

Exhibit Number	Description	Page No.
2.1	Stock Purchase Agreement, dated March 6, 1997 among the Company, MJD Partners, L.P. Carousel Capital Partners, L.P., Kelso Investment Associates V, L.P. and Kelso Equity Partners, V, L.P., as amended*	
2.2	Stock Purchase Agreement dated as of March 28, 1996 among MJD Services Corp., Rick A. Moore, Tom D. Moore, Penta-Gen Investments, Inc., and Odin Telephone Exchange, Inc.*	
2.3	Agreement and Plan of Merger dated as of March 27, 1998 by and among MJD Ventures, Inc., Utilities Acquisition Corp. and Utilities, Inc.*	
2.4	Agreement and Plan of Merger dated as of August 6, 1996 among MJD Holdings Corp., C&E Acquisitions Corp. and Chautauqua and Erie Telephone Corporation*	
2.5	Stock Purchase Agreement dated as of September 24, 1996 among MJD Holdings Corp., Kadoka Telephone Co., Bruce G. Conlee and Virginia L. Conlee*	
2.6	Stock Purchase Agreement dated as of June 24, 1997 among MJD Ventures, Inc., Gary Porter, Virginia M. Porter, Renee Porter, C-R Communications, Inc., C-R Telephone Company and certain stockholders*	
2.7	Agreement and Plan of Merger dated as of September 2, 1997 among MJD Holdings Corp., Taconic Acquisition Corp. and Taconic Telephone Corp.*	
2.8	Agreement and Plan of Merger, dated December 31, 1998 among MJD Ventures, Inc., Ellensburg Acquisition Corp. and Ellensburg Telephone Company*	
2.9	Agreement and Plan of Merger dated as of March 12, 1998 among MJD Communications, Inc., Chouteau Acquisitions Corp., Chouteau Telephone Company and certain shareholders of Chouteau Telephone Company*	
2.10	Stock Purchase Agreement dated as of October 16, 1998 among MJD Services Corp., Carla J. Brownlee and Ravenswood Communications, Inc.	
2.11	Stock Purchase Agreement dated as of December 24, 1998 by and among MJD Services Corp., Armour Independent Telephone Co., Bridgewater-Canistota Independent Telephone Co. and the other parties thereto	
2.12	Stock Purchase Agreement dated as of December 24, 1998 by and among MJD Services Corp., Union Telephone Company of Hartford, Union TelNET, KM Satellite, Inc. and the other parties thereto	
2.13	Stock Purchase Agreement dated as of December 24, 1998 by and among MJD Services Corp., WMW Cable TV Co. and the other parties thereto	
2.14	Stock Purchase Agreement dated as of January 12, 1999 by and among MJD Services Corp., Cambridge Telephone Company and Yates City Telephone Company	
2.15	Stock Purchase Agreement dated as of February 16, 1999 by and among MJD Ventures, Inc., Columbus Grove Telephone Company and the other parties thereto	
2.16	Stock Purchase Agreement dated as of June 17, 1999 by and among MJD Ventures, Inc., the Orwell Telephone Company and the other parties thereto	
2.17	Stock Purchase Agreement dated as of December 10, 1999 by and among MJD Ventures, Inc., Peoples Mutual Telephone Company and the other parties thereto	

Exhibit Number	Description	Page No.
2.18	Stock Purchase Agreement dated as of December 23, 1999 by and among MJD Ventures, Inc., TPG Communications, Inc., TPG Partners, L.P., TPG Parallel I, L.P., J. Milton Lewis and Robert DiPauli	
3.1	Fifth Amended and Restated Certificate of Incorporation of the Company	
3.2	Amended and Restated By-Laws of the Company*	
3.3	Certificate of Designation of Series D Preferred Stock of the Company	
4.1	Indenture, dated as of May 5, 1998, between the Company and United States Trust Company of New York, as trustee, relating to the Company's $125,000,000 9½% Senior Subordinated Notes due 2008 and $75,000,000 Floating Rate Callable Securities due 2008*	
4.2	Form of Initial Fixed Rate Security*	
4.3	Form of Initial Floating Rate Security*	
4.4	Form of Exchange Fixed Rate Security*	
4.5	Form of Exchange Floating Rate Security*	
4.6	Form of Purchase Agreement dated as of April 30, 1998 between the Company and the Initial Purchasers named therein*	
4.7	Registration Agreement dated as of April 30, 1998 between the Company and the Initial Purchasers named therein*	
10.1	Credit Agreement dated as of March 30, 1998 among the Company, various lending institutions, NationsBanc of Texas, N.A. and Bankers Trust Company	
10.2	Form of B Term Note*	
10.3	Form of C Term Note—Floating Rate*	
10.4	Form of C Term Note—Fixed Rate*	
10.5	Form of RF Note*	
10.6	Form of AF Note*	
10.7	Subsidiary Guarantee dated as of March 30, 1998 by MJD Holdings Corp., MJD Ventures, Inc., MJD Services Corp., ST Enterprises, Ltd. for the benefit of Bankers Trust Company*	
10.8	Pledge Agreement dated as of March 30, 1998 among MJD Communications, Inc., ST Enterprises, Ltd., MJD Holdings Corp., MJD Services Corp., MJD Ventures, Inc., C-R Communications, Inc., as pledgors, and Bankers Trust Company, as collateral agent and pledgee*	
10.9	Capital Contribution Agreement, dated as of March 27, 1998 among Kelso Investment Associates V, L.P., Kelso Equity Partners V, L.P., Carousel Capital Partners, L.P., MJD Communications, Inc. and Bankers Trust Company*	
10.10	Stockholder's Agreement, dated as of July 31, 1997 among Kelso Investment Associates V, L.P., Kelso Equity Partners V, L.P., Carousel Capital Partners V, L.P., the Company and MJD Partners, L.P.*	
10.11	Registration Rights Agreement, dated as of July 31, 1997 among Kelso Investment Associates V, L.P., Kelso Equity Partners, L.P., the Company and MJD Partners, L.P.*	

Exhibit Number	Description	Page No.
10.12	Financial Advisory Agreements, dated as of July 31, 1997 among the Company, MJD Holdings Corp. and affiliates of each of Kelso Investment Associates V, L.P., Kelso Equity Partners, L.P. and Carousel Capital Partners, L.P.*	
10.13	Share Exchange Agreement, dated as of July 31, 1997 between the Company and MJD Partners, L.P.*	
10.14	Contribution Agreement, dated as of July 31, 1997 between Meyer Haberman, Jack H. Thomas, Eugene B. Johnson and Bugger Associates, Inc. and MJD Partners, L.P.*	
10.15	Contribution Agreement, dated as of July 31, 1997 between MJD Partners, L.P. and the Company*	
10.16	Amended and Restated Class A Voting Common Stock Purchase Warrants of the Company*	
10.17	Consulting Agreement, dated as of July 31, 1997 between MJD Partners, Inc. and Bugger Associates, Inc.*	
10.18	Severance Agreement, dated as of July 31, 1997 between ST Enterprises, LTD and John P. Duda*	
10.19	Severance Agreement, dated as of July 31, 1997 among the Company, MJD Partners, Inc. and Eugene B. Johnson*	
10.20	Severance Agreement, dated as of July 31, 1997 between the Company and Walter E. Leach, Jr.*	
10.21	Severance Agreement, dated as of July 31, 1997 among the Company, MJD Partners, Inc. and Jack H. Thomas*	
10.22	Amendment to Credit Agreement dated as of July 30, 1998, among the Company, various lending institutions, NationsBanc of Texas, N.A. and Bankers Trust Company*	
10.23	Form of Purchase Agreement and Subordination Agreement between Bankers Trust Company and the Company*	
10.24	Stock Purchase Agreement dated as of January 4, 2000 by and among the Company, Thomas H. Lee Equity IV, L.P., Kelso Investment Associates V, Kelso Equity Partners V, L.P., Carousel Capital Partners, L.P. and the other parties thereto.*	
10.25	Stockholders' Agreement dated as of January 20, 2000 of the Company	
10.26	Registration Rights Agreement dated as of January 20, 2000 of the Company	
10.27	Management Services Agreement dated as of January 20, 2000 by and between the Company and THL Equity Advisors IV, LLC.	
10.28	Amended and Restated Financial Advisory Agreement dated as of January 20, 2000 by and between the Company and Kelso & Company, L.P.	
10.29	Non-Competition, Non-Solicitation and Non-Disclosure Agreement dated as of January 20, 2000 by and between the Company and JED Communications Associates, Inc.	
10.30	Non-Competition, Non-Solicitation and Non-Disclosure Agreement dated as of January 20, 2000 by and between the Company and Daniel G. Bergstein	
10.31	Non-Competition, Non-Solicitation and Non-Disclosure Agreement dated as of January 20, 2000 by and between the Company and Meyer Haberman	

File Number 6106-462-1

00384114

3608/0147 04 001 Page 1 of 6
2000-05-26 14:18:33
Cook County Recorder 31.00

00384114

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF
FAIRPOINT COMMUNICATIONS SOLUTIONS CORP.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22ND day of MAY A.D. 2000 and of the Independence of the United States the two hundred and 24TH .

Jesse White
Secretary of State

C-212.3

BOX 170

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

FILED

MAY 22 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by Secretary of State

Date 5-22-00
License Fee $
Franchise Tax $ 95.00
Filing Fee $ 35.00
Penalties $
Approved: 100.00

1. (a) CORPORATE NAME: FairPoint Communications Solutions Corp.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware
(b) Date of Incorporation: January 23, 1998
(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:
6324 Fairview Rd Ste 400, Charlotte,
North Carolina 28210

(b) Address of principal office in Illinois: (If none, so state)
None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System
First Name *Middle Name* *Last Name*

Registered Office c/o C T Corporation System, 208 S. La Salle Street
Number *Street* *Suite #*

Chicago 60604 Cook
City *ZIP Code* *County*

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
See attached list of jurisdictions where now qualified.

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	See attached list of officers				
Secretary					
Director	See attached list of directors				
Director					
Director					

If more than 3, attach list

(IL022 - 2/11/99)

BOX 170

7. Purpose or purposes proposed to be pursued in transacting business in this state: 00384114 Page 3 of 6

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the General Corporation Law of the state of Delaware and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		$0.01	10,000,000	9,000,000

9. Paid-in Capital: $ 17,910,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: $ 16,094,460

(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: $ 0

(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: $ 11,735,189

(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: $ 27.83

11. Interrogatories: (Important — this section must be completed.)

**(a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
Office: 6324 Fairview Rd Ste 400, Charlotte, North Carolina 28210.

(b) Number of shares of all classes owned by residents of Illinois: 0

(c) Number of shares of all classes owned by non-residents of Illinois: 9,000,000

(d) Is the corporation transacting business in this state at this time? No

(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK)

Dated 5 / 9 , 2000 (Month & Day) (Year) FairPoint Communications Solutions Corp. (Exact Name of Corporation)

attested by [signature] (Signature of Secretary or Assistant Secretary) by [signature] (Signature of President or Vice President)

Shirley Linn, Assistant Secretary (Type or Print Name and Title) Brady Buckley, Chief Executive Officer (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

C-171.11

(IL022)

BOX 170

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FAIRPOINT COMMUNICATIONS CORP.

FairPoint Communications Corp., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the stockholders of the Corporation, and written notice has been given, in accordance with Section 228 of the General Corporation Law of the State of Delaware.

2. Article 1 of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of the Corporation is FairPoint Communications Solutions Corp."

IN WITNESS WHEREOF, FairPoint Communications Corp. has caused this Certificate to be executed by G. Brady Buckley, its Chairman/CEO, and attested by Walter E. Leach, Jr., its Secretary, as of this 26th day of April, 2000.

Name: G. Brady Buckley
Title: Chairman/CEO

Attest:

Name: Walter E. Leach, Jr.
Title: Secretary

State of Delaware

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 AMENDMENT OF "FAIRPOINT COMMUNICATIONS CORP.", CHANGING ITS NAME FROM "FAIRPOINT COMMUNICATIONS CORP." TO "FAIRPOINT COMMUNICATIONS SOLUTIONS CORP.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2000, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

2849974 8100

001218027

AUTHENTICATION: 0408808

DATE: 04-28-00

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FAIRPOINT COMMUNICATIONS CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF JANUARY, A.D. 1998, AT 11:45 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MJD TELECHOICE CORP." TO "FAIRPOINT COMMUNICATIONS CORP.", FILED THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF JANUARY, A.D. 1999, AT 10 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2849974 8100H

AUTHENTICATION: 0081098

DATE:

1-2398

CERTIFICATE OF INCORPORATION

OF

MJD TELECHOICE CORP.

I.

The name of the corporation (the "Corporation") is MJD TeleChoice Corp.

II.

The address of the registered office of the Corporation in the State of Delaware is the Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801, and the name of its registered agent at that address is The Corporation Trust Company.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

IV.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock comprising one class and the par value of each share is $.01.

V.

The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

VI.

The Corporation shall have perpetual existence.

VII.

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of the General Corporation Law of the State of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

VIII.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the Bylaws of the Corporation, subject to any specific limitation on such power provided by any Bylaws adopted by the stockholders.

IX.

Election of the Corporation's directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation so provide.

X.

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this Article X shall not eliminate or limit the liability of a director (i) for any

breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction form which such director derives an improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

XI.

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware (or any successor section thereof), as amended from time to time, (i) indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section and (ii) advance expenses to any and all said persons. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such offices, and shall continue as to persons who have ceased to be directors, officers, employees or agents and shall inure to the benefit of the heirs, executors and administrators of such persons.

XII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

XIII.

The name and mailing address of the sole incorporator of the Corporation are:

Name	Mailing Address
Shirley J. Linn	Underwood Kinsey Warren & Tucker, P.A. 201 South College Street Suite 2020 Charlotte, NC 28244-2020

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of January, 1998.

Shirley J. Linn

Name: SHIRLEY J. LINN, Incorporator

11-17-98

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
MJD TELECHOICE CORP.

MJD TeleChoice Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

> RESOLVED, that the Certificate of Incorporation of MJD TeleChoice Corp. be amended by changing the Article numbered "I" thereof so that, as amended, said Article shall be and read as follows:
>
> > "I. The name of the corporation (the "Corporation") is FairPoint Communications Corp."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said MJD TeleChoice Corp. has caused this certificate of amendment to be signed by Shirley J. Linn, its Assistant Secretary, as of the 16th day of November, 1998.

MJD TELECHOICE CORP.

By: Shirley J. Linn

SHIRLEY J. LINN, Assistant Secretary

UKWT: 52257-1

1-2-99

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
FAIRPOINT COMMUNICATIONS CORP.

FairPoint Communications Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

The Corporation's Certificate of Incorporation is to be amended by deleting Article IV in its entirety and replacing it with the following (the "Amendment"):

IV.

The total number of shares of stock which the Corporation shall have authority to issue is ten million (10,000,000) shares of Common Stock comprising one class with a par value of one cent ($0.01) per share (the "Common Stock").

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said FairPoint Communications Corp. has caused this certificate of amendment to be signed by Walter E. Leach, Jr., its Senior Vice President, as of the 29th day of December, 1998.

FAIRPOINT COMMUNICATIONS CORP.

By: _____
WALTER E. LEACH, JR., Senior Vice President

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRPOINT COMMUNICATIONS SOLUTIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Edward J. Freel, Secretary of State

2849974 8300

001237351

AUTHENTICATION: 0429159

DATE: 05-10-00