FORM OF

AMENDED ARTICLES OF INCORPORATION
OF
CINCINNATI BELL INC.

FIRST: The name of the corporation shall be Cincinnati Bell Inc.

SECOND: The place in Ohio where the principal office of the corporation is to be located is the City of Cincinnati, Hamilton County, Ohio.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which a corporation may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

FOURTH: The authorized number of shares of the corporation shall be 100, all of which shall be common shares, each with $0.01 par value.

FIFTH: These amended articles of incorporation take the place of and supersede the existing articles of incorporation of the corporation.