

EXHIBIT II

South Dakota Secretary of State Authorization

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

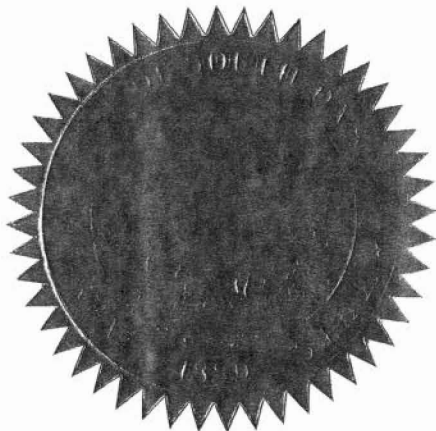
Amended Certificate of Authority

ORGANIZATIONAL ID #: FB016668

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for an Amended Certificate of Authority of **BTI INC. (DE) changing its name to CINCINNATI BELL ANY DISTANCE INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Amended Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 22, 2003.



Chris Nelson

Chris Nelson
Secretary of State