

BellSouth Telecommunications, Inc 850 224-7798
Suite 400 Fax 850 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

February 5, 2001

Mrs. Blanca S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

010174-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Southern Telemanagement Group pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Southern Telemanagement Group are submitting to the Florida Public Service Commission their amendment to their negotiated agreement for the purchase of BellSouth's telecommunications services for the purpose of resale to end users by Southern Telemanagement Group. The Commission approved the initial agreement between the companies in Order No. PSC-98-1431-FOF-TP issued October 23, 1998 in Docket 980966-TP. This amendment changes the company's name from Southern Telemanagement Group to Vision Prepaid Services, Inc.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the amendment to the negotiated agreement between BellSouth and Southern Telemanagement Group within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their amendment.

Very truly yours,

Marshall M. Criser III
Regulatory Vice President

(2A)

DOCUMENT NUMBER-DATE

01641 FEB-5 01

FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Agreement entered into by and between Southern Telemanagement Group, Inc. and BellSouth Telecommunications, Inc., dated 08/16/2000, for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	1
TOTAL	1

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
SOUTHERN TELEMAGEMENT GROUP, INC. AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 16, 2000**

Pursuant to this Agreement, (the "Amendment") Southern Telemagement Group, Inc. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Resale Agreement between the Parties dated August 16, 2000 ("Resale Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Southern Telemagement Group, Inc. has changed the name of said business to Vision Prepaid Services, Inc., a corporation.
2. All of the other provisions of the Resale Agreement dated August 16, 2000 shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Vision Prepaid Services, Inc.

By: JKL

Name: KEITH ENGLISH

Title: PRESIDENT

Date: 11/17/00

BellSouth Telecommunications, Inc.

By: Pet C Fitch

Name: PATRICIA C. FITCH

Title: MANAGER DIRECTOR

Date: 11/21/00