

QUANTEL CORPORATION

IMPORTANT

Notice of Corporate Action
By Stockholder Consent

TO THE STOCKHOLDERS OF QUANTEL CORPORATION:

NOTICE is hereby given of the adoption by written consent of the holders of a majority of the corporation's outstanding stock entitled to vote thereon of the following amendment to the corporation's Certificate of Incorporation, in accordance with the proposal of such amendments by the corporation's Board of Directors:

1. Article FIRST of the Certificate of Incorporation shall read in its entirety as follows:

"FIRST: The name of the corporation (hereinafter called the "corporation") is

OPTEL CORPORATION"

The foregoing amendment to the Certificate of Incorporation shall become effective upon the filing by the corporation of a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of Delaware.