

Company ID: 128520

American Fiber Network, Inc.
9401 Indian Creek Parkway, Suite 140
Overland Park, Kansas 66210

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN September 11, 2001

IN RE: CASE NUMBER: 00-00091

Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter came before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on September 11, 2001 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

ATTEST:


Executive Secretary


Chairman

Director

Director

APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A

Application is hereby made for a certificate of authority pursuant to Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

100 FEB 9 AM 9 46

Part I: General Information

A. Name of Applicant AMERICAN FIBER NETWORK, INC.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

AMERICAN FIBER NETWORK, INC.

Legal name of applicant, if different from above.

Tenn. Secretary of State Certificate of Authority ID 00101230

Federal Taxpayer ID Number 48-1096897

Social Security Number for Applicants

Applying as Individuals N/A

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

N/A

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

Address 9401 N/A INDIAN CREEK PARKWAY, Suite 140
City Overland Park

State KS Zip Code 66210 Phone No. () -
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. _____

Company ID Number _____

Date Approved _____

Evaluator _____

POSTED
2-9-2000

00-00091

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: N/A

C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

SEE EXHIBIT "A"

Information to be included:

NAME	TITLE	DATE OF BIRTH	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS			PHONE No.
HOME ADDRESS			PHONE No.
EMPLOYMENT HISTORY			

Provide the above requested information on separate attachments.

D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?
 Yes X No If yes, please explain fully.

E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?
 Yes X No If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? Yes X No If yes, please explain fully

F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

No

G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary) No

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

 YES X NO If yes, please explain fully.

H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Rob Heath, EVP (913) 338-2658 (913) 661-0538
Name Phone No. Fax No.

(800) 864-0583 e-mail Address Rob.heath@afn1td.com

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Steven Swenson (801) 596-9381 (801) 596-9382
Name Phone No. Fax No.

(800) NONE e-mail Address S.E. Swenson @ Worldnet.att.net

I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(800) 864-0538 (913) 338-2658
PHONE NUMBER ALTERNATE PHONE NUMBER

9401 INDIAN CREEK PARKWAY, SUITE 140, OVERLAND PARK, KS 66210
ADDRESS CITY ST ZIPCODE

(J) Provide the name and address of the registered agent for service of process:

CT Corporation System
530 GAY STREET, KNOXVILLE, TN 37902

(K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

THE COMPANY HAS NO
AGENTS IN TENNESSEE AT THIS TIME

Part II:

A. Check the type of telecommunication services you plan to provide in Tennessee.

X Resell Interexchange long distance services

X Operator Services

X Resell local services

X Other (describe) Possibly Pre-paid calling card services.

L What facility-based network(s) will the applicant be reselling? GLOBAL CROSSING
F/K/A FRONTIER, GTE LONG DISTANCE, INCUMBENT LECs IN/ OR
SERVING TENNESSEE, AND TELTRUST COMMUNICATIONS SERVICES (for
operator services).

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² APPLICANT WILL EITHER BILL ITS CUSTOMERS DIRECTLY
AND/OR UTILIZE A THIRD-PARTY BILLING COMPANY TO BILL VIA THE LEC.

N Describe briefly how the applicant plans to market their services in Tennessee?

APPLICANT WILL MARKET ITS SERVICES THROUGH DIRECT SALES
PERSONNEL. THE COMPANY WILL NOT UTILIZE TELEMARKETING
OR OTHER MARKETING METHODOLOGIES.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

N/A. THE COMPANY WILL NOT USE TELEMARKETERS.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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N/A

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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N/A

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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N/A

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, if applicable. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

THE COMPANY UTILIZES WRITTEN CONTRACTS. NO CUSTOMER'S
SERVICES ARE SWITCHED WITHOUT A CONTRACT, EXECUTED
BY THE PARTY AFFILIATED WITH AN ORGANIZATION WHO IS
RESPONSIBLE FOR MAKING DECISIONS AFFECTING THE
ORGANIZATIONS TELECOMMUNICATIONS.

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No

R Applicant gives permission to the local telephone company to provide the Authority

applicant's request to be rejected.

²A copy of a bill is required if the applicant is going to bill the customer directly.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. APPLICANT IS A "C" CORP FORMED IN DELAWARE. THE COMPANY IS PRIVATELY HELD. THE COMPANY'S SOLE SHAREHOLDER IS 6 DOUGLAS BETTELL.

- (e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. THEIR HAS BEEN NO MATERIAL LITIGATION OR CRIMINAL CONVICTIONS RELATING TO THE APPLICANT OR ITS SHAREHOLDERS OR DIRECTORS.
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: N/A.

B. N/A Proprietorship

N/A Partnership

N/A General Attach a copy of the partnership agreement along with any amendments.

N/A Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

N/A Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state. N/A
- (b) List the full name, social security number and address of the owners, if a sole proprietorship; or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY N/A.

C. Number of employees: 20 (ALL IN OVERLAND PARK, KS.)

Employer Identification Number (E.I. N.) SAME AS ABOVE. 48-1096897

Part IV: Financial Information

A. Address where business records are kept: 9401 INDIAN CREEK PARKWAY, SUITE 140
street
OVERLAND PARK KS 66210 (913) 338-2658
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's unconsolidated and consolidated audited financial statements for the current year and if available, for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

(1) Fiscal year end: Month DEC. Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
THE COMPANY HAS NOT AUDITED ITS FINANCIALS.

(3) If applicable, name and address of independent certified public accountant: THE COMPANY UTILIZES GRANT THORTON, LLP IN KANSAS FOR TAX PREPARATION.

(4) Period covered by financial statement attached: FISCAL YEAR 1997, 1998 as
SEE EXHIBIT "E" of 10/31/99.

C. Does the applicant currently have an internal auditor and/or internal audit program? NO.

If so, Name of internal auditor N/A.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. NONE.

Part VI: Rule Compliance Agreement

- A. Have you received, read, and understand the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III) in its entirety?
X Yes No
- B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X Yes No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

For Corporations
and Other Organizations

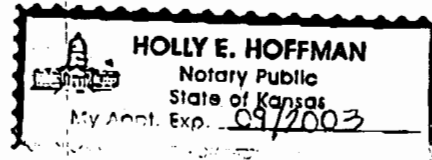
BY: AMERICAN FIBER NETWORK, INC.
(NAME OF CORPORATION)
[Signature]
SIGNATURE
ROBERT E HEATH
PRINTED NAME
EXECUTIVE VICE PRESIDENT
Title
ATTEST: [Signature]
ATTORNEY FOR APPLICANT
Title

On this the 4th day of February before me, a Notary Public
Holly E. Hoffman

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

Holly E. Hoffman
Notary Public

seal



Appendix I

<u>Reseller Name</u>	<u>Address</u>	<u>Contact Person</u>	<u>Phone Number</u>
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THE COMPANY DOES NOT PROVIDE OPERATOR SERVICES TO OTHER TELECOMMUNICATIONS COMPANIES. RATHER, THE COMPANY INTENDS TO PROVIDE OPERATOR SERVICES TO END-USERS AT COMPANY-SERVED HOSPITALITY LOCATIONS.

THE COMPANY RESELL THE SERVICES OF TELTRUST COMMUNICATIONS SERVICES, INC., A WELL-ESTABLISHED PROVIDER OF LIVE AND AUTOMATED OPERATOR SERVICES.

Appendix II Informational Tariff Sheet

<u>Description of Service</u>	<u>Applicant proposed Price change to consumer</u>	<u>Dominant Carriers³ Price for similar service</u>
1. Local Exchange Services	[THE COMPANY HAS NOT YET INITIATED INTERCONNECTION NEGOTIATIONS WITH THE INCUMBENT LECs.]	
2. Intra State Inter Exchange Services		
3.	See IXCTariff INFORMATIONAL Attached As Exhibit "D"	

³Dominant Carrier (South Central Bell or AT&T, whichever is appropriate). A copy of these companies' rates are found on Appendix V.

Office of the Secretary of State

RECEIVED PAGE 1
SECRETARY OF STATE

99 OCT 11 AM 11:20

NILEY B. FREEL
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN FIBER NETWORK, INC." 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 SIXTH DAY OF OCTOBER, A.D. 1999.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2258435 8300

0011182

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/26/1991
910845237 - 2258435

CERTIFICATE OF INCORPORATION
OF
AMERICAN FIBER NETWORK, INC.

We, the undersigned, of full age, for the purpose of forming a Delaware business corporation, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is American Fiber Network, Inc.

ARTICLE II. PURPOSE

The nature of the business of this business corporation is to engage in any lawful act or activity permitted to business corporations under the laws of the State of Delaware.

ARTICLE III. CORPORATE POWERS

This corporation shall possess all powers provided or not prohibited by law of the State of Delaware, and shall, without limitation, have the power to acquire, hold, mortgage, pledge or otherwise dispose of the shares, bonds, securities and other evidence of indebtedness of any domestic or foreign corporation.

ARTICLE IV. DURATION

The duration of this corporation shall be perpetual.

Articles of Incorporation Page 2

ARTICLE V. REGISTERED AGENT

The address of the registered office of this corporation and the name of its registered agent at such address is as follows:

National Corporation Company of Delaware, Inc.
381 West North Street, Unit 5
P. O. Box 1554
Dover, DE 19903-1554
County of Kent

ARTICLE VI. STOCK

The authorized shares of stock of this corporation shall be three thousand (3,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

No shareholders of the corporation shall have any pre-emptive or other right to acquire the common stock or any other securities of the corporation.

Other than the shares originally issued to the incorporators, no stock shall be issued without unanimous approval of all shareholders.

The shareholders of the corporation shall not be entitled to cumulate their votes in the election of directors.

ARTICLE VII. DIRECTORS

The name, post office address and term of office of the first directors of the corporation are as follows:

Douglas C. Bethell
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Articles of Incorporation Page 4

The Board of Directors shall have authority from time to time to create and issue rights to convert any of the company's securities into shares of any class or classes of its authorized stock. Such rights or options may be in the form of warrants, purchase certificates, securities or other instruments as determined and approved by the Board of Directors. The terms, conditions and provisions of such conversion rights or options, including the conversion basis or bases and the option price or prices at which shares may be purchased or subscribed for, may be fixed by resolution adopted by the Board of Directors.

ARTICLE IX. BY-LAWS

The Board of Directors of the corporation shall adopt such by-laws as are suitable for the proper regulation of the corporation's affairs and such by-laws shall be in full force and effect unless and until changed or repealed by unanimous vote of the shareholders, or unless and until amended by the Board of Directors of the corporation and by such procedure as they may provide in the by-laws of the corporation.

ARTICLE X. POWERS

In addition to the other powers, the unanimous affirmative vote of the shareholders shall be required to authorize: (1) an amendment to or the restating of the Articles of Incorporation of this corporation; or (2) the sale, lease, exchange or other

Articles of Incorporation Page 5

adoption of an agreement of consolidation or merger.

ARTICLE XI. INCORPORATORS

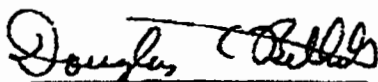
The name and post office address of the incorporators are as follows:

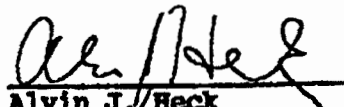
Douglas C. Bethell
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

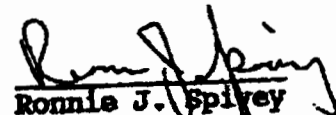
Alvin J. Heck
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Ronnie J. Spivey
12016 Ballentine
Overland Park, Kansas 66213

IN WITNESS WHEREOF, I have hereby set my hand this 19th
day of March, 1991.


Douglas C. Bethell


Alvin J. Heck


Ronnie J. Spivey

STATE OF KANSAS)
) ss
COUNTY OF JOHNSON)

On this 19th day of March, 1991, before me, a Notary Public, personally appeared Douglas C. Bethell, Alvin J. Heck, and Ronnie J. Spivey, to me known to be the persons described in the above document and who executed the foregoing Articles of Incorporation, and each acknowledged that his was a person of full age and that he executed the same as his free act and deed and for the uses and purposes therein expressed and that any facts stated therein are true and correct.

Secretary of State**Corporations Section**

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

REQUEST NUMBER: 99284331

TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 10/11/1999

STATUS: ACTIVE

CORPORATE EXPIRATION DATE: PERPETUAL

CONTROL NUMBER: 0378300

JURISDICTION: DELAWARE

TO:
 CAPITAL FILING SERVICE, INC
 7051 HIGHWAY 70 S
 NO 333
 NASHVILLE, TN 37221

REQUESTED BY:
 CAPITAL FILING SERVICE, INC
 7051 HIGHWAY 70 S
 NO 333
 NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE (X) HEREBY CERTIFY THAT

"AMERICAN FIBER NETWORK, INC."

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
 TRANSACT BUSINESS IN THIS STATE;
 THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
 AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
 THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/11/99

FROM:
 CAPITAL FILING SERVICE, INC.
 7051 HWY 70 S
 #333
 NASHVILLE, TN 37221-0000

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002559102
 ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
 SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF INCORPORATION

American Fiber Network

To the Secretary of State of the State of Tennessee:

99 OCT 11 AM 11:20

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is American Fiber Network

If different, the name under which the certificate of authority is to be obtained is American Fiber Network, Inc.

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is March 26, 1991 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

9401 Indiana Creek Pkwy, Ste. 140, Overland Park, Kansas 66210

Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is _____

540 C.T. Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox

Street	City/State	County	Zip Code

The name of its registered agent at that office is _____

C.T. Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Douglas C. Bethell, 9401 Indiana Creek Pkwy, Ste. 140, Overland Park, Kansas 66210, PresidentApril Joyne Hubard, 9401 Indiana Creek Pkwy, Ste. 140, Overland Park, Kansas 66210, Sec.

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Douglas C. Bethell, 9401 Indiana Creek Pkwy, Ste. 140, Overland Park, Kansas 66210

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____

_____ 19 _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

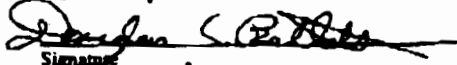
[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

Signature Date _____

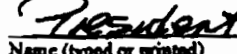
Signer's Capacity _____

American Fiber Network

Name of Corporation



Signature



Name (typed or printed)

SS-4431 (Rev. 7/93)

(TENN. - 1452 - 11/14/95)

RDA 1678

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 10/11/99
 REQUEST NUMBER: 3749-3193
 TELEPHONE CONTACT: (615) 741-2286
 FILE DATE/TIME: 10/11/99 1120
 EFFECTIVE DATE/TIME: 10/11/99 1120
 CONTROL NUMBER: 0378380

TO:
 CAPITAL FILING SERVICE INC.
 7051 HWY 70 S
 NO 333
 NASHVILLE, TN 37221

RE:
 AMERICAN FIBER NETWORK, INC.
 APPLICATION FOR CERTIFICATE OF AUTHORITY -
 FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
 AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
 ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
 CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
 NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
 REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
 ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
 OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
 AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
 OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
 FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
 FOR PROFIT

ON DATE: 10/11/99

FROM:
 CAPITAL FILING SERVICE, INC.
 7051 HWY 70 S
 #333
 NASHVILLE, TN 37221-0000

RECEIVED: FEES \$600.00 \$0.00
 TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002559020
 ACCOUNT NUMBER: 00101230



SS-4458

OCT-11-1999 14:55

6156460010

96%

P.02

Riley C. Darnell

RILEY C. DARNELL
 SECRETARY OF STATE