

Company ID: 113293
Global Crossing North American Networks, Inc.
180 South Clinton
Rochester, NY 14646

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN August 1, 2000

IN RE: CASE NUMBER: 00-00596

Frontier Communications International, Inc. to change its name to Global Crossing North American Networks, Inc.

-ORDER--

This matter is before the Tennessee Regulatory Authority upon the petition of Frontier Communications International, Inc. to change its company name. The TRA considered this request at their regularly scheduled Conference held on August 1, 2000 and concluded that the applicant has met all the TRA requirements for changing its name. Pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

1. That the petition of Frontier Communications International, Inc is approved.
2. That Global Crossing North American Networks, Inc. holds a Certificate of Public Convenience and Necessity to provide resold telecommunications services in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. 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

K.D. Waddell

David Kyle
Chairman
James Greer
Director
W.J. Hall
Director

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00113293
Frontier Communications International, Inc.
180 South Clinton Ave.
Rochester, NY 14646

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee August 23, 1995

IN RE: CASE NUMBER: 95-02845

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.




---ORDER---

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on August 22, 1995 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.


Executive Director


Chairman

Commissioner

Commissioner

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 11/24/99

REQUEST NUMBER: 3771-0116

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 11/24/99 1034

EFFECTIVE DATE/TIME: 11/24/99 1630

CONTROL NUMBER: 0277977

TO:
CSC/USC
80 STATE STREET

ALBANY, NY 12207-2543

RE:
GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

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

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 11/22/99

FROM:
CSC/USC (80 STATE ST)
80 STATE STREET

ALBANY, NY 12207-2543

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

RECEIPT NUMBER: 00002574757
ACCOUNT NUMBER: 00269941

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



State of Tennessee



Department of State

Corporations Section

18th Floor, James K. Polk Building

Nashville, TN 37243-0306

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED

RECEIVED

STATE OF TENNESSEE

To the Secretary of State of the State of Tennessee, 11/10/99 10:34

99 NOV 22 AM 9:50

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Frontier Communications International Inc. changed to:
Global Crossing North American Networks, Inc.
If different, the name under which the certificate of authority is to be obtained is _____

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

3. The date of its incorporation is 09/23/82 (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 _____
180 S. Clinton Avenue Rochester NY 14646
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is
500 Tallan Bldg. Two Union Sqaure Chatanooga, TN 37402-2571
Street City/State County Zip Code

The name of its registered agent at that office is The Prentice-Hall Corporation System, Inc.

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

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

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 _____ (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 successfully filed in Tennessee.]

Signature Date

9/28/99

Assistant Secretary

Signer's Capacity

Frontier Communications International Inc.

Name of Corporation

Signature

Barbara J. LaVerdi

Named (typed or printed)



SS-4435 (Rev. 3/99)

RDA 1678

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1982, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1985, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "RCI CORPORATION" TO "RCI NETWORK SERVICES, INC.", FILED THE THIRTEENTH DAY OF MARCH, A.D. 1990, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1993, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, CHANGING ITS NAME FROM "RCI NETWORK SERVICES, INC." TO "RCI LONG DISTANCE, INC.", FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1993, AT 2 O'CLOCK P.M.

0944968 8310

991411541

0000402

09-30-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

Office of the Secretary of State

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FBI LONG DISTANCE, INC." TO "FRONTIER COMMUNICATIONS INTERNATIONAL INC.", FILED THE TWENTIETH DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE SIXTEENTH DAY OF FEBRUARY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE SIXTEENTH DAY OF FEBRUARY, A.D. 1996, AT 9:05 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF JULY, A.D. 1996, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FRONTIER COMMUNICATIONS INTERNATIONAL INC." TO "GLOBAL CROSSING NORTH AMERICAN NETWORKS, INC.", FILED THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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.

0944968 8310

991411541

0000402

09-30-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

JUL 31 1995 *pc*

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL INTEREXCHANGE
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-.57]

RECEIVED
CONSUMER SERVICES DIV.
AUG 04 1995
TN PUBLIC SERVICE COMM.

SECTION A

Part 1: General Information

A. Name of Applicant: Frontier Communications International Inc.
Address 180 South Clinton Avenue, Rochester
State: New York Zip Code: 14646 Phone No. (818)787-6279

B. Owner, Partners, or Corporate Officer

| NAME | ADDRESS | CITY | STATE | ZIP CODE |
|--|-----------------------|-----------|-------|----------|
| Dale M. Gregory, President and CEO | 180 S. Clinton Avenue | Rochester | NY | 14646 |
| James F. Mulcahy, Secretary and Treasurer | Same as above. | | | |
| James G. Dole, Vice President | Same as above. | | | |
| Richard K. Coleman, Vice President | Same as above. | | | |
| Valerie A. Iman, Asst. Secretary and Asst. Treasurer | Same as above. | | | |
| Barbara J. LaVerdi, Asst. Secretary | Same as above. | | | |

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.

Name Michael Nighan
Tennessee Phone No. (716) 777-8456 Fax No. (716) 232-3646

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

(800) 836-8080

95-2845
(To be filled out by PSC)
Company ID Number 113293
Date Approved _____
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

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

 X Resell Interexchange long distance services
 X Operator Services
 Other (describe below)

F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.

G. List the state(s) you are authorized to operate in at this time.

Frontier is authorized to operate in all states except Oklahoma.
No certification is required in Montana, Michigan, Utah or
Virginia.

H. List any states that you have been denied authority to provide service.

None.

I. Areas in Tennessee to be served.

Entire State

J. What type of customers will the company serve?

a. Business X
b. Residential X
c. Aggregators X
 (e.g. Hotels, Payphones)
d. Other (specify) _____

K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount.

No.

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Yes, where required.

M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹

N. What is the applicant's 10XXX or 800 access code?

Frontier's 10XXX code is: 10211

O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

No.

P. What facility-based network will the applicant be reselling?

MCI and Allnet

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²?

The local telephone company's billing system will be utilized in areas where a billing and collection agreement exists between Frontier and the local exchange carrier. Frontier also utilizes a different billing and collection provider.

R. Describe briefly how the applicant plans to market their services in Tennessee. If an independent telemarketer is going to be used, state company name and address.

All sales are made via direct sales.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Frontier obtains a written letter of agency from all customers and submits PIC changes to the appropriate LEC. Customers may also contact the LEC directly to switch to Frontier.

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

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

T. 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

U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.

Yes X No

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation

 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident

(1) Attach a copy of Articles of Incorporation and current by-laws.

(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

Part III: Financial Information

A. Attach a current financial statement showing 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.

Part IV: Display Card

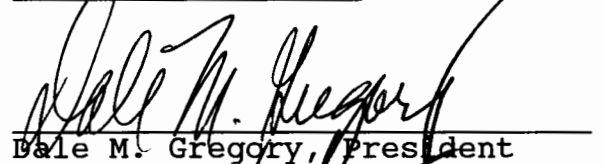
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds.

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations.
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206.
 - That all information provided in the attached registration document is true to the best of my knowledge.

Frontier Communications
International Inc.


Dale M. Gregory, President

Date: 7/26/95

Subscribed and sworn
before me this 27th day
of July, 1995


Notary Public

SEAL

JAMIE L. HODGES
Notary Public in the State of New York
MONROE COUNTY
Commission Expires April 30, 1996

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

RCI LONG DISTANCE, INC.

RCI LONG DISTANCE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That at a meeting of the Board of Directors resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for a meeting of the stockholders of said consideration thereof, The resolution setting forth the proposed is as follows:

RESOLVED, That the Certificate of Incorporation of this corporation be amended by changing the Article(s) thereof numbered so that, as amended said Article(s) shall be and read as follows:

FIRST: The Name of the corporation is: **FRONTIER COMMUNICATIONS INTERNATIONAL INC.**

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stock holders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said has caused its corporate seal to be hereunto affixed and this certificate to be signed by Dale M. Gregory, its CEO, and Barbara J. LaVerdi its Assistant Secretary, this *13th* day of *OCTOBER*, 1994.

By: _____

Dale M. Gregory
Dale M. Gregory, CEO

By: _____

Barbara J. LaVerdi
Barbara J. LaVerdi, Assistant Secretary

FILED 10Am

CERTIFICATE OF INCORPORATION

of

SEP 23 1982

RCI CORPORATION

William C. Kufon
SECRETARY OF STATE

The undersigned, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, hereby certifies:

FIRST: The name of the corporation is RCI CORPORATION.

SECOND: The address of the corporation's registered office in the State of Delaware is 100 West 10th Street, ^{New Castle County} Wilmington, Delaware. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The corporation shall have authority to issue a total of 1000 shares of capital stock, all of which shall be common stock with a par value of \$.01 per share.

FIFTH: The name and mailing address of the incorporator is JOSEPHINE S. TRUBEK, Corporate Counsel, Rochester Telephone Corporation, 100 Midtown Plaza, Rochester, New York, 14646.

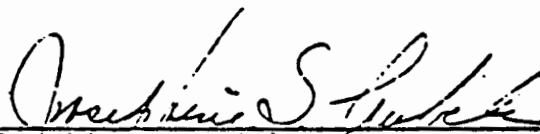
SIXTH: Election of directors need not be by written ballot unless and to the extent the By-Laws of the corporation so provide.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, or repeal from time to time the By-Laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware or the Certificate of Incorporation of the Corporation.

(2)

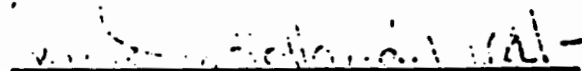
EIGHTH: The Corporation reserves the right at any time and from time to time to amend, alter or repeal any provision contained in the Certificate of Incorporation in the manner now or as hereafter prescribed by law, and all rights, preferences, and privileges conferred upon stockholders, directors, and officers by or pursuant to this Certificate of Incorporation in its present form or as hereafter amended are subject to the rights reserved in this Article.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 17th day of September 1982.


Josephine S. Trubek
Incorporator

STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

On this 17th day of September, 1982, before me personally came JOSEPHINE S. TRUBEK, to me known, who being by me duly sworn, did depose and say that she resides in the County of Orleans, State of New York; that she is the Incorporator of RCI CORPORATION; that she has read the foregoing instrument and affirms the truth of statements contained therein, and that she signed her name thereto.


Notary Public

RECEIVED FOR RECORD

SEP 23 1982

LED J. DUCAN, Jr., Recorder

SAUNDERS & BROWN, INC.
Notary Public
New York, N.Y.

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 10/26/1994
REQUEST NUMBER: 2909 31A

CHARTER/QUALIFICATION DATE: 04/11/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0277977
JURISDICTION: DELAWARE

TO:
PRENTICE HALL
500 CENTRAL AVE

ALBANY, NY 12206

REQUESTED BY:
PRENTICE HALL
500 CENTRAL AVE

ALBANY, NY 12206

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"FRONTIER COMMUNICATIONS INTERNATIONAL INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

| REFERENCE NUMBER | DATE FILED | FILING TYPE | FILING ACTION |
|---------------------|------------|-----------------|--|
| 2909-0128 | 10/26/1994 | AMEND-QUAL-PROF | NAM DUR STK PRN OFC AGT INC MAL FYC X |

FOR: REQUEST FOR COPIES

ON DATE: 10/26/94

FEES

FROM:
PRENTICE HALL LEGAL & FIN (ALBANY, NY)
500 CENTRAL AVENUE

RECEIVED: \$40.00 \$40.00
TOTAL PAYMENT RECEIVED: \$80.00

ALBANY, NY 12206-0000

RECEIPT NUMBER: 00001709883
ACCOUNT NUMBER: 00054845



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE