

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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WASHINGTON, D. C. 20036

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NEW YORK, N.Y.

LOS ANGELES, CA.

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FACSIMILE

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WRITER'S DIRECT LINE
(202) 955-9767

August 14, 1997

RECEIVED
TELECOMMUNICATIONS DIVISION
TENNESSEE REGULATORY AUTHORITY

AUG 20 1997

VIA OVERNIGHT DELIVERY

97-01409

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Application of ACSI Local Switched Services, Inc.

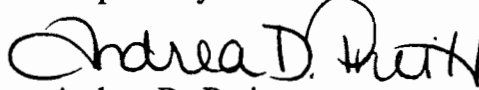
Dear Mr. Waddell:

Enclosed for filing with the Tennessee Regulatory Authority please find an original and 13 copies of ACSI Local Switched Services, Inc.'s application to provide intrastate interexchange services. Also enclosed is a check in the amount of \$50.00 to cover the requisite filing fee.

Finally, enclosed are a duplicate copy of this filing and a self-addressed, postage-paid envelope. Please date-stamp the duplicate and return it in the envelope provided.

Please do not hesitate to call me if you have any questions.

Respectfully submitted,


Andrea D. Pruitt

Enclosure

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

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

SECTION A

Part 1: General Information

A. Name of Applicant ACSI Local Switched Services, Inc.

Address 131 National Business Parkway, Suite 100 City Annapolis Junction
State MD Zip Code 20701 Phone No. (301) 617-4200

B. Owner, Partners, or Corporate Officer See Exhibit A.

NAME	ADDRESS	CITY	STATE	ZIP CODE

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday. **Not applicable.**

Name _____ Tennessee Phone No. _____ Fax No. _____

D. List a toll-free telephone that consumers can call to report service problems and/or request refunds or adjustments. (800) 831-0309

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

☒ Resell Interexchange long distance services

☒ 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. **Not applicable.**

G. List the state(s) you are authorized to operate in at this time. **The Applicant is not authorized to provide service in any state but is in the process of obtaining authorization in all 50 states.**

(To be filled out by PSC)

Company ID Number 126535

Date Approved _____

Evaluator _____

Mail the completed application and 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.

97-01409
97-1409

- H. List any states that you have been denied authority to provide service.
None
- I. Areas in Tennessee to be served.
Statewide
- J. What type of Customers will the company serve?
 a. Business X
 b. Residential X
 c. Aggregators _____
 (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 you, 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 X No __
- 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? None.
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee? No. ACSI, however, may lease capacity from from American Communications Services of Chattanooga, Inc.
- P. What facility-based network will the applicant be reselling? The Company has not yet determined which underlying carrier's service it will resell.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²²? ACSI will outsource its billing functions to a third party billing agent.
- 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.
ACSI will market through in-person sales calls, phone solicitation, television, print and radio advertising.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. In compliance with FCC rules, ACSI will verify PIC changes using a letter of Authorization (See Exhibit B) or an independent third party agent.

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

²²A 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 Authority 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. **See Exhibit C.**
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **See Exhibit D.**

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. **See Exhibit E.**

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.

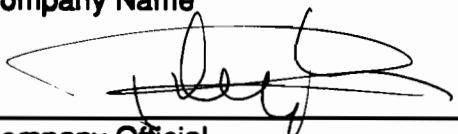
³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

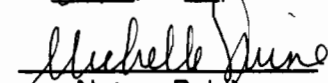
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- 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 (Appendix IV),
- That all information provided in the attached registration document is true to the best of my knowledge.

ABSI Local Switched Services, Inc. 6/30/97
Company Name Date


Company Official Title
Executive Vice President
& General Counsel

Subscribed and sworn
before me this 30 day
of June, 1997


Notary Public

MICHELLE D. SHINE
Notary Public, State of Maryland
Qualified in Anne Arundel County
Commission Expires July 21, 1999

seal

Appendix I

<u>Reseller Name</u>	<u>Address</u>	<u>Contact Person</u>
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APPENDIX II
Informational Tariff Sheet

RATE SCHEDULES

1. **Audio Conference Calling**

Description of Service

Audio Conference Calling service is an audio service that allows Customers to establish conference calls with individuals located at different sites. Customers may select among the following audioconferencing services when making a conference reservation:

800 Attended- Using the 800 Attended option, each participant to the conference enters into the conference meeting using their pre-assigned conference telephone number. 800 Attended provides a "live" conference operator who will enter each participant into the conference meeting.

800 Unattended- The 800 Unattended option is designed for experienced conference users who do not require a "live" conference operator to greet and enter participants into audioconferencing meetings. Under this option, each participant will dial into their scheduled Unattended call, receive an electronic voice greeting and prompt to enter their pass code into the telephone keypad to enter their conference meeting.

Dial Out- The Dial Out option is available for meetings that require a conference operator to "dial out" to meeting participants at a scheduled meeting time. The Dial Out participant list is either verbally given when the conference reservation is made or the Customer may fax the list of conference participants.

Issued:

Effective:

Issued By:

**Riley M. Murphy
EVP - Legal and Regulatory Affairs
ACSI Local Switched Services, Inc.
131 National Business Parkway, Suite 100
Annapolis Junction, MD 20701**

APPENDIX II
Informational Tariff Sheet

RATE SCHEDULES (Cont'd)

1. **Audio Conference Calling (Cont'd)**

Description of Service (Cont'd)

Local Meet Me Attended- Under the Local Meet Me Attended option, the participant, using a local DID number, dials into the conference meeting using a pre-assigned conference telephone number. Personal 800 numbers also can be used for those who schedule Local Meet Me Attended conferences. The participant will be greeted by a conference operator and each will be asked for the conference password. Additional security information can be requested by the operator such as the participant's name, or their employee number for high security conference meetings.

Local Unattended- Under the Local Unattended option, the participant, using a local DID number, dials into the conference meeting using a pre-assigned conference telephone number. Local Unattended is designed for Customers who are comfortable with audio conference meetings and do not require a "live" conference operator to greet and enter them into the conference call. Each participant will dial into their scheduled Unattended call, receive an electronic voice and prompt to enter the passcode into the telephone keypad to enter their conference meeting.

Audio Conference Customer also may select among the following additional features:

Tape Recording
Transcription
Fax
Tape Copes

Issued:

Effective:

Issued By:

**Riley M. Murphy
EVP - Legal and Regulatory Affairs
ACSI Local Switched Services, Inc.
131 National Business Parkway, Suite 100
Annapolis Junction, MD 20701**

APPENDIX II
Informational Tariff Sheet

RATE SCHEDULES (Cont'd)

1. **Audio Conference Calling (Cont'd)**

Billing Increments

Audio Conference Calls are billed in initial one (1) minute increments and additional periods of one (1) minute. All Audio Conference calls are rounded up to the next full minute

Proposed Rates

Audio Conference Calling Options

800 Attended	\$.55 per minute
800 Unattended	\$.45 per minute
Dial Out	\$.55 per minute
Local Meet Me Unattended	\$.30 per minute
Local Unattended	\$.25 per minute

Features:

The charges listed below are in addition to those listed for Audio Conference Calling.

Tape Recording	\$12.00 per 90 minutes
Transcription	\$50.00 per transcription hour
Fax	\$.50 per page
Tape Copies	\$10 per tape

Dominant Carrier/AT&T Rates

Not applicable.

Issued:

Effective:

Issued By:

**Riley M. Murphy
EVP - Legal and Regulatory Affairs
ACSI Local Switched Services, Inc.
131 National Business Parkway, Suite 100
Annapolis Junction, MD 20701**

APPENDIX II
Informational Tariff Sheet

RATE SCHEDULES

2. **Post-Paid Calling Card**

Description of Service

Post-Paid Calling Card service enables Customers to make calls through the use of a long distance calling card. Charges incurred are billed to the Customer's Accounts.

Billing Increments

Post-Paid Calling Card calls are billed in initial one (1) minute increments and additional periods of one (1) minute. All Post-Paid Calling Cards are rounded up to the next full minute.

Proposed Rates

Per Minute: \$0.25
There is no service charge.

Dominant Carrier/AT&T Rates

Basic MTS charge plus \$0.80 service charge for Customer Dialed Calling Card Station.

Issued:

Effective:

Issued By:

**Riley M. Murphy
EVP - Legal and Regulatory Affairs
ACSI Local Switched Services, Inc.
131 National Business Parkway, Suite 100
Annapolis Junction, MD 20701**

APPENDIX II
Informational Tariff Sheet

RATES SCHEDULES

3. **1+ Long Distance**

[RESERVED FOR FUTURE USE]

4. **Dedicated Toll Free Service**

[RESERVED FOR FUTURE USE]

5. **Prepaid Calling Card Service**

[RESERVED FOR FUTURE USE]

6. **Operator Services**

[RESERVED FOR FUTURE USE]

Issued:

Effective:

Issued By:

**Riley M. Murphy
EVP - Legal and Regulatory Affairs
ACSI Local Switched Services, Inc.
131 National Business Parkway, Suite 100
Annapolis Junction, MD 20701**

EXHIBIT A

The Applicant, ACSI Local Switched Services, Inc. is a wholly-owned subsidiary of American Communications Services, Inc. The officers are as follows:

Jack E. Reich	President
Anthony J. Pompliano	Chairman
George M. Tronseau	Chief Operating Officer
Riley M. Murphy	Executive Vice President-- Legal and Regulatory Affairs
David L. Piazza	Chief Financial Officer

All officers may be reached at 100 National Business Parkway, Suite 100, Annapolis Junction, MD 20701.

EXHIBIT B

Letter of Authorization

IntraLATA PIC Change

Date: _____

To: ACSI Switched Services

I hereby authorize ACSI to change my IntraLATA Primary Interexchange Carrier (PIC)

from _____ to _____
(current PIC) (new PIC)

Customer Name: _____

Customer Service Address: _____

Main Account Telephone Number: _____

Authorized Customer Name: _____

Authorized Customer Signature: _____

Letter of Authorization

InterLATA PIC Change

Date: _____

To: ACSI Switched Services

I hereby authorize ACSI to change my IntraLATA Primary Interexchange Carrier (PIC)

from _____ to _____
(current PIC) (new PIC)

Customer Name: _____

Customer Service Address: _____

Main Account Telephone Number: _____

Authorized Customer Name: _____

Authorized Customer Signature: _____

EXHIBIT C

STATE OF MARYLAND

515405

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

DATE: MARCH 17, 1997

THIS IS TO ADVISE YOU THAT THE ARTICLES OF AMENDMENT WITH A NAME
CHANGE FOR ACSI SWITCHED SERVICES, INC. CHANGING TO ACSI LOCAL
SWITCHED SERVICES, INC.
WERE RECEIVED AND APPROVED FOR RECORD ON MARCH 17, 1997 AT 9:16 AM.

FEE PAID:

78.00



JOSEPH V. STEWART
CHARTER SPECIALIST

AT5-031

ACSI Switched Services, Inc.

ARTICLES OF AMENDMENT

ACSI Switched Services, Inc., a Maryland Corporation having its principal office in Annapolis Junction, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article 2. of the Articles of Incorporation as heretofore amended, and inserting in lieu thereof the following:

The name of the corporation (which is hereinafter called the "Corporation") is: ACSI Local Switched Services, Inc.

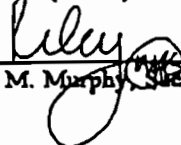
SECOND: The board of directors of the Corporation by unanimous written consent pursuant to Section 2-408 of Corporations and Associations Article of the Annotated Code of Maryland on March 13, 1997, duly adopted a resolution in which was set forth the forgoing amendment to the charter, declaring that the said amendment of the charter as proposed was advisable and directing that it be submitted for action thereon by the stockholders of the Corporation .

THIRD: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

ACSI Switched Services, Inc.

By 
Douglas R. Hudson
Executive Vice President

Witness: (Attest)


Riley M. Murphy, Secretary

MD - 594 - 1/23/81

CV Form

00/10/81 THE 17:11 FAX 001 400 1004 ACST. LEGAL 02004

THE UNDERSIGNED, Vice President of ACSI Switched Services, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Douglas R. Hudson

MD - 594 - 1/23/81
ST 0004

STATE OF MARYLAND

489256

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

DATE: NOVEMBER 27, 1996

THIS IS TO ADVISE YOU THAT THE ARTICLES OF INCORPORATION FOR
ACSI SWITCHED SERVICES, INC.
WERE RECEIVED AND APPROVED FOR RECORD ON NOVEMBER 27, 1996 AT 1:26 PM.

FEE PAID: 70.00



HARRY J. NOONAN
CHARTER SPECIALIST

AT5-031

06/19/97 THU 17:12 FAX 301 483 7654 ACSI. LEGAL 0000

ACSI SWITCHED SERVICES, INC.

ARTICLES OF INCORPORATION

JUN 27 1997

FIRST: THE UNDERSIGNED, Stephen A. Riddick, whose address is Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

ACSI SWITCHED SERVICES, INC.

THIRD: (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) Providing various telecommunications and network development services.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 131 National Business Parkway, Suite 100, Annapolis Junction, Maryland 20701.

FIFTH: The name and address of the resident agent of the Corporation in this State are P&M Agent Corp., 36 South Charles Street, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 200 shares of capital stock (no par value). All of such shares are initially classified as "Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Subject to the foregoing, the power of the Board of Directors to classify and reclassify any of the shares of capital stock shall include, without limitation, subject to the provisions of the charter, authority to classify or reclassify any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide and classify shares of any class into one or more series of such class, by determining, fixing, or altering one or more of the following:

(1) The distinctive designation of such class or series and the number of shares to constitute such class or series; provided that, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this Section.

(2) Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior or junior to or on a parity with the dividends

payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating.

(3) Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights.

(4) Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine.

(5) Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof, and if so, the terms thereof.

(6) The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior or junior to or on a parity with such rights of any other class or series of stock.

(7) Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this Section, and, if so, the terms and conditions thereof.

(8) Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series, not inconsistent with law and the charter of the Corporation.

(d) For the purposes hereof and of any articles supplementary to the charter providing for the classification or reclassification of any shares of capital stock or of any other charter document of the Corporation (unless otherwise provided in any such articles or document), any class or series of stock of the Corporation shall be deemed to rank:

(1) prior to another class or series either as to dividends or upon liquidation, if the holders of such class or series shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class or series;

(2) on a parity with another class or series either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof be different from those of such others, if the holders of such class or series of stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or liquidation prices, without preference or priority over the holders of such other class or series; and

(3) junior to another class or series either as to dividends or upon liquidation, if the rights of the holders of such class or series shall be subject or subordinate to the rights of the holders of such other class or series in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

SEVENTH: The number of directors of the Corporation shall initially be three (3) , which number may be increased or decreased by at least two-thirds of the directors then in office pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The initial director(s) shall be:

Richard A. Kozak
Christopher L. Rafferty
Olivier L. Trouveroy

EIGHTH: (a) The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual

or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law, and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the By-Laws and as permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right of indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the limitation of liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

00/10/91 THE 17:14 182 001 400 7004 0011
POST: LEGAL

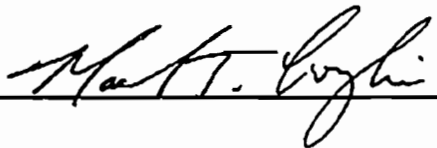
(7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

(b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on November 26, 1996.

WITNESS:



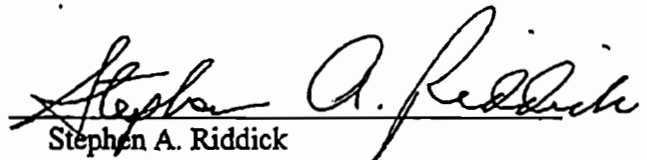

Stephen A. Riddick

EXHIBIT D

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

DATE: 07/22/97

REQUEST NUMBER: 3363-2256

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 07/22/97 1055

EFFECTIVE DATE/TIME: 07/22/97 1055

CONTROL NUMBER: 0334565

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

RE:
ACSI LOCAL SWITCHED SERVICES, 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: 07/22/97

FROM:
ACSI, INC.
15950 BAY VISTA DR.
SUITE 140
CLEARWATER, FL 34620-0000

RECEIVED: FEES \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002160194
ACCOUNT NUMBER: 00079074



RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

97 JUL 22 AM 10:55

To the Secretary of State of the State of Tennessee:

Whereas, by 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 ACSI Local Switched Services, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

[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 Maryland

3. The date of its incorporation is 11/27/96 (must be month, day, and year), and the period of duration, if other than perpetual, is (perpetual)

4. The complete street address (including zip code) of its principal office is 131 National Business Pkwy.
#100, Annapolis Junction, Maryland, Anne Arundel County, 20701
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

414 Union St., #1600, Nashville, TN Davidson 37219
Street City/State County Zip Code

The name of its registered agent at that office is

Henry Walker, Esq. (Boult, Cummings, Connors & Berry)

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

Please see attached.

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

Please 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

N/A, 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.]

6-24-97

Signature Date

Secretary

Signer's Capacity

SS-4431 (Rev. 8/89)

ACSI Local Switched Services, Inc.

Name of Corporation

Signature

Riley M. Murphy

Name (typed or printed)

Filing Fee: \$300.00

RECEIVED
SECRETARY OF STATE97 JUL 22 AM 10:55
BILL CASH
SECRETARY OF STATEACSI Local Switched Services, Inc.

The nature of the business of ACSI Local Switched Services, Inc. is to engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described in the Articles of Incorporation or to any other business at the time or theretofore engaged in by the Corporation, and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

Directors:

Christopher L. Rafferty
Jack E. Reich
Olivier L. Trouveroy

Officers:

Anthony J. Pompiano	Chairman
Riley M. Murphy	Secretary
David L. Piazza	Chief Financial Officer
Jack E. Reich	President & Chief Executive Officer
George M. Tronsrue, III	Chief Operating Officer

Address of each Director and Officer:

131 National Business Parkway, #100
Annapolis Junction, MD 20701
Phone: 301-617-4200

RECEIVED
SECRETARY OF STATE

97 JUL 22 AM 10:56

RILEY DARNELL
SECRETARY OF STATE

STATE OF MARYLAND

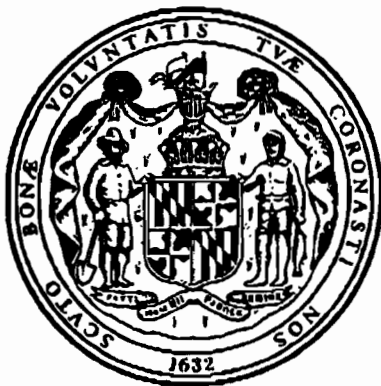
552548

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT ACSI LOCAL SWITCHED SERVICES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 18TH DAY OF JULY, 1997.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER

AT5-091