

Company ID: 00128319

West Kentucky Networks, Inc.
237 North 8th Street
Mayfield, KY 42066

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

January 25, 2000

IN RE: CASE NUMBER: 99-00155

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

---ORDER---

This matter is 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 January 25, 2000 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.



Chairman Melvin Malone

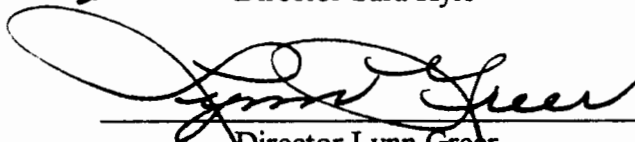


Director Sara Kyle

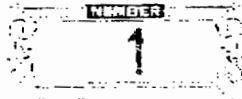
ATTEST:



Executive Secretary



Director Lynn Greer



INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF KENTUCKY

wk. net, inc.

The Corporation is authorized to issue 100 Common Shares -- No Par Value

This Certifies that **West Kentucky Rural Telephone
Cooperative Corporation, Inc.**
One Hundred (100)

*is the owner of
fully paid and*

*non-assessable Shares of the above Corporation transferable only on the
books of the Corporation by the holder hereof in person or by duly authorized
attorney upon surrender of this Certificate properly endorsed.*

*In Witness Whereof, the said Corporation has caused this Certificate to be signed
by its duly authorized officers and to be sealed with the Seal of the Corporation*

Dated April 21, 1997

Beverly G. Taylor
SECRETARY/TREASURER

Joe D. Thompson
PRESIDENT

CK# 12876
\$50.00

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

MAR 02 1999

TN REGULATORY AUTHORITY

2R

- B. Owner, Partners, or Corporate Officer**

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

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

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 877-954-8748

- x Resell Interexchange long distance services

Operator Services

Resell local services

Other (describe)

VOUCHER NO. 771-124294

CG# 12876 C.N.C. 281.03

50.00

DATE 3/4/99

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

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.

F. If providing aggregator 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) that the applicant is authorized to operate in at this time. None

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. 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.
West Kentucky Rural, Tennessee and Kentucky, None

H. List any states that the applicant has been denied authority to provide service.
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.

I. Areas in Tennessee to be served.
Cypress 901232, Cottage Grove 901782 Puryear 901247, & S. Hazel 901498

J. What type of customers will the applicant serve?
a. Business x
b. Residential x
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

K. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its 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 _____ No x

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, if applicable? N/A

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

P. What facility-based network(s) will the applicant be reselling? Worldcom through ANPT

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Local Company

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

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

- 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.
Through a variety of methods, including, but not limited to,
telemarketing and direct mailing.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. Via a letter of agency (LOA) signed
and dated by the customer, which conforms to FCC guidelines.
- 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.
- (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

If applicable, 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.

N/A

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

- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- 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),
- That all information provided in the attached registration document is true to the best of my knowledge.

West Kentucky Networks, Inc.

Company Name

Date

Anna P. Domett
Company Official

General Manager
Title

Subscribed and sworn
before me this 14 day
of Nov, 1999

Martha A. Jiskor
Notary Public

seal



Secretary of State**Corporations Section**

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

DATE: 08/12/99
REQUEST NUMBER: 3727-1902
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/12/99 0926
EFFECTIVE DATE/TIME: 08/12/99 0926
CONTROL NUMBER: 0375427

TO:
WEST KENTUCKY RURAL TELE
237 N. 8TH ST

MAYFIELD, KY 42066-0649

RE:
WEST KENTUCKY NETWORKS, 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: 05/19/99

FROM:
WEST KENTUCKY RURAL TELE (237 N 8TH/MAYF
237 N. 8TH ST

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

MAYFIELD, KY 42066-0649

RECEIPT NUMBER: 00002499663
ACCOUNT NUMBER: 00049774



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION OF
wk.net, inc.

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, wk.net, inc. is a corporation organized and existing under the laws of the Commonwealth of Kentucky with its registered office at 237 North 8th Street, Mayfield, Kentucky 42066; and

WHEREAS, on August 20, 1998, the directors of such corporation, by majority vote, passed a resolution to amend the Articles of Incorporation, and more specifically Article I thereof, to change the corporate name from wk.net, inc. to West Kentucky Networks, Inc.; and

WHEREAS, such proposed Amendment was submitted to a vote of the shareholder of all 100 shares of no par value common stock at a meeting duly and properly held on August 20, 1998; and

WHEREAS, such Amendment received the unanimous votes of the nine member Board of Trustees of the shareholder corporation;

NOW, THEREFORE, the name of this corporation as set forth in Article I of the Articles of Incorporation is changed from wk.net, inc. to West Kentucky Networks, Inc.

IN WITNESS WHEREOF, the President and Secretary of the corporation have affixed their names hereto, this 20th day of August, 1998.

wk.net, inc.

By Jeff Davis
Jeff Davis, President

By Jerry Stephenson
Jerry Stephenson, Secretary

ACKNOWLEDGMENT

STATE OF KENTUCKY,

COUNTY OF GRAVES.

I, the undersigned, notary public in and for the state and county aforesaid, do hereby certify that the foregoing Articles of Amendment to wk.net, inc. were produced to me in my county and acknowledge before me by Jeff Davis, President, and Jerry Stephenson, Secretary of wk.net, inc., to be their free act and deed and the free act and deed of said corporation, this 20th day of August, 1998.

Martha A. Fisher
Notary Public, State-at-Large, Kentucky
My commission expires April 29, 2000

This instrument was prepared
by Gayle B. Robbins, Attorney
ROBBINS & ROBBINS
101 South 7th Street
Mayfield, Kentucky 42066

Gayle B. Robbins

ARTICLES OF INCORPORATION
of
wk.net, inc.

RECEIVED & FILED
Mar 21 10 50 AM '97
JOHN Y. DO
SECRETARY
COMMONWEALTH OF KENTUCKY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby declare and affirm the intent and purpose of forming a corporation under the laws of the Commonwealth of Kentucky:

ARTICLE I

The corporation hereby proposed to be organized shall be named and known as wk.net, inc. by which it may contract and be contracted with, sue and be sued, adopt a corporate seal, and do all things necessary to the conduct of its business in the furtherance of its expressed purpose.

ARTICLE II

The purpose and nature of the business which is to be transacted, promoted, and carried on by this corporation shall be:

- (1) To provide Internet telephony services and all other lawful related telecommunications services;
- (2) To buy, sell, convey, lease, pledge, mortgage, exchange, assign or otherwise acquire, hold and dispose of, handle and otherwise deal in and with real and personal property or any interest therein of whatever name, nature, and description, and wherever the same may be situated, either within or without the Commonwealth of Kentucky, and to exercise unlimitedly all rights and powers incident to acquisition, holding or disposition of such interest;
- (3) To lend money, credit or property to, guarantee or assume interests in, or contracts or obligations of, and otherwise and/or assist in any other manner corporations, associations, and persons;

- (4) To do all things necessary or desirable to protect or enhance directly or indirectly the value of any interest owned by the corporation or in which it may have any beneficial interest or rights;
- (5) To borrow money, credit, or property, to make contracts, to incur obligations and to secure the same by mortgage or pledge of all or part of its assets or franchises;
- (6) To act for others in any capacity or manner, to participate with others and to merge or consolidate with other concerns in any business, enterprise, or transaction which the company is authorized to engage in, in any manner and on any terms; and
- (7) To do any and all further acts consistent with the purposes hereinbefore set forth, as now or hereafter authorized by law for a corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the Commonwealth of Kentucky.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The street address of the initial registered office of this corporation is 237 North 8th Street, Mayfield, Kentucky 42066, and the name of the initial registered agent at such address is Glen B. Sears.

ARTICLE V

The mailing address of the corporation's principal office is P. O. Box 649, Mayfield, Kentucky 42066.

ARTICLE VI

The total number of shares of stock authorized to be issued and the authorized class thereof shall be 100 shares of no par value common stock.

ARTICLE VII

The nine initial board of directors who are also the incorporators shall be as follows:

Name	Address
Jeff Davis	Route 1, Box 245, Cunningham, KY 42035
Jerry Stephenson	5400 Highway 140 W, Puryear, TN 38251
Algene Goatley	4314 State Rotue 339 N, Hickory, KY 42051
Bill Futrell	2090 Olive Creek Rd, Benton, KY 42025
Beverly Taylor	Box 115, Farmington, KY 42040
Gail Dobson	918 State Route 1390, Mayfield, KY 42066
Joe Thompson	P. O. Box 164, Hazel, KY 42029
Cortez Schmidt	6538 State Route 131, Hickory, KY 42051
Delbert Newsome	871 Hammond Road, Farmington, KY 42040

The directors shall serve until the first annual meeting of shareholders or until their successors be elected and qualify.

ARTICLE VIII

The board of directors shall have the power to adopt bylaws for the operation of the corporation provided such bylaws are not inconsistent with these Articles of Incorporation or with the laws of the Commonwealth of Kentucky.

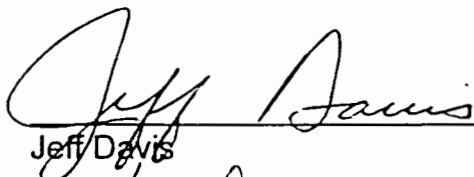
ARTICLE IX

The personal liability of the directors of the corporation for monetary damages for breach of his duties as a director are hereby eliminated for this corporation, except as to the following:

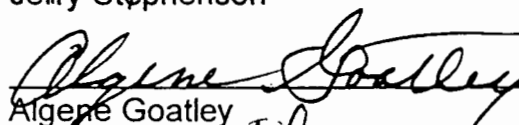
- (1) For any transaction in which the director's personal financial interest is in conflict with the financial interest of the corporation or its shareholders;
- (2) For acts or omissions not in good faith or which involved intentional misconduct or are known to the director to be a violation of law;

- (3) For any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or
- (4) For any transaction for which the director derived an improper personal benefit.

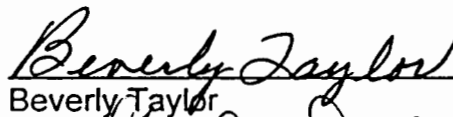
IN WITNESS WHEREOF, we have hereunto set our hands, this 26 day of February, 1997.



Jeff Davis

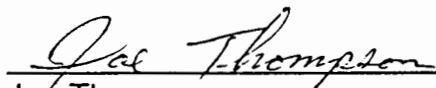

Jerry Stephenson


Algene Goatley


Bill Futrell


Beverly Taylor


Gail Dobson


Joe Thompson


Cortez Schmidt


Delbert Newsome

ACKNOWLEDGMENT

STATE OF KENTUCKY,
COUNTY OF GRAVES.

I, the undersigned, notary public in and for the state and county aforesaid, hereby certify that the foregoing Articles of Incorporation was produced to me in my county

and acknowledged before me by Jeff Davis, Jerry Stephenson, Algene Goatley, Bill Futrell, Beverly Taylor, Gail Dobson, Joe Thompson, Cortez Schmidt, and Delbert Newsome to be their free act and deed, this 26 day of February, 1997.

Sammy Piscatelle
Notary Public, State-at-Large, Kentucky
My commission expires 4-15-98

This instrument was prepared
by Gayle B. Robbins, Attorney
ROBBINS & ROBBINS
101 South Seventh Street
Mayfield, Kentucky 42066

Gayle B. Robbins

STATE OF KENTUCKY
COUNTY OF GRAVES, Sct

I, Glen Bruce, Clerk of the County Court in and for the
State and County aforesaid do certify that this instrument
was lodged in my office for record on the 22 day of

April 1997 at 9:03 o'clock am and the
same and the foregoing and this certificate have been
duly recorded in Articles 12 page 55

in the Graves County Court Clerk's Office this the 13th
day of May 1997

GLEN BRUCE, Clerk

By

D. Wiegand c.c.