

ORIGINAL



Progress Telecom, LLC

November 18, 2003

VIA HAND DELIVERY

Ms. Blanca S. Bayó, Director
Division of the Commission Clerk
and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

031066-TT

COMMISSION
CLERK

03 NOV 18 PM 1:20

RECEIVED 11:50

Re: Request for Acknowledgment of Progress Telecom Corporation's
Name Change to Progress Telecom, LLC

Dear Ms. Bayó:

On behalf of Progress Telecom Corporation, we respectfully request acknowledgment or, to the extent necessary, approval of the Florida Public Service Commission ("Commission") for the conversion of Progress Telecom Corporation, in accordance with Delaware law, into a limited liability company, and accordingly, its name change to Progress Telecom, LLC (together with Progress Telecom Corporation, referred to herein as "PTC").

PTC currently is authorized to provide intrastate telecommunications services in Florida. PTC was formed as a Florida corporation to do business in various states where it is authorized to provide telecommunications services. PTC's corporate parents are Progress Telecommunications Corporation ("Old PTC") and Caronet, Inc. ("Caronet"), companies that are ultimately owned by Progress Energy, Inc., all of which are holding companies. PTC's technical, financial and managerial qualifications to provide telecommunications services are a matter of public record, provided to the Commission in connection with its certification application.

On November 4, 2003, in connection with a transaction whereby Old PTC, Caronet and EPIK Communications, Incorporated ("EPIK") will contribute certain assets to PTC, in return for which PTC will issue membership interests, PTC was converted into a Delaware limited liability company. Under Delaware law, the conversion of a Florida corporation into a Delaware LLC is treated as a continuation of the original corporate entity and the date of commencement of existence for the LLC is the same date that the corporation was originally formed. All of the assets, rights, liabilities and obligations of the corporation became the assets, rights, liabilities and obligations of the LLC by operation of law.

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FPSC-BUREAU OF RECORDS

DOCUMENT NO.
11584-03
11-18-03

Given the fact that there is no change in the identity of the legal entity resulting from the conversion of a Florida corporation into a Delaware LLC, such conversion is most appropriately treated as a name change. Although PTC, the corporation, has changed its legal form, it is not transferring any assets to a different legal entity or taking on new debt. Moreover, the conversion into an LLC will be perfectly transparent to customers as it does not involve any change in the rates, terms or conditions of the services previously provided to customers, or in the facilities used to provide such services. Management and operating personnel are not changing and the contact person for both customers and regulatory agencies remains the same. This "metamorphosis" of the corporation into an LLC is, for regulatory and most other purposes, nothing more than a name change, and a minor one at that, as Progress Telecom Corporation is merely becoming Progress Telecom, LLC.

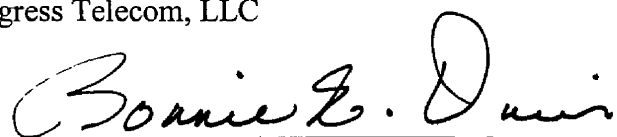
In view of the insignificant nature of the name change, there is no potential for customer confusion and it is respectfully requested that any otherwise applicable requirements for customer notification be waived. This situation does not warrant incurring the considerable expense of providing notice to all customers and such notice would not provide the customers with any needed information as this change is not likely to cause any confusion. Similarly, given the nature of this change, it is respectfully requested that PTC not be required to amend its outstanding tariffs to make this minimal change to its name, particularly as the identifying portion of its name, Progress Telecom, remains exactly the same.

Enclosed please find two (2) copies of the certificates of conversion and formation issued to PTC by the state of Delaware. The corresponding documentation qualifying PTC to transact business in the state of Florida as a foreign corporation will be submitted as a supplement to this filing upon receipt from the Division of Corporations. Please acknowledge your receipt of this filing on the enclosed copy of this letter and return to the undersigned. If you have any questions about this matter, please contact the undersigned.

Respectfully submitted,

Progress Telecom, LLC

By:


James A. McGee

Associate General Counsel
Progress Energy Service Company, LLC
100 Central Avenue
St. Petersburg, Florida 33701
(727) 820-5184

Enclosures

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "PROGRESS TELECOM CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PROGRESS TELECOM CORPORATION" TO "PROGRESS TELECOM, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2003, AT 2:08 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3723569 8100V

AUTHENTICATION: 2729616 -

030707519

DATE: 11-04-03

**Certificate of Conversion to a
Limited Liability Company**

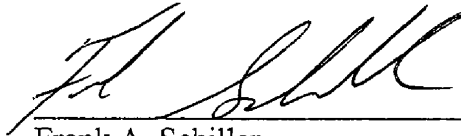
1. Name of entity requesting conversion: Progress Telecom Corporation

2. The date on which and jurisdiction where Progress Telecom Corporation was first incorporated: Incorporated in the State of Florida on December 21, 2001

3. The name of the limited liability company as set forth in its certificate of formation: Progress Telecom, LLC

This is the 4th day of November, 2003.

Authorized Person:



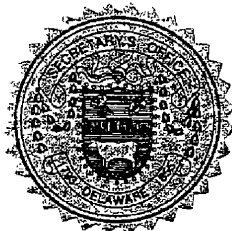
Frank A. Schiller,
Secretary and General Counsel

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PROGRESS TELECOM, LLC" FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2003, AT 2:08 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3723569 8100V

AUTHENTICATION: 2729616

**Certificate of Formation
Limited Liability Company**

1. The name of the limited liability company: Progress Telecom, LLC

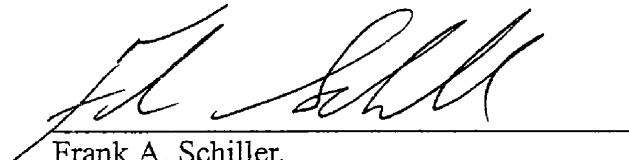
2. The address of the registered office and the name and address of the registered agent for service of process:

Registered Office:
100 Second Avenue South
Suite 400 South
St Petersburg, Florida 33701

Registered Agent:
Corporation Service Company
2711 Centerville Road
Suite 400
Wilmington, DE 19808

This is the 4th day of November, 2003.

Authorized Person:



Frank A. Schiller,
Secretary and General Counsel