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November 24, 1998

**VIA OVERNIGHT DELIVERY**

Blanca S. Bayo  
Director, Division of Public Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0850

980000  
**RECEIVED**  
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CMU

Re: Consummation of UniDial Holdings, Inc.'s Acquisition of Metracom Corporation  
Docket No. 980681-TI

Dear Ms. Bayo:

UniDial Holdings, Inc. ("UniDial") and Metracom Corporation ("Metracom") (together the "Parties"), hereby notify the Commission that the Parties have consummated the above-captioned transaction. As set forth at length in the Parties' letter application filed on May 26, 1998 in the captioned docket and approved by the Commission on June 30, 1998, for various financial reasons, UniDial established Metracom as a wholly-owned subsidiary through a forward subsidiary merger. Specifically, Metracom was merged with and into a wholly owned subsidiary of UniDial which immediately changed its name to Metracom after the transaction.

For corporate reasons related to the transaction, the Parties chose to employ a limited liability company instead of a corporation as the acquisition subsidiary. Therefore Metracom LLC is now a wholly owned subsidiary of UniDial that will continue to provide service under the Metracom name. A copy of Metracom LLC's application authority to transact business in Florida is attached. The transaction did not change the rates, terms or conditions of Metracom's service. To the extent necessary, however, Metracom will file a revised tariff to reflect the name change from Metracom Corporation to Metracom LLC under separate cover.

DOCUMENT NUMBER - DATE

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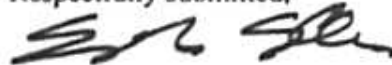
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Blanca S. Bayo  
November 24, 1998  
Page 2

An original and five (5) copies of this letter are enclosed. Please date stamp and return the enclosed extra copy of this letter in the attached postage pre-paid envelope. If you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Phyllis A. Whitten  
Edward S. Quill, Jr

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 6, 1998

CT CORPORATION SYSTEM

Qualification documents for METRACOM LLC were filed on November 6, 1998, and assigned document number M98000001305. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date.

A limited liability company annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Michelle Hodges  
Document Specialist  
Division of Corporations

Letter Number: 698A00054108

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Metracom LLC

(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "LLC." or "L.C." if not so contained in the name at present.)

2. Delaware 3. \_\_\_\_\_

(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 15, 1998 5. Perpetual

(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. November 4, 1998

(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 210 South Street, 9th Floor, Boston, Massachusetts 02111

(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See 1 in Addendum</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

## Addendum

1. Name: S. Andrew McKay  
Title: MGR  
c. 9931 Corporate Campus Dr., Suite 3000, Louisville, KY 40228
- Name: John Roth  
Title: MGR  
c. 9931 Corporate Campus Dr., Suite 3000, Louisville, KY 40228
- Name: J. Sherman Henderson, III  
Title: MGR  
c. 9931 Corporate Campus Dr., Suite 3000
- Address: George Pappas  
Title: MGR  
c. 210 South Street, 9th Floor, Boston, MA

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DIVISION OF THE OFFICE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Metracom LLC

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2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM  
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box ~~not~~ acceptable)

Plantation, Florida 33324  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

 ASST. SEC.  
(Signature)

November 2, 1998  
(Date)

Charles Shampang, Asst. Secy.

FILING FEE: \$ 35 for Designation of Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Metracom LLC

\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least 1 member ;
  
- 2) the total amount of cash contributed by the member(s) is \$ \$100 ;
  
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;  
(A description of the property is attached and made a part hereto.)  
and
  
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ \$100 .  
(This total includes amounts from 2 and 3 above.)



\_\_\_\_\_  
**Signature of a member or authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

\_\_\_\_\_  
S. Andrew McKay  
Typed or printed name of signee

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SECRET

**Filing Fee: \$250.00 for Application and Affidavit**