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ORIGINAL

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202)424-7500  
FACSIMILE (202) 424-7647

NEW YORK OFFICE  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174

February 11, 2000

VIA OVERNIGHT DELIVERY

Blanca S. Bayo  
Director, Division of Records & Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, FL 32399-0870

000185-TI

Re: Docket No. ~~990389~~-TI: PF.Net, LLC -- Notification of Name Change to PF.Net  
Network Services Corp. and Letter Application Requesting Approval of  
Pro Forma Corporate Reorganization

Dear Ms. Bayo:

On behalf of PF.Net Network Services Corp., formerly PF.Net, LLC ("PF.Net" or "Company"), this letter is to advise the Commission of the following changes with respect to PF.Net: (1) a change in the name and corporate structure from PF.Net, LLC to PF.Net Network Services Corp.; and (2) a change in PF.Net's business address. This letter is also to request to the extent required, Commission approval for a change in the organizational structure of the PF.Net companies that is strictly *pro forma* in nature. The *pro forma* reorganization involves the creation of a holding company and ultimate parent company above the Company.

**I. Name Change and Address Change**

**A. Name Change**

For corporate reasons, PF.Net, LLC has changed its form of organization from a Delaware limited liability company to a Delaware C corporation and has changed its name to PF.Net Network Services Corp. PF.Net Network Services Corp. is a Delaware corporation qualified to do business in the State of Florida. PF.Net's principal offices are located at 1625 B

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Blanca S. Bayo  
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Street, Washougal, Washington 98671. A copy of the Company's corporate documents to reflect the name change and a copy of its Certificate of Authority to Transact Business in the State of Florida are appended hereto as Exhibit A and B, respectively.

PF.Net is authorized to provide facilities-based interexchange telecommunications service in Florida pursuant to Order No. PSC-99-2055-PAA-TI, issued by the Commission on October 20, 1999. PF.Net currently is authorized to provide resold intrastate interexchange telecommunications services in approximately nine states. PF.Net also is authorized to provide domestic interstate interexchange service by virtue of its tariff filed with the Federal Communications Commission ("FCC").

### **B. Change of Address**

In the interim since PF.Net received its authorization, PF.Net's address (including the address listed in the application for John Warta) has changed. PF.Net's offices now are located at:

PF.Net Network Services Corp.  
1625 B Street  
Washougal, WA 98671  
Tel: (360) 835-4700  
Fax: (360) 835-4799

Attached hereto as Exhibit C are copies of the Title Page and Page Seven of PF.Net's interexchange tariff, which include revisions to the text of the tariff to reflect the name change to PF.Net Network Services Corp., and the address change.<sup>1/</sup> These are the only changes that have been made to the tariff. No rates, terms, or conditions contained therein have been modified.

## **II. Updated Organizational Information**

PF.Net recently determined that it could improve the company's operational efficiency and realize other corporate benefits by reorganizing the company into a holding company structure. Accordingly, the PF.Net companies have recently completed a *pro forma* intracorporate reorganization. Specifically, PF.Net Network Services Corp. (formerly PF.Net,

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<sup>1/</sup> Also attached to the original copy of Exhibit C are labels reflecting PF.Net's change of name and address. Pursuant to Commission staff's request, the labels are being submitted in lieu of a modified tariff indicating such changes. The labels are to be placed on the header and footer of each page of PF.Net's original tariff, which is on file with the Commission. Copies of the labels are also being submitted with this application in order to comply with the Commission's filing requirements.

LCC) is now a wholly owned subsidiary of PF.Net Corp., a newly created holding company organized under the laws of the State of Delaware. PF.Net Corp. is, in turn, a wholly owned subsidiary of PF.Net Holdings, Limited, another newly created Delaware holding company. Currently, the ultimate parent company, PF.Net Holdings, is owned and controlled by the same entities that formerly directly owned PF.Net, LLC, and therefore, the reorganization is *pro forma* in nature.<sup>2/</sup> For the Commission's convenience, an organizational chart reflecting the reorganization and ownership of PF.Net is attached hereto as Exhibit D.

### **III. Public Interest Considerations**

PF.Net has determined that the changes in name and corporate form from PF.Net, LLC to PF.Net Network Services Corp., and the creation of a holding company structure as described above, will be a valuable step in developing PF.Net's telecommunications services and in implementing its ongoing business plan. These changes are strictly *pro forma* in nature, and thus, will not in any way inconvenience or cause harm to customers in Florida.

### **IV. Conclusion**

Based on the foregoing, PF.Net hereby advises the Commission of a change in name, address, and corporate structure. Furthermore, to the extent necessary, PF.Net respectfully requests approval from the Commission with respect to a *pro forma* change in organizational structure.

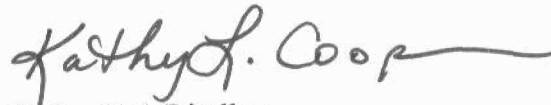
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<sup>2/</sup> As described in PF.Net's application, prior to the corporate reorganization and name change, PF.Net was 50% owned by PF.Telecom, Inc. and 50% owned by Koch Telecom Ventures, Inc., a wholly owned subsidiary of Koch Industries, Inc. As a result of the *pro forma* corporate reorganization, PF.Net is now wholly owned by PF.Net Corp., which in turn is wholly owned by PF.Net Holdings, Limited. PF.Telecom and Koch each currently own 50% of the equity of PF.Net Holdings, Limited.

Blanca S. Bayo  
February 11, 2000  
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An original and five (5) copies of this filing are submitted herewith. Please date-stamp the extra copy of this filing and return it to us in the enclosed self-addressed, stamped envelope. Should you have any questions concerning this filing, please do not hesitate to contact us.

Respectfully submitted,

A handwritten signature in black ink that reads "Kathy L. Cooper". The signature is written in a cursive style with a long horizontal flourish at the end.

Richard M. Rindler  
Kathy L. Cooper  
Counsel for PF.Net Network Services Corp.  
(f/k/a PF.Net, LLC)

Enclosures

**EXHIBIT LIST**

- Exhibit A** Corporate Documents Reflecting Name Change
- Exhibit B** Certificate of Authority to Transact Business
- Exhibit C** Title Page and Page Seven of PF.Net's Revised Tariff Reflecting Name/Address Change; Header & Footer Tariff Labels Reflecting Name/Address Change
- Exhibit D** Organizational Chart

**EXHIBIT A**

Corporate Documents Reflecting Name Change

# Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PF.NET NETWORK SERVICES CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PACWEST FIBER.NET, LLC" TO "PF.NET, LLC", FILED THE FIFTH DAY OF MAY, A.D. 1999, AT 1 O'CLOCK P.M.

CERTIFICATE OF RESTORATION, FILED THE SEVENTEENTH DAY OF JUNE, A.D. 1999, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "PF.NET, LLC" TO "PF.NET HOLDINGS, LIMITED", FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

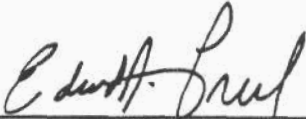
CERTIFICATE OF CANCELLATION UPON CONVERSION, FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 4:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PF.NET HOLDINGS, LIMITED" TO "PF.NET NETWORK SERVICES CORP.", FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 4:29 O'CLOCK P.M.



2972175 8100H

001047929

  
Edward J. Freel, Secretary of State

0227422

AUTHENTICATION:

01-31-00

DATE:

Office of the Secretary of State

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RESTATED CERTIFICATE, FILED THE TWENTY-SIXTH DAY OF OCTOBER,  
A.D. 1999, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2972175 8100H

001047929

AUTHENTICATION: 0227422

DATE: 01-31-00



11-30-98

**CERTIFICATE OF FORMATION**

of

**PACWEST FIBER.NET,LLC**

This Certificate of Formation of Pacwest Fiber.Net,LLC is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. 18-101 et seq).

1. The name of the limited liability company is Pacwest Fiber.Net, LLC

2. The address of the limited liability company's registered office in the State of Delaware is in the City of Wilmington, County of New Castle at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the limited liability company's registered agent at such address is The Corporation Trust Company.

**IN WITNESS WHEREOF**, the undersigned, acting as an authorized signatory pursuant to Section 18-204 of the Delaware Limited Liability Company Act, has executed this Certificate of Formation of Pacwest Fiber.Net, LLC this 30 day of November, 1998.

By: \_\_\_\_\_

Name: John Warta

Title: Authorized Signatory

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 05/03/1999  
991178261 - 2972175

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF  
PACWEST FIBER.NET, I.L.C**

- 1. Name of Limited Liability Company: Pacwest Fiber.Net, LLC
- 2. The Certificate of Formation of the limited liability company is hereby amended as follows (set forth amendment(s)).

Paragraph 1 of the Certificate of Formation is amended to read as follows:

- 1. The name of the limited liability company is PF.Net, LLC.


IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 4th day of May, 1999.

  
\_\_\_\_\_  
Signature of Authorized Person: John M. Warts

6-17-99 (2)

**CERTIFICATE TO RESTORE TO GOOD STANDING  
FOR A DELAWARE LIMITED LIABILITY COMPANY  
PURSUANT TO TITLE 6, SECTION 18-1107**

1. The name of the Limited Liability Company is PF.Net, LLC.
2. The date the original Certificate of Formation was filed with the Delaware Secretary of State was November 30, 1998.
3. The undersigned Authorized Person of the Limited Liability Company hereby certifies that this Limited Liability Company is paying all annual taxes, penalties and interest due to the State of Delaware.
4. The undersigned Authorized Person hereby requests that this Limited Liability Company be restored to good standing.

  
\_\_\_\_\_  
John Warta, Authorized Person

9-28-99

**CERTIFICATE OF CANCELLATION  
OF THE CERTIFICATE OF FORMATION  
OF  
PF.NET, LLC**

1. The name of the limited liability company is PF.Net, LLC.
2. The Certificate of Formation of PF.Net, LLC was filed on November 30, 1998.
3. This Certificate of Cancellation of the Certificate of Formation is filed pursuant to Section 18-203 of the Delaware Limited Liability Company Act, by reason of the conversion on the date hereof of PF.Net, LLC into a Delaware corporation pursuant to Section 265 of the Delaware General Corporate Law and as approved by PF.Net, LLC in accordance with Section 18-216 of the Delaware Limited Liability Company Act.
4. The name of the corporation into which PF.Net, LLC has been converted is PF.Net Holdings, Limited.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Cancellation of PF.Net, LLC this 28th day of September 1999.

By: /s/ Stephen Irwin  
Name: Stephen Irwin  
Title: Authorized Officer

9-28-99

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO  
A CORPORATION PURSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The limited liability company is formed under the jurisdiction of the State of Delaware.
2. The name of the limited liability company immediately prior to filing this Certificate is PF.Net, LLC.
3. The date the limited liability company was first formed is November 30, 1998.
4. The name of the corporation as set forth in the Certificate of Incorporation is PF.Net Holdings, Limited.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of PF.Net, LLC this 28th day of September 1999.

By: /s/ Stephen Irwin  
Name: Stephen Irwin  
Title: Authorized Officer

# CERTIFICATE OF INCORPORATION

OF

## PF.NET HOLDINGS, LIMITED

1. The name of the corporation is PF.Net Holdings, Limited (hereinafter referred to as the "Corporation"), formerly known as PF.Net, LLC, a Delaware limited liability company converted into a Delaware corporation on the date hereof pursuant to the provisions of Section 265 of the Delaware General Corporate Law.
2. The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of all classes of stock which the Corporation is authorized to issue is 100,010,000 shares consisting of:
  - (1) 100,000,000 shares of common stock, par value \$0.01 per share and
  - (2) 10,000 shares of preferred stock, par value \$0.01 per share.

The Board of Directors of the Corporation is expressly authorized to provide for the issuance of all or any shares of the preferred stock in one or more classes or series, and to fix for each such class or series such distinctive designations and such powers, preferences and rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the General Corporation Law of the State of Delaware.

5. The number of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws of the Corporation. Election of Directors need not be by written ballot.
6. The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend or repeal the By-laws of the Corporation; *provided, however,* that the Board of Directors may not repeal or amend any By-law that the stockholders have expressly provided may not be amended or repealed by the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the By-laws of the Corporation.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights

and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

8. A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the circumstances set forth in the preceding sentence, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

9. The names and mailing addresses of the incorporators are:

PF Telecom Holdings, LLC  
1701 Broadway St., Suite 358  
Vancouver, WA 98663

Koch Ventures, Inc.  
4111 E. 37<sup>th</sup> Street North  
Wichita, Kansas 67220

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Incorporation of PF.Net Holdings, Limited this 28th day of September 1999.

PF TELECOM HOLDINGS, LLC

By: /s/ John Warta  
Name: John Warta  
Title: Authorized Officer

KOCH VENTURES, INC.

By: /s/ George Damiris  
Name: George Damiris  
Title: Authorized Officer

10-25-99

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PF.NET HOLDINGS, LIMITED**

PF.Net Holdings, Limited, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The amendments to the Corporation's Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 and have been consented to in writing by all the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article 1 of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"1. The name of the corporation is PF.Net Network Services Corp. (hereinafter referred to as the "Corporation")."

III. Article 4 of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"4. The total number of shares of stock which the Corporation is authorized to issue is 100 shares of common stock, par value \$.01 per share."

Upon the filing of this Certificate of Amendment, each 400,000 outstanding shares of the Corporation's common stock shall be converted into and reconstituted as one (1) share of common stock.



IN WITNESS WHEREOF, PF Net Holdings, Limited has caused this Certificate to be signed and attested by its duly authorized representative, this 25th day of October, 1999

PF NET Holdings, Limited

By:           /s/ Stephen Irwin            
Title: Authorized Signatory

10-24-99

**RESTATED CERTIFICATE  
OF INCORPORATION  
OF  
PF.Net NETWORK SERVICES CORP.**

PF.Net Network Services Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

I The name of the corporation is PF Net Network Services Corp. (hereinafter referred to as the "Corporation"). The Corporation was originally incorporated under the name of PF.Net Holdings, Limited, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 28, 1999, in connection with the conversion on that date of PF.Net, LLC, a Delaware limited liability company, into the Corporation pursuant to the provisions of Section 265 of the General Corporation Law of the State of Delaware. PF.Net, LLC was originally formed as a Delaware limited liability company under the name "Pacwest Fiber.Net, LLC", and the Certificate of Formation of Pacwest Fiber.Net, LLC was filed with the Secretary of State of the State of Delaware on November 30, 1998.

II Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.

III The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

- 1 The name of the corporation is PF.Net Network Services Corp (hereinafter referred to as the "Corporation").
- 2 The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.
- 3 The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.
- 4 The total number of shares of all classes of stock which the Corporation is authorized to issue is 100 shares of common stock, par value \$.01 per share.
- 5 The number of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws of the Corporation. Election of Directors need not be by written ballot.

6. The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend or repeal the By-laws of the Corporation; *provided, however*, that the Board of Directors may not repeal or amend any By-law that the stockholders have expressly provided may not be amended or repealed by the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the By-laws of the Corporation.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.
8. A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the circumstances set forth in the preceding sentence, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation of PF Net Network Services Corp. this 26th day of October 1999.

PF NET NETWORK SERVICES CORP.

By: /s/ Stephen Irwin  
Name: Stephen Irwin  
Title: Authorized Officer

**EXHIBIT B**

Certificate of Authority to Transact Business



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 22, 1999

CT CORPORATION SYSTEM  
660 EAST JEFFERSON STREET,  
TALLAHASSEE, FL 32301

Qualification documents for PF.NET NETWORK SERVICES CORP. were filed on December 22, 1999 and assigned document number F99000006614. Please refer to this number whenever corresponding with this office.

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

The certification you requested is enclosed.

A corporation 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 corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Agnes Lunt  
Document Specialist  
Division of Corporations

Letter Number: 999A00059976

# State of Florida



## Department of State

I certify from the records of this office that PF.NET NETWORK SERVICES CORP., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on December 22, 1999.

The document number of this corporation is F99000006614.

I further certify that said corporation has paid all fees due this office through December 31, 1999, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-second day of December, 1999



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PF.Net Network Services Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 91-1949377

(FEI number, if applicable)

4. September 28, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1625 B Street, Washougal, Washington 98671

(Current mailing address)

8. provision of telecommunications services

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

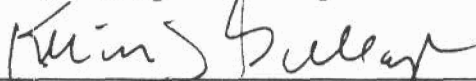
Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

KEVIN J. GALLAGHER

ASSISTANT VICE PRESIDENT

(Type Name and Title of Officer)

99 SEP 22 PM 2:10

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

99 DEC 22 PM 2:10  
STATE DEPARTMENT OF REVENUE  
TALLAHASSEE, FLORIDA



Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Stephen Irwin, Vice President

(Typed or printed name and capacity of person signing application)

99 DEC 22 PM 2:10



**EXHIBIT C**

Title Page and Page Seven of PF.Net's Revised Tariff Reflecting Name/Address Change; Header  
& Footer Tariff Labels Reflecting Name/Address Change

REGULATIONS AND SCHEDULE OF INTRASTATE CHARGES  
GOVERNING THE PROVISION OF DEDICATED SERVICES  
FOR CONNECTION TO PUBLIC AND PRIVATE  
COMMUNICATIONS FACILITIES WITHIN  
THE STATE OF FLORIDA

This tariff applies to the Dedicated Services furnished by PF.Net Network Services Corp. between one or more points in the State of Florida. This tariff is on file with the Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business, 1625 B Street, Washougal, Washington 98671.

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Issued: March 29, 1999

Effective:

Issued By: John Warta  
PF.Net Network Services Corp.  
1625 B Street  
Washougal, Washington 98671

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DEFINITIONS

Certain terms used generally throughout this tariff are described below.

Advance Payment

Part or all of a payment required before the start of service.

Access Services

The Company's interstate telephone services offered pursuant to this tariff.

Authorized User

A person, firm or corporation which is authorized by the customer or joint user to be connected to the service of the customer or joint user, respectively.

Commission

The Florida Public Service Commission.

Company or PF.Net

The term "Company" denotes PF.Net Network Services Corp.

Customer

The person, firm or corporation which orders service and is responsible for the payment of charges and compliance with the Company's regulations.

Dedicated or Private Line

A facility or equipment system or subsystem set aside for the sole use of a specific customer.

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Issued: March 29, 1999

Effective:

Issued By: John Warta  
PF.Net Network Services Corp.  
1625 B Street  
Washougal, Washington 98671

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PF.Net Network Services Corp.

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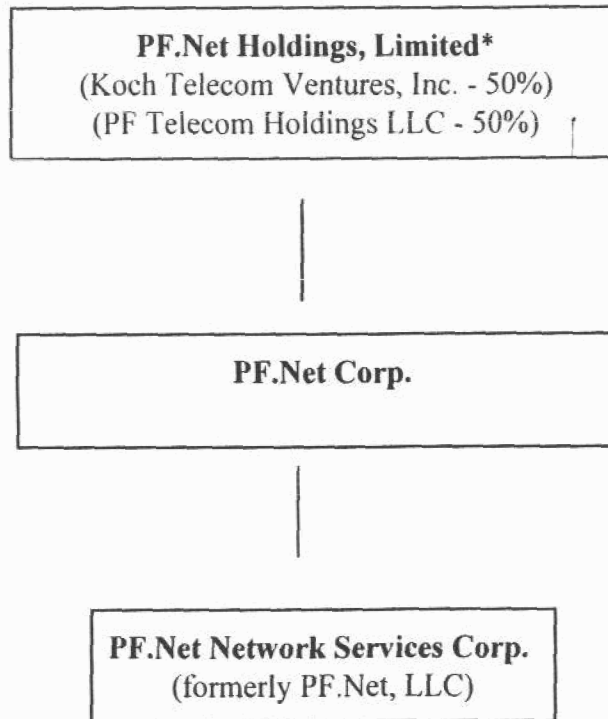
**EXHIBIT D**

Organizational Chart

**Organizational Chart**  
**Pre-Reorganization: Corporate Structure of PF.Net Companies**

**PF.Net, LLC**  
(Koch Telecom Ventures, Inc. - 50%)  
(PF Telecom Holdings, LLC - 50%)

**Organizational Chart**  
**Post-Reorganization: Corporate Structure of PF.Net Companies**



\* Upon consummation of the private equity placement transaction, Koch Telecom Ventures, Inc. and PF Telecom Holdings, LLC will each own 32% of PF.Net Holdings, Limited's equity and Odyssey Investment Partners will own 36% of the equity.