

SMITH, GAMBRELL & RUSSELL, LLP

ATTORNEYS AT LAW

SUITE 3100, PROMENADE
1230 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30309

ESTABLISHED 1893

MAIL ROOM

TELEPHONE
(404) 815-3500
FACSIMILE
(404) 815-3509
WEBSITE
www.sgrlaw.com

SUITE 800
1850 M STREET, N.W.
WASHINGTON, D.C. 20036
TELEPHONE
(202) 659-2811
FACSIMILE
(202) 659-1462

Michael J Rubin
(404) 815-6808
<mirubin@sgrlaw.com>
Fax: 404.685-6808

Wednesday, May 31, 2000

Via First-Class Mail

Florida Public Service Commission
Division of Records and Reporting
Tallahassee, Florida 32399-0850

Re: \ Edge Connections, Inc. - Application Forms:

Alternative Local Exchange Service 000719-TX

Interexchange Telecommunications Service 000720-TX

To Whom It May Concern:

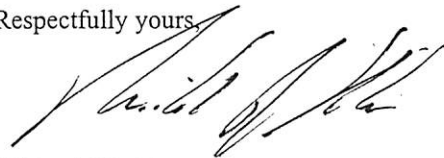
Edge Connections, Inc., by separate and unique applications enclosed herewith, hereby submits to the Florida Public Service Commission for authority to provide Alternate Local Exchange Service within the State of Florida and for Interexchange Telecommunications Service between points within the State of Florida. Edge Connections, Inc. plans to offer and seeks to offer local exchange and long distance services as a reseller and facilities-based carrier in the state of Florida.

Enclosed herewith are one (1) original plus six (6) copies of each of the applications for authority for Alternative Local Exchange Service and Interexchange Telecommunications Services (inclusive of proposed tariffs), plus two checks in the amount of two hundred and fifty dollars (\$ 250.⁰⁰) for the application fees for each of the said applications.

Please acknowledge receipt of these filings by returning, file-stamped, the extra copies of the cover pages for each of the enclosed applications (irrespective of whether both applications are assigned to the same or separate docket numbers) in the self addressed stamped envelope provided for that purpose.

Edge Connections, Inc. will be represented by its undersigned attorney for all matters related to its applications. Please address any comments or questions as per the contact information noted above.

Respectfully yours,



Michael J Rubin
Attorney for Edge Connections, Inc.

Check received with filing and forwarded to Fiscal for deposit.
Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check

MR

ALEC
DOCUMENT NUMBER-DATE

07318 JUN 15 8

FPSC-RECORDS/REPORTING

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DOCUMENT NUMBER-DATE

07319 JUN 15 8

FPSC-RECORDS/REPORTING

ORIGINAL

BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

In the Matter of the Application by)
)
EDGE CONNECTIONS, Inc.)
)
For Authority to provide pursuant to)
a Certificate of Public Convenience and Necessity)
Alternative Local Exchange Service)
within the State of Florida)
.....)

Case No. 000720-TX

APPLICATION
FOR AUTHORITY PURSUANT TO
A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
ALTERNATE LOCAL EXCHANGE SERVICES
IN THE STATE OF FLORIDA

Submitted by:

Ben Petro
Vice-President, Marketing
EDGE CONNECTIONS, INC.
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342

Telephone Number: 404 459-0468
Facsimile Number: 404 459-9417

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check:

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2000 JUN 15 AM 10:53
FLORIDA
DIVISION OF
ADMINISTRATION

Dated: this Wednesday, the 31st day of May, 2000

DOCUMENT NUMBER-DATE

07319 JUN 15 8

FPSC-RECORDS/REPORTING

**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION**

In the Matter of the Application by)
)
EDGE CONNECTIONS, Inc.)
) Case No. _____
For Authority to provide pursuant to)
a Certificate of Public Convenience and Necessity)
Alternative Local Exchange Service)
within the State of Florida)
.....)

Application is hereby made by Edge Connections, Inc., to the Florida Public Service Commission for a Certificate of Public Convenience and Necessity authorizing the Applicant to provide resold and facilities-based Alternate Local Exchange telecommunications services in the state of Florida. The following general information and specific exhibits are furnished in support thereof.

INTRODUCTION

Edge Connections, Inc. (the "Applicant" or the "Company"), by its undersigned Vice President of Marketing, Mr. Ben Petro, hereby submits this application to the Florida Public Service Commission (the "Commission") Division of Telecommunications Bureau of Certification and Service Evaluation for a Certificate of Public Convenience and Necessity ("Certificate") authorizing the Applicant to furnish resold and facilities-based local exchange services in the state of Florida. The Applicant also seeks authority to provide interexchange telecommunications services to and from points originating and terminating within and throughout Florida. Applicant seeks such Authority pursuant to the Telecommunications Act of 1996 Pub. L. No. 104-104, 110 Stat. 154 (the "Telecommunications Act"), Commission Rules Nos. 25-24.805, 25-24.810, and

In support of its Application, the Company provides the following information consistent with application form, FORM PSC/CMU 8 (11/95) (Ref: <http://www2.scrinet/psc/industry/telecomm/app.pdf>) which sets forth the Commission's rules and requirements for information that applicants are required to provide pursuant to Commission Rules Nos. 25-24.805 and 25-24.810. The Applicant's responses to the questions posed by the Commission are set forth in **bold-face** type.

1. This is an application for

Original Certificate (new company)

2. Name of the Company:

The legal name of the Company is Edge Connections, Inc.

3. Name under which the Applicant will do business (fictitious name, etc.)

The Company will conduct business within the state of Florida under its legal, Edge Connections, Inc. The Company does not use a fictitious name in Florida nor any other state which it does or intends to do business.

4. Official mailing address (including street name & number, post office box, city, state, zip code):

The mailing address and the principal place of business of the Applicant is as follows:

**Edge Connections, Inc.
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342**

5. Florida address (including street name & number, post office box, city, state, zip code):

The Applicant has not established nor does it maintain a place of business within the state of Florida. Notwithstanding, the Company may in the future decide to set up a business office or other business presence within the State as the growth of the Company's business may warrant. In the interim, for the purposes of designating a point of contact for any correspondence, notices and other communications which must be served upon an in-state representative of the Company, including but not limited to for the purpose of service of process, the Company utilizes the registered agent services of CT Corporation System having the following address in Florida:

**CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324**

6. Structure of Organization:

Foreign Corporation

The Applicant is a foreign corporation (not incorporated in Florida) organized under the laws of the State of Delaware as of the 19th day of November, 1999. A copy of the Articles of Incorporation of the Company are attached hereto as Exhibit A.

7. If Individual, provide:

The Applicant is a corporation and therefore the particulars applying to the Applicant as an individual do not apply.

8. If incorporated in Florida, provide proof of authority to operate in Florida:

As noted in Question No. 6, supra, the Applicant is a foreign corporation organized under the laws of a foreign state other than Florida.

9. If foreign corporation, provide proof of authority to operate in Florida:

The Applicant has been authorized by the Florida Secretary of State to conduct business within the state of Florida as a foreign corporation pursuant to Registration number: F00000001447. A copy of the Certificate of Authority to conduct business as Foreign Corporation in Florida attached hereto as Exhibit B.

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida.

As noted in Question No. 3, supra, the Applicant does not use a fictitious name.

11. If a limited liability partnership, provide proof of registration to operate in Florida:

The Applicant is not a limited partnership and therefore the proof of registration of the Company as a partnership by the Florida Secretary of State is not applicable.

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

The Applicant is not a partnership and therefore the particulars applying to the Applicant as a partnership do not apply.

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

The Applicant is not a foreign limited partnership, and therefore compliance with the foreign limited partnership statute (Chapter 620, 169, FS) is not applicable.

14. Provide F.E.I. Number (if applicable)

The Applicant's Federal Employment Identification Number (FEIN) is: 58-2504614.

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

(b) an officer, director, partner or stockholder in any other Florida certificated company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

The Applicant attests as follows in respect of its officers, directors and any of the ten largest stockholders:

No officer, director or any stockholders of the Company has ever been adjudged nor accused via an action now pending of being bankrupt, mentally incompetent, or having committed a felony or a crime of any nature..

No officer, director, or stockholder is or has been an officer, director, partner or stockholder in any other Florida certificated telephone company. Notwithstanding, select executive officers of the Company have served in management positions of Florida certificated telephone companies; the particulars of these employment relationships are set forth fully in Exhibit C, Management biographies.

16. Who will serve as liaison to the Commission with regard to the following?

The designated liaisons to the Commission are as follows:

(a) The application:

The Applicant will be represented in the matter of this Application by its Attorney as follows:

**Michael J. Rubin, Esq.
SMITH, GAMBRELL & RUSSELL, LLP
Promenade II, Suite 3100
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309-3592**

Website: <www.sgrlaw.com>

**Telephone No.: (404) 815-3500
Direct Line: (404) 815-3508
Direct Facsimile: (404) 685-6808
EMAIL: <mjrubin@sgrlaw.com>**

Any questions, comments or other communications which may pertain to the regulatory affairs of the Company after the approval by the Commission of the Application, should be directed to the Company as follows:

**Mr. Ben Petro
Vice President, Marketing
EDGE CONNECTIONS, INC.
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342**

Website: <www.edgeconnections.com>

**Telephone Number: 404 459-0468
Facsimile Number: 404 459-9417**

- (b) official point of contact for the ongoing operations of the Company.

The Company's designated point of contact for the ongoing operations of the Company, including with respect to such matters as consumer, technical, and quality of service (QoS) related issues is as follows:

**Mr. Matt Sines
V.P., Implementation & Customer Support
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342**

Website: <www.edgeconnections.com>

**Telephone Number: 404 459-0468
Facsimile Number: 404 459-9417**

17. List states in which the applicant:

- (a) has operated as an alternative local exchange company.

The Applicant has not operated as an alternative local exchange company in any other state.

- (b) has applications pending to be certificated as an alternative local exchange company.

The Applicant has pending or intends to file applications to be certificated as an alternative or competitive local exchange Company in the following states and the District of Columbia: Georgia; New York; Massachusetts; Maryland; Virginia; Pennsylvania; Illinois; Texas; and Colorado. The Applicant is also reviewing the

possibility of applying for a Certificate of Public Convenience and Necessity in the state of California.

- (c) is certificated to operate as an alternative local exchange company.

The Applicant is not presently certificated to operate as an alternative local exchange company in any state.

- (d) has been denied authority to operate as an alternative local exchange company and the circumstances involved

The Company has never been denied authority to operate as an alternative local exchange company in Florida or any other state.

- e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

The Applicant has never been imposed with regulatory penalties for violations of statutes applying to telecommunications.

- f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

The Applicant has never been involved in a civil court proceeding with an interexchange carrier, local exchange company or any other telecommunications entity.

18. Submit the following:

- A. Financial Capability.

The application should contain the applicant's audited financial statements for the most recent 3 years. if the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet;
2. income statement; and
3. statement of retained earnings.

Note: This documentation may include, but is not limited to, financial statements, a project profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

Further, the following (which includes supporting documentation) should be provided:

1. written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. written explanation that the applicant has sufficient financial capability to maintain the requested service.
3. written explanation that the applicant has financial capability to meet its lease or ownership obligations.

Whereas the Applicant was only organized and formed as a corporation as of the 19th of November, 1999, the Applicant has not prepared nor has it submitted for auditing financial statements for its most recent financial year then ended as of December 31, 1999. The Balance Sheet (unaudited) for the Company is attached hereto as Exhibit D.

Notwithstanding that the Company is a start-up company with an operating history not extending to more than one year, the Company has sufficient financial capability to (1) provide the requested service in the geographic area proposed to be served, (2) maintain the requested service, and (3) to meet its lease or ownership obligations. Specifically, the financial resources of the Company include venture financing in the amount \$ 30,000,000. Initial investment in the Company is intended to fund early operations and support its initial expansion into 28 states, including Florida and the District of Columbia. A copy of a financial reference letter from Great Hill Partners (providing the venture financing) is attached hereto as Exhibit E.

The Company also demonstrates financial strength through its relationship with Cisco and other prospective strategic alliance partners, jointly representing a second-round of financing predicted to exceed \$ 120,000,000. The Company is financially strong based upon its secured financing and the strength of its personnel and business plan.

- B. Managerial capability: give resume of employees/officers of the company that would indicate sufficient managerial experiences of each.

Management biographies for the principal executive officers of the Company are attached hereto as Exhibit C.

- C. Technical Capability: give resumes of employee/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

Management biographies for the principal officers of the Company, includes those undertaking a technical role, are attached hereto Exhibit C.

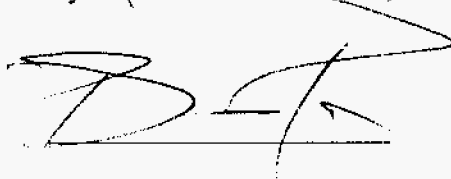
CONCLUSION

WHEREFORE, Edge Connection respectfully requests that the Florida Public Service Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing the Applicant to provide alternative local exchange telecommunications services in the state, and the granting by the Commission of such addition or further relief as may be necessary or appropriate.

By this Application and otherwise, Edge Connection, Inc. attests that it possesses sufficient managerial skills, technical competence and financial resources to provide the telecommunications services proposed and that by the granting by the Commission to the Applicant of a Certificate, competition will be enhanced in the State in the service areas where the Company will provide telecommunications services.

Respectfully submitted this Wednesday, the 31st day of May, 2000.

By EDGE CONNECTIONS, Inc.

A handwritten signature in black ink, appearing to read 'B. Petro', written over a horizontal line.

Mr. Ben Petro
Vice President, Marketing
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342

Telephone Number: 404 459-0468
Facsimile Number: 404 459-9417

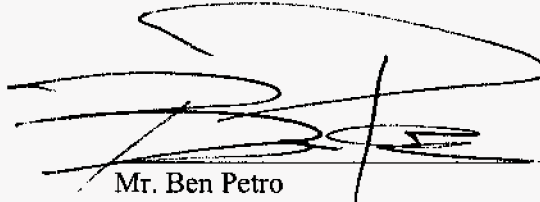
ATTACHMENTS

- Applicant Acknowledgment Statement
- Affidavit
- Exhibit A** - Articles of Incorporation
- Exhibit B** - Certificate of Authority to operate and transact business in Florida
- Exhibit C** - Management Biographies
- Exhibit D** - Balance Sheet
December 31, 1999
- Exhibit E** - Financial Reference Letter

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of 0.15 of one percent of gross operating revenue derived from intrastate business in Florida. Regardless of the gross operating revenue of the company, a minimum annual assessment fee of \$ 50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent (2.50 %) on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent (07 %) sales tax must be paid on intra and interstate revenues.
4. **Application Fee:** I understand that a non-refundable application fee of two-hundred fifty dollars (\$ 250.00) must be submitted with the application.

By EDGE CONNECTIONS, Inc.



Mr. Ben Petro
Vice President, Marketing
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342

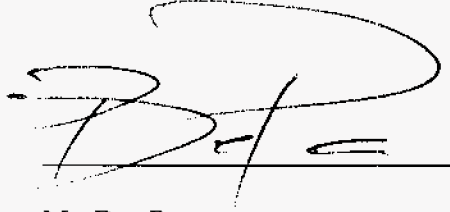
Telephone Number: 404 459-0468
Facsimile Number: 404 459-9417

AFFIDAVIT

By my signature below, I, the undersigned attorney for Edge Connections, Inc., attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and the financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of the Company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

By EDGE CONNECTIONS, Inc.

A handwritten signature in black ink, appearing to read 'Ben Petro', is written over a horizontal line. The signature is stylized with a large loop at the top and a horizontal stroke at the bottom.

Mr. Ben Petro
Vice President, Marketing
1100 Johnson Ferry Road, Suite 400
Atlanta, Georgia (GA) 30342

Telephone Number: 404 459-0468
Facsimile Number: 404 459-9417

Exhibit A

Articles of Incorporation

Office of the Secretary of State

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 "EDGE CONNECTIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF NOVEMBER, A.D. 1999, AT 10:30 O'CLOCK A.M.



3128839 8100H

001070436

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

Edward J. Freel, Secretary of State

0253656

AUTHENTICATION:

02-11-00

DATE:

**CERTIFICATE OF INCORPORATION
OF
EDGE CONNECTIONS, INC.**

The undersigned for the purpose of organizing a corporation, under the provisions of the General Corporation Law of the State of Delaware, hereby certifies that:

ARTICLE I

NAME

The name of the corporation is Edge Connections, Inc. (the "Corporation").

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

CAPITAL SECURITIES

The Corporation shall have authority to issue two classes of capital stock as follows: (i) 30,000 shares of Class A Preferred Stock ("Class A Preferred Stock"), \$0.0001 par value per share; and (ii) 3,000,000 shares of Common Stock ("Common Stock"), \$0.0001 par value per share. Subject to the terms hereof, the

Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article IV.

A. CLASS A PREFERRED STOCK

1. Voting.

Except as otherwise provided below and as required by law, the holders of Class A Preferred Stock shall have no voting rights with respect to shares of Class A Preferred Stock.

2. Special Approval Rights.

(a) Restricted Actions. The affirmative vote of the Majority Class A Stockholders, acting by written consent or voting separately as a single class in person or by proxy, at an annual meeting of stockholders or special meeting of stockholders called for the purpose, shall be necessary to authorize the Corporation to take, directly or indirectly, any of the following actions (herein, each a "Restricted Action"):

(i) authorize, or increase or permit any Subsidiary to authorize or increase, the authorized number of shares of, or issue any shares of any class or series of the Corporation's or any Subsidiary's capital stock or options, warrants or other rights to acquire any such capital stock;

(ii) amend, repeal or change, directly or indirectly, any of the provisions of the Certificate of Incorporation of the Corporation, as amended, or the By-laws of the Corporation;

(iii) authorize or effect, or permit any Subsidiary to authorize or effect, the sale, lease, license, abandonment or other disposition of all or any substantial portion of the assets of the Corporation or any Subsidiary, or any material asset of the Corporation or any Subsidiary;

(iv) authorize or effect, or permit any Subsidiary to authorize or effect, the merger or consolidation of the Corporation or any Subsidiary with any other Person, or any material asset of the Corporation or any Subsidiary;

(v) authorize or effect, or permit any Subsidiary to authorize or effect, the liquidation (whether complete or partial), dissolution or winding up of the Corporation or any Subsidiary;

(vi) authorize the Corporation to, or permit any Subsidiary to, incur, create, assume, become or be liable, directly, indirectly or contingently, in any manner with respect to, or permit to exist, any indebtedness, liability or obligation in excess of \$50,000;

(vii) authorize or effect, or permit any Subsidiary to authorize or effect, the acquisition in any manner, directly or indirectly, of a business unit or going concern of any Person by the Corporation or any Subsidiary or any other asset for a purchase price in excess of \$100,000;

(viii) engage or terminate the employment of any senior management employee of the Corporation or any Subsidiary, or establish or increase the compensation or benefits of any senior management employee of the Corporation or any Subsidiary;

(ix) adopt or approve of the Corporation's annual operating plan (the "Budget"), including capital expenditures and other project spending; and

(x) authorize the making of any loan to any employee of the Corporation or Subsidiary in excess of \$25,000.

(b) Approval. The approval rights of the holders of shares of Class A Preferred Stock to authorize the Corporation to take any Restricted Action may be exercised at any annual meeting of stockholders, at a special meeting of stockholders or the holders of Class A Preferred Stock held for such purpose or by written consent by the Majority Class A Stockholders. At each meeting of stockholders at which the holders of shares of Class A Preferred Stock shall have

the right, voting separately as a single class, to authorize the Corporation to take any Restricted Action, the presence in person or by proxy of the holders of the Majority Class A Stockholders entitled to vote on the matter shall be necessary and sufficient to constitute a quorum. At any such meeting or at any adjournment thereof, in the absence of a quorum of the holders of shares of Class A Preferred Stock, a majority of the holders of such shares present in person or by proxy shall have the power to adjourn the meeting as to the actions to be taken by the holders of shares of Class A Preferred Stock from time to time and place to place without notice other than announcement at the meeting until a quorum shall be present.

3. Dividends.

(a) The holders of Class A Preferred Stock shall be entitled, in preference to the holders of all Junior Securities, to receive in respect of each share of Class A Preferred Stock, out of funds legally available therefor, cumulative cash dividends at the rate of 10% per annum on the sum of \$1,000.00 (such sum as adjusted from time to time in accordance with Section A.3(b) is referred to as the "Class A Purchase Price"). Such dividends will be calculated and compounded annually in arrears on December 31 of each year in respect of the prior twelve month period or portion thereof (prorated on a daily basis for partial periods). Such dividends shall commence to accrue on each share of Class A Preferred Stock from the date of issuance thereof, whether or not declared by the Board of Directors and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and shall continue to accrue thereon until the Class A Liquidation Preference is paid in full in cash (such dividends being referred to as the "Class A Dividends"). Class A Dividends shall be due and payable with respect to any share of Class A Preferred Stock as provided in Sections A.4. Class A Dividends paid in cash in an amount less than the total amount of such dividends at the time accumulated and payable on all outstanding shares of Class A Preferred Stock, shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. At any time when shares of Class A Preferred Stock are outstanding and the Class A Dividends have not been paid in full in cash, (a) no dividend whatsoever shall be paid or declared, and no distribution shall be made, on any Junior Securities and (b) the Corporation shall not, and shall not permit any Subsidiary to, purchase, redeem or acquire any Junior Securities and no monies shall be paid into or set aside or made available for a sinking or other analogous fund for the purchase, redemption or acquisition thereof; provided, however, that the Corporation and its Subsidiaries may, without regard to this Section A.3(a), purchase, redeem or acquire shares of

Common Stock and Convertible Securities issued to employees, officers or directors of, or consultants or other service providers to, the Corporation or its Subsidiaries pursuant to equity incentive plans or other arrangements approved by the Board of Directors.

(b) All numbers relating to the calculation of dividends pursuant to this Section A.3 shall be equitably adjusted to reflect any stock split, stock dividend, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the Class A Preferred Stock.

4. Liquidation Preference.

(a) Upon (i) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (ii) a Sale of the Corporation or (iii) a reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law (each of the events referred to in clauses (i), (ii) and (iii) being referred to as a "Liquidation Event"), or upon the initial public offering of any class of the Corporation's Capital Securities (a "Public Offering"), each holder of Class A Preferred Stock shall be entitled, after provision for the payment of the Corporation's debts and liabilities in the case of a Liquidation Event, to be paid in cash in full with respect to each share of Class A Preferred Stock out of the assets of the Corporation available for distribution to stockholders, whether such assets are capital, surplus or earnings, and in preference to, and, before any amount shall be paid or distributed on account of any Junior Securities, an amount equal to the sum of (i) the Class A Purchase Price plus (ii) any accumulated but unpaid Class A Dividends (such sum being referred to as the "Class A Liquidation Preference" of such share). If, upon any Liquidation Event, the net assets of the Corporation distributable among the holders of all outstanding Class A Preferred Stock shall be insufficient to permit the payment of the Class A Liquidation Preference in full, then the entire net assets of the Corporation after the provision for the payment of the Corporation's debts and other liabilities, shall be distributed among the holders of the Class A Preferred Stock ratably in proportion to their relative holdings of Class A Preferred Stock. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Class A Preferred Stock shall have been paid in full the preferential amounts to which they shall be entitled to receive on account of their Class A Preferred Stock, the remaining net assets of the Corporation shall be distributed to the other stockholders of the Corporation as their respective interests may appear.

(b) Notwithstanding Section A.4(a), neither a Sale of the Corporation nor any reorganization of the Corporation of the type referenced in clause (ii) of Section A.4(n) shall be deemed to be a Liquidation Event for the purposes of this Section A.4 if the Majority Class A Stockholders waive in writing the provisions of this Section A.4 with respect to such event.

(c) Holders of Class A Preferred Stock shall not be entitled to any additional distribution on account of their Class A Preferred Stock upon the occurrence of any Liquidation Event or Public Offering in excess of the Class A Preferred Liquidation Preference.

5. Redemption

The Corporation may redeem all or any number of the issued and outstanding shares of Class A Preferred Stock at any time for a price per share equal to the Class A Liquidation Preference. If the Corporation elects to redeem less than all of the issued and outstanding shares of Class A Preferred Stock, then it shall redeem from each holder of Class A Preferred Stock a portion of the total number of shares of Class A Preferred Stock that it is redeeming equal to a fraction, the numerator of which is the number of shares of Class A Preferred Stock held by each such holder immediately prior to giving effect to such redemption, and the denominator of which equals the total number of issued and outstanding shares of Class A Preferred Stock immediately prior to giving effect to such redemption.

B. COMMON STOCK

1. General. The dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of Class A Preferred Stock as specified herein and any other class of the Corporation's Capital Securities that may hereafter be authorized and issued having preferred rights upon the occurrence of a Liquidation Event senior to the rights of holders of Common Stock. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

2. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Dividends. Subject to the provisions of Article IV, Section A.3(a) above, dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

4. Liquidation. Upon the occurrence of a Liquidation Event, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to the rights and preferences of any then outstanding shares of Class A Preferred Stock and any other class of the Corporation's Capital Securities that may hereafter be authorized and issued having preferred rights upon the occurrence of a Liquidation Event senior to the rights of holders of Common Stock.

ARTICLE V

PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

LIMITATION OF LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the DGCL, no Director of the Corporation shall 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 DGCL or (iv) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law,

agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article VI by the stockholders of the Corporation or (ii) amendment to the DGCL shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article VII at the time of such repeal or amendment.

ARTICLE VII

AMENDMENT OF BY-LAWS

1. Amendment by Directors.

Subject to the provisions of Article IV, Section A.2(a) hereof, and except as otherwise provided by law, the by-laws of the Corporation may be amended or repealed by the Board of Directors.

2. Amendment by Stockholders.

Subject to the provisions of Article IV, Section A.2(a) hereof, the by-laws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose, by the affirmative vote of at least two-thirds of the total votes eligible to be cast on such amendment or repeal by holders of voting stock, voting together as a single class; provided, however, that if the Board of Directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of a majority of the total votes eligible to be cast on such amendment or repeal by holders of voting stock, voting together as a single class.

ARTICLE VIII

DEFINITIONS

The following terms are used herein with the meanings indicated:

"Capital Securities" means, as to any Person that is a corporation, the authorized shares of such Person's capital stock, including all classes of common, preferred, voting and nonvoting capital stock, and, as to any Person that is not a corporation or an individual, the ownership interests in such Person, including, without limitation, the right to share in profits and losses, the right to receive distributions of cash and property, and the right to receive allocations of items of income, gain, loss, deduction and credit and similar items from such Person, whether or not such interests include voting or similar rights entitling the holder thereof to exercise control over such Person.

"Certificate of Incorporation" means this Certificate of Incorporation, as amended from time to time.

"Class A Liquidation Preference" has the meaning specified in Article IV, Section A.4(a).

"Class A Preferred Stock" has the meaning specified in Article IV (introductory paragraph).

"Class A Purchase Price" has the meaning specified in Article IV, Section A.4(a).

"Common Stock" has the meaning specified in Article IV (introductory paragraph).

"Convertible Securities" means securities or obligations that are exercisable for, convertible into or exchangeable for shares of Common Stock. The term includes, options, warrants or other rights to subscribe for or purchase Common Stock or to subscribe for or purchase other Capital Securities or obligations that are, directly or indirectly, convertible into or exchangeable for Common Stock.

"Corporation" has the meaning specified in Article I.

"DGCL" has the meaning specified in Article III.

"**Junior Securities**" means any of the Corporation's Common Stock and all other Capital Securities and Convertible Securities of the Corporation (other than the Class A Preferred Stock) that (a) by their terms, state that they are "Junior Securities" or provide the holders thereof with rights junior to those of the holders of Class A Preferred Stock and (b) are approved for issuance in compliance with this Certificate of Incorporation.

"**Liquidation Event**" has the meaning set forth in Article IV, Section A.4(a).

"**Majority Class A Stockholders**" means the holders of more than 50.00% of the issued and outstanding Class A Preferred Stock.

"**Person**" or "**person**" means an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization and any government, governmental department or agency or political subdivision thereof.

"**Public Offering**" has the meaning specified in Article IV, Section A.4(a).

"**Restricted Action**" has the meaning specified in Article IV, Section A.4(a).

"**Sale of the Corporation**" means any of the following: (a) a merger or consolidation of the Corporation into or with any other Person or Persons who are not Affiliates of the Corporation or a single transaction or a series of transactions, whether or not such transactions are related, in which the stockholders of the Corporation immediately prior to such merger, consolidation, transaction or first of such series of transaction possess less than a majority of the Corporation's issued and outstanding voting Capital Securities immediately after such merger, consolidation, transaction or series of such transactions; or (b) a single transaction or series of transactions, whether or not such transactions are related, pursuant to which a Person or Persons who are not Affiliates of the Corporation acquire all or substantially all of the Corporation's assets determined on a consolidated basis.

"**Subsidiary**"/"**Subsidiaries**" means any corporation, partnership, limited liability company, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof is at the time owned or controlled, directly

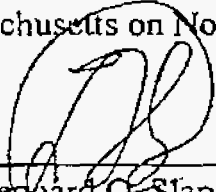
or indirectly, by the Corporation or one or more of the other Subsidiaries of the Corporation or a combination thereof, or (ii) if a partnership, limited liability company, association or other business entity, a majority of the ownership interests therein is at the time owned or controlled, directly or indirectly, by the Corporation or one or more Subsidiaries of that person or a combination thereof. For purposes hereof, the Corporation shall be deemed to have a majority ownership interest in a partnership, limited liability company, association or other business entity if the Corporation shall be allocated a majority of partnership, limited liability company, association or other business entity gains or losses or shall be or control the managing general partner of such partnership, association or other business entity or a manager of such limited liability company.

ARTICLE IX
INCORPORATOR

The name and mailing address of the incorporator are as follows:

Leonard Q. Slap
Edwards & Angell, LLP
101 Federal Street
Boston, MA 02110

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Incorporation to be executed at Boston, Massachusetts on November 19, 1999.



Leonard Q. Slap, Incorporator

Applicant: Edge Connections, Inc.

Management Biographies

James F. McKenna, *President and Chief Executive Officer* – Mr. McKenna has over 12 years of experience in advanced technology and telecommunications, encompassing general management, network operations, sales, marketing, finance, and regulatory initiatives. Mr. McKenna most recently served in a senior executive role with Electric Lightwave, Inc. (NASDAQ: ELIX) where he was responsible for implementing and operating a data communications services organization in 9 southeastern states. Previously, Mr. McKenna served as Regional Vice President for ICG Telecom Group (NASDAQ: ICGX), a Competitive Local Exchange Carrier (CLEC) headquartered in Denver, CO. In this capacity he was responsible for ICG's entry into the Atlanta metropolitan marketplace, including the construction of an extensive fiber network, collocation, and Lucent Class V switch installation and delivery. Subsequently, Mr. McKenna supervised ICG's interests in the Southeastern US, including metropolitan area fiber networks in five markets. Previous to ICG Mr. McKenna held various management positions at MCI and Time Warner Telecom. Mr. McKenna is a graduate of the US Naval Academy at Annapolis, MD, where he holds a degree in Electrical Engineering (Digital Signal Processing). He served as an officer in the US Navy onboard Trident Submarines, where he qualified as a Chief Nuclear Engineer.

Richard D. Deason, *Vice President of Customer Network Management* – Mr. Deason joined Edge Connections in February 2000 after spending 17 years with MCI WorldCom, where he served in senior positions in sales, customer service, and sales support. As Director of Strategic Technology Solutions for MCI WorldCom, Mr. Deason was most recently responsible for leading a 300+ person team with responsibilities for customer network design, order management, and service activation. Mr. Deason holds a B.S. in Business Administration from the University of North Carolina at Chapel Hill.

G. Benjamin Petro, *Vice President of Marketing* – Mr. Petro joined Edge Connections in January 2000. Prior to joining Edge Connections, Mr. Petro was the Director of Marketing for Logix Communications ("Logix"), where his responsibilities included financial planning, product management development, and market entry strategy. In this role Mr. Petro launched CLEC/broadband services in over 20 markets. Prior to joining Logix, Mr. Petro also deployed CLEC services for MCI Communications for all North American markets. Mr. Petro holds a B.S. in Economics from the University of Maryland.

Philip W. Jenkins, *Vice President of Engineering* – Mr. Jenkins joined Edge Connections in January 2000. Mr. Jenkins has over 20 years experience in research and development, systems engineering, and field operations related to telecommunications

networks with Rockwell International, NorLight, Time Warner Communications, and ICG Communications. Since 1985, Mr. Jenkins has been a driving force in telecommunications network start-up for 4 new long distance and local exchange domestic markets. Mr. Jenkins' most recent accomplishments include the design and deployment of new SONET based CLEC systems with Time Warner Communications in Memphis, Tennessee and ICG Communications in Atlanta, Georgia. Mr. Jenkins holds a B.S. in Electrical Engineering from Kansas State University.

Exhibit B

**Certificate of Authority
to operate and transact business in Florida
as a Foreign Corporation**

Exhibit C

Management Biographies

Exhibit E

Financial Reference Letter

Exhibit D

**Balance Sheet (unaudited)
for the period ending December 31, 1999**

EDGE CONNECTIONS, INC.
Balance Sheet
December 31, 1999
(Unaudited)

Assets

Current Assets:	
Cash	\$ 383,949
Other current assets	11,826
Total Current Assets	<u>395,775</u>
Total Assets	<u>\$ 395,775</u>

Liabilities and Equity

Current Liabilities:	
Accounts payable	\$ 4,759
Other current liabilities	4,754
Total Current Liabilities	<u>9,513</u>
Total Liabilities	<u>9,513</u>
Stockholders' Equity:	
Preferred stock	497,750
Common stock	2,625
Unearned compensation	(188)
Retained earnings	<u>(113,925)</u>
Total Stockholders' Equity	<u>386,262</u>
Total Liabilities and Stockholders' Equity	<u>\$ 395,775</u>