

WENDY J. BRAME
Attorney
The Williams Companies, Inc
4100 One Williams Center
Tulsa, Oklahoma 74172
Tel 918-573-6996
Fax 918-573-3005
E-Mail: wendy.brame@williams.com



January 16, 2001

ORIGINAL

VIA FEDERAL EXPRESS

Bianca Bayo
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard, Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Letter Requesting Non-Opposition to
Williams Communications, Inc.'s
New Company Identity

010068-TI

Dear Mrs. Bayo:

Effective January 1, 2001, Williams Communications, Inc. ("Williams"), converted from a Delaware corporation to a Delaware limited liability company ("LLC") under the laws of the State of Delaware. In conjunction therewith, Williams changed its legal name to Williams Communications, LLC.¹ On January 8, 2001, Williams filed an application with the Florida Secretary of State's Division of Corporations to ensure that its qualification to do business as a foreign corporation in the State of Florida is appropriately updated. Williams also no longer is required to use a fictitious name in Florida; therefore, it dropped the fictitious name of Vyvx, Inc..² By this letter, Williams respectfully requests that the Commission reissue its Certificate to Operate to reflect the name change to Williams Communications, LLC, and accordingly update its other records, such as mailing lists.

¹ Williams continues to be a wholly owned subsidiary of Williams Communications Group, Inc. The conversion and name change will not have any effect on management or operational support, and customers will not experience any variations in either the type, quality, or cost of the telecommunications services they are currently receiving as a result of the change.

² Because the corporate name, Williams Communications, Inc. ("Williams"), was unavailable when Williams first amended its name in March 1998 with the Florida Secretary of State, it adopted Vyvx, Inc., as its fictitious name.

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• Bianca Bayo
Florida Public Service Commission
Division of Records and Reporting
January 16, 2001
Page 2

In support of that request, Williams encloses the following documents:

1. Copies of the company's new Articles of Organization together with a current list of its directors and officers;
2. A file-stamped copy of Williams' Application for Authorization to transact business in Florida as a Foreign Limited Liability Company;
3. A copy of Williams' certificate to provide interexchange telecommunications service granted in Docket No. 980697-TI by Order No. PSC-98-1141-FOF-TI; and
4. An original and three (3) copies of Private Line Video Backhaul Tariff No. 1 and Switched Tariff No. 2 in the name of Williams Communications, LLC.

Included are two extra copies of this letter and one extra copy of the tariffs to be file-stamped and returned in the enclosed, labeled FedEx envelope. We understand there is no charge for the name change or to file the tariff; however if you have questions, please contact me at 800.320.8078 + 1 + 36996. Thank you.

Sincerely,



Wendy J. Brame

WJB:psn

Enclosures

Office of the Secretary of State

I, EDWARD J. FREEL, 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 DELAWARE CORPORATION UNDER THE NAME OF "WILLIAMS COMMUNICATIONS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WILLIAMS COMMUNICATIONS, INC." TO "WILLIAMS COMMUNICATIONS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2001.



2206783 8100V

001614264

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0840992


DATE: 12-08-00

State of Delaware
Office of the Secretary of State PAGE 2

I, EDWARD J. FREEL, 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 "WILLIAMS COMMUNICATIONS, LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2001.




Edward J. Freel, Secretary of State

2206783 8100V

AUTHENTICATION: 0840992

001614264

DATE: 12-08-00

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The name of the corporation immediately prior to filing this Certificate is WILLIAMS COMMUNICATIONS, INC.
2. The date the Certificate of Incorporation was filed on is September 5, 1989.
3. The original name of the corporation as set forth in the Certificate of Incorporation is NATIONAL VIDEO NETWORK, INC.
4. The name of the limited liability company as set forth in the formation is WILLIAMS COMMUNICATIONS, LLC
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
6. **The effective date of this conversion shall be January 1, 2001.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of WILLIAMS COMMUNICATIONS, INC. this 7th day of December, 2000.

Loretta K. Roberts
Loretta K. Roberts, Assistant Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 12/07/2000
001614264 - 2206783

CERTIFICATE OF FORMATION
OF
WILLIAMS COMMUNICATIONS, LLC

1. The name of the limited liability company is WILLIAMS COMMUNICATIONS, LLC
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. **The effective date of the formation of this limited liability company shall be January 1, 2001.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of WILLIAMS COMMUNICATIONS, LLC this 7th day of December, 2000.

Loretta K. Roberts

Loretta K. Roberts
Authorized Person

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VYVX, INC.", CHANGING ITS NAME FROM "VYVX, INC." TO "WILLIAMS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 1998, AT 3:30 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480761

12-22-98

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

VYVX, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated January 29, 1998, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Board of Directors of the Corporation hereby recommends and declares advisable an amendment to Article FIRST of the Corporation's Certificate of Incorporation to change the name of the Corporation so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Corporation is:
WILLIAMS COMMUNICATIONS, INC."

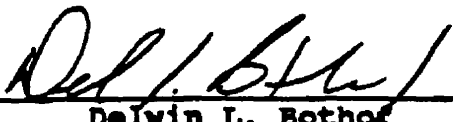
SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of Delaware.

THIRD: That the aforesaid amendment was duly adopted in

accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said VYVX, INC. has caused this certificate to be signed by Delwin L. Bothof, its President, and attested by David M. Higbee, its Secretary, this 29th day of January, 1998.

VYVX, INC.

By: 
Delwin L. Bothof
President

ATTEST:


By: _____
David M. Higbee
Secretary

N:\CORP\FIN\INT\1998\19980129\19980129.VYVX\SECURITY

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CRITICAL TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
"GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.", A DELAWARE CORPORATION,
"WCG TELESERVICES, INC.", A DELAWARE CORPORATION,
"WITEL FINANCIAL CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 3:02 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480759

12-22-98

12237

CERTIFICATE OF MERGER

OF

GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.
 CRITICAL TECHNOLOGIES, INC.
 WCG TELESERVICES, INC.
 WILTEL FINANCIAL CORPORATION

INTO

VYVX, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the mergers is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Global Access Telecommunications Services, Inc.	Delaware
Critical Technologies, Inc.	Delaware
WCG Teleservices, Inc.	Delaware
WilTel Financial Corporation	Delaware
Vyvx, Inc.	Delaware

SECOND: That agreements of merger between the parties to the mergers have been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the mergers is Vyvx, Inc. and its Certificate of Incorporation shall remain unchanged.

FOURTH: That the executed Agreements of Merger are on file at the principal place of business of the surviving corporation, the address of which is One Williams Center, Tulsa, Oklahoma 74172.

FIFTH: That copies of the Agreements of Merger will be furnished by the surviving corporation, on request and without cost, to the stockholders of any constituent corporation.

Dated: December 18, 1997

VYVX, INC.

By: _____

David M. Higbee
 Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480757

12-22-98

CERTIFICATE OF OWNERSHIP

MERGING

GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Global Access Telecommunications Services, Inc., a corporation incorporated on June 10, 1994 under the laws of the State of Massachusetts (hereinafter called "Global"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 17, 1997, determined to and did merge into itself said Global which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Global Access Telecommunications Services, Inc., a corporation organized and existing under the laws of the State of Massachusetts; and

WHEREAS, the Corporation desires to merge into itself said Global Access Telecommunications Services, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Global Access Telecommunications Services, Inc. and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Global Access Telecommunications Services, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.


RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 17th day of December, 1997.

VYVX, INC.

By: 
S. Miller Williams
Vice President

ATTEST:


David M. Higbee
Secretary

[SEAL]

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "VYVX, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF MARCH, A.D. 1997, AT 10 O'CLOCK A.M.



A handwritten signature in black ink that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

9480755

DATE:

12-22-98

3-7-97

CERTIFICATE OF CORRECTION
OF THE
CERTIFICATE OF MERGER OF
WILTECH CABLE TELEVISION SERVICES, INC.
INTO
VYVX, INC.

Pursuant to Section 103(f) of the General Corporation Law of the State of Delaware

VYVX, INC., a Delaware corporation (the "Corporation"), does hereby certify as follows:

FIRST: On February 20, 1997, the Corporation erroneously filed with the Secretary of State of Delaware a Certificate of Merger which set forth that WilTech Cable Television Services, Inc., a Delaware corporation, was merged into the Corporation.

SECOND: While the Corporation intends to eventually merge WilTech Cable Television Services, Inc. into the Corporation, due to clerical error, the Certificate of Merger was filed prematurely. Consequently, the Certificate of Merger should not have been filed.

THIRD: The Certificate of Merger filed on February 20, 1997 is null and void.

FOURTH: This Certificate of Correction has been prepared in accordance with the provisions of Section 103(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Vyyx, Inc. has caused this Certificate of Correction to be executed in its corporate name this 6th day of March, 1997.

OK VYVX, INC.

By: 
 Name: Howard E. Janzen
 Title: Chairman of the Board

ATTEST:

By:



David M. Higbee
Secretary

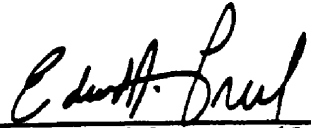
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VIACOM MGS SERVICES INC.", A DELAWARE CORPORATION,
WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2206783 8100M

981496031

AUTHENTICATION: 9480846

DATE: 12-22-98

CERTIFICATE OF OWNERSHIP

MERGING

VIACOM MGS SERVICES INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that vyvx owns all the capital stock of Viacom MGS Services Inc., a corporation incorporated on May 18, 1967 under the laws of the State of Delaware (hereinafter called "Viacom"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 31, 1996 determined to and did merge into itself said Viacom which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Viacom MGS Services Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself said Viacom MGS Services Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Viacom MGS Services Inc. and assumes all of its liabilities and obligations.

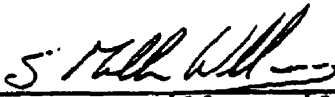
RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Viacom MGS Services Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.


RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or

without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 27th day of February, 1997.

VYVX, INC.

By: 
S. Miller Williams
Vice President

ATTEST:


David M. Higbee
Secretary

[SEAL]

H:\CORP\SEC\MINUTES\VYVX\VYVX-MGS.MER

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WILTECH CABLE TELEVISION SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 1997, AT 2:15 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

9480752

DATE:

12-22-98

2-20-97

CERTIFICATE OF MERGER

OF

WILTECH CABLE TELEVISION SERVICES, INC.

INTO

VYVX, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
WilTech Cable Television Services, Inc.	Delaware
Vyvx, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Vyvx, Inc.

FOURTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 111 E. 1st Street, Tulsa, Oklahoma 74103.

FIFTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: February 12, 1997

VYVX, INC

By: _____



David M. Higbee
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CYCLE-SAT ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

9480750

DATE:

12-22-98

11-20-96

CERTIFICATE OF OWNERSHIP
MERGING
CYCLE-SAT ACQUISITION CORPORATION
INTO
VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Cycle-Sat Acquisition Corporation, a corporation incorporated on November 13, 1996 under the laws of the State of Delaware (hereinafter called "Cycle-Sat"), and that Vyvx, by resolutions of its Board of Directors duly adopted on the 19th day of November, 1996, determined to and did merge into itself said Cycle-Sat which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Cycle-Sat Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself the said Cycle-Sat Acquisition Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW THEREFORE, BE IT RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Cycle-Sat Acquisition Corporation and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Cycle-Sat Acquisition Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 20th day of November, 1996.

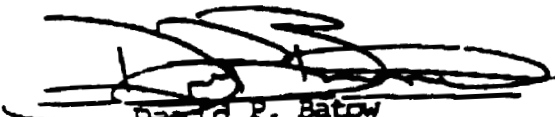
VYVX, INC.

By:



S. Miller Williams
Vice President

ATTEST:



David P. Batow
Asst. Secretary

[SEAL]

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WIRELESS ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "VYVX, INC." UNDER THE NAME OF "VYVX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 1996, AT 2 O'CLOCK P.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100M

981495976

AUTHENTICATION:

DATE:

9480748

12-22-98

U-4-96

CERTIFICATE OF MERGER
OF
WIRELESS ACQUISITION CORPORATION
INTO
VYVX, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Wireless Acquisition Corporation	Delaware
Vyvx, Inc.	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Vyvx, Inc.

FOURTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is One Williams Center, Tulsa, Oklahoma 74172.

FIFTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to either stockholder of any constituent corporation.

Dated: April 4, 1996

VYVX, INC.

By: _____



David M. Higbee
 Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VYVX NATIONAL VIDEO NETWORK, INC.", CHANGING ITS NAME FROM "VYVX NATIONAL VIDEO NETWORK, INC." TO "VYVX, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 1992, AT 10 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480746

12-22-98

CERTIFICATE OF AMENDMENT

1-2-92

OF

CERTIFICATE OF INCORPORATION

* * * * *

VYVX NATIONAL VIDEO NETWORK, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated December 31, 1991, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of VYVX NATIONAL VIDEO NETWORK, INC., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is:
VYVX, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said VYVX NATIONAL VIDEO NETWORK, INC. has caused this certificate to be signed by Henry C. Hirsch, its Senior Vice President, and attested by David M. Higbee, its Secretary, this 31st day of December, 1991.

VYVX NATIONAL VIDEO NETWORK, INC.

By: _____


Henry C. Hirsch
Senior Vice President

ATTEST:

By: _____


David M. Higbee
Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATIONAL VIDEO NETWORK, INC.", CHANGING ITS NAME FROM "NATIONAL VIDEO NETWORK, INC." TO "VYVX NATIONAL VIDEO NETWORK, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D. 1990, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480744

12-22-98

2-8-90

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

NATIONAL VIDEO NETWORK, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of NATIONAL VIDEO NETWORK, INC., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:


"FIRST: The name of the Corporation is:
VYVX NATIONAL VIDEO NETWORK, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.


THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NATIONAL VIDEO NETWORK, INC. has caused this certificate to be signed by Roy A. Wilkens, its Chairman of the Board, and attested by David M. Higbee, its Secretary, this 5th day of February, 1990.

NATIONAL VIDEO NETWORK, INC.

By 
Roy A. Wilkens
Chairman of the Board

ATTEST:

By 
David M. Higbee
Secretary

342/MIN

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NATIONAL VIDEO NETWORK, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF SEPTEMBER, A.D. 1989, AT 10 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2206783 8100

981495976

AUTHENTICATION:

DATE:

9480742

12-22-98

CERTIFICATE OF INCORPORATION

OF

NATIONAL VIDEO NETWORK, INC.

FIRST: The name of the Corporation is

NATIONAL VIDEO NETWORK, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of common stock which the Corporation shall have authority to issue is 1,000 shares, all of which shall be with a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David M. Higbee	One Williams Center Tulsa, OK 74172

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following named individuals, whose mailing addresses are set out beside their names, shall serve as directors until the first Annual Meeting of the Stockholders or until their successors are elected and qualified:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David R. Bishop	One Williams Center Tulsa, OK 74172
Henry C. Hirsch	One Williams Center Tulsa, OK 74172
Jerry R. Sellers	1000 Louisiana, Suite 4700 Houston, TX 77002
Roy A. Wilkens	One Williams Center Tulsa, OK 74172

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for defining and regulating the powers of the Corporation and its directors and stockholders:

1. The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

2. The first meeting of the stockholders for the election of directors shall be held in Tulsa, Oklahoma, at the office of the Corporation, on July 3, 1990, or at such other time and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place named in the By-laws of the Corporation.

3. Written ballots shall not be required for the election of directors of the Corporation.

4. The Board of Directors shall have the power to make, alter or repeal By-laws of the Corporation.

5. The By-laws of the Corporation may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three.

6. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Corporation hereinbefore named, do certify that the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 1st day of September, 1989.



David M. Higbee

WILLIAMS COMMUNICATIONS, INC.

List of Managers/Directors and Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Phone Number</u>	<u>Fax Number</u>
Howard E. Janzen	Director -- Elected 12/01/94	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172	2600	
Delwin L. Bothof	Director -- Elected 10/24/90	The Williams Companies, Inc. One Williams Center, Tulsa, OK 74172	2600	
Laura A. Kenny	Director -- Elected 10/15/96	The Williams Companies, Inc. East 1st Street, Tulsa, OK 74103	111	
Frank M. Semple	Director -- Elected 04/01/98	The Williams Companies, Inc. 2600 One Williams Center, Tulsa, OK 74172		
Joseph C. Turcotte	Director -- Elected 04/01/95	The Williams Companies, Inc. 2800 One Williams Center, Tulsa, OK 74172		
Howard E. Janzen	President & Chief Executive Officer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3800	(918) 573-6024
John C. Bumgarner, Jr.	Senior Vice President, Assistant Secretary, and Assistant Treasurer	4900 One Williams Center, Tulsa, OK 74172	(918) 573-2390	(918) 573-2167
Frank M. Semple	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3858	(918) 573-6024

WILLIAMS COMMUNICATIONS, INC.

List of Managers/Directors and Officers

Name	Title	Address	Phone Number	Fax Number
Delwin L. Bothof	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-5299	(918) 573-6024
S. Miller Williams	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3699	(918) 573-6024
Patti L. Schmigle	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3912	(918) 573-6024
Scott E. Schubert	Senior Vice President, Chief Financial Officer, and Assistant Secretary	2600 One Williams Center, Tulsa, OK 74172	(918) 573-9001	(918) 573-6024
Laura A. Kenny	Senior Vice President, Assistant Secretary, & Assistant Treasurer	111 East 1st Street, Tulsa, OK 74103	(918) 573-2671	(918) 573-6805
Gerald L. Carson	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-2222	(918) 573-1352
Matthew W. Bross	Senior Vice President, Assistant Secretary, & Assistant Treasurer	3180 Rider Trail South, St. Louis, MO 63044	(314) 595-6202	(314) 595-6210

WILLIAMS COMMUNICATIONS, INC.

List of Managers/Directors and Officers

Name	Title	Address	Phone Number	Fax Number
Joseph C. Turcotte	Senior Vice President, Assistant Secretary, and Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3098	(918) 573-5761
Kenneth R. Epps	Senior Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-0684	(918) 573-6024
Greg S. Floerke	Senior Vice President and Assistant Secretary	2600 One Williams Center, Tulsa, OK 74172	(918) 573-4913	(918) 573-6389
Howard S. Kalika	Vice President, Treasurer, and Assistant Secretary	2600 One Williams Center, Tulsa, OK 74172	(918) 573-9830	(918) 573-6024
James W. Dutton	Vice President, Assistant Secretary, & Assistant Treasurer	2000 One Williams Center, Tulsa, OK 74172	(918) 573-4275	(918) 573-6216
Mark A. Bender	Vice President, Assistant Secretary, & Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-5457	(918) 573-6024
Sharon T. Crow	Vice President, Assistant Secretary, & Assistant Treasurer	3500 One Williams Center, Tulsa, OK 74172	(918) 573-5522	(918) 573-3864
James H. Greenway, Jr.	Vice President, Assistant Secretary, & Assistant Treasurer	2800 Post Oak Boulevard, Houston, TX 77056	(713) 307-4817	(713) 307-4002

WILLIAMS COMMUNICATIONS, INC.

List of Managers/Directors and Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Phone Number</u>	<u>Fax Number</u>
Ken Kinnear	Vice President & Controller	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3768	(918) 573-6558
Mathew Oommen	Vice President	2600 One Williams Center, Tulsa, OK 74172	(918) 573-3043	(918) 573-0411
Mark W. Husband	Assistant Treasurer	5000 One Williams Center, Tulsa, OK 74172	(918) 573-0563	(918) 573-1538
James G. Ivey	Assistant Treasurer	5000 One Williams Center, Tulsa, OK 74172	(918) 573-5551	(918) 573-2065
Timothy J. Gallagher	Assistant Treasurer	2500 One Williams Center, Tulsa, OK 74172	(918) 573-1940	(918) 573-9690
Penny G. Colantonio	Assistant Treasurer	5000 One Williams Center, Tulsa, OK 74172	(918) 573-3614	(918) 573-2065
Richard H. Martin	Assistant Treasurer	2600 One Williams Center, Tulsa, OK 74172	(918) 573-7959	(918) 573-7083
William G. von Glahn	Senior Vice President and Assistant Secretary	4900 One Williams Center, Tulsa, OK 74172	(918) 573-2480	(918) 573-5942

WILLIAMS COMMUNICATIONS, INC.

List of Managers/Directors and Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>	<u>Phone Number</u>	<u>Fax Number</u>
Bob F. McCoy	Senior Vice President	4100 One Williams Center, Tulsa, OK 74172	(918) 573-4191	(918) 573-3005
P. David Newsome, Jr.	General Counsel and Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-5057	(918) 573-3005
Shawna L. Gehres	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2298	(918) 573-4190
Loretta E. Roberts	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-4920	(918) 573-4190
George N. Otey	Assistant Secretary	2600 One Williams Center, Tulsa, OK 74172	(918) 573-0379	(918) 573-3884
Donald J. Hellwege	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2602	(918) 573-3005
Joseph W. Miller	Assistant Secretary	4100 One Williams Center, Tulsa, OK 74172	(918) 573-2108	(918) 573-3005



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 2001

CT CORPORATION SYSTEM

Qualification documents for WILLIAMS COMMUNICATIONS, LLC were filed on January 8, 2001, and assigned document number M0100000046. 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. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company annual report/uniform business 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.

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 301A00000970

WILLIAMS COMMUNICATIONS, LLC

DIRECTORS/MANAGERS

Howard E. Janzen Director
Primary Address: One Williams Center
Tulsa, OK 74172

Delwin L. Bothof Director
Primary Address: One Williams Center
Tulsa, OK 74172 USA

Laura A. Kenny Director
Primary Address: 111 East 1st Street
Tulsa, OK 74103-2808

Frank M. Semple Director
Primary Address: One Williams Center
Tulsa, OK 74172

Joseph C. Turcotte Director
Primary Address: One Williams Center
Tulsa, OK 74172

APPROVED
AND
FILED
01 JAN -8 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAMS COMMUNICATIONS, LLC
Business Purpose

To provide communications services and to perform or engage in any other lawful acts or activities for which limited liability companies may be organized under law.

APPROVED
AND
FILED

01 JAN -8 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Williams Communications, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

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

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

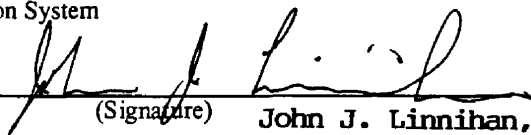
FL 33324

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 as provided for in Chapter 608, F.S..

C T Corporation System

By:



(Signature)

John J. Linnihan, Asst. VP

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN - 8 PM 3:59

FILED
AND
FILED

Will Gault

STATE OF FLORIDA

Commissioners:
JULIA L. JOHNSON, CHAIRMAN
J. TERRY DEASON
SUSAN F. CLARK
JOE GARCIA
E. LEON JACOBS, JR.



DIVISION OF COMMUNICATIONS
WALTER D'HAESELEER
DIRECTOR
(850) 413-6600

Public Service Commission

September 16, 1998

Will Gault
SEP 25 1998
RECEIVED

Mr. Mickey S. Moon
Director, Regulatory Affairs
Williams Communications, Inc.
One Williams Center
Tulsa, Oklahoma 74172

Re: Authority Number T-98-0756

Dear Mr. Moon:

Since no protest was received by the close of business on September 14, 1998, your certificate to operate as an interexchange telecommunications service company (IXC) became effective September 15, 1998, in Docket Number 980697-TI; Order Number PSC-98-1141-FOF-TI.

Any subsequent changes to the tariff must be received by the Commission one day before the effective date of the tariff pages. If you have any questions, please call me at (850) 413-6584.

Sincerely,

Ray E. Kennedy
Certification and Compliance Section

cc: Ann Shelfer

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Application for certificate to provide interexchange telecommunications service and petition for waiver of bond requirement, by Williams Communications, Inc. d/b/a Vyvx, Inc.

DOCKET NO. 980697-TI
ORDER NO. PSC-98-1141-POF-TI
ISSUED: August 24, 1998

The following Commissioners participated in the disposition of this matter:

JULIA L. JOHNSON, Chairman
J. TERRY DEASON
SUSAN F. CLARK
JOE GARCIA
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION
ORDER GRANTING CERTIFICATE TO PROVIDE
INTEREXCHANGE TELECOMMUNICATIONS SERVICE AND
PETITION FOR WAIVER OF RULE 25-24.490(2),
FLORIDA ADMINISTRATIVE CODE

BY THE COMMISSION:

NOTICE IS HEREBY GIVEN by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

On May 26, 1998, Williams Communications, Inc d/b/a Vyvx, Inc., (Williams) filed an application to provide interexchange telecommunications service (IXCs) and a petition to waive Rule 25-24.490(2), Florida Administrative Code.

Pursuant to Section 364.337(3), Florida Statutes, an applicant is required to show that it has sufficient technical, financial, and managerial capabilities to provide intrastate interexchange telecommunications service in a geographic area to be served. Upon

DOCUMENT NUMBER-DATE

9188 AUG 24 88

ORDER NO. PSC-98-1141-FOF-TI
DOCKET NO. 980697-TI
PAGE 2

review of Williams' application, it appears that Williams has sufficient managerial, financial and technical capabilities to provide telecommunications service. Accordingly, we hereby grant Certificate No. 5689 to Williams to provide interexchange telecommunications service.

If this Order becomes final and effective, it will serve as Williams' certificate. It should, therefore, be retained by Williams as proof of certification.

IXCs are subject to Chapter 25-24, Florida Administrative Code, Part X, Rules Governing Telephone Service Provided by Interexchange Telephone Companies. IXCS are also required to comply with all applicable provisions of Chapter 364, Florida Statutes, and Chapter 25-4, Florida Administrative Code. Further, in accordance with Order No. 16804, issued November 4, 1986, IXCs may not construct facilities to bypass a local exchange company without the prior approval of this Commission.

PETITION FOR WAIVER

In addition to filing the application to provide interexchange telecommunications service, Williams filed a petition for waiver of Rule 25-24.490(2), Florida Administrative Code. This rule requires that a company maintain on file with the Commission a bond covering its current balance of deposits if it requires deposits from its customers. A company may apply to the Commission for a waiver of the bond requirement by demonstrating that it possesses the financial resources and income to provide assurance of continued operation under its certificate over the long term. A review of Williams' financial resources demonstrates that the company has \$14 billion in capitalization and financial commitments. Williams has indicated that it will be investing \$35 million in 1998 for the construction or acquisition of its facilities within the state of Florida. Moreover, Williams is a wholly-owned subsidiary of Williams Communications Group, Inc., which is a wholly-owned subsidiary of Williams Holdings of Delaware, Inc. Williams Holding is a publicly traded Fortune 500 company and a profitable company. Accordingly, we find that Williams possesses the financial resources and income to provide assurance of continued operation under its certificate over the long term.

Additionally, Williams has to satisfy the requirements for a waiver under Section 120.542, Florida Statutes. This statute requires an applicant to demonstrate that the purpose of the

underlying statute will be or has been achieved by other means by the person and that the application of the rule would create a substantial hardship or would violate principles of fairness. The underlying statutes pertaining to the rule in this instance are Sections 364.03 and 364.337, Florida Statutes. These statutes require that an applicant submit information demonstrating that it has the financial, managerial, and technical capabilities to provide interexchange telecommunications services. The underlying policy is that an applicant's ability to provide service is questionable in the absence of financial and technical resources. We have found previously that Williams has the financial resources and technical ability to provide long term service to the public.

We also find that Williams has demonstrated that complying with the bond requirement would be a substantial hardship for the company. Hardship is measured on a case by case basis. In this particular case, the hardship is the allocation of funds for a bond and the administrative expenses associated with maintaining the bond. Furthermore, the purpose of the bond requirement is to ensure that customers are protected if an interexchange company requires a deposit as a condition of service. We believe that a posting of a bond is not necessary given Williams' financial resources.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the application for certificate to provide interexchange telecommunications service filed by Williams Communications, Inc. d/b/a Vyvx, Inc. is hereby granted, subject to the terms and conditions stated in the body of this Order. It is further

ORDERED that this Order will serve as Williams Communications, Inc. d/b/a Vyvx, Inc.'s certificate, and should be retained by the company as proof of certification. It is further

ORDERED that Williams Communications, Inc. d/b/a Vyvx, Inc.'s Petition for Waiver of Rule 25-24.490(2), Florida Administrative Code, is hereby granted. It is further order

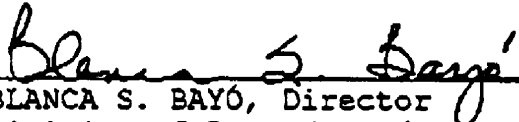
ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee,

ORDER NO. PSC-96-1141-FOF-TI
DOCKET NO. 980697-TI
PAGE 4

Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission this 24th day of AUGUST, 1996.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

HO

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding,

ORDER NO. PSC-98-1141-FOF-TI
DOCKET NO. 980697-TI
PAGE 5

in the form provided by Rule 28-106.201, Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on September 14, 1998.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.