

1015 31st Street, NW
Washington, DC 20007
Tel: 202-295-4200
Fax: 703-997-8709

Robert N. Beury Jr.
Vice President and General Counsel
Direct Dial: 202-295-4254
Email: rbeury@cogentco.com

ORIGINAL

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COMMISSION
CLERK

December 21, 2001

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Division of Commission Clerk and Administrative Services
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

020008-TX

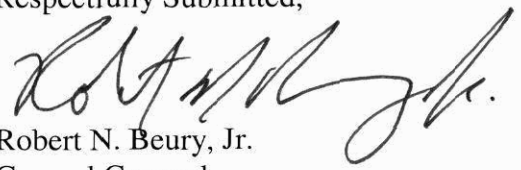
Re: Application for Approval of the Transfer of Control of Allied Riser of Florida, Inc., to Cogent Communications Group, Inc., to Provide Resold and Facilities-Based Interexchange Telecommunications Services Throughout the State of Florida

To Whom It May Concern:

Enclosed on behalf of Allied Riser of Florida, Inc. ("Allied Riser") and Cogent Communications Group, Inc. ("Cogent") (collectively "Applicants"), are an original and seven (7) copies of the above-referenced Application. Please note that the Applicants are seeking confidential treatment of certain financial information and have filed these documents under seal.

Please date stamp the extra copy of this filing and return it in the self-addressed envelope provided. If you have any questions, please do not hesitate to contact Robert Beury at (202) 295-4254.

Respectfully Submitted,



Robert N. Beury, Jr.
General Counsel
Cogent Communications Group, Inc.

RECEIVED & FILED

FPSC BUREAU OF RECORDS

Confidential

DOCUMENT NUMBER-DATE

00011 JAN-28

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DISTRIBUTION CENTER

00010 JAN-28

FPSC-COMMISSION CLERK

TRANSFER APPLICATION

DOCUMENT NUMBER-DATE

****FLORIDA PUBLIC SERVICE COMMISSION****

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

Application Form for Authority to Provide
Interexchange Telecommunications Service
Between Points Within the State of Florida

Instructions

- ◆ This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 16).
- ◆ Print or Type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850)413-6770**

Note: **No filing fee is required** for an assignment or transfer of an existing certificate to another company.

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480**

1. This is an application for ✓ (check one):
- Original certificate** (new company).
 - Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
 - Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
 - Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Cogent Communications Group, Inc.

3. Name under which applicant will do business (fictitious name, etc.):

Allied Riser of Florida, Inc.

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

1015 31st Street NW

Washington, D.C. 20007

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

c/o CSC

1201 Hays Street

Tallahassee, FL 32301

6. Select type of business your company will be conducting ✓ (check all that apply):

Facilities-based carrier - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

Operator Service Provider - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

Reseller - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.

Switchless Rebiller - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic:

Multi-Location Discount Aggregator - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.

Prepaid Debit Card Provider - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

7. Structure of organization;

Individual

Foreign Corporation

General Partnership

Other _____

Corporation

Foreign Partnership

Limited Partnership

8. **If individual**, provide:

Name: _____ N/A _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida Secretary of State Corporate Registration number:

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

(a) The Florida Secretary of State Corporate Registration number:

F99000004973

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

(b) The Florida Secretary of State fictitious name registration number:

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

(a) The Florida Secretary of State registration number: N/A

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

Name: _____ N/A _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida registration number: _____ N/A _____

14. Provide **F.E.I. Number** (if applicable): 75-2841259

15. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?

(X) Yes () No

(b) If not, who will bill for your services?

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

16. Who will receive the bills for your service?

- | | | | |
|--------------------------|-----------------------|-------------------------------------|----------------------------------|
| <input type="checkbox"/> | Residential Customers | <input checked="" type="checkbox"/> | Business Customers |
| <input type="checkbox"/> | PATS providers | <input type="checkbox"/> | PATS station end-users |
| <input type="checkbox"/> | Hotels & motels | <input type="checkbox"/> | Hotel & motel guests |
| <input type="checkbox"/> | Universities | <input type="checkbox"/> | Universities dormitory residents |
| <input type="checkbox"/> | Other: (specify)_____ | | |

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

(a) The application:

Name: Robert N. Beury, Jr.

Title: General Counsel

Address: 1015 31st Street NW

City/State/Zip: Washington, D.C. 20007

Telephone No.: (202) 295-4200 Fax No.: (703) 997-8709

Internet E-Mail Address: rbeury@cogentco.com

Internet Website Address: www.cogentco.com

(b) Official point of contact for the ongoing operations of the company:

Name: Dave Schaeffer

Title: Chief Executive Officer

Address: 1015 31st Street NW

City/State/Zip: Washington, D.C. 20007

Telephone No.: (202) 295-4200 Fax No.: (202) 338-8798

Internet E-Mail Address: _____

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Jeffrey Gilleran

Title: Assistant General Counsel

Address: 1015 31st Street NW

City/State/Zip: Washington, D.C. 20007

Telephone No.: (202) 295-4200 Fax No.: (202) 338-8798

Internet E-Mail Address: _____

Internet Website Address: _____

18. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

None

(b) has applications pending to be certificated as an interexchange

None

(c) is certificated to operate as an interexchange telecommunications company.

None

(d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

None

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

None

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

None

19. 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. If so, please explain.

No.

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

_____ No. _____

20. The applicant will provide the following interexchange carrier services (check all that apply):

- (a) _____ MTS with distance sensitive per minute rates
- _____ Method of access is FGA
_____ Method of access is FGB
_____ Method of access is FGD
_____ Method of access is 800
- (b) _____ MTS with route specific rates per minute
- _____ Method of access is FGA
_____ Method of access is FGB
_____ Method of access is FGD
_____ Method of access is 800
- (c) _____ MTS with statewide flat rates per minute (i.e. not distance sensitive)
- _____ Method of access is FGA
_____ Method of access is FGB
_____ Method of access is FGD
_____ Method of access is 800
- (d) _____ MTS for pay telephone service providers
- (e) _____ Block-of-time calling plan (Reach Out Florida, Ring America, etc.).
- (f) _____ 800 service (toll free)
- (g) _____ WATS type service (bulk or volume discount)
- _____ Method of access is via dedicated facilities
_____ Method of access is via switched facilities

- (h) _____ **Private line services (Channel Services)**
(For ex. 1.544 mbs., DS-3, etc.)
- (i) _____ Travel service
 - _____ Method of access is 950
 - _____ Method of access is 800
- (j) _____ 900 service
- (k) _____ Operator services
 - _____ Available to presubscribed customers
 - _____ Available to non presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals).
 - _____ Available to inmates
- (l) Services included are:
 - _____ Station assistance
 - _____ Person-to-person assistance
 - _____ Directory assistance
 - _____ Operator verify and interrupt
 - _____ Conference calling

21. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

22. Submit the following: **See enclosed petition (Exhibit 2).**

A. **Managerial capability;** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

B. **Technical capability;** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

C. **Financial capability. See enclosed petition (Exhibit 3).**

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

See enclosed petition.

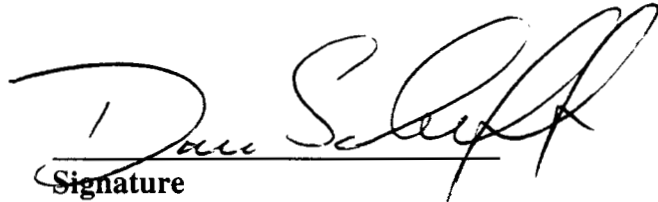
THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
 - **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
 - **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Dave Schaeffer
Print Name


Signature

Chief Executive Officer
Title

12/21/01
Date

(202) 295-4200

(703) 997-8709
Fax No.

Address: Cogent Communications Group, Inc.
1015 31st Street NW
Washington, D.C. 20007

THIS PAGE MUST BE COMPLETED AND SIGNED

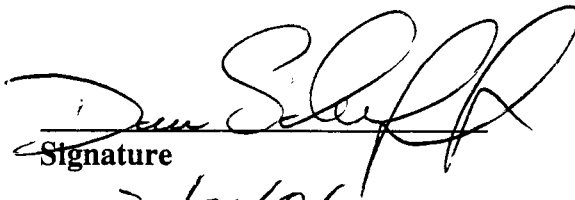
CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be provided in one of the following ways (applicant, please check one):

- (x) The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- () The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.
(The bond must accompany the application.)

UTILITY OFFICIAL:

Dave Schaeffer
Print Name


Signature

Chief Executive Officer
Title

2/21/01
Date

(202) 295-4200

(703) 997-8709
Fax No.

Address: Cogent Communications Group, Inc.
1015 31st Street NW
Washington, D.C. 20007

THIS PAGE MUST BE COMPLETED AND SIGNED

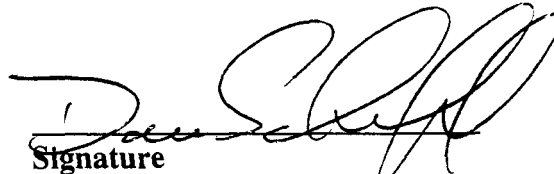
AFFIDAVIT

I, Dave Schaeffer, 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 financial capability to provide interexchange telecommunications 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 my 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."

UTILITY OFFICIAL:

Dave Schaeffer
Print Name


Signature

Chief Executive Officer
Title

12/21/01
Date

(202) 295-4200

(703) 997-8709
Fax No.

Address: Cogent Communications Group, Inc.
1015 31st Street NW
Washington, D.C. 20007

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** (X) previously provided intrastate telecommunications in Florida.

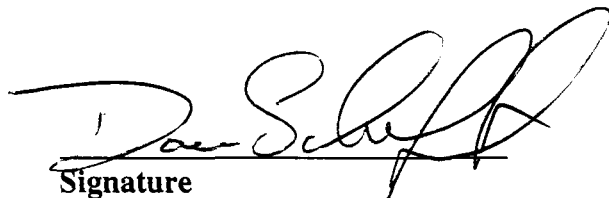
If the answer is has, fully describe the following:

(a) What services have been provided and when did these services begin?

(b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

Dave Schaeffer
Print Name



Signature

Chief Executive Officer
Title

12/21/01
Date

(202) 295-4200

(703) 997-8709
Fax No.

Address: Cogent Communications Group, Inc.
1015 31st Street NW
Washington, D.C. 20007

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, Ried R. Zulager, Secretary of Allied Riser of Florida, Inc. and current holder of Florida Public Service Commission Certificate Number # 000212-TX, have reviewed this application and join in the petitioner's request for a:

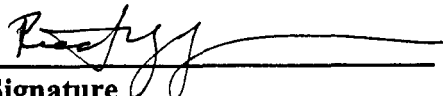
transfer .

assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Ried R. Zulager
Print Name


Signature

Secretary
Title

31 December, 2007
Date

(214) 210-3000

(214) 210-3009
Fax No.

Address: Allied Riser of Florida, Inc.
1700 Pacific Avenue, #400
Dallas, TX 75201

**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION**

Application of)	
)	
Allied Riser of Florida, Inc.)	
)	
and)	Case No. _____
)	
Cogent Communications Group, Inc.)	
)	
For Approval of Transfer of Control)	
)	
)	

**APPLICATION FOR APPROVAL OF
TRANSFER OF CONTROL**

Allied Riser of Florida, Inc. ("Allied Riser") and Cogent Communications Group, Inc. ("Cogent") (collectively, "Applicants"), by their undersigned counsel and pursuant to Section 364.33 of the Florida Statutes, hereby request that the Commission grant approval of the transfer of control of Allied Riser to Cogent.

The approval of the proposed transfer of control will serve the public interest by providing greater competition in the telecommunications markets. Allied Riser's proposed services will address the needs of business users in the State of Florida for high-quality Internet access services and other services. Accordingly, Commission approval of the instant Application will foster competition in the intrastate telecommunications market and generate significant benefits to Florida telecommunications

users, including competitively-priced, high-quality services as well as increased reliability of the supply of communications services.

In support hereof, Applicants submit the following information:

I. THE PARTIES

A. ALLIED RISER

Allied Riser is incorporated in the State of Delaware, with its principal offices located at 1700 Pacific Avenue, Suite 400, Dallas, Texas 75201. Allied Riser's I.R.S. Employer ID number is 75-2841259. Copies of its Certificate of Incorporation and Authority to do Business in Florida are attached hereto as Exhibit 1. On April 10, 2000, in Docket No. 000212TX, this Commission granted Allied Riser a Certificate of Public Convenience and Necessity ("CPCN") to operate as a facilities-based provider and reseller of all forms of telecommunications services in the State of Florida. A copy of the letter granting Allied Riser its current CPCN is attached hereto as Exhibit 2. Allied Riser has not commenced providing any telecommunications services in the State of Florida and currently has no customers.

B. ALLIED RISER COMMUNICATIONS CORPORATION

Allied Riser's parent company is Allied Riser Communications Corporation ("Allied Riser Corp."). Allied Riser Corp. is incorporated in the State of Delaware, with its principal offices located at 1700 Pacific Avenue, Suite 400, Dallas, Texas 75201. Allied Riser Corp. does not provide any services to any customers in the State of Florida.

C. COGENT

Cogent is a provider of high-speed Internet access to businesses, application service providers, and Internet service providers. Cogent is incorporated in the State of Delaware, with principal offices located at 1015 31st Street NW, Washington, D.C. 20007. Cogent's I.R.S. employer ID number is 52-2337274. Cogent is currently providing Internet access services to commercial customers in the State of Florida.

D. DESIGNATED CONTACTS

Correspondence or communications pertaining to this Application and subsequent legal and regulatory matters should be directed to Applicants' attorneys of record:

Cogent

Robert N. Beury, Jr., Esq.
General Counsel
Cogent Communications Group, Inc.
1015 31st Street NW
Washington, D.C. 20007
Telephone: (202) 295-4200
Fax: (703) 997-8709

Allied Riser

Michael Carper, Esq.
Allied Riser of Florida, Inc.
1700 Pacific Avenue, Suite 400
Dallas, Texas 75201-4679
Telephone: (214) 210-3000
Fax: (214) 210-3009

with a copy to:

Warren G. Lavey, Esq.
Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 W. Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 407-0700
Fax: (312) 407-8515

II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL

A. DESCRIPTION OF TRANSACTION

The Applicants have determined that they can improve their operational efficiency and competitive position through the transfer of control described herein.

Pursuant to the Merger Agreement between Cogent and Allied Riser Corp. ("Agreement"), a wholly-owned subsidiary of Cogent will merge with and into Allied Riser Corp., leaving Allied Riser Corp. a wholly-owned subsidiary of Cogent. Thus, Allied Riser will be a wholly-owned indirect subsidiary of Cogent. Allied Riser will continue to operate in the State of Florida, and will continue to hold the CPCN and pay any applicable regulatory fees.

Through Cogent, Allied Riser's managerial, technical and financial ability to provide the intrastate telecommunications services pursuant to the authorization requested herein will be greatly enhanced. The senior management of Cogent has extensive experience in the telecommunications field. A description of the backgrounds of Cogent's management team is attached hereto as Exhibit 3. Cogent also has access to the financing and capital necessary to conduct the telecommunications

operations of the combined entity. In support of this Petition, Applicants attach hereto as Exhibit 4 a copy of Cogent's most recent financial statements for the period ending December 31, 2000.

Cogent is currently not providing voice telephony and similar telecommunications services in any jurisdiction, but does provide Internet access and operate as an Internet Service Provider. Applicants have not been denied authority in any jurisdiction.

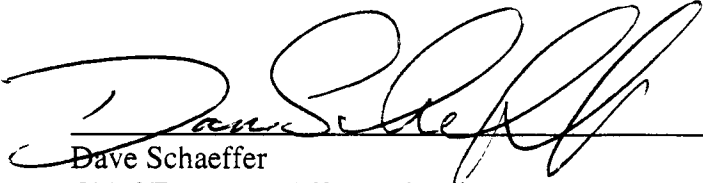
B. PUBLIC INTEREST CONSIDERATIONS

Consummation of the transaction serves the public interest by promoting competition among providers of local and interexchange telecommunications services. The merger will result in an entity better equipped to accelerate its growth as a facilities-based competitive telecommunications service provider by combining the telecommunications expertise and resources of Cogent with those of Allied Riser. The resulting corporate structure and improved financial condition are expected to enhance significantly Allied Riser's operational flexibility and efficiency, as well as its long term financial viability. These enhancements will directly benefit Florida's customers. The merger, therefore, will ensure the continued provision of advanced telecommunications services to the public and should promote competition in the Florida telecommunications service market.

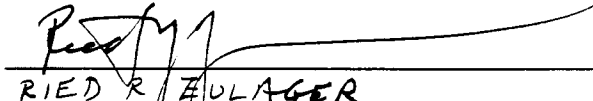
III. CONCLUSION

WHEREFORE, for the reasons stated herein, Applicants respectfully request that the Commission approve this Application for Approval of a Transfer of Control and grant all other relief as necessary and appropriate to effectuate the transactions described herein.

Respectfully submitted,



Dave Schaeffer
Chief Executive Officer of Cogent Communications
Group, Inc.



RIED R. ZULLAGER
Secretary of Allied Riser of Florida, Inc.

Dated: December 31st, 2007

EXHIBITS

Business Certificate	-	Exhibit 1
CPCN	-	Exhibit 2
Management Biographies	-	Exhibit 3
Financial Statements	-	Exhibit 4
Verification		

EXHIBIT 1

Allied Riser's Certificate of Incorporation and Authority to do Business



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 27, 1999

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

Qualification documents for ALLIED RISER OF FLORIDA, INC. were filed on September 27, 1999 and assigned document number F99000004973. Please refer to this number whenever corresponding with this office.

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

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

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

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

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 699A00047181

Account number: 072100000032

Account charged: 70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

RECEIVED DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
SEP 27 PM 4:56

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

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

2. DELAWARE 3. pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7 September 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. anticipated October 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1700 PACIFIC AVE., #400
DALLAS, TX 75201
(Current mailing address)

8. communications services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:

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

Corporation Service Company
By: Carol Dobb
(Registered agent's signature)

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

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

99 SEP 27 PM 4: 59
DIVISION OF CORPORATIONS

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **RIED R. ZULAGER** **CORPORATE SECRETARY**
(Typed or printed name and capacity of person signing application)

ALLIED RISER OF FLORIDA, INC.

OFFICERS AND DIRECTORS

Officers

Michael R. Carper	President
Todd C. Doshier	Vice President
Charles Yeargain	Vice President and Treasurer
Ried Zulager	Secretary

Directors

Michael R. Carper
Todd C. Doshier
Charles Yeargain

The Mailing address for all Officers and Directors is:

1700 Pacific Avenue, Suite 400
Dallas, TX 75201

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 PM 4:56

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 "ALLIED RISER OF FLORIDA, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

3093421 8100

991373566

AUTHENTICATION: 9958669

DATE: 09-08-99

CERTIFICATE OF INCORPORATION
OF
ALLIED RISER OF FLORIDA, INC.
A STOCK CORPORATION

I, Ried R. Zulager, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is **ALLIED RISER OF FLORIDA, INC.**

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805, in the city of Wilmington, County of New Castle, Delaware. The name of the Corporation's registered agent at such address is Corporation Service Company

THIRD: The purpose of 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.

FOURTH: The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, with a par value of a penny (\$0.01) per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation.

Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this

Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In Furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the state of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

TENTH: The name and mailing address of the sole incorporator is Ried R. Zulager, Allied Riser Communications Corporation, 1700 Pacific Avenue, Suite 400, Dallas, TX 75201.

ELEVENTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Michael R. Carper	1700 Pacific Avenue, Suite 400, Dallas, TX 75201
Charles W. Yeagain	1700 Pacific Avenue, Suite 400, Dallas, TX 75201

IN WITNESS WHEREOF, I Ried R. Zulager, being the sole incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 7th day of September, 1999.

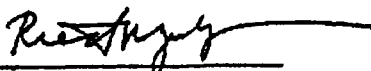

Ried R. Zulager, Sole Incorporator

EXHIBIT 2

Letter Granting Allied Riser a Certificate of Public Convenience and Necessity

STATE OF FLORIDA

Commissioners:
JOE GARCIA, CHAIRMAN
J. TERRY DEASON
SUSAN F. CLARK
LILA JABER
E. LEON JACOBS, JR.



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

Public Service Commission

May 10, 2000

Ried R. Zulager, Secretary
Allied Riser of Florida, Inc.
1700 Pacific Avenue, Suite 400
Dallas, TX 75201

RE: Authority Number T-00-0286

Dear Mr. Zulager:

Since no protest was received by the close of business May 5, 2000, your certificate to operate as an alternative local exchange company became effective today, May 10, 2000, in Docket Number 000212-TX, Order Numbers PSC-00-0713-PAA-TX and PSC-00-0934-CO-TX.

If you intend to offer basic service per Section 364.337, Florida Statutes, a price list must be submitted to the Commission at least one day prior to offering service.

Please call me at (850) 413-6127, if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Nancy Pruitt".

Nancy Pruitt
Certification Section

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Applications for
certificates to provide
alternative local exchange
telecommunications services.

Allied Riser of Florida, Inc.	DOCKET NO. 000212-TX
Florida Consolidated Multi-Media Services, Inc.	DOCKET NO. 000150-TX
Genesis Communications International, Inc.	DOCKET NO. 000058-TX
Claricom Networks, Inc. d/b/a Staples Communications- Networks	DOCKET NO. 991661-TX
TelNet.com, Inc.	DOCKET NO. 000162-TX
	ORDER NO. PSC-00-0934-CO-TX
	ISSUED: May 10, 2000

CONSUMMATING ORDER

BY THE COMMISSION:

By Order No. PSC-00-0713-PAA-TX, issued April 14, 2000, this Commission proposed to take certain action, subject to a Petition for Formal Proceeding as provided in Rule 25-22.029, Florida Administrative Code. No response has been filed to the order. It is, therefore,

ORDERED by the Florida Public Service Commission that Order No. PSC-00-0713-PAA-TX has become effective and final. It is further

ORDERED that these dockets shall be closed.

ORDER NO. PSC-00-0934-CO-TX
DOCKETS NOS. 000212-TX, 000158-TX, 000058-TX, 991661-TX, 000162-
TX
PAGE 2

By ORDER of the Florida Public Service Commission, this 10th
day of May, 2000.

/s/ Blanca S. Bayó

BLANCA S. BAYÓ, Director
Division of Records and Reporting

This is a facsimile copy. A signed
copy of the order may be obtained by
calling 1-850-413-6770.

(S E A L)

KMP

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 judicial review of Commission orders that is available pursuant to Section 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 judicial review will be granted or result in the relief sought.

Any party adversely affected by the Commission's final action in this matter may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or the First District Court of Appeal in the case of a water and/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 after the issuance 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.

EXHIBIT 3

Management of Cogent Following the Merger and Other Information

Following the merger, the directors, executive officers, and other key employees of Cogent and their ages as of October 10, 2001 will be as follows:

Name	Age	Title
David Schaeffer	45	Chairman and Chief Executive Officer
William Curren	53	President and Chief Operating Officer
H. Helen Lee	29	Chief Financial Officer and Director
Robert Beury	48	General Counsel
Barry Morris	42	Vice President of Sales
Scott Stewart	38	Vice President of Real Estate
Bradley Kummer	53	Chief Technology Officer and Vice President of Optical Transport
Neale D'Rozario	40	Chief Information Officer
Timothy O'Neill	45	Vice President of Engineering Construction
Mark Schleifer	32	Vice President of IP Engineering
Thaddeus Weed	40	Vice President, Controller
Edward Glassmeyer	60	Director
Erel Margalit	40	Director
James Wei	34	Director

We have listed below biographical information for each person who is expected to be a director, executive officer, or key employee following the merger.

David Schaeffer founded Cogent in August 1999, and is the Chairman and Chief Executive Officer. Prior to founding Cogent, Mr. Schaeffer was the founder of Pathnet, Inc., a broadband telecommunications provider, where he served as Chief Executive

Officer from 1995 until 1997, and as Chairman from 1997 until 1999. On April 2, 2001, Pathnet, Inc. filed for bankruptcy under Chapter 11 of the United States Bankruptcy Code.

William Curren joined Cogent in June 2000 as President and Chief Operating Officer. From 1991 to 1999, Mr. Curren served as Group President, Communication Systems for Andrew Corp., a wireless communications infrastructure technology company.

H. Helen Lee, the Company's Chief Financial Officer and a director, joined Cogent in November 2000. Prior to joining Cogent, Ms. Lee worked in the LBO group of the Audax Group, a private equity firm in Boston, MA in 2000. From 1997 to 1998 Ms. Lee worked at Pathnet Inc., directing financing and corporate development activities. From 1995 to 1997, Ms. Lee worked in the Telecom M&A/Advisory Group at J.P. Morgan, where she participated in merger and acquisition transactions and advised on equity and high-yield offerings.

Robert Beury joined Cogent in September 2000 as General Counsel. Prior to joining Cogent, Mr. Beury served as Deputy General Counsel of Iridium LLC from 1994 to 2000. From 1987 to 1994, Mr. Beury was General Counsel of Virginia's Center for Innovative Technology, a non-profit corporation set up to develop the high-tech industry in Virginia.

Barry Morris joined Cogent in April 2000 as Vice President of Sales. Mr. Morris has over 19 years of experience in the sale and complex integration of large data communication networks. From 1997 to 2000, Mr. Morris served as Senior Director of Sales for Nortel Networks where he managed a staff of pre- and post-sales engineers, account executives, and regional managers, and performed marketing and sales consulting duties. Preceding its acquisition by Nortel, Mr. Morris served as the Vice President of Sales for Bay Networks from 1994 to 1997 and as District Sales Manager for Synoptics prior to its acquisition by Bay Networks.

Scott Stewart joined Cogent in May 2000 as the Vice President of Real Estate. He is responsible for leading a team of professionals to build Cogent's nationwide network of multi-tenant office buildings. From 1999 to 2000, Mr. Stewart was a Vice President at Carlyle Realty, a division of the Carlyle Group, a multi-national private equity group based in Washington, D.C. From 1995 to 1999, Mr. Stewart directed the east-coast development program for Homestead Village, an extended stay hotel company and subsidiary of Security Capital Group. While there, Mr. Stewart was responsible for leading a team of 25 development professionals in the construction of 72 hotels in 18 cities. From 1993 to 1995, Mr. Stewart was the President and Founder of Potomac Land and Development Company, a Washington, D.C. metropolitan area real es-

tate investment and consulting firm. From 1991 to 1993, Mr. Stewart was a Vice President and managed the Real Estate Owned properties of a Virginia based bank. Prior to then, Mr. Stewart served as a residential community developer in suburban Washington, D.C.

Bradley Kummer joined Cogent in February 2000 as Vice President and Chief Technology Officer. Mr. Kummer spent the 25 years prior to joining Cogent at Lucent Technologies (formerly Bell Laboratories), where he served in a variety of research and development and business development roles relating to optical fibers and systems. In his most recent work at Lucent, he was responsible for optical fiber systems engineering for long haul and metropolitan dense wavelength division multiplexing systems.

Neale D'Rozario joined Cogent in July 2000, and currently serves as Chief Information Officer. He is responsible for the Network Operations Center and Corporate Technology. From 1996 to 2000, Mr. D'Rozario was the Chief Information Officer for SunTrust Bank's investment banking division. While at SunTrust, Mr. D'Rozario was responsible for technology supporting equity and debt capital raising and trading activities. From 1991 to 1996, D'Rozario was the Global Managing Director of Technology for Barclays Bank, BZW Debt Capital Markets. There he was responsible for software development and third party package integration network infrastructure. From 1986 to 1991, Mr. D'Rozario served as the Information Systems Manager at Salomon Brothers, Inc.

Timothy O'Neill joined Cogent in January 2001 as the Vice President of Engineering Construction. He is responsible for the network build-out and provisioning. From 1999 to 2001, Mr. O'Neill was employed at @Link Networks where he served as Chief Network Officer. While at @Link, Mr. O'Neill was responsible for engineering, implementing, and operation an integrated communications network. From 1998 to 1999, Mr. O'Neill was the Vice President of National Operations for NEXTLINK. His responsibilities included the NOC, network assurance, central office construction, provisioning, and engineering. Mr. O'Neill has also held senior management positions with Time Warner Communications and Internet Communications from 1994 to 1998.

Mark Schleifer joined Cogent in October 2000, and currently serves as Vice President of IP Engineering. From 1994 to 2000, Mr. Schleifer served as Senior Director, Network Engineering at DIGEX/Intermedia, a provider of high-end managed Web and application hosting services. At DIGEX/Intermedia, Mr. Schleifer managed the Network Engineering group, Capacity Planning group, and Research and Development group. He was responsible for all technical aspects of customer turn-up, network troubleshooting, field installations, and new equipment testing for the leased line business. Mr. Schleifer also coordinated peering and backbone circuit deployment to maintain network throughput and availability.

Thaddeus Weed joined Cogent in February 2000 as Controller. From 1997 to 1999, Mr. Weed served as Senior Vice President of Finance and Treasurer at Transaction Network Services where Mr. Weed undertook a broad range of financial management responsibilities. These responsibilities included financial planning, forecasting, budgeting, financial modeling, acquisition, and international expansion strategies and pro-forma analyses. In 1999, he negotiated and completed the sale of Transaction Network Services to PSINet. From 1987 to 1997, Mr. Weed was employed at Arthur Andersen, where he served as Senior Audit Manager, consuming on due diligence and operational improvement issues and performing audits of public and private entities.

Edward Glassmeyer has served on Cogent's board of directors since 2000. Mr. Glassmeyer was with Citicorp Venture Capital from 1968 to 1970, and The Sprout Capital Group where he was Managing Partner from 1971 to 1974. In 1973, he became a founding director of the National Venture Capital Association (NVCA). In 1978, he co-founded Oak Investment Partners, a venture capital firm. Since July 1996, he has been an Overseer of The Tuck School at Dartmouth College. Mr. Glassmeyer serves on the board of directors of a number of Oak portfolio companies supplying network equipment and services, including Apogee Networks, Movaz, Telica, and Tellium.

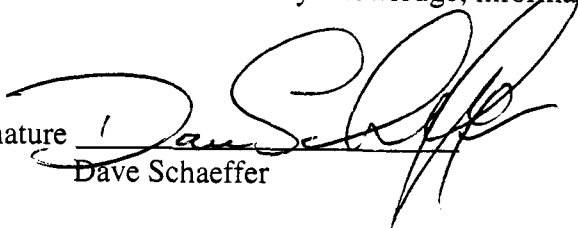
Erel Margalit has served on Cogent's board of directors since 2000. Mr. Margalit has been Managing General Partner of Jerusalem Pacific Ventures since August 1997. He was a general partner of Jerusalem Pacific Ventures from December 1993 to August 1997. From 1990 to 1993, Mr. Margalit was Director of Business Development of the City of Jerusalem. Mr. Margalit is a director of Paradigm Geophysical Ltd., Bridgewave Communications, Inc., CyOptics, Inc. First Access, Ltd., InLight Communications, Inc., KereniX, Inc., SANGate Systems, Inc., and Teleknowledge Group, Inc.

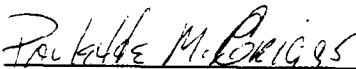
James Wei has served on Cogent's board of directors since 2000. He has been a general partner at Worldview Technology Partners, a venture capital firm, since April 1996. Prior to that, Mr. Wei was a Fund Manager at JAFCO Co., Ltd., a venture capital firm, from October 1991 through April 1996. Mr. Wei currently also serves on the boards of directors for Caly Networks, CommVerge Solutions, Edge2Net, iWorld Networking, Movaz Networks, Tensilica, 3ParData, Triton Network Systems, and Well-spring Solutions. He is also a General Partner of Meritech Capital Partners, a late stage venture capital fund with \$1.8 billion under management.

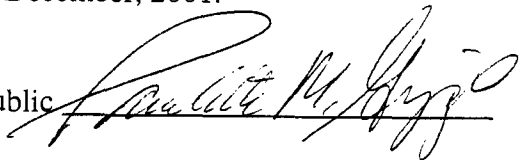
AFFIDAVIT

District of Columbia)
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I, Dave Schaeffer, being duly sworn, declare that I am the Chief Executive Officer of Cogent Communications Group, Inc. ("Cogent"); that I am authorized to make this affidavit on behalf of Cogent, the co-applicant in the subject proceeding; that I have read the foregoing Application and Financial Statement contained within this Application; and that the same is true and correct to the best of my knowledge, information, and belief.

Signature 
Dave Schaeffer

Subscribed and sworn to me, , Notary Public of the District of Columbia, this 21ST day of December, 2001.

Notary Public 

My Commission expires on: 7/31/06

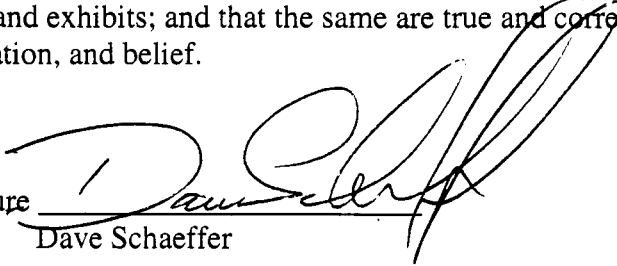
VERIFICATION

District of Columbia

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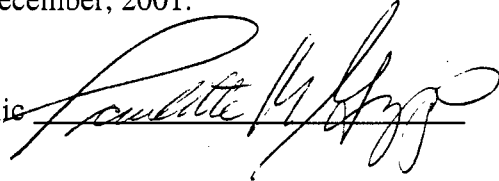
I, Dave Schaeffer, being duly sworn, declare that I am the Chief Executive Officer of Cogent Communications Group, Inc. ("Cogent"); that I am authorized to make this verification on behalf of Cogent, the co-applicant in the subject proceeding; that I have read the foregoing Application and exhibits; and that the same are true and correct to the best of my knowledge, information, and belief.

Signature


Dave Schaeffer

Subscribed and sworn to me, Paulette M. Griggs, Notary Public of the District of Columbia, this 21st day of December, 2001.

Notary Public



My Commission expires on: 7/31/01

VERIFICATION

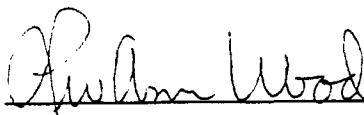
State of Texas)
)
 County of Dallas)

I, Ried R. Zulager, being duly sworn, declare that I am the Secretary of Allied Riser of Florida, Inc. ("Allied Riser"); that I am authorized to make this verification on behalf of Allied Riser, the applicant in the subject proceeding; that I have read the foregoing Application and exhibits; and that the same are true and correct to the best of my knowledge, information, and belief.



 Ried R. Zulager, Secretary

Subscribed and sworn to me, Luann Wood, Notary Public of the State of Texas, Dallas County, this 31st day of December, 2001.

Notary Public  _____

My Commission expires on: 11-08-02





Robert N. Leavy, Jr.
Cogent Communications
1015 31st St. NW
Washington, D.C. 20007

