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A LIMITED LIABILITY PARTNERSHIP

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February 19, 2002

VIA FEDERAL EXPRESS

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

020143-TP

**Re: Request for Approval of Name Change from KMC III Telecom, Inc.
to KMC Telecom III LLC**

Dear Ms. Bayo:

KMC Telecom III, Inc. hereby respectfully requests the approval of the Florida Public Service Commission ("Commission") to the extent necessary to effectuate a name change from KMC Telecom III, Inc. to KMC Telecom III LLC (together with KMC III, Inc. "KMC III"). This name change is occasioned by the conversion of KMC Telecom III, Inc. into a limited liability company, pursuant to Delaware law, and does not involve any change to the current ownership, management personnel or telecommunications operations of KMC III.

KMC III is currently authorized to provide facilities-based and resold, switched, local exchange and interexchange telecommunications services in the State of Florida.¹ KMC III was formed as a Delaware corporation, and currently transacts business in several states in which it is authorized to provide the telecommunications services described above. KMC Telecom Holdings, Inc. ("KMC Holdings"), a Delaware corporation, is the sole shareholder of KMC III. The technical, financial and managerial qualifications of KMC III to provide telecommunications

¹ In Florida, KMC III Telecom, Inc. is authorized to provide alternative local exchange telecommunications services pursuant to Certificate No. 7093, granted by the Commission on September 6, 1999. KMC III Telecom, Inc. is also authorized to resell interexchange telecommunications services in the State of Florida pursuant to Certificate No. 7092, granted by the Commission on August 3, 1999.

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services are a matter of public record, and were previously provided to the Commission in support of KMC III's application for authority to provide telecommunications services in Florida.

For corporate and business reasons, KMC Holdings converted KMC III and certain other of its subsidiaries into Delaware limited liability companies ("LLC"s) on December 31, 2001.² Pursuant to Delaware law, the conversion of a Delaware corporation into a Delaware LLC is regarded as a continuation of the original corporate entity, and accordingly, the date of formation of the LLC is the same date as that on which the corporate entity was originally formed. Moreover, by operation of law, all of the assets, rights, liabilities and obligations of the original corporation become the assets, rights, liabilities and obligations of the LLC upon such conversion.³

Because there is no change to the identity of the legal entity that results from conversion of a Delaware corporation into a Delaware LLC, such a conversion is most appropriately treated as a name change. Although KMC Telecom III, Inc. recently changed its legal form, it did not transfer any assets to a different legal entity, nor assume any new debt. To effectuate the conversion described herein, KMC Holdings exchanged its 100% stock interest in KMC Telecom III, Inc. for a 100% ownership interest in KMC Telecom III LLC. Accordingly, no ownership interest in KMC III passed to a new entity, and there has been no transfer of control of KMC III.

The conversion of KMC Telecom III, Inc. into a limited liability company is transparent to customers in Florida, and will have no adverse impact upon them, as those customers continue to receive telecommunications services provided by KMC III at the same rates, and pursuant to the same terms and conditions. Moreover, there has been no change to KMC III's management and operations personnel, nor to the designated KMC III representatives for customer and Commission inquiries. Because the legal entity providing telecommunications services in Florida remains the same, no carrier change charge has been assessed in connection with this event. Consequently, the conversion of a corporation into an LLC described herein is in effect, for regulatory and most other purposes, a minor name change whereby KMC Telecom III, Inc. became KMC Telecom III LLC.

The insignificant nature of the name change described herein suggests no potential for customer confusion and there is no need for customer notification. Because this name change

² Copies of the documents relating to the conversion of KMC Telecom III, Inc. into a limited liability company, including Certificate of Conversion, Certificate of Formation of KMC Telecom III LLC, and Qualification of KMC Telecom III LLC to transact business in the State of Florida, are attached hereto as *Exhibit A*.

³ Most states have similar provisions for the conversion of a corporation into a limited liability company.

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does not affect the identifying portion of KMC III's name, KMC III respectfully requests that the Commission waive any amendments to its outstanding tariffs that may otherwise be required. Further, KMC III respectfully requests the Commission's expeditious grant of any necessary approvals for the name change described herein.

Enclosed, please find two (2) copies of this letter for your records. Enclosed please also find a duplicate copy of this letter and a self-addressed, stamped envelope. Please date-stamp the duplicate upon receipt, and return it in the envelope provided. In addition, KMC III requests that copies of any correspondence related to this matter be sent to Mr. Michael Duke, Director of Government Affairs, KMC Telecom Holdings, Inc., 1755 North Brown Road, Lawrenceville, Georgia 30043.

Please feel free to contact the undersigned counsel at (202) 887-1211 if you have any questions or concerns regarding this filing.

Respectfully submitted,



James J. Freeman
Brett Heather Freedson
KELLEY, DRYE & WARREN LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

Its Attorneys


Enclosures

VERIFICATION

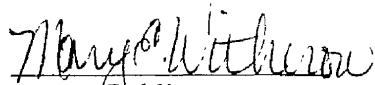
My name is Mike Dkuke and I am Director of Government Affairs for KMC Telecom and its affiliates. I am authorized to represent KMC Telecom and its affiliates and to make this verification on their behalf.

Except as otherwise specifically attributed, the statements in the foregoing document relating to these companies are true of my own knowledge, other than as to matters that are stated therein on information or belief, and as to those matters, I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.


Mike Duke

Subscribed and sworn to before me this 13th day of February, 2002.


Notary Public

My Commission expires: MARY E. WITHEROW
Notary Public District of Columbia
My Commission Expires September 30, 2004

VERIFICATION

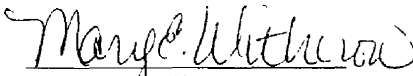
My name is Mike Dkuke and I am Director of Government Affairs for KMC Telecom and its affiliates. I am authorized to represent KMC Telecom and its affiliates and to make this verification on their behalf.

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Mike Duke

Subscribed and sworn to before me this 13th day of February, 2002.


Notary Public

MARY E. WITHEROW
Notary Public District of Columbia
My Commission expires: ~~September 30, 2004~~

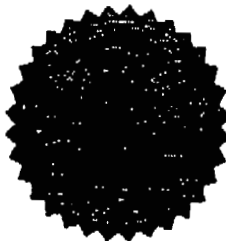
EXHIBIT A

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "KMC TELECOM III, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "KMC TELECOM III, INC." TO "KMC TELECOM III LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 2 O'CLOCK P.M.



2978388 8100V

010678091

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1534014

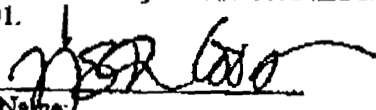
DATE: 12-31-01

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY**

It is hereby certified that:

1. The name of the corporation immediately prior to the filing of this Certificate is KMC Telecom III, Inc.
2. The date the Certificate of Incorporation was filed is December 14, 1998.
3. The original name of the corporation as set forth in the Certificate of Incorporation is KMC Telecom III, Inc.
4. The name of the limited liability company into which the corporation is being converted is KMC Telecom III LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, I do execute this Certificate and affirm and acknowledge, under penalties of perjury, that this Certificate is my act and deed and that the facts stated herein are true, this 31 day of December, 2001.


 Name: _____
 Title: Constance Loosemore
Vice President, Treasurer

NY0171ANN00000041

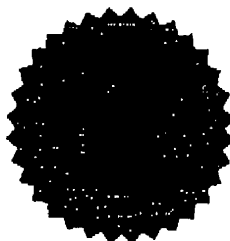
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/31/2001
010678091 - 2976368

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, 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 "KMC TELECOM III LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 2 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2978388 8100V

AUTHENTICATION: 1534014

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/31/2001
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CERTIFICATE OF FORMATION

OF

KMC TELECOM III LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company is KMC Telecom III LLC (the "Company").

SECOND The address of the registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, 19801, in the City of Wilmington. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The sole member of the Company (the "Sole Member") shall be responsible for the management of the Company. The Sole Member shall have the right, power and authority to manage, direct and control all of the business and affairs of the Company, to transact on behalf of the Company, to sign for the Company or on behalf of the Company or otherwise bind the Company.

FOURTH: The Sole Member shall have full, exclusive, and complete discretion, power and authority, subject in all cases to the other provisions of this Certificate of Formation and the requirements of applicable law, to delegate to one or more persons the management, control, administration, and operation of the business and affairs of the Company. Such delegation shall be as provided in such documentation as the Sole Member shall determine. Any such delegation shall not cause the Sole Member to cease to be the sole member of the Company.


FIFTH: The Sole Member may appoint individuals with or without such titles as it may elect, including the titles of President, Vice President, Treasurer, and Secretary, to act on behalf of the Company with such power and authority as the Sole Member may delegate in writing to any such persons.

SIXTH: To the fullest extent permitted by applicable law, the Company shall indemnify and hold harmless the Sole Member of the Company and directors, officers, employees and agents of the Sole Member of the Company from and against any and all claims and demands whatsoever.

DEC 31 2001 11:33 FR

TO *209572500079130 P.10

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the 31 day of December, 2001.


Minsong Liang, Authorized Person



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2002

CT SYSTEM
ATTN: LE

Qualification documents for KMC TELECOM III LLC were filed on January 10, 2002, and assigned document number M0200000090. 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) 245-6051, the Registration and Qualification Section.

Lee Rivers
Document Specialist
Division of Corporations

Letter Number: 802A00001511