

080158

March 13, 2008

RECEIVED-FPSC
03 MAR 14 PM 2:12
COMMISSION
CLERK

VIA OVERNIGHT DELIVERY

Ann Cole
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: **US LEC of Florida Inc. Notice of Conversion to Limited Liability Company and Resulting Name Change to "US LEC of Florida LLC"**

Dear Ms. Cole:

US LEC of Florida Inc. d/b/a PAETEC Business Services ("US LEC"), by its undersigned counsel, hereby notifies the Commission that effective January 1, 2008, US LEC was converted from a corporation to a limited liability company ("LLC"). US LEC is a North Carolina corporation that is authorized to provide local exchange and intrastate interexchange telecommunications services in Florida.¹ As explained below, the conversion did not involve a merger or change of control nor did it involve the transfer of any assets of US LEC. The conversion was transparent to US LEC's customers in terms of the services they receive.

CMP 1
COM _____
CTR _____
ECR _____
GCL _____
OPC _____
RCA _____
SCR _____
SGA _____
SEC _____
CLL _____
OTH 1

In connection with this notice, US LEC of Florida LLC submits: (1) a copy of its authority to transact business in the State of Florida; (2) a copy of its registration to use the fictitious name "PAETEC Business Services"; and (3) self-stick labels bearing the name "US LEC of Florida LLC" d/b/a PAETEC Business Services," which are to be affixed to its tariffs currently on file with the Commission.

An original and two (2) copies of this filing are enclosed. Kindly date-stamp and return the extra copy in the self-addressed, postage paid envelope provided.

US LEC is authorized to provide intrastate interexchange services pursuant to Certificate No. 5310, granted by the Commission in Docket No. 971454-TI, Order No. PSC-98-0287-FOF-TI, and competitive local exchange services pursuant to Certificate No. 5311, granted in Docket No. 971455-TX, Order No. PSC-97-1604-FOF-TX.

DOCUMENT NUMBER-DATE
01918 MAR 14 08
FPSC-COMMISSION CLERK

March 13, 2008

Page 2

A. Description of the Name Change to “US LEC of Florida LLC”

Owing to tax considerations, US LEC’s ultimate corporate parent, PAETEC Holding Corp., recently determined to convert certain of its subsidiaries, including US LEC, from corporations to LLCs. The conversion occurred by operation of law pursuant to the filing of various documents with the North Carolina Secretary of State. Pursuant to North Carolina law, US LEC ceased to exist as a corporation, but continues in existence as an LLC.² The assets, liabilities, interests, rights, and obligations of US LEC remain vested in the converted entity. Because US LEC is recognized as the same entity following the conversion, no transfer of assets has occurred nor has any transfer of control resulted from the conversion. The only thing that has occurred is that US LEC’s name has been changed to “US LEC of Florida LLC.” The converted US LEC entity continues to do business in Florida using the name “PAETEC Business Services.” The conversion was transparent to US LEC’s Florida customers.

B. Authority of US LEC of Florida LLC to Conduct Business in Florida

The converted US LEC entity continues to be authorized and qualified to conduct business in the State of Florida. Attached hereto as Exhibit A is a copy of the US LEC of Florida LLC’s authority from the Florida Secretary of State to transact business in Florida. Attached hereto as Exhibit B is a copy of US LEC of Florida LLC’s registration to use the fictitious name “PAETEC Business Services” in Florida.

Wherefore, US LEC respectfully requests that its CLEC and IXC certificates be updated to reflect the name change to “US LEC of Florida LLC” d/b/a PAETEC Business Services.

² Under North Carolina law, which governs US LEC’s formation and existence, an entity that converts to a North Carolina LLC is recognized as the same entity following the conversion. N.C. GEN. STAT. ANN. § 57C-9A-04. When the conversion takes effect, the converting corporation ceases its prior form of organization and continues in existence as the resulting North Carolina LLC. *Id.* § 57C-9A-04 (1). All of the assets, liabilities, interests, rights, and obligations of the converting entity continue as those of the resulting North Carolina LLC. *Id.* §§ 57C-9A-04 (2), (3), (5). Moreover, the cessation of the existence of the converting business entity in its prior form of organization shall not constitute a dissolution or termination of the converting business entity. *Id.* § 57C-9A-04.

March 13, 2008
Page 3

C. Tariffs of US LEC of Florida LLC

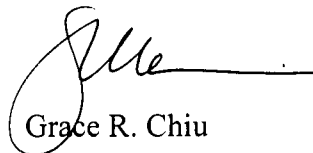
Finally, enclosed herewith are self-stick labels bearing the name "US LEC of Florida LLC d/b/a PAETEC Business Services," which are supplied for use in updating the hard copies of US LEC's Florida tariffs. US LEC has three tariffs currently in effect and on file with the Commission, covering local exchange, exchange access and interexchange services.

We also enclose a second set of labels to eliminate various differences in the address and contact information that appear in the footers of the three tariffs. Affixing this second set of labels will ensure that the same address and contact person is reflected on all pages of US LEC of Florida LLC's tariffs.

* * * *

Thank you for your attention to this matter. We would be pleased to answer any questions you may have.

Very truly yours,



Grace R. Chiu

Counsel to US LEC of Florida LLC d/b/a
PAETEC Business Services

cc: Judith Messenger
Katherine Hoaglund

EXHIBIT A

Authority to Transact Business

DOCUMENT NUMBER-DATE

01918 MAR 14 8

ERSC-COMMISSION CLERK



February 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

US LEC OF FLORIDA, LLC
600 WILLOWBROOK OFFICE PARK
FAIRPORT, NY 14450

Qualification documents for US LEC OF FLORIDA, LLC were filed on February 14, 2008, and assigned document number M08000000760. 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.

This document was electronically received and filed under FAX audit number H08000039474.

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 1-800-829-4933 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 contact this office at the address given below.

Neysa Culligan
Document Specialist
Registration/Qualification Section
Division of Corporations
Letter Number: 608A00009890

P.O BOX 6327 - Tallahassee, Florida 32314

DOCUMENT NUMBER-DATE

01918 MAR 14 8

FPSC-COMMISSION CLERK

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. US LEC of Florida, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. North Carolina 3. 56-2046424
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 1, 2008 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 600 Willowbrook Office Park
Fairport, New York 14450
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

600 Willowbrook Office Park
Fairport, New York 14450

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Telecommunications Services



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles E. Sieving, Secretary

Typed or printed name of signee



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

US LEC OF FLORIDA LLC

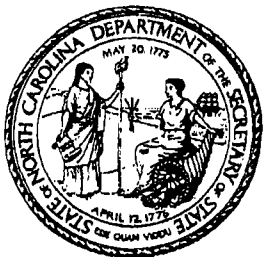
is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 1st day of January, 2008, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 13th day of February, 2008.

Elaine F. Marshall

Secretary of State



**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:

US LEC of Florida, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

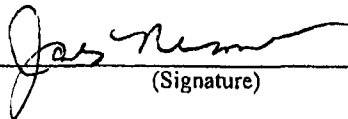
Plantation, FL 33324

FL

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, Florida Statutes.

JAMES M. NEWSOME
Special Assistant Secretary


(Signature)

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

EXHIBIT B

Registration of Fictitious Name



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2008

PAETEC BUSINESS SERVICES
600 WILLOWBROOK OFFICE PARK
FAIRPORT, NY 14450

Subject: **PAETEC BUSINESS SERVICES**

REGISTRATION NUMBER: **G08065900038**

This will acknowledge the cancellation of PAETEC BUSINESS SERVICES/G07016900055 and reregistration of the above fictitious name registration which was reregistered on March 5, 2008. This reregistration gives no rights to ownership of the name.

Each fictitious name registration must be renewed every five years between January 1 and December 31 of the expiration year to maintain registration. Three months prior to the expiration date a statement of renewal will be mailed.

IT IS THE RESPONSIBILITY OF THE BUSINESS TO NOTIFY THIS OFFICE IN WRITING IF THEIR MAILING ADDRESS CHANGES. Whenever corresponding please provide assigned Registration Number.

Should you have any questions regarding this matter you may contact our office at (850) 245-6058.

Reinstatement Section
Division of Corporations

Letter No. 608A00013753

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

Note: Acknowledgements/certificates will be sent to the address in Section 1 only.

Section 1

1. PAETEC Business Services
 Fictitious Name to be Registered (see instructions if name includes "Corp" or "Inc")

600 Willowbrook Office Park
 Mailing Address of Business

Fairport New York 14450
 City State Zip Code

3. Florida County of principal place of business: _____
MULTIPLE
 (see instructions if more than one county)

FILED

2008 MAR -5 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This space for office use only

Section 2

A. Owner(s) of Fictitious Name If Individual(s): (Use an attachment if necessary):

1. Last First M.I. Address City State Zip Code

2. Last First M.I. Address City State Zip Code

B. Owner(s) of Fictitious Name If other than an individual: (Use attachment if necessary):

1. US Lec of Florida, LLC
 Entity Name
600 Willowbrook Office Park
 Address
Fairport, New York 14450
 City State Zip Code
 Florida Registration Number M08000000760
 FEI Number: 56-2046424
 Applied for Not Applicable

2. Entity Name Address City State Zip Code Florida Registration Number FEI Number: Applied for Not Applicable

Section 3

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. In accordance with Section 865.09, F.S., I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At Least One Signature Required)

Keith M. Welch _____
 Signature of Owner Date Signature of Owner Date

Phone Number: _____ Phone Number: _____

Section 4

**FOR CANCELLATION COMPLETE SECTION 4 ONLY:
 FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:**

I (we) the undersigned, hereby cancel the fictitious name PAETEC Business Services
 _____, which was registered on 01/16/2007 and was assigned
 registration number G07016900055

Keith M. Welch _____
 Signature of Owner Date Signature of Owner Date

Mark the applicable boxes Certificate of Status — \$10 Certified Copy — \$30

NON-REFUNDABLE PROCESSING FEE: \$50

Attachment 1

Self-Stick Labels for Tariffs

[Attached to the original of this filing]