

REQUEST TO ESTABLISH DOCKET  
(PLEASE TYPE)

Date December 3, 1998

Docket No. 981807-TI

- 1. Division Name/Staff Name Communications/Pruitt
- 2. OPR CMU
- 3. OCR Legal
- 4. Suggested Docket Title Request for name change on Interexchange Telecommunications Certificate No. 3960 from Metracom Corporation to Metracom LLC

5. Suggested Docket Marking List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
  - B. Provide COMPLETE name and address for all others. (Match representatives to clients.)
1. Parties and their representatives (if any)

<u>Metracom Corporation</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:
- Documentation is attached. NOTE: Please remove Doc. Number 13349 from Docket file 980681-TI
  - Documentation will be provided with recommendation.

GULLI  
1/10

**SWIDLER BERLIN SHEREFF FRIEDMAN, LLP**

WASHINGTON OFFICE  
1000 K STREET, NW, SUITE 300  
WASHINGTON, DC 20007-5116  
TELEPHONE (202) 424-7500  
FACSIMILE (202) 424-7647

NEW YORK OFFICE  
919 THIRD AVENUE  
NEW YORK, NY 10022-9998  
TELEPHONE (212) 758-9500  
FACSIMILE (212) 758-9526

November 24, 1998

**VIA OVERNIGHT DELIVERY**

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

**RECEIVED**  
DEC 0 1998  
CMT

**Re: Consummation of UniDial Holdings, Inc.'s Acquisition of Metracom Corporation  
Docket No. 980681-TI**

Dear Ms. Bayo:

UniDial Holdings, Inc. ("UniDial") and Metracom Corporation ("Metracom") (together the "Parties"), hereby notify the Commission that the Parties have consummated the above-captioned transaction. As set forth at length in the Parties' letter application filed on May 26, 1998 in the captioned docket and approved by the Commission on June 30, 1998, for various financial reasons, UniDial established Metracom as a wholly-owned subsidiary through a forward subsidiary merger. Specifically, Metracom was merged with and into a wholly owned subsidiary of UniDial which immediately changed its name to Metracom after the transaction.

For corporate reasons related to the transaction, the Parties chose to employ a limited liability company instead of a corporation as the acquisition subsidiary. Therefore Metracom LLC is now a wholly owned subsidiary of UniDial that will continue to provide service under the Metracom name. A copy of Metracom LLC's application authority to transact business in Florida is attached. The transaction did not change the rates, terms or conditions of Metracom's service. To the extent necessary, however, Metracom will file a revised tariff to reflect the name change from Metracom Corporation to Metracom LLC under separate cover.

DOCUMENT NO. FILE DATE

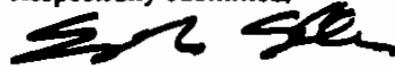
13349 NOV 25 8

FBI - TALLAHASSEE

Blanca S. Bayo  
November 24, 1998  
Page 2

An original and five (5) copies of this letter are enclosed. Please date stamp and return the enclosed extra copy of this letter in the attached postage pre-paid envelope. If you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,



Phyllis A. Whitten  
Edward S. Quill, Jr.

Enclosure



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**November 6, 1998**

**CT CORPORATION SYSTEM**

**Qualification documents for METRACOM LLC were filed on November 6, 1998, and assigned document number M98000001305. 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.**

**A limited liability company 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 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) 487-8051, the Registration and Qualification Section.**

**Michelle Hodges**  
**Document Specialist**  
**Division of Corporations**

**Letter Number: 698A00054108**



## Addendum

1. **Name:** S. Andrew McKay  
**Title:** MGR  
**c.** 9931 Corporate Campus Dr., Suite 3000, Louisville, KY 40228  
**Name:** John Roth  
**Title:** MGR  
**c.** 9931 Corporate Campus Dr., Suite 3000, Louisville, KY 40228  
**Name:** J. Sherman Henderson, III  
**Title:** MGR  
**c.** 9931 Corporate Campus Dr., Suite 3000  
**Address:** George Pappas  
**Title:** MGR  
**c.** 210 South Street, 9th Floor, Boston, MA

9931-6 1112:05  
DIVISION OF  
RECORDS

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Metracom LLC

2. The name and address of the registered agent and office is:

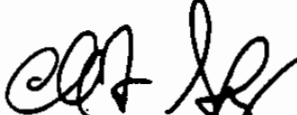
C T CORPORATION SYSTEM  
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)

Plantation, Florida 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.*

C T CORPORATION SYSTEM

 ASST. SEC.  
(Signature)

November 2, 1998  
(Date)

Charles Shampang, Asst. Secy.

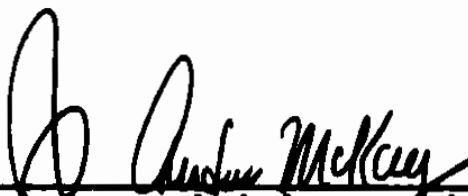
**FILING FEE: \$ 35 for Designation of Registered Agent**

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FILED

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Metracom LLC  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least 1 member ;
- 2) the total amount of cash contributed by the member(s) is \$ \$100 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ \$100 .  
(This total includes amounts from 2 and 3 above.)



\_\_\_\_\_  
**Signature of a member or authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

\_\_\_\_\_  
**S. Andrew McKay**  
Typed or printed name of signer

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**Filing Fee: \$250.00 for Application and Affidavit**