



Cathey, Hutton & Associates, Inc.
Telecommunications Management Consulting

3721 Executive Center Drive
Suite 200
Austin, Texas 78731-1639
Voice (512) 343-2544
Facsimile (512) 343-0119

December 18, 1998

Florida Public Service Commission
Division of Communications
Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

981908-TX

RE: **Ripple Communications, Inc. - Application for Certificate of Public Convenience and Necessity to Provide Alternative Local Exchange Service**

Dear Sir or Madam:

Enclosed herein for filing with the Florida Public Service Commission and pursuant to Section 364.337, Florida Statutes, please find an original and six (6) copies of Ripple Communications, Inc.'s Application for Certificate of Public Convenience and Necessity to Provide Alternative Local Exchange Service. A non-refundable application fee of \$250.00 is also enclosed as stated in the Florida P.S.C. certification requirements.

The financial information enclosed as Attachment A is confidential and proprietary.

For verification of receipt, kindly date stamp the enclosed copy of this letter and return it to Amy Linzey or Amy Word, Cathey, Hutton & Associates, Inc., 3721 Executive Center Drive, Suite 200, Austin, Texas 78731.

Please contact Amy Word or me at (512) 343-2544 with any questions, comments or further requirements regarding this filing. Thank you for your prompt attention to this matter.

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

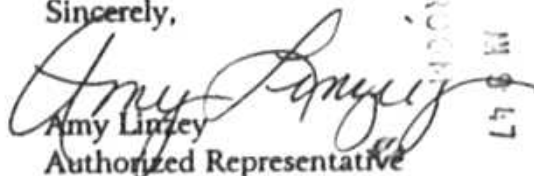
In lieu of person who forwarded check:



AL/AW/cmnp

Enclosures

Sincerely,


Amy Linzey
Authorized Representative

RECEIVED
MAIL ROOM
DEC 21 11 04 47

DOCUMENT NUMBER-DATE

4382 DEC 21 1998

2711 181 Freeway
Suite 560
Dallas, Texas 75234-7321
Voice (972) 484-2323
Facsimile (972) 243-6139

8115 Shawnee Mission Pkwy
Suite 200
Merriam, Kansas 66202-2945
Voice (913) 362-9966
Facsimile (913) 362-5460

12503 Southeast Mill Plain Blvd
Suite 200
Vancouver, Washington 98684-4009
Voice (360) 253-5500
Facsimile (360) 253-5380

3300 Holcomb Bridge Road
Suite 286
Norcross, Georgia 30092-3238
Voice (770) 446-7242
Facsimile (770) 446-7243

FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

APPLICATION FORM

for

AUTHORITY TO PROVIDE (ALEC) ALTERNATIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA

INSTRUCTIONS

- ◆ This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
- ◆ Respond 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.
- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications
Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(850) 413-6800**

- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.

APPLICATION FORM

1. This is an application for (check one):

Original authority (new company)

Approval of transfer (to another certificated company)

Example. a certificated company purchases an existing company and desires to retain the original certificate authority.

Approval of assignment of existing certificate
(to a noncertificated company)

Example. a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval for transfer of control (to another certificated company)

Example. a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

Ripple Communications, Inc.

3. Name under which the applicant will do business (d/b/a):

Ripple Communications, Inc.

4. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: _____

APPLICATION FORM

5. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

Ripple Communications, Inc.

P.O. Box 6327

120 Country Club, Suite 64

Incline Village, NV 89450

- B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

None

6. Structure of organization: Check appropriate box(s)

Individual

Corporation

Foreign Corporation

Foreign Partnership

General Partnership

Limited Partnership

Joint Venture

Other, Please explain _____

7. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

N/A

APPLICATION FORM

8. State whether any of the officers, directors, or any of the ten largest stockholders have previously been 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.

None of the officers, directors, or any of the ten largest stockholders
have previously been adjudged bankrupt, mentally incompetent, or found
guilty of any felony or of any crime.

9. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: Ripple Communications is in the process
of obtaining proof from the Secretary of State Office.

10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Amy Linzey

Cathey, Hutton & Associates, Inc.

3721 Executive Center Drive, Suite 200

Austin, Texas 78731

(512) 343-2544

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

New York, Tennessee, Michigan and California

APPLICATION FORM

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

No. _____

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

No. _____

14. Please indicate how a customer can file a service complaint with your company.

A customer may contact Ripple at (702) 831-4064.

15. Please complete and file a price list in accordance with Commission Rule 25-24.825.(Rule attached)

16. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

APPLICATION FORM

1. the balance sheet
2. income statement
3. statement of retained earnings.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should attest that the financial statements are true and correct.

- B. Managerial capability.
- C. Technical capability.

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, described in detail the difference.)

APPLICATION FORM

AFFIDAVIT

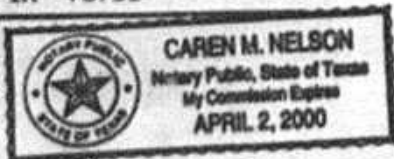
By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State 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".

Official: *Amy Linzey* Signature *Dec. 18, 1998* Date

Title: Senior Manager (512) 343-2544 Telephone Number
Regulatory Services

Address: Cathey, Hutton & Associates, Inc.
3721 Executive Center Drive
Suite 200
Austin, TX 78731



FORM PSC/CMU 8 (11/86)
Required by Chapter 384.337 F.S.

SUBSCRIBED and SWORN to before me by Amy Linzey on this the 18th day of December 1998.

Caren M. Nelson
Caren M. Nelson
Notary Public in and for the State of Texas

25-24.825 Price List.

(1) Prior to providing service, each company subject to these rules shall file and maintain with the Commission a current price list which clearly sets forth the following information for basic local telecommunications services, as defined in s. 364.02(2), F. S. If basic local telecommunications service is offered on a package basis, the following information must be provided for the package:

- (a) current prices,
- (b) customer connection charges,
- (c) billing and payment arrangements, and
- (d) levels of service quality which the company holds itself out to provide for each service.

(2) At the company's option, price list information in paragraph (1) above and other information concerning the terms and conditions of service may be filed for services other than basic local telecommunication services.

(3) A price list revision must be physically received by the Commission's Division of Communications at least one day prior to its effective date.

(4) Price lists must be on 8 ½ by 11 inch paper in loose-leaf form and must utilize an ongoing page identification system which will allow for the identification of inserted and removed pages. The color of paper on which price lists are filed must be amenable to being clearly photocopied on standard photocopy equipment.

(5) Complete information concerning a company's service offerings, rates and charges, conditions of service, service quality, terms and conditions, service area, and subscribership information identified by local exchange company exchange must be made available to Commission staff upon request.

Specific Authority: 350.127(2)

Law Implemented: 364.04, 364.337(5), F.S.

History: New 12/26/95.

Ripple Communications, Inc.

F.P.S.C. Price List No. 1
Original Sheet 1

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES
FOR
RIPPLE COMMUNICATIONS, INC.

This price list contains the rules, regulations, descriptions and rates applicable to the furnishing of alternative local telecommunications services offered by Ripple Communications, Inc. within Florida.

ISSUED: December 21, 1998

**L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451**

EFFECTIVE: February 1, 1999

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES

CHECK LIST

The sheets listed below, which are inclusive of this price list, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets, as named below, comprise all changes from the original price list and are currently in effect as of the date of the bottom of this page.

<u>SHEET</u>	<u>REVISION</u>
1	ORIGINAL
2	ORIGINAL
3	ORIGINAL
4	ORIGINAL
5	ORIGINAL
6	ORIGINAL
7	ORIGINAL
8	ORIGINAL
9	ORIGINAL
10	ORIGINAL
11	ORIGINAL
12	ORIGINAL

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES

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Ripple Communications, Inc.

F.P.S.C. Price List No. 1
Original Sheet 4

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES

APPLICABILITY

This price list applies to local Telecommunications Services furnished by Ripple Communications, Inc., between and among points within the state of Florida pursuant to its status as a certificated Alternative Local Exchange Carrier (ALEC).

ISSUED: December 21, 1998

**L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451**

EFFECTIVE: February 1, 1999

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES

EXPLANATION OF SYMBOLS

- D** - To signify discontinued rate or regulation
- I** - To signify increased rate
- M** - To signify material that was moved from another tariff location
- N** - To signify new rate or regulation
- R** - To signify reduced rate
- T** - To signify a change in text but no change in rate or regulation

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES
PRICE LIST FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1
 - 2.1.1.A.1.(a)
 - 2.1.1.A.1.(a).I
 - 2.1.1.A.1.(a).I.(i)
 - 2.1.1.A.1.(a).I.(i).(1)
- D. **Check Sheets** - When a price list filing is made with the FPSC, an updated check sheet accompanies the price list filing. The check sheet lists the sheets contained in the price list, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The price list user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

Ripple Communications, Inc.

F.P.S.C. Price List No. 1
Original Sheet 7

EXCHANGE SERVICE LIST

Ripple Communications, Inc. will provide service in portions of the following Exchange service areas as facilities permit:

Miami

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

Ripple Communications, Inc.

F.P.S.C. Price List No. 1
Original Sheet 8

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES

SECTION 1 - DEFINITIONS

The Definitions for this price list are contained in the Ripple Communications, Inc. General Subscriber Service Tariff and Private Live Service Tariff, Sections A 1 and B 1, respectively and are incorporated herein by reference.

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

Ripple Communications, Inc.

F.P.S.C. Price List No. 1
Original Sheet 9

PRICE LIST FOR LOCAL TELECOMMUNICATIONS SERVICES

SECTION 2 - GENERAL REGULATIONS

The Rules and Regulations for this price list are contained in the Ripple Communications, Inc. General Subscriber Service Tariff and Private Line Service Tariff, Sections A 2 and B 2 respectively and are incorporated herein by reference.

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

SECTION 3- BASIC SERVICE DESCRIPTIONS AND RATES

3.1	Description - Basic Service includes Touch - Tone service, access to emergency services access to 911 services, all available interexchange services, operator services and relay services defined in applicable Florida Statutes.	
3.2	Flat Rate Business Service	<u>Monthly Rate</u>
3.2.1	Per Exchange Access Line, each	\$24.00
3.3	Flat Rate Residence Service	
3.3.1	Per Exchange Access Line each	\$10.45
3.4	Complete Choice Service	
3.4.1	Per Exchange Access Line, each	\$26.00
3.4.2	Per Two Line Plan Package.	\$50.50
3.4.3	Per Three Line Plan Package	\$75.00

Note 1: Regulations for Complete Choice Service are contained in the Ripple Communications, Inc. General Subscriber Service Tariff, Section A 3.4.3 and are incorporated herein by reference.

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

SECTION 4- NON BASIC SERVICES DESCRIPTIONS AND RATES

4.1 Custom Calling Services		<u>Monthly Rate</u>
4.1.1	Call Forwarding, per line	\$ 4.50
4.1.2	Call Waiting, per line	3.50
4.1.3	Three-Way Calling, per line	3.00
4.1.4	Remote Call Forwarding	12.00
A. Local Usage		<u>Nonrecurring Charge</u>
	1. First Minute	.06
	2. Each Additional Minute	.02
4.2 Rotary Service		<u>Monthly Rate</u>
4.2.1	Per Exchange Access Line Included in a Rotary or Hunting Arrangement, each	12.00
4.3	PBX Trunks, each	36.00
4.4	Network Access Registers, each	14.25
4.5 Message Rate Business Service		
4.5.1	Per exchange access line or PBX Trunk (includes a total of 25 messages per line or group of lines on an account), each	22.50
4.5.2	Per additional Message	<u>Nonrecurring Charge</u> .12
4.6 Directory Assistance (maximum of two (2) requested numbers per call)		
4.6.1.	Per call request	.25
4.7 Directory Assistance Call Completion		
4.7.1	Per Local Exchange Subscriber Telephone Number provided	.45
4.8. Operator Verification & Interrupt Service		
4.8.1	Per Verification Request	.35
4.8.2	Per Emergency Interrupt Request	.45

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

Ripple Communications, Inc.

F.P.S.C. Price List No. 1

ISSUED: December 21, 1998

**L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451**

EFFECTIVE: February 1, 1999

SECTION 5- SPECIAL CONTRACTS

- 5.1 Ripple Communications, Inc., will from time to time enter into individual contracts with it's customers to provide various services. Pricing terms and conditions for the services offered via such contracts will be provided on an individual case basis.

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

SECTION 6- CONCURRING CARRIAGE

- 6.1 Ripple Communications, Inc., except as otherwise stated herein, assents to, adopts and concurs in the General Subscriber Service Tariff, Private Line Service Tariff and Access Service Tariff filed with the Florida Public Service Commission by Ripple Communications, Inc. insofar as these Tariffs would be applicable to its activities as an Alternative Local Exchange Company (ALEC).

ISSUED: December 21, 1998

L.C. Bowman
President
Ripple Communications, Inc.
P.O. Box 6327
Incline Village, Nevada 89451

EFFECTIVE: February 1, 1999

Managerial

The Ripple Communications, Inc. management team has over ten (10) years of business experience, including the provision of telecommunications services. This team has expertise in business, accounting, management, public relations, law, and computers. Ripple Communications, Inc. will outsource all of its telecommunications technical support.



021506

GENL 89801878

FROM 07/01/1998 TO 07/01/1999

\$ 300.00

JUL 01, 1998

This license cannot be transferred or assigned. It is valid only for the licensee and location shown below.

THIS CERTIFICATE IS IN THE NAME OF [REDACTED] LOCATED AT [REDACTED]

LICENSE - NOT TRANSFERABLE
POWER & COMMUNICATIONS

POWER COMMUNICATIONS INC
983 [REDACTED] MO

HAS PAID THE REQUIRED LEGAL FEES TO THE CLERK OF COURSE COLLECTOR OF MISSOURI COUNTY AND IS HEREBY AUTHORIZED TO CONDUCT THE BUSINESS AND OPERATIONS OF THE BUSINESS SUBJECT TO THE PROVISIONS OF LAW AUTHORITY

POWER COMMUNICATIONS INC
PO BOX 822
TWILINE VILLAGE MO
64480

BILL BERHUM
COUNTY TREASURER

KATHY GAFFIN
COUNTY COMPTROLLER

SECRETARY OF STATE



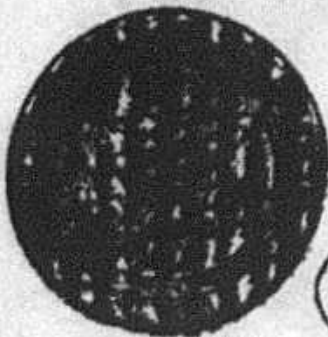
CERTIFICATE OF EXISTENCE (including amendments)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FIPPLE COMMUNICATIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 21, 1991, and is in good standing in this state.

I FURTHER CERTIFY, that the above corporation has Articles of Incorporation and no amendments on file in this office as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 19, 1999.



Dean Heller
Secretary of State

By *Jequeleine Curry*
Corporation Clerk

MAR 21 1991

2275-91
DEPT. A LAW SECRETARY OF STATE

Callahan

ARTICLES OF INCORPORATION

OF

RIPPLE COMMUNICATIONS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned has this day formed a corporation for the transaction of business, and the promotion and conduct of the objects and purposes hereinafter stated, under and pursuant to the laws of the State of Nevada.

AND I DO HEREBY CERTIFY THAT:

I

The name of the corporation, which is hereinafter referred to as "the corporation: is:

RIPPLE COMMUNICATIONS, INC.

II

The principal office and place of business of the corporation shall be 508 Country Club, Incline Village, Nevada 89450.

Offices for the transaction of any business of the corporation and where the meetings of the Board of Directors and of the stockholders may be held, and where the books of the corporation may be kept, may be established and maintained in any other part of the State of Nevada, or in any other state, territory or possession of the United States of America, the District of Columbia, or in any foreign country.

III

The nature of the business and objects and purposes proposed to be transacted, promoted or carried on by the corporation are:

- a. To engage in any lawful activity.

IV

The amount of the total authorized capital stock of this corporation is 100,000 shares without nominal or par value. Each share of stock shall have one (1) vote. Such stock may be issued from time to time without any action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the full paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Said stock shall not be subject to assessment to pay the debts of the corporation, and no paid-up stock and no stock issued as fully paid, shall ever be assessed or assessable by the corporation.

V

The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than three (3), except that in cases where all the shares of the corporation are owned

beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. The name and post office address of the first board of directors, which shall be one in number, are as follows:

L. C. BOWMAN
P. O. Box 970
Kings Beach, CA 95719

VI

The name and post office address of the incorporator signing these Articles of Incorporation are as follows:

L. C. BOWMAN
P. O. Box 970
Kings Beach, CA 95719

VII

The corporation is to have perpetual existence.

VIII

1. The Board of Directors shall have the power and authority to make and alter, or amend, the bylaws, to fix the amount in cash or otherwise, to be reserved as working capital, and to authorize and cause to be executed the mortgages and liens upon the property and franchises of the corporation.

2. The Board of Directors shall, from time to time, determine whether, and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders.

3. No sale, conveyance, transfer, exchange or other disposition of all or substantially all of the property and assets of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise two-thirds (2/3) of the voting power of the corporation.

4. The stockholders and directors shall have the power to hold their meetings, and keep the books, documents and papers of the corporation outside of the State of Nevada, and at such place as may from time to time be designated by the bylaws or by resolution of the Board of Directors or stockholders, except as otherwise required by the laws of the State of Nevada.

5. The corporation shall indemnify each present and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation, whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and amounts paid for services of counsel and other related expenses, which may be incurred by or imposed on him in connection with any claim, action, suit, proceeding, investigation or inquiry hereafter made, instituted or threatened in which he may be involved as a party or otherwise by reason of any past or future action taken or authorized and approved by him or any omission to act as such officer or director, at the time of the incurring

or imposition of such costs, expenses, or liabilities, except such costs, expenses or liabilities as shall relate to matters as to which he shall in such action, suit or proceeding, be finally adjudged to be liable by reason of his negligence or willful misconduct toward the corporation or such other corporation in the performance of his duties as such officer or director. As to whether or not a director or officer was liable by reason of his negligence or willful misconduct toward the corporation or such other corporation in the performance of his duties as such officer or director, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each officer and director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall inure to the benefit of the heirs, executors, administrators and assigns of each officer or director.

IX

Authority is hereby granted to the holders of share of this corporation entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment to the bylaws of this corporation.

X

After the formation of this corporation, each shareholder of this corporation shall be entitled to purchase and/or subscribe for the number of shares of this corporation which may hereafter be authorized and issued for money, which bears the same ratio to the number of shares then proposed to be issued as the number of shares then held by him bear to the number of shares subscribed immediately prior to such additional issue.

XI

No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such share shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such shares at a price equal to the market value thereof within thirty days after such offer. After the expiration of such time, the shareholder, if the corporation shall not have exercised its option to purchase, shall be free to transfer, alienate or otherwise dispose of such share without any restriction whatsoever.

The undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Nevada, and in pursuance of the general corporation law of the State of Nevada, does make and file this certificate, hereby declaring and

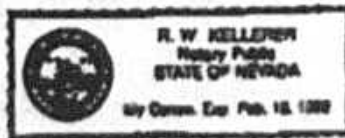
certifying that the facts hereinabove stated are true, and accordingly have hereunto set my hand this 16th day of February, 1996

L. C. Bowman
L. C. BOWMAN

STATE OF NEVADA)
COUNTY OF WHELAN) ss.

On this 16th day of Feb., 1996, personally appeared before me, a Notary Public in and for said County and State, L. P. Trupia, who acknowledged that he executed the above instrument.

NOTARY PUBLIC, in and for said County and State



(Seal)

SN/ag38/69

This Certificate Worth L.C. BOWMAN
ONE THOUSAND (1000)

is the necessary
fully paid and
redeemable only on the
order of the Corporation
or by duly authorized
agents of the Corporation
and to be sealed with the Seal of the Corporation.



Cathey, Hutton & Associates, Inc.
Telecommunications Management Consulting

DEPOSIT DATE
D 0 4 9 DEC 2 1 1998

3721 Executive Center Drive
Suite 200
Austin, Texas 78731-1639
Voice (512) 343-2544
Facsimile (512) 343-0119

December 18, 1998

Florida Public Service Commission
Division of Communications
Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

981908 - TX

RE: Ripple Communications, Inc. - Application for Certificate of Public
Convenience and Necessity to Provide Alternative Local Exchange Service

Dear Sir or Madam:

Enclosed herein for filing with the Florida Public Service Commission and pursuant to Section 364.337, Florida Statutes, please find an original and six (6) copies of Ripple Communications, Inc.'s Application for Certificate of Public Convenience and Necessity to Provide Alternative Local Exchange Service. A non-refundable application fee of \$250.00 is also enclosed as stated in the Florida P.S.C. certification requirements.

The financial information enclosed as Attachment A is confidential and proprietary.

For verification of receipt, kindly date stamp the enclosed copy of this letter and return it to Amy Linzey or Amy Word, Cathey, Hutton & Associates, Inc., 3721 Executive Center Drive, Suite 200, Austin, Texas 78731.

DOCUMENT NUMBER - DATE

14382 DEC 21 98

FPSC - RECORDS/REPORTING

CATHEY, HUTTON & ASSOCIATES, INC.

TDL #04238499
3721 EXECUTIVE CENTER DR., SUITE 200
AUSTIN, TX 78731
(512) 343-2544

FIRST STATE BANK
AUSTIN, TX 78701-1647

6232

PAY TO THE
ORDER OF

Florida Public Service Commission

12/18/98

\$250.00

Two hundred fifty & no/100

DOLLARS
Security Features
Intelligent Mail Barcode

JAMES R. WESTBERRY
LYNETTE S. PRYOR

MEMO

Ripple Communications filing fee

Parole & Note