

STEVEN ERICK
SWENSON
ATTORNEY AT LAW

Orig

This claim of confidentiality was filed by or on behalf of a telecommunications company for Confidential Document No. 14793. The document has been placed in locked storage pending staff advice on handling. Your name must be on the CASR to access the material. If it is undocketed, your division director must obtain written permission from the EXD/Tech before you can access it.

Sent Via Fedex

December 1, 1999

Attention: Secretary
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd
Tallahassee, Florida 32399-0850

Re: Application of American Fiber Network, Inc.

To Whom It May Concern:

Enclosed herein please find an original and six (6) copies of the Application of American Fiber Network, Inc. for an original Certificate of Public Convenience and Necessity to provide telecommunications services in the state of Florida, specifically Interexchange Services. The Company has also enclosed a filing fee of \$250.00.

I have also enclose a copy for our files, which I would appreciate if you would date stamp and return in the enclosed self address envelope.

I have enclosed financial information concerning the above-mentioned applicant marked "Confidential" and enclosed in a separate sealed envelope. The company desires to maintain the confidential nature of this information, and hereby requests that the Commission maintain such information under seal, to the extent such treatment is acceptable and in conformance with Commission rules.

American Fiber Network, Inc. currently has a pending application (Docket No. 991630-TX) seeking authority to provide alternative local exchange services within the state of Florida. The Company desires, to the extent possible, that this application be expedited so that the Company can begin offering services within the state of Florida as soon as possible.

The Company intends to forward it's proposed interexchange tariff (Exhibit C) on to the Division of Telecommunications under separate cover.

Thank you for your assistance. Please direct any communications regarding this matter to the undersigned.

Sincerely,


Steven E. Swenson
Attorney for American Fiber Network, Inc.

Enclosures

60 South 600 East, Suite 200
Salt Lake City, Utah 84102
Tel: 801-596-9381
Fax: 801-596-9382
Mobile: 801-918-5252
E-mail: s.e.swenson@worldnet.att.net

DEPOSIT
D216
DATE
DEC 03 1999
991810-TI

DOCUMENT NUMBER-DATE

14792 DEC-3 99

FPSC-RECORDS/REPORTING

STEVEN ERICK
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ATTORNEY AT LAW

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DEC 03 1999
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14792 DEC-3 99

FPSC-RECORDS/REPORTING

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

**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 Appendix A).
- ◆ 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 certificated company.

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

**Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

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

Original certificate (new company).

Approval of transfer of existing certificate:

Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

Approval of assignment of existing certificate:

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 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:

AMERICAN FIBER NETWORK, INC. a/k/a "AFN"

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

same as above

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

9401 INDIAN CREEK PARKWAY, SUITE 140

OVERLAND PARK, KANSAS 66210

(913) 338-2658 (913) 661-0538 FAX

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

OTHER THAN ITS REGISTERED AGENT, THE COMPANY

DOES NOT HAVE AN OFFICE IN FLORIDA.

6. Select type of business your company will be conducting \sqrt (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;

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation (DELAWARE CORP) |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership SEE EXHIBIT "B" |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other _____ | |

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:**
N/A

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

(a) **The Florida Secretary of State Corporate Registration number:**
F9900000459 PLEASE SEE EXHIBIT "A"

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

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

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

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

13. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement. N/A

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

14. **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.

15. Provide **F.E.I. Number** (if applicable): N/A

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
() Yes () No

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

Name: N/A.

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

THE COMPANY WILL EITHER DIRECTLY INVOICE CUSTOMERS
AND/OR UTILIZE BILLING INFORMATION CONCEPTS, INC.,
A TELECOMMUNICATIONS BILLING
COMPANY.

17. 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 checked="" type="checkbox"/> Hotels & motels | <input checked="" type="checkbox"/> Hotel & motel guests |

() Universities

() Universities dormitory residents

(X) Other: (specify) CONDO & RESORT FACILITIES AND
END-USERS (GUESTS) OF THESE
FACILITIES.

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

(a) The application:

Name: STEVEN ERICK SWENSON, ESQ

Title: ATTORNEY FOR AMERICAN FIBER NETWORK, INC

Address: 60 SOUTH 600 EAST SUITE 200

City/State/Zip: SALT LAKE CITY, UTAH

Telephone No.: 801 596-9381 Fax No.: 801 596-9382

Internet E-Mail Address: S.E. SWENSON @ WORLDNET.ATT.NET.

Internet Website Address: NONE

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

Name: MR. ROB HEATH

Title: EXECUTIVE VICE PRESIDENT, AMERICAN FIBER NETWORK, INC.

Address: 9401 INDIAN CREEK PARKWAY, SUITE 140

City/State/Zip: OVERLAND PARK, KANSAS 66210

Telephone No.: (913) 338-2658 Fax No.: (913) 661-0538

Internet E-Mail Address: Rheath2996 @ AOL.COM

Internet Website Address: NONE

(c) Complaints/Inquiries from customers:

Name: MR. ROB HEATH AND/OR JOYCE HUBBARD

Title: EXECUTIVE VICE PRESIDENT CHIEF OPERATING OFFICER

Address: 9401 INDIAN CREEK PARKWAY, SUITE 140

City/State/Zip: OVERLAND PARK, KANSAS 66210

Telephone No.: (913) 338-2658 **Fax No.:** (913) 561-0538

Internet E-Mail Address: Rheath²⁹⁹⁶@AOL.COM

Internet Website Address: NONE.

19. 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 telecommunications company.

APPLICANT HAS PENDING APPLICATIONS IN CALIFORNIA, NEW MEXICO, KANSAS, ARIZONA, MISSOURI, VIRGINIA, ILLINOIS, MINNESOTA. THE COMPANY HAS BEEN GRANTED A CERTIFICATE OF AUTHORITY IN HAWAII.

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

HAWAII.

(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.

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.

20. 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. NONE.

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

21. 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

I. **Services included are:**

- Station assistance
- Person-to-person assistance
- Directory assistance
- Operator verify and interrupt
- Conference calling

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

SEE EXHIBIT "C"

23. Submit the following:

A. **Financial capability.**

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.

SEE EXHIBIT "D"

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.

SEE EXHIBIT "E"

2. **A written explanation** that the applicant has sufficient financial capability to maintain the requested service.

SEE EXHIBIT "E"

3. **A written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

SEE EXHIBIT "E"

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

SEE EXHIBIT "F"


C. 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.

SEE EXHIBIT "F"

**** 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.
2. **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.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

	Dec 2, 1999
Signature	Date
Attorney	801 596-9381
Title	Telephone No.
Address: 60 South 600 East, Suite 200	801 596-9382
Salt Lake City, Utah 84102	Fax No.

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - CURRENT FLORIDA INTRASTATE NETWORK
- D - AFFIDAVIT

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) N/A.

(Title) _____ of

(Name of Company)

and current holder of Florida Public Service Commission Certificate Number

_____, have reviewed this application and join in the petitioner's request for a:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature Date

Title Telephone No.

Address: _____
Fax No.

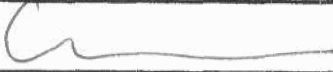
CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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):

- () 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:

	<u>Dec 2, 1999</u>
Signature	Date
<u>Attorney</u>	<u>801 596-9381</u>
Title	Telephone No.
Address: <u>60 South 600 East, Suite 200</u>	<u>801 596-9382</u>
<u>Salt Lake City, Utah 84102</u>	Fax No.

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?

N/A

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

THE APPLICANT HAS NOT OFFERED ANY SERVICES IN FLORIDA.

UTILITY OFFICIAL:

	Dec 2, 1999
Signature	Date
Attorney	801 596-9381
Title	Telephone No.
Address: 600 South 600 East, Suite 200	801 596-9382
Salt Lake City, Utah 84102	Fax No.

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 company 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:


<u></u>	<u>Dec 2, 1999</u>
Signature	Date
<u>Attorney</u>	<u>801.596-9381</u>
Title	Telephone No.
Address: <u>60 South 600 East, Suite 200</u>	<u>801596-9382</u>
<u>Salt Lake City, Utah 84102</u>	Fax No.

EXHIBIT A
EVIDENCE OF QUALIFICATION AS FOREIGN CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 7, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Qualification documents for AMERICAN FIBER NETWORK, INC. were filed on September 3, 1999 and assigned document number F99000004597. 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.

The certification you requested is enclosed.

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: 399A00044148

State of Florida



Department of State

I certify from the records of this office that AMERICAN FIBER NETWORK, INC., is a corporation organized under the laws of Delaware, authorized to transact business in the State of Florida, qualified on September 3, 1999.

The document number of this corporation is F99000004597.

I further certify that said corporation has paid all fees due this office through December 31, 1999, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of September, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. American Fiber Network, 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
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. March 26, 1991
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 9401 Indiana Creek Pkwy, Ste. 140, Overland Park, Kansas 66210

(Current mailing address)
8. To provide telecommunications Services.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Maacia A. Sumakawa

SECRETARY OF STATE
CORPORATION DIVISION
SEP 29 1991
AM 10:20

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Douglas C. Bethell

Address: 9401 Indiana Creek Pkwy, Ste. 140

Overland Park, Kansas 66210

Director: _____

Address: _____

99 SEP - 3 AM 10: 28
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. OFFICERS

President: Douglas C. Bethell

Address: 9401 Indiana Creek Pkwy, Ste. 140

Overland Park, Kansas 66210

Vice President: _____

Address: _____

Secretary: Anita Joyce Hubard

Address: 9401 Indiana Creek Pkwy, Ste. 140

Overland Park, Kansas 66210

CT CORPORATION SYSTEM

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

September⁷, 1999

Mr. Steven Swenson
Steven Swenson, Law Offices
60 South 600 East
Suite 200
Salt Lake City, UT 84102

RE: **American Fiber Network, Inc.**
Order #: 1864663

Dear Mr. Swenson:

As instructed, we enclose the following document(s), as issued by the State of Florida:

Evidence of Qualification filed on 9/2/99

Certificate Under Seal

If you have any questions concerning this order, please contact Norma Barrios in our Denver office. Thank you for this opportunity to be of service.

Very truly yours,

CT-Tallahassee

Enclosure(s)

Via: **Federal Express**
/ms

EXHIBIT B
ARTICLES OF INCORPORATION
OF
AMERICAN FIBER NETWORK, INC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/26/1991
910845237 - 2258435

CERTIFICATE OF INCORPORATION
OF
AMERICAN FIBER NETWORK, INC.

We, the undersigned, of full age, for the purpose of forming a Delaware business corporation, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is American Fiber Network, Inc.

ARTICLE II. PURPOSE

The nature of the business of this business corporation is to engage in any lawful act or activity permitted to business corporations under the laws of the State of Delaware.

ARTICLE III. CORPORATE POWERS

This corporation shall possess all powers provided or not prohibited by law of the State of Delaware, and shall, without limitation, have the power to acquire, hold, mortgage, pledge or otherwise dispose of the shares, bonds, securities and other evidence of indebtedness of any domestic or foreign corporation.

ARTICLE IV. DURATION

The duration of this corporation shall be perpetual.

ARTICLE V. REGISTERED AGENT

The address of the registered office of this corporation and the name of its registered agent at such address is as follows:

National Corporation Company of Delaware, Inc.
381 West North Street, Unit 5
P. O. Box 1554
Dover, DE 19903-1554
County of Kent

ARTICLE VI. STOCK

The authorized shares of stock of this corporation shall be three thousand (3,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

No shareholders of the corporation shall have any pre-emptive or other right to acquire the common stock or any other securities of the corporation.

Other than the shares originally issued to the incorporators, no stock shall be issued without unanimous approval of all shareholders.

The shareholders of the corporation shall not be entitled to cumulate their votes in the election of directors.

ARTICLE VII. DIRECTORS

The name, post office address and term of office of the first directors of the corporation are as follows:

Douglas C. Bethell
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Alvin J. Heck
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Ronnie J. Spivey
12016 Ballentine
Overland Park, Kansas 66213

Said directors shall serve until the next annual meeting of the shareholders or until their successors have been duly elected and qualified. The number, qualification, term of office, manner of election, powers and duties of the directors shall be specified by the By-Laws of the corporation. Except as otherwise specifically provided by the By-Laws or by law, all powers of the corporation shall be exercised by its Board of Directors and require unanimous approval of the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors of this corporation shall have authority to accept or reject subscriptions for shares and to allot shares.

The Board of Directors shall have the authority from time to time to cause shares of stock of the corporation now or hereafter authorized or other securities convertible into shares of stock of the corporation to be issued, sold or otherwise disposed of for money or for real or personal property, the fair market value of which is not less than the par value of the shares.

The Board of Directors shall have authority from time to time to create and issue rights to convert any of the company's securities into shares of any class or classes of its authorized stock. Such rights or options may be in the form of warrants, purchase certificates, securities or other instruments as determined and approved by the Board of Directors. The terms, conditions and provisions of such conversion rights or options, including the conversion basis or bases and the option price or prices at which shares may be purchased or subscribed for, may be fixed by resolution adopted by the Board of Directors.

ARTICLE IX. BY-LAWS

The Board of Directors of the corporation shall adopt such by-laws as are suitable for the proper regulation of the corporation's affairs and such by-laws shall be in full force and effect unless and until changed or repealed by unanimous vote of the shareholders, or unless and until amended by the Board of Directors of the corporation and by such procedure as they may provide in the by-laws of the corporation.

ARTICLE X. POWERS

In addition to the other powers, the unanimous affirmative vote of the shareholders shall be required to authorize: (1) an amendment to or the restating of the Articles of Incorporation of this corporation; or (2) the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the corporation including its good will; or (3) the

adoption of an agreement of consolidation or merger.

ARTICLE XI. INCORPORATORS

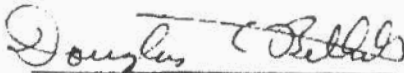
The name and post office address of the incorporators are as follows:

Douglas C. Bethell
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210


Alvin J. Heck
9705 West 118th Street, Apt. 1
Overland Park, Kansas 66210

Ronnie J. Spivey
12016 Ballentine
Overland Park, Kansas 66213


IN WITNESS WHEREOF, I have hereby set my hand this 19th
day of March, 1991.



Douglas C. Bethell



Alvin J. Heck



Ronnie J. Spivey

STATE OF KANSAS)
) SS
COUNTY OF JOHNSON)

On this 19th day of March, 1991, before me, a Notary Public, personally appeared Douglas C. Bethell, Alvin J. Heck, and Ronnie J. Spivey, to me known to be the persons described in the above document and who executed the foregoing Articles of Incorporation, and each acknowledged that his was a person of full age and that he executed the same as his free act and deed and for the uses and purposes therein expressed and that any facts stated therein are true and correct.



Notary Public



EXHIBIT C
Proposed Tariff

EXHIBIT D
BALANCE STATEMENT AND FINANCIAL INFORMATION
CONFIDENTIAL & PROVIDED UNDER SEAL

EXHIBIT E
FINANCIAL CAPABILITY

American Fiber Network, Inc. has sufficient financial capability to provide the requested services and maintain such services. In addition, the Company does have sufficient financial capabilities to meet its lease, ownership, and all other capital obligations. The Company initially intends to resell services of existing incumbent Interexchange Carriers to specific niche markets in Florida. The Company, therefore, does not anticipate significant capital outlays. The Company has been in business since 1991 and has had sufficient financial capability to operate over the last eight years successfully.

EXHIBIT F
MANAGEMENT RESUMES

Douglas Bethell

Douglas Bethell is President and CEO of American Fiber Network, Inc. Mr. Bethell established AFN in 1991, originally as a consulting firm but the company has emerged as one of the most innovative telecommunications companies offering specialized call processing and accounting services to business and hospitality companies. Mr. Bethell has ten years experience in telecommunications. Prior to AFN, and its affiliates, Mr. Bethell served as Regional Vice President of Sales for One Plus Communications, Inc.

Rob Heath

Rob Heath serves as Vice President of American Fiber Network, Inc. Mr. Heath has over fifteen years experience in telecommunications. As Vice President, Mr. Heath is overseeing AFN's expansion into new markets and new services. He oversees all state & federal regulatory activities and all interconnection issues with incumbent Local Exchange Carriers. Prior to joining AFN, Mr. Heath was a founder and principal in Valence Communications, a CLEC in Texas.

Bill Stark

Mr. Stark serves as AFN's Director of Information Services and has held this position since 1996. Prior to joining AFN, Mr. Stark served as President of BITE Computing, Inc., an innovative computer consulting firm based in Overland Park, Kansas. Since 1986, Mr. Stark has also taught database and computer programming courses at Johnson County Community College. Mr. Stark has over fifteen years in computer technology and information systems experience.

STEVEN ERICK
S W E N S O N
ATTORNEY AT LAW

Sent Via Fedex

December 1, 1999

Attention: Secretary
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd
Tallahassee, Florida 32399-0850

991810-TI

DEPOSIT

D216

DATE

DEC 03 1999

Re: Application of American Fiber Network, Inc.

To Whom It May Concern:

Enclosed herein please find an original and six (6) copies of the Application of American Fiber Network, Inc. for an original Certificate of Public Convenience and Necessity to provide telecommunications services in the state of Florida, specifically Interexchange Services. The Company has also enclosed a filing fee of \$250.00.

I have also enclose a copy for our files, which I would appreciate if you would date stamp and return in the enclosed self address envelope.

I have enclosed financial information concerning the above-mentioned applicant marked "Confidential" and enclosed in a separate sealed envelope. The company desires to maintain the confidential nature of this information, and hereby requests that the Commission maintain such information under seal, to the extent such treatment is acceptable and in conformance with Commission rules.

American Fiber Network, Inc. currently has a pending application (Docket No. 991630-TX) seeking authority to provide alternative local exchange services within the state of Florida. The Company desires, to the extent possible, that this application be expedited so that the Company can begin offering services within the state of Florida as soon as possible.

The Company intends to forward it's proposed interexchange tariff (Exhibit C) on to the Division of Telecommunications under separate cover.

Thank you for your assistance. Please direct any communications regarding this matter to the undersigned.

7094

AMERICAN FIBER NETWORK, INC.

PH. 913-338-2658
9401 INDIAN CREEK PKY., STE. 140
OVERLAND PARK, KS 66210

18-104/1010

DATE 11-29-99

PAY TO THE ORDER OF Florida Public Services Commission \$ 250.00

Two hundred Fifty and No/100 DOLLARS



BROTHERHOOD BANK & TRUST
756 Minnesota Avenue, Kansas City, Ks. 66101

DOCUMENT NUMBER-DATE

14792 DEC-3 1999

[Signature]

FOR _____

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