Michelle

# STATE OF NEW YORK DEPARTMENT OF PUBLIC SERVICE

THREE EMPIRE STATE PLAZA, ALBANY, NY 12223-1350

Internet Address: http://www.dps.state.ny.us

PUBLIC SERVICE COMMISSION

MAUREEN O. HELMER
Chairman
THOMAS J. DUNLEAVY
JAMES D. BENNETT
LEONARD A. WEISS
NEAL N. GALVIN

LAWRENCE G. MALONE
General Counsel

DEBRA RENNER
Acting Secretary

March 10, 2000

Ms. Kristie Stokes Hassett
Counsel for ACN Communications Services, Inc.
Reboul, MacMurray, Hewitt, Maynard & Kristol
Suite 406
1111 Nineteenth Street, NW
Washington, DC 20036

Re: Case No. 00-C-0138

Dear Ms. Hassett:

This is to advise that your request for a certificate of public convenience and necessity to operate as a reseller of all forms of telephone services within New York State has been approved. You are authorized to resell various types of telephone services including local exchange services (local dial-tone) to the public through the use of facilities or services obtained from other certified carriers. This authority does not allow provision of emergency operator services or construction of telephone facilities in the State of New York.

In Case 94-C-0095, the Commission required local exchange service providers to measure and report service quality information on a monthly basis. If such service is provided on a resale basis only, you can be given a waiver from reporting local service quality data. Since you are being certified as a reseller, this letter grants you such a waiver. If, in the future, you are authorized to provide local exchange services on a facilities basis, you will be required to report service quality information.

Please be advised that your "Original Tariff Schedule" has also been approved. The Acting Secretary to the Commission will cause a copy of this letter to be filed with your company's tariff, as notice to the public that the filing was allowed to go into effect on the date of this letter, as opposed to the date indicated on the tariff leaves themselves.

This certification is based upon the accuracy of information provided in your application and is subject to various Commission rules and regulations governing your operation as a reseller. This certification may be revoked if your application is found to have contained false or misleading information, for your failure to file and/or maintain current tariffs, or for violation of other Commission rules and regulations.

By direction and delegation
of the Commission,

Allan Baumbach
for

Janet Hand Deixler
Director
Office of Communications

PENDING PETITION MEMO

Date: 1/19/2000

TO : Office of Communications

FROM: CENTRAL FILES

UTILITY: ACN COMMUNICATION SERVICES, INC.

SUBJECT: 00-C-0138

Petition of ACN Communication Services, Inc. for an Original Certificate of Public Convenience and Necessity to provide long distance services within the State of New York.

REBOUL, MACMURRAY, HEWITT, MAYNARD & KRISTOL

SUITE 406

45 ROCKEFELLER PLAZA
NEW YORK, N.Y. 10111
TELEPHONE: (212) 841-5700
TELECOPIER: (212) 841-5725

1111 NINETEENTH STREET, N.W.
WASHINGTON, D. C. 20036
TELEPHONE: (202) 429-0004
TELECOPIER: (202) 429-8743

SUITE 1500
1801 CENTURY PARK EAST
LOS ANGELES, CALIF. 90067
TELEPHONE: (310) 551-3070
TELECOPIER: (310) 551-3071

January 14, 2000

Honorable Debra Renner
Acting Secretary of the Commission
NYS Department of Public Service
Three Empire Plaza
Albany, New York 12223-1350

VIA FEDERAL EXPRESS

Re: Application Form B for Certification as a Reseller
for ACN Communication Services, Inc.

Dear Ms. Renner:

On behalf of ACN Communication Services, Inc., we hereby submit the enclosed Application Form B for Certification as a Reseller to provide long distance services within the State of New York. An original and three (3) copies are provided. An additional copy of this transmittal is also included. Please date-stamp this copy and return it in the pre-paid, stamped envelope. ECK wCnd

Should there be any questions or additional information required, please contact the undersigned at (202) 429-0004.

Respectfully Submitted,

Kristie Stokes Hassett
Counsel for ACN Communication
Services, Inc.

Enclosures

8811.1

**APPLICATION FORM B**
**For Certification as a Reseller**
**For ACN Communication Services, Inc.**

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1. Identification of applicant and principal business office:

ACN Communication Services, Inc.
32991 Hamilton Court
Farmington Hills, Michigan 48334
Telephone: (248) 699-4000
Facsimile: (248) 489-8615

ACN Communication Services, Inc. Officers are:

Greg Provanzano, President
11515 Vanstory Drive
Suite 140
Huntersville, North Carolina 28078
Tel: (704) 947-7066
Fax: (704) 947-7112

Jayne Diorka, Vice President, Treasurer and Secretary
32991 Hamilton Court
Farmington Hills, Michigan 48334
Telephone: (248) 699-4000
Facsimile: (248) 489-8615

2. The Applicant's Articles of Incorporation and Certificate of Authority to transact business in the State of New York are attached hereto as Exhibit A.

3. Include a general description of the services to be offered and how it would enhance competition in the area to be served:

Applicant currently intends to provide InterLATA toll resale, IntraLATA toll resale and directory assistance. Please refer to Applicant's proposed tariff for filing, attached hereto as Exhibit B, describing the specific services to be offered, and the terms and conditions of services. As stated in its proposed tariff, Applicant intends to offer these services statewide.

Applicant's provision of resold long distance services to customers will provide a competitive alternate to New York customers. It will promote, through competition, the efficient use of current and future telecommunications networks in New York. Customers will benefit by having an additional alternative carrier from which to choose, and from general improvements in price, billing options, features and other options that are generated by competitive pressures. Applicant anticipates that its proposed services will provide its subscribers with better quality services and will increase choice through innovative, diversified and reliable service offerings.

4. Applicant is not applying for authorization to resell local exchange services at this time.

5. Applicant hereby states that it has never acquired a customer by switching it from another company without the customer's authorization.

6. Applicant hereby states that it has never been subject to a complaint and/or investigation for unauthorized switching of a customer's local or long distance services from one carrier to another.

7. The Applicant's Federal Employer Identification Number is 38-3483729.

By: _____
Jayne Diorka, Vice President,
Treasurer and Secretary

January 14, 2000

# EXHIBIT A

## ARTICLES OF INCORPORATION
## &
## NEW YORK CERTIFICATE OF AUTHORITY

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

| Date Received | | (FOR BUREAU USE ONLY) |
|---|---|---|
| | | **FILED** |
| | | APR 30 1999 |

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

04/26/1999 CSHLKELD
Trans 01340417
ACN
00013724
Total$60.00
Crps Org & Filing & LLC art

EFFECTIVE DATE:

Name
David L. Steinberg, P.C.

Address
1760 South Telegraph Road, Suite 300

City | State | Zip Code
Bloomfield Hills, MI 48302

Document will be returned to the name and address you enter above

105-21A

# ARTICLES OF INCORPORATION

## For use by Domestic Profit Corporations

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

ARTICLE I

The name of the corporation is:

ACN Communication Services, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

The total authorized shares:

1. Common Shares 60,000

   Preferred Shares -0-

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

ARTIC[redacted]

1. The address of the registered office is:

32991 Hamilton Court, Farmington Hills , Michigan 48334
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

, Michigan
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: David L. Steinberg, Esq.

ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

| Name | Residence or Business Address |
|---|---|
| David L. Steinberg | 1760 S. Telegraph Rd. Ste. 300<br>Bloomfield Hills, MI 48302 |

ARTICLE VI (Optional. Delete if not applicable)

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VIII

All stock shall be deemed Section 1244 stock pursuant to the IRS Code as amended.

I, (We), the incorporator(s) sign my (our) name(s) this 23 day of April, 1999.

David L. Steinberg

DAVID L. STEINBERG

*State of New York*
*Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* NOV 26 1999




*Special Deputy Secretary of State*

DOS-1266 (5/96)

F99111800018 9

CT-07 CT-07

APPLICATION FOR AUTHORITY

OF

ACN COMMUNICATION SERVICES, INC.

UNDER SECTION 1304 OF THE BUSINESS CORPORATION LAW

* * * * * *

1. The name of the corporation is ACN COMMUNICATION SERVICES, INC.

2. It is incorporated under the laws of Michigan.

3. The date of its incorporation is April 30, 1999.

4. That the business which the corporation proposes to conduct in New York State is as follows:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the New York Business Corporation Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

5. The office of the corporation within the State of New York is to be located in the County of New York.

6. That said corporation hereby designates the Secretary of State as its agent upon whom all process in any action or proceedings against it may be served within the State of New York.

7. The address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation which may be served upon him is: c/o C T Corporation System, 111 eighth Ave. New York, New York 100 11

8. Since the date of its incorporation, the corporation has not engaged in any activity in New York.

9. The corporation hereby appoints C T Corporation System, 111 Eighth Avenue, New York, New York 10011 as its registered agent in New York upon whom process against it may be served.

ACN COMMUNICATION SERVICES, INC.

BY: Jayne Diorka

Jayne Diorka, Secretary/Treasurer

# UNITED STATES OF AMERICA

# The State of Michigan

## Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify That*

*ACN COMMUNICATION SERVICES, INC.*

*was incorporated on April 30, 1999, as a Michigan profit corporation, and said corporation is in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of September, 1999.*

Julie Croll , *Director*

*Corporation, Securities and Land Development Bureau*

F991118000189

CT - 07

CT - 07

APPLICATION FOR AUTHORITY OF

# ACN COMMUNICATION SERVICES, INC.

UNDER SECTION 1304

OF THE BUSINESS CORPORATION LAW

LCC

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 18 1999
TAX $ _____
BY: JM
NY

DRAWDOWN

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AMERICAN COMMUNICATIONS NETWORK, INC.
32991 Hamilton Court
Farmington Hills, MI 48334

991118000195