



ORIGINAL *Tommy*

October 08, 1997

Florida Public Service Commission
101 East Gaines St
Fletcher Building
Tallahassee, Florida 06051

970000

RE: Matrix Telecom, Inc.

Dear Sirs:

This letter will serve to notify you of an intent to merge with AvTel Communications, Inc. ("AvTel"), a Utah corporation. 100% of Matrix Telecom, Inc.'s ("Matrix") shares will be exchanged for 80% of AvTel's shares, making Matrix a wholly owned subsidiary of AvTel. This transaction does not involve a transfer of control because the current shareholders of Matrix become the majority shareholders in AvTel. Furthermore, the corporate officers, directors and ultimate controlling ownership of Matrix remain unchanged. Matrix will remain the operating entity providing resold telecommunications services, and there will be no change in the manner in which the proposed service will be provided in the state. This change is the result of a series of transactions and has no effect on Matrix's operations or its customers. The address for Matrix and the telephone number have not changed.

If the commission requires any further information regarding this change, please do not hesitate to contact me at the address below for our Fort Worth, TX office

Sincerely,

Ernest Gillespie
Regulatory Accountant

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CMU

MATRIX TELECOM, INC.
8721 Airport Freeway • Fort Worth, Texas 76180
(817) 581-9380 • (817) 788-3355 Fax • www.matrixtele.com

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

VERIFICATION

State of Texas

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County of Tarrant

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I, Virginia A. Baker, Vice President/Treasurer of Matrix Telecom, Inc., and authorized representative of AvTel Communications, Inc., being duly sworn, deposes and state that I have read the foregoing letter regarding Matrix Telecom, Inc. and AvTel Communications, Inc., regarding the Share Transfer from Matrix Telecom, Inc. to AvTel Communications, Inc., and know the contents thereof, and that the same is accurate and true to the best of my knowledge, information, and belief.

Virginia A. Baker
Virginia A. Baker, Affiant

Sworn to before me, a Notary Public in and for the State of Texas, this 8th day
of October, 1997.



Jennifer Richardson
Notary Public, State of Texas

My Commission Expires: 8/24/99

