

SMITH, GAMBRELL & RUSSELL, LLP

ATTORNEYS AT LAW

SUITE 3100, PROMENADE II

1230 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30309

ESTABLISHED 1893

MAIL ROOM

TELEPHONE  
(404) 815-3500  
FACSIMILE  
(404) 815-3509  
WEBSITE  
www.sgrlaw.com

SUITE 800  
1850 M STREET, N.W.  
WASHINGTON, D.C. 20036  
TELEPHONE  
(202) 659-2811  
FACSIMILE  
(202) 659-1462

Michael J Rubin  
(404) 815-6808  
<mirubin@sgrlaw.com>  
Fax: 404.685-6808

Wednesday, May 31, 2000

Via First-Class Mail

Florida Public Service Commission  
Division of Records and Reporting  
Tallahassee, Florida 32399-0850

Re : \ Edge Connections, Inc. - Application Forms:  
Alternative Local Exchange Service 000719-TX  
Interexchange Telecommunications Service 000720-TX

To Whom It May Concern:

Edge Connections, Inc., by separate and unique applications enclosed herewith, hereby submits to the Florida Public Service Commission for authority to provide Alternate Local Exchange Service within the State of Florida and for Interexchange Telecommunications Service between points within the State of Florida. Edge Connections, Inc. plans to offer and seeks to offer local exchange and long distance services as a reseller and facilities-based carrier in the state of Florida.

Enclosed herewith are one (1) original plus six (6) copies of each of the applications for authority for Alternative Local Exchange Service and Interexchange Telecommunications Services (inclusive of proposed tariffs), plus two checks in the amount of two hundred and fifty dollars (\$ 250.<sup>00</sup>) for the application fees for each of the said applications.

Please acknowledge receipt of these filings by returning, file-stamped, the extra copies of the cover pages for each of the enclosed applications (irrespective of whether both applications are assigned to the same or separate docket numbers) in the self addressed stamped envelope provided for that purpose.

Edge Connections, Inc. will be represented by its undersigned attorney for all matters related to its applications. Please address any comments or questions as per the contact information noted above.

Respectfully yours,

Michael J Rubin  
Attorney for Edge Connections, Inc.

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

Initials of person who forwarded check:

ALEC  
DOCUMENT NUMBER-DATE  
07318 JUN 15 8  
FPSC-RECORDS/REPORTING

IXC  
DOCUMENT NUMBER-DATE  
07319 JUN 15 8  
FPSC-RECORDS/REPORTING

ORIGINAL

BEFORE THE  
FLORIDA PUBLIC SERVICE COMMISSION  
DIVISION OF TELECOMMUNICATIONS  
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

In the Matter of the Application by )  
 )  
**Edge Connections, Inc.** )  
 )  
For Authority to provide pursuant to )  
a Certificate of Public Convenience and Necessity )  
Intrastate Interexchange Telecommunications Services )  
within the State of Florida )  
..... )

Case No. 000719-TX

APPLICATION  
FOR AUTHORITY TO PROVIDE PURSUANT TO  
A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY  
INTRASTATE INTEREXCHANGE TELECOMMUNICATIONS SERVICES  
IN THE STATE OF FLORIDA

By EDGE CONNECTIONS, INC.

\_\_\_\_\_  
Mr. Ben Petro  
Vice President, Marketing  
EDGE CONNECTIONS, INC.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468  
Facsimile No.: (404) 459-9417

Dated: this Wednesday, the 31<sup>st</sup> day of May, 2000

**BEFORE THE  
 FLORIDA PUBLIC SERVICE COMMISSION  
 DIVISION OF TELECOMMUNICATIONS  
 BUREAU OF CERTIFICATION AND SERVICE EVALUATION**

In the Matter of the Application by )  
 )  
**Edge Connections, Inc.** )  
 ) Case No. \_\_\_\_\_  
 For Authority to provide pursuant to )  
 a Certificate of Public Convenience and Necessity )  
 Intrastate Interexchange Telecommunications Services )  
 within the State of Florida )  
 ..... )

**Application is hereby made by Edge Connections, Inc., to the Florida Public Service Commission for a Certificate of Public Convenience and Necessity authorizing the Applicant to provide resold and facilities-based Intrastate Interexchange telecommunications services in the state of Florida. The following general information and specific exhibits are furnished in support thereof.**

**INTRODUCTION**

Edge Connections, Inc. (the "Applicant" or the "Company"), represented by its undersigned attorney, hereby submits this application to the Florida Public Service Commission (the "Commission") Division of Telecommunications Bureau of Certification and Service Evaluation for a Certificate of Public Convenience and Necessity ("Certificate") authorizing the Applicant to furnish resold and facilities-based intrastate Interexchange services in the state of Florida. Applicant seeks such Authority pursuant to the Telecommunications Act of 1996 Pub. L. No. 104-104, 110 Stat. 154 (the "Telecommunications Act"), Commission Rules Nos. 25-24.805, 25-24.810, and other applicable law and regulation

In support of its Application, the Company provides the following information in a question and answer format consistent with The Commission's application form, FORM PSC/CMU 31 (12/96) which sets forth the rules and requirements for information that applicants are required to provide pursuant to Commission Rules Nos. 25-24.470, 25-24.471, and 25-24.480(2). The Applicant's responses to the questions posed are set forth in **bold-face** type. Any reference to a 'Question' whether specifically copied and set forth in this Application or just referred to shall refer to the question of the same number and content as set forth on the aforementioned Commission application, form FORM PSC/CMU 31. (12/96).

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

**Original Certificate.**

2. Name of the Company:

**Edge Connections, Inc.**

3. Name under which the Applicant will do business:

**Edge Connections, Inc.**

4. Official mailing address:

**Edge Connections, Inc.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342**

5. Florida address:

**The Applicant has not established nor does it maintain a place of business within the state of Florida. Notwithstanding, the Company may in the future decide to set up a business office or other business presence within the State as the growth of the Company's business may warrant. In the interim, for the purposes of any correspondence, notices and other communications which must be served upon an in-state representative of the Company, including but not limited to for the purpose of service of process, the Company utilizes the registered agent services of CT Corporation Systems having the following address in the state of Florida:**

**CT Corporation Systems  
1200 South Pine Island Road  
Plantation Florida 33324**

6. Type of business the Company will be conducting:

**Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switching and transmission facilities in Florida.

**Reseller** - company has or plans to have one or more switches within the State of Florida but, in the interim, will rely on transmission facilities and equipment resold from 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 discount but generally below the rate end users would pay for unaggregated traffic.

**The Company plans to commence business operations by operating as a Switchless Rebiller, utilizing switching, transmission facilities and other facilities and equipment to be leased \ resold from an underlying service provider; provided, however, the Company may in the future decide to set up one or more switches and deploy its own transmission facilities. Accordingly, the Company wishes to specify**

and seeks authority to provide both resale and facilities based telecommunications services in addition to switchless rebiller services only.

7. Structure of Organization:

(√) Foreign Corporation

8. If Individual,

The Applicant is a foreign corporation and therefore the requested responses relating to the Applicant as an individual do not apply.

9. If Incorporated in Florida,

The Applicant is a foreign corporation and, therefore, the requested response relating to the Applicant as a Florida corporation does not apply.

10. If foreign corporation,

The Applicant is a Delaware corporation organized under the laws of the State of Delaware on the 19th day of November, 1999, and the Applicant is a corporation in good standing with the Delaware Secretary of State as of the present date . The Company is empowered by the State of Delaware pursuant to its Articles of Incorporation to engage in any lawful activities for which corporations organized under the laws of the state may engage. A copy of the Articles of Incorporation of the Company are attached hereto as Exhibit A.

The Applicant has been authorized by the Florida Secretary of State to conduct business within the state of Florida as a foreign corporation pursuant to Registration number: F00000001447. A copy of the Certificate of Authority to conduct business as Foreign Corporation in Florida attached hereto as Exhibit B.

11. If using fictitious name-d/b/a,

The Applicant is not using and does not intend to use a 'doing business as' or "d/b/a" name for its business within the state of Florida or in any other state where it conducts business.

12. If a limited liability partnership,

The Applicant is a foreign corporation and, therefore, the requested response relating to the Applicant as a limited liability partnership does not apply.

13. If a partnership,

The Applicant is a foreign corporation and, therefore, the requested responses relating to the Applicant as a partnership do not apply.

14. If a foreign limited partnership,

**The Applicant is a foreign corporation and, therefore, the requested responses relating to the Applicant as a foreign limited partnership do not apply.**

15. Federal Employment Identification Number:

**The Applicant's Federal Employment Identification Number is as follows:**

**58-2504614.**

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?

() Yes

17. Who will receive the bills for your service?

() Residential Customers

() PATs providers

() Hotels & motels

() Universities

() Business Customers

() PATs station end-users

() Hotel & motel guests

() Universities dormitory residents

() Other: (specify) \_\_\_\_\_

**The Applicant intends to sell its telecommunications services to tenants and end-users residing in multi-tenant and other properties such as, but not limited to, office buildings, hotels and motels, universities and other high-rise facilities and dwellings. The Applicant's provision of services and the means by which billing for the services will be addressed will be set up on a case by case basis. In some cases, the Applicant will expect that the manager or administrator of the property may wish to receive the bill(s) for services. In other cases, the Applicant will expect that the preference will be for the end-users of the services, business and residential customers, to receive the bill for services. The Applicant will initially be seeking to bill business customers for its services. Notwithstanding, in any case, the Applicant will assure that the end-user having responsibility for the bill and whom is entitled by law and commission rules and regulations to be informed of charges on a line-by-line basis (void of cramming) will be fully and appropriately informed of what and how each charge element which is to comprise the bill is being \ to be assessed.**

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

(a) The application:

**Any questions, comments or other communications which may pertain to this Application should be addressed to the Applicant's legal counsel as follows:**

**Michael J. Rubin, Esq.  
SMITH, GAMBRELL & RUSSELL, LLP  
Promenade II, Suite 3100**

1230 Peachtree Street, N.E.  
Atlanta, Georgia (GA) 30309-3592

Telephone No.: 404 815-3500  
Direct Line: 404 815-3508  
Direct Facsimile: 404 685-6808  
EMAIL: <[mjrubin@sgrlaw.com](mailto:mjrubin@sgrlaw.com)>

For other legal and regulatory affairs matters, inclusive of tariff and pricing issues which may affect in the future the status of the Applicant's Certificate thereafter issuance by the Commission of a Certificate, should be directed to the Company as follows:

Ben Petro, V.P., Marketing  
Edge Connections, Inc.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468  
Facsimile No.: (404) 459-9417

EMAIL: <[ben.petro@edgeconnections.com](mailto:ben.petro@edgeconnections.com)>

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

Any questions, comments or other communications which may pertain to the ongoing operations of the Company thereafter issuance by the Commission of a Certificate should be directed to the Company as follows:

Matt Sines, V.P. Implementation & Customer Support  
Edge Connections, Inc.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468  
Facsimile No.: (404) 459-9417

EMAIL: <[msines@edgeconnections.com](mailto:msines@edgeconnections.com)>

- (c) Complaint/ Inquiries from customers:

Any questions, comments, complaints or inquiries from customers pertaining to customer service should be directed to the Company as follows:

Matt Sines, V.P. Implementation & Customer Support  
Edge Connections, Inc.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468

Facsimile No.: (404) 459-9417

EMAIL: <[msines@edgeconnections.com](mailto:msines@edgeconnections.com)>

19. List the states in which the applicant:

- (a) has operated as an interexchange telecommunications company.

**The Applicant has never operated as an interexchange company in any states, although it does have applications pending or intends to file new Applications in the states \ territories identified in the following question.**

- (b) has applications pending to be certified as an interexchange telecommunications company.

**The Applicant has Applications pending or intends to file new Applications for certification as an interexchange telecommunications company in the following states: Georgia, New York, Massachusetts, Illinois, Texas, Colorado, Virginia and Maryland. The Company will also be seeking certification in the District of Columbia, and is considering an application for authority in California.**

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

**The Applicant is not presently certified to operate as an interexchange telecommunications Company in any state or the District of Columbia.**

- (d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

**The Applicant has never been denied authority to operate as an interexchange carrier in any state or the District of Columbia.**

- (e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

**The Applicant has never had nor been threatened with the imposition of any regulatory penalty(s) for violating telecommunications statutes in any states or territory.**

- (f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications company, and the circumstances involved.

**The Applicant has never been involved in civil court proceedings with an interexchange carrier, local exchange company or any other telecommunications company.**

20. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:



**The Applicant does not plan to offer the following services: MTS with route specific rates per minutes (Ref. Question 21 (b)), MTS with statewide flat rates per minutes (Ref. Question 21 (c)), Block-of-time calling plan (Reach Out Florida, Ring America, etc.) [Ref. Question 21 (e)], Travel service (Ref: Question (i)), and 900 service (Ref. Question (j))**

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

**The Company's proposed tariff for Intrastate Interexchange Services is attached hereto as Exhibit C.**

23. Submit the following:

A. Financial capability

The application should contain the Applicant's audited financial statement for the most recent three (3) years. If the Applicant does not have audited financial statements, it shall be so 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.

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

**The Applicant possess sufficient financial resources to provide its proposed services in the geographic area proposed to be served, to maintain the proposed service in the proposed service areas, and to meet its lease and ownership obligations. Edge Connections has obtained a \$ 30,000,000 in venture capital financing from Great Hill Partners, LLP. Attached hereto as Exhibit D is a financial reference letter provided by Great Hill Partners noting the aforementioned financing.**

**The Company is a start-up Company established as of November 19, 1999 and, therefore, does not have an operating history nor (audited) financial statements for the past three years. A current Balance Sheet, as of December 31, 1999, representing the total assets, liabilities and owner's equity of the Company is attached hereto as Exhibit E.**

**The Company intends to use available cash and proceeds from the venture financing capital to fund its operations and establish business and operations in the various states it proposes to enter until such time as the Company begins to generate revenues from its services in those markets. Additionally, the Company will procure lease financing to acquire its capital equipment necessary for it to provide the proposed services in the proposed markets. The Company's setting up of lease financing arrangements is intended to diminish its initial capital requirements.**

- B. **Managerial Capability:** give resumes of employees/ officers of the company that would indicate sufficient managerial experiences of each.

**Biographies inclusive of a discussion of managerial qualifications and technical competence are set forth and attached hereto as 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 Answer to Question 23.B., *infra***

**CONCLUSION**

WHEREFORE, Edge Connection respectfully requests that the Florida Public Service Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing the Applicant to provide alternative Intrastate Interexchange telecommunications services in the state, and the granting by the Commission of such addition or further relief as may be necessary or appropriate.

By this Application and otherwise, Edge Connection, Inc. attests that it possesses sufficient managerial skills, technical competence and financial resources to provide the telecommunications services proposed and that by the granting by the Commission to the Applicant of a Certificate, competition will be enhanced in the State in the service areas where the Company will provide telecommunications services.

Respectfully submitted this Wednesday, the 31<sup>st</sup> day of May, 2000.

By ~~EDGE CONNECTIONS, INC.~~



Mr. Ben Petro  
Vice President, Marketing  
EDGE CONNECTIONS, INC.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468  
Facsimile No.: (404) 459-9417

**AFFIDAVIT**

By my signature below, I, the undersigned attorney for **Edge Connections, Inc.**, 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 the financial capability to provide intrastate interexchange telecommunications 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 the 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 § 775.082 and § 775.083."**

By **EDGE CONNECTIONS, INC.**

A handwritten signature in black ink, appearing to read 'B. Petro', written over a horizontal line.

Mr. Ben Petro  
Vice President, Marketing  
EDGE CONNECTIONS, INC.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468  
Facsimile No.: (404) 459-9417

**ATTACHMENTS:**

Affidavit	- See <b>Page 12</b> of this Application, <i>infra</i>
Articles of Incorporation	- <b>Exhibit A</b>
Balance Sheet (unaudited)	- <b>Exhibit E</b>
Certificate of Authority to conduct Business as a Foreign Corporation	- <b>Exhibit B</b>
Certificate of Sale, Transfer or Assignment	- Not Applicable to the present case where the Applicant is seeking only a new Certificate.
Current FL Intrastate Network	- Not Applicable, the Company does not have a current intrastate switching and transit network nor does it expect to deploy one until such time as the sales penetration of its services in any particular market may warrant.
Customer Deposits and Advance Payments	- Relevant rules, regulations, terms and conditions applying to customer deposits and advance payments are set forth <b>Exhibit G</b> (see also <u>Exhibit C</u> , the company's proposed IXC Tariff)
Financial Reference Letter	- <b>Exhibit D</b>
Management Biographies	- <b>Exhibit F</b>
Proposed Intrastate Interexchange Services Tariff	- <b>Exhibit C</b>

**\*\* APPLICANT ACKNOWLEDGMENT STATEMENT \*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of 0.15 of one percent of gross operating revenue derived from intrastate business in Florida. Regardless of the gross operating revenue of the 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 (2.50 %) on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent (07 %) sales tax must be paid on intra and interstate revenues.
4. **Application Fee:** I understand that a non-refundable application fee of two-hundred fifty dollars (\$ 250.00) must be submitted with the application.

By  EDGE CONNECTIONS, INC.

Mr. Ben Petro  
Vice President, Marketing  
EDGE CONNECTIONS, INC.  
1100 Johnson Ferry Road, Suite 400  
Atlanta, Georgia (GA) 30342

Telephone No.: (404) 459-0468  
Facsimile No.: (404) 459-9417

**Exhibit A**

**Certificate of Incorporation**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EDGE CONNECTIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF NOVEMBER, A.D. 1999, AT 10:30 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0253656

AUTHENTICATION:

02-11-00

DATE:

3128839 8100H

001070436



**CERTIFICATE OF INCORPORATION  
OF  
EDGE CONNECTIONS, INC.**

The undersigned for the purpose of organizing a corporation, under the provisions of the General Corporation Law of the State of Delaware, hereby certifies that:

**ARTICLE I**

NAME

The name of the corporation is Edge Connections, Inc. (the "Corporation").

**ARTICLE II**

REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III**

PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

**ARTICLE IV**

CAPITAL SECURITIES

The Corporation shall have authority to issue two classes of capital stock as follows: (i) 30,000 shares of Class A Preferred Stock ("Class A Preferred Stock"), \$0.0001 par value per share; and (ii) 3,000,000 shares of Common Stock ("Common Stock"), \$0.0001 par value per share. Subject to the terms hereof, the

Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article IV.

#### A. CLASS A PREFERRED STOCK

##### 1. Voting.

Except as otherwise provided below and as required by law, the holders of Class A Preferred Stock shall have no voting rights with respect to shares of Class A Preferred Stock.

##### 2. Special Approval Rights.

(a) Restricted Actions. The affirmative vote of the Majority Class A Stockholders, acting by written consent or voting separately as a single class in person or by proxy, at an annual meeting of stockholders or special meeting of stockholders called for the purpose, shall be necessary to authorize the Corporation to take, directly or indirectly, any of the following actions (herein, each a "Restricted Action"):

(i) authorize, or increase or permit any Subsidiary to authorize or increase, the authorized number of shares of, or issue any shares of any class or series of the Corporation's or any Subsidiary's capital stock or options, warrants or other rights to acquire any such capital stock;

(ii) amend, repeal or change, directly or indirectly, any of the provisions of the Certificate of Incorporation of the Corporation, as amended, or the By-laws of the Corporation;

(iii) authorize or effect, or permit any Subsidiary to authorize or effect, the sale, lease, license, abandonment or other disposition of all or any substantial portion of the assets of the Corporation or any Subsidiary, or any material asset of the Corporation or any Subsidiary;

(iv) authorize or effect, or permit any Subsidiary to authorize or effect, the merger or consolidation of the Corporation or any Subsidiary with any other Person, or any material asset of the Corporation or any Subsidiary;

(v) authorize or effect, or permit any Subsidiary to authorize or effect, the liquidation (whether complete or partial), dissolution or winding up of the Corporation or any Subsidiary;

(vi) authorize the Corporation to, or permit any Subsidiary to, incur, create, assume, become or be liable, directly, indirectly or contingently, in any manner with respect to, or permit to exist, any indebtedness, liability or obligation in excess of \$50,000;

(vii) authorize or effect, or permit any Subsidiary to authorize or effect, the acquisition in any manner, directly or indirectly, of a business unit or going concern of any Person by the Corporation or any Subsidiary or any other asset for a purchase price in excess of \$100,000;

(viii) engage or terminate the employment of any senior management employee of the Corporation or any Subsidiary, or establish or increase the compensation or benefits of any senior management employee of the Corporation or any Subsidiary;

(ix) adopt or approve of the Corporation's annual operating plan (the "Budget"), including capital expenditures and other project spending; and

(x) authorize the making of any loan to any employee of the Corporation or Subsidiary in excess of \$25,000.

(b) Approval. The approval rights of the holders of shares of Class A Preferred Stock to authorize the Corporation to take any Restricted Action may be exercised at any annual meeting of stockholders, at a special meeting of stockholders or the holders of Class A Preferred Stock held for such purpose or by written consent by the Majority Class A Stockholders. At each meeting of stockholders at which the holders of shares of Class A Preferred Stock shall have

the right, voting separately as a single class, to authorize the Corporation to take any Restricted Action, the presence in person or by proxy of the holders of the Majority Class A Stockholders entitled to vote on the matter shall be necessary and sufficient to constitute a quorum. At any such meeting or at any adjournment thereof, in the absence of a quorum of the holders of shares of Class A Preferred Stock, a majority of the holders of such shares present in person or by proxy shall have the power to adjourn the meeting as to the actions to be taken by the holders of shares of Class A Preferred Stock from time to time and place to place without notice other than announcement at the meeting until a quorum shall be present.

3. Dividends.

(a) The holders of Class A Preferred Stock shall be entitled, in preference to the holders of all Junior Securities, to receive in respect of each share of Class A Preferred Stock, out of funds legally available therefor, cumulative cash dividends at the rate of 10% per annum on the sum of \$1,000.00 (such sum as adjusted from time to time in accordance with Section A.3(b) is referred to as the "Class A Purchase Price"). Such dividends will be calculated and compounded annually in arrears on December 31 of each year in respect of the prior twelve month period or portion thereof (prorated on a daily basis for partial periods). Such dividends shall commence to accrue on each share of Class A Preferred Stock from the date of issuance thereof, whether or not declared by the Board of Directors and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and shall continue to accrue thereon until the Class A Liquidation Preference is paid in full in cash (such dividends being referred to as the "Class A Dividends"). Class A Dividends shall be due and payable with respect to any share of Class A Preferred Stock as provided in Sections A.4. Class A Dividends paid in cash in an amount less than the total amount of such dividends at the time accumulated and payable on all outstanding shares of Class A Preferred Stock, shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. At any time when shares of Class A Preferred Stock are outstanding and the Class A Dividends have not been paid in full in cash, (a) no dividend whatsoever shall be paid or declared, and no distribution shall be made, on any Junior Securities and (b) the Corporation shall not, and shall not permit any Subsidiary to, purchase, redeem or acquire any Junior Securities and no monies shall be paid into or set aside or made available for a sinking or other analogous fund for the purchase, redemption or acquisition thereof; provided, however, that the Corporation and its Subsidiaries may, without regard to this Section A.3(a), purchase, redeem or acquire shares of

Common Stock and Convertible Securities issued to employees, officers or directors of, or consultants or other service providers to, the Corporation or its Subsidiaries pursuant to equity incentive plans or other arrangements approved by the Board of Directors.

(b) All numbers relating to the calculation of dividends pursuant to this Section A.3 shall be equitably adjusted to reflect any stock split, stock dividend, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the Class A Preferred Stock.

4. Liquidation Preference.

(a) Upon (i) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (ii) a Sale of the Corporation or (iii) a reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law (each of the events referred to in clauses (i), (ii) and (iii) being referred to as a "Liquidation Event"), or upon the initial public offering of any class of the Corporation's Capital Securities (a "Public Offering"), each holder of Class A Preferred Stock shall be entitled, after provision for the payment of the Corporation's debts and liabilities in the case of a Liquidation Event, to be paid in cash in full with respect to each share of Class A Preferred Stock out of the assets of the Corporation available for distribution to stockholders, whether such assets are capital, surplus or earnings, and in preference to, and, before any amount shall be paid or distributed on account of any Junior Securities, an amount equal to the sum of (i) the Class A Purchase Price plus (ii) any accumulated but unpaid Class A Dividends (such sum being referred to as the "Class A Liquidation Preference" of such share). If, upon any Liquidation Event, the net assets of the Corporation distributable among the holders of all outstanding Class A Preferred Stock shall be insufficient to permit the payment of the Class A Liquidation Preference in full, then the entire net assets of the Corporation after the provision for the payment of the Corporation's debts and other liabilities, shall be distributed among the holders of the Class A Preferred Stock ratably in proportion to their relative holdings of Class A Preferred Stock. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Class A Preferred Stock shall have been paid in full the preferential amounts to which they shall be entitled to receive on account of their Class A Preferred Stock, the remaining net assets of the Corporation shall be distributed to the other stockholders of the Corporation as their respective interests may appear.

(b) Notwithstanding Section A.4(a), neither a Sale of the Corporation nor any reorganization of the Corporation of the type referenced in clause (ii) of Section A.4(a) shall be deemed to be a Liquidation Event for the purposes of this Section A.4 if the Majority Class A Stockholders waive in writing the provisions of this Section A.4 with respect to such event.

(c) Holders of Class A Preferred Stock shall not be entitled to any additional distribution on account of their Class A Preferred Stock upon the occurrence of any Liquidation Event or Public Offering in excess of the Class A Preferred Liquidation Preference.

#### 5. Redemption

The Corporation may redeem all or any number of the issued and outstanding shares of Class A Preferred Stock at any time for a price per share equal to the Class A Liquidation Preference. If the Corporation elects to redeem less than all of the issued and outstanding shares of Class A Preferred Stock, then it shall redeem from each holder of Class A Preferred Stock a portion of the total number of shares of Class A Preferred Stock that it is redeeming equal to a fraction, the numerator of which is the number of shares of Class A Preferred Stock held by each such holder immediately prior to giving effect to such redemption, and the denominator of which equals the total number of issued and outstanding shares of Class A Preferred Stock immediately prior to giving effect to such redemption.

### B. COMMON STOCK

1. General. The dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of Class A Preferred Stock as specified herein and any other class of the Corporation's Capital Securities that may hereafter be authorized and issued having preferred rights upon the occurrence of a Liquidation Event senior to the rights of holders of Common Stock. Each share of Common Stock shall be treated identically as all other shares of Common Stock with respect to dividends, distributions, rights in liquidation and in all other respects.

2. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Dividends. Subject to the provisions of Article IV, Section A.3(a) above, dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

4. Liquidation. Upon the occurrence of a Liquidation Event, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to the rights and preferences of any then outstanding shares of Class A Preferred Stock and any other class of the Corporation's Capital Securities that may hereafter be authorized and issued having preferred rights upon the occurrence of a Liquidation Event senior to the rights of holders of Common Stock.

ARTICLE V

PERPETUAL EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

LIMITATION OF LIABILITY; INDEMNIFICATION

To the fullest extent permitted by the DGCL, no Director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the Director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, indemnify each person who it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which each such indemnified person may be entitled under any by-law,

agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such indemnified person's official capacity and as to action in another capacity while serving as a director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

Any (i) repeal or amendment of this Article VI by the stockholders of the Corporation or (ii) amendment to the DGCL shall not adversely affect any right or protection existing at the time of such repeal or amendment with respect to any acts or omissions occurring before such repeal or amendment of a person serving as a director, officer, employee or agent of the Corporation or otherwise enjoying the benefits of this Article VII at the time of such repeal or amendment.

## ARTICLE VII

### AMENDMENT OF BY-LAWS

1. Amendment by Directors.

Subject to the provisions of Article IV, Section A.2(a) hereof, and except as otherwise provided by law, the by-laws of the Corporation may be amended or repealed by the Board of Directors.

2. Amendment by Stockholders.

Subject to the provisions of Article IV, Section A.2(a) hercof, the by-laws of the Corporation may be amended or repealed at any annual meeting of stockholders, or special meeting of stockholders called for such purpose, by the affirmative vote of at least two-thirds of the total votes eligible to be cast on such amendment or repeal by holders of voting stock, voting together as a single class; provided, however, that if the Board of Directors recommends that stockholders approve such amendment or repeal at such meeting of stockholders, such amendment or repeal shall only require the affirmative vote of a majority of the total votes eligible to be cast on such amendment or repeal by holders of voting stock, voting together as a single class.



## ARTICLE VIII

### DEFINITIONS

The following terms are used herein with the meanings indicated:

"**Capital Securities**" means, as to any Person that is a corporation, the authorized shares of such Person's capital stock, including all classes of common, preferred, voting and nonvoting capital stock, and, as to any Person that is not a corporation or an individual, the ownership interests in such Person, including, without limitation, the right to share in profits and losses, the right to receive distributions of cash and property, and the right to receive allocations of items of income, gain, loss, deduction and credit and similar items from such Person, whether or not such interests include voting or similar rights entitling the holder thereof to exercise control over such Person.

"**Certificate of Incorporation**" means this Certificate of Incorporation, as amended from time to time.

"**Class A Liquidation Preference**" has the meaning specified in Article IV, Section A.4(a).

"**Class A Preferred Stock**" has the meaning specified in Article IV (introductory paragraph).

"**Class A Purchase Price**" has the meaning specified in Article IV, Section A.4(a).

"**Common Stock**" has the meaning specified in Article IV (introductory paragraph).

"**Convertible Securities**" means securities or obligations that are exercisable for, convertible into or exchangeable for shares of Common Stock. The term includes, options, warrants or other rights to subscribe for or purchase Common Stock or to subscribe for or purchase other Capital Securities or obligations that are, directly or indirectly, convertible into or exchangeable for Common Stock.

"**Corporation**" has the meaning specified in Article I.

"**DGCL**" has the meaning specified in Article III.

**"Junior Securities"** means any of the Corporation's Common Stock and all other Capital Securities and Convertible Securities of the Corporation (other than the Class A Preferred Stock) that (a) by their terms, state that they are "Junior Securities" or provide the holders thereof with rights junior to those of the holders of Class A Preferred Stock and (b) are approved for issuance in compliance with this Certificate of Incorporation.

**"Liquidation Event"** has the meaning set forth in Article IV, Section A.4(a).

**"Majority Class A Stockholders"** means the holders of more than 50.00% of the issued and outstanding Class A Preferred Stock.

**"Person" or "person"** means an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization and any government, governmental department or agency or political subdivision thereof.

**"Public Offering"** has the meaning specified in Article IV, Section A.4(a).

**"Restricted Action"** has the meaning specified in Article IV, Section A.4(a).

**"Sale of the Corporation"** means any of the following: (a) a merger or consolidation of the Corporation into or with any other Person or Persons who are not Affiliates of the Corporation or a single transaction or a series of transactions, whether or not such transactions are related, in which the stockholders of the Corporation immediately prior to such merger, consolidation, transaction or first of such series of transaction possess less than a majority of the Corporation's issued and outstanding voting Capital Securities immediately after such merger, consolidation, transaction or series of such transactions; or (b) a single transaction or series of transactions, whether or not such transactions are related, pursuant to which a Person or Persons who are not Affiliates of the Corporation acquire all or substantially all of the Corporation's assets determined on a consolidated basis.

**"Subsidiary"/"Subsidiaries"** means any corporation, partnership, limited liability company, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors, managers or trustees thereof is at the time owned or controlled, directly

or indirectly, by the Corporation or one or more of the other Subsidiaries of the Corporation or a combination thereof, or (ii) if a partnership, limited liability company, association or other business entity, a majority of the ownership interests therein is at the time owned or controlled, directly or indirectly, by the Corporation or one or more Subsidiaries of that person or a combination thereof. For purposes hereof, the Corporation shall be deemed to have a majority ownership interest in a partnership, limited liability company, association or other business entity if the Corporation shall be allocated a majority of partnership, limited liability company, association or other business entity gains or losses or shall be or control the managing general partner of such partnership, association or other business entity or a manager of such limited liability company.

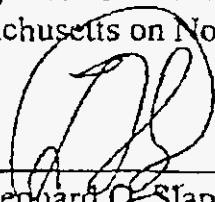
**ARTICLE IX**

**INCORPORATOR**

The name and mailing address of the incorporator are as follows:

Leonard Q. Slap  
Edwards & Angell, LLP  
101 Federal Street  
Boston, MA 02110

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Incorporation to be executed at Boston, Massachusetts on November 19, 1999.

  
\_\_\_\_\_  
Leonard Q. Slap, Incorporator

**Exhibit B**

**Certificate of Authority  
to operate and transact business in Florida  
as a Foreign Corporation**

**Exhibit C**

**Proposed Intrastate Interexchange Services Tariff**

**Exhibit D**

**Financial Reference Letter**



GREAT HILL PARTNERS

May 12, 2000

Mr. John Hill  
Sr. Product Marketing Manager  
Edge Connections, Inc.  
1100 Johnson Ferry Rd.  
Suite 400  
Atlanta, GA 30342

RE: Edge Connections, Inc.

Dear Mr. Hill:

The undersigned, Great Hill Partners, hereby confirms that it is the principal shareholder of Edge Connections, Inc. and that, subject to the satisfaction of certain conditions, the undersigned along with other investors has committed to invest up to \$30 million of equity capital in Edge Connections.

Great Hill is currently investing Great Hill Equity Partners, L.P., a \$330 million private equity investment fund, and has more than \$600 million in assets under management. Great Hill's partners have extensive experience in investing in telecommunications, media and related industries, having invested in over 40 companies since 1979, completed more than 200 add-on acquisitions totaling more than \$1 billion and raised in excess of \$2 billion in senior and subordinated debt for their portfolio companies. Great Hill is very excited about the opportunity to back Jim McKenna and the rest of the Edge Connections management team.

Please call the undersigned directly should you have any further questions about Edge Connections or our financial commitment to it.

Sincerely,

GREAT HILL PARTNERS



Mark E. Evans  
Principal

MEE/ab

**Exhibit E**

**Financial Statements**



**EDGE CONNECTIONS, INC.**  
**Balance Sheet**  
**December 31, 1999**  
**(Unaudited)**

<u>Assets</u>	
Current Assets:	
Cash	\$ 383,949
Other current assets	11,826
Total Current Assets	395,775
Total Assets	\$ 395,775
<u>Liabilities and Equity</u>	
Current Liabilities:	
Accounts payable	\$ 4,759
Other current liabilities	4,754
Total Current Liabilities	9,513
Total Liabilities	9,513
Stockholders' Equity:	
Preferred stock	497,750
Common stock	2,625
Unearned compensation	(188)
Retained earnings	(113,925)
Total Stockholders' Equity	386,262
Total Liabilities and Stockholders' Equity	\$ 395,775

**Exhibit F**

**Management Biographies**

**Applicant: Edge Connections, Inc.**

Management Biographies

**James F. McKenna, *President and Chief Executive Officer*** – Mr. McKenna has over 12 years of experience in advanced technology and telecommunications, encompassing general management, network operations, sales, marketing, finance, and regulatory initiatives. Mr. McKenna most recently served in a senior executive role with Electric Lightwave, Inc. (NASDAQ: ELIX) where he was responsible for implementing and operating a data communications services organization in 9 southeastern states. Previously, Mr. McKenna served as Regional Vice President for ICG Telecom Group (NASDAQ: ICGX), a Competitive Local Exchange Carrier (CLEC) headquartered in Denver, CO. In this capacity he was responsible for ICG's entry into the Atlanta metropolitan marketplace, including the construction of an extensive fiber network, collocation, and Lucent Class V switch installation and delivery. Subsequently, Mr. McKenna supervised ICG's interests in the Southeastern US, including metropolitan area fiber networks in five markets. Previous to ICG Mr. McKenna held various management positions at MCI and Time Warner Telecom. Mr. McKenna is a graduate of the US Naval Academy at Annapolis, MD, where he holds a degree in Electrical Engineering (Digital Signal Processing). He served as an officer in the US Navy onboard Trident Submarines, where he qualified as a Chief Nuclear Engineer.

**Richard D. Deason, *Vice President of Customer Network Management*** – Mr. Deason joined Edge Connections in February 2000 after spending 17 years with MCI WorldCom, where he served in senior positions in sales, customer service, and sales support. As Director of Strategic Technology Solutions for MCI WorldCom, Mr. Deason was most recently responsible for leading a 300+ person team with responsibilities for customer network design, order management, and service activation. Mr. Deason holds a B.S. in Business Administration from the University of North Carolina at Chapel Hill.

**G. Benjamin Petro, *Vice President of Marketing*** – Mr. Petro joined Edge Connections in January 2000. Prior to joining Edge Connections, Mr. Petro was the Director of Marketing for Logix Communications ("Logix"), where his responsibilities included financial planning, product management development, and market entry strategy. In this role Mr. Petro launched CLEC/broadband services in over 20 markets. Prior to joining Logix, Mr. Petro also deployed CLEC services for MCI Communications for all North American markets. Mr. Petro holds a B.S. in Economics from the University of Maryland.

**Philip W. Jenkins, *Vice President of Engineering*** – Mr. Jenkins joined Edge Connections in January 2000. Mr. Jenkins has over 20 years experience in research and development, systems engineering, and field operations related to telecommunications

networks with Rockwell International, NorLight, Time Warner Communications, and ICG Communications. Since 1985, Mr. Jenkins has been a driving force in telecommunications network start-up for 4 new long distance and local exchange domestic markets. Mr. Jenkins' most recent accomplishments include the design and deployment of new SONET based CLEC systems with Time Warner Communications in Memphis, Tennessee and ICG Communications in Atlanta, Georgia. Mr. Jenkins holds a B.S. in Electrical Engineering from Kansas State University.

**Exhibit G**

**Customer Deposits and Advance Payments**

## 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  $\checkmark$  one):

- (  $\checkmark$  ) 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

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

404 459-0468  
Telephone No.

Address: **Edge Connections, Inc.**  
**1100 Johnson Ferry Road, Suite 400**  
**Atlanta, Georgia (GA) 30342**

404 459-9417  
Facsimile No.

**Exhibit H**

Florida Telephone Exchanges and EAS Routes