

STACEY A. KLINZMAN

**MILLER
ISAR** INC.
REGULATORY CONSULTANTS

7901 SKANSIE AVENUE,
SUITE 240
GIG HARBOR, WA 98335
TELEPHONE: 253.851.6700
FACSIMILE: 253.851.6474
HTTP://WWW.MILLERISAR.COM

RECEIVED

DEC 16 2002

PUBLIC SERVICE
COMMISSION

Via Overnight Delivery

December 13, 2002

Mr. Thomas M. Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

05766500
0570

Re: Convergia, Inc. – Informational Filing for Authority to Operate as a
Provider of Resold Interexchange Service throughout the
Commonwealth of Kentucky

Dear Mr. Dorman:

Pursuant to the Kentucky Public Service Commission's ("Commission") Order in Administrative Case No. 359, enclosed for filing are one (1) original and four (4) copies of the above referenced filing with attachments, including Convergia's proposed tariff. Convergia, Inc. respectfully requests the Commission to deem its tariff effective thirty days from the date of receipt.

Questions regarding this filing may be directed to me.

Sincerely,

MILLER ISAR, INC.


Stacey A. Klinzman
Director – Regulatory Compliance

Enclosures

cc: Cliff Rees, President, Convergia, Inc.

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF)
CONVERGIA, INC. FOR AUTHORITY TO)
OPERATE AS A RESELLER OF INTEREXCHANGE) No. _____
TELEPHONE SERVICE THROUGHOUT KENTUCKY)

Convergia, Inc. ("Applicant") hereby submits the following information, in accordance with the provisions of Administrative Case No. 359, and its proposed tariffs, in accordance with 807 KAR 5:011, in support of its filing for authority to operate as a reseller of interexchange service throughout the Commonwealth of Kentucky:

1. The name, address, telephone and fax number of the Applicant are:

Convergia, Inc.
237 Hymus Boulevard
Pointe Claire, Quebec
Canada H9R 5C7
Phone: (514) 693-6300
Fax: (514) 693-6354
2. A copy of the Applicant's Articles of Incorporation and Kentucky Certificate of Authority are attached hereto as **Exhibits A and B**.
3. The name, street address, telephone and fax numbers of the responsible contact person for customer complaints and regulatory issues is:

Cliff Rees, President
Convergia, Inc.
237 Hymus Boulevard
Pointe Claire, Quebec
Canada H9R 5C7
Phone: (514) 693-6300 or (800) 293-7778
Fax: (514) 693-6354

4. A notarized statement that the Applicant has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as **Exhibit C**.
5. The Applicant does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. The Applicant's proposed tariff is attached as **Exhibit D**.
7. A sample company bill is attached as **Exhibit E**.

WHEREFORE, Convergia, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky ("Commission") grant it authority to engage in the resale of interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 10 day of December, 2002.

Convergia, Inc.

By:



Cliff Rees, President
237 Hymus Boulevard
Pointe Claire, Quebec
Canada H9R 5C7
Phone: (514) 693-6300 or (800) 293-7778
Fax: (514) 693-6354

VERIFICATION OF APPLICANT

COUNTY OF JEFFERSON)
)
STATE OF IOWA) SS:

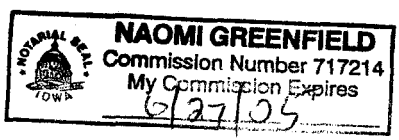
I, Cliff Rees, being first duly sworn, state that I am President of Convergia, Inc., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits, and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

Convergia, Inc.

By: Cliff Rees
Cliff Rees, President
237 Hymus Boulevard
Pointe Claire, Quebec
Canada H9R 5C9
Phone: (514) 693-6300 or
(800) 293-7778
Fax: (514) 693-6354

Sworn to and subscribed before me this 1 day of December, 2002.

Naomi Greenfield
Notary Public



My Commission Expires:

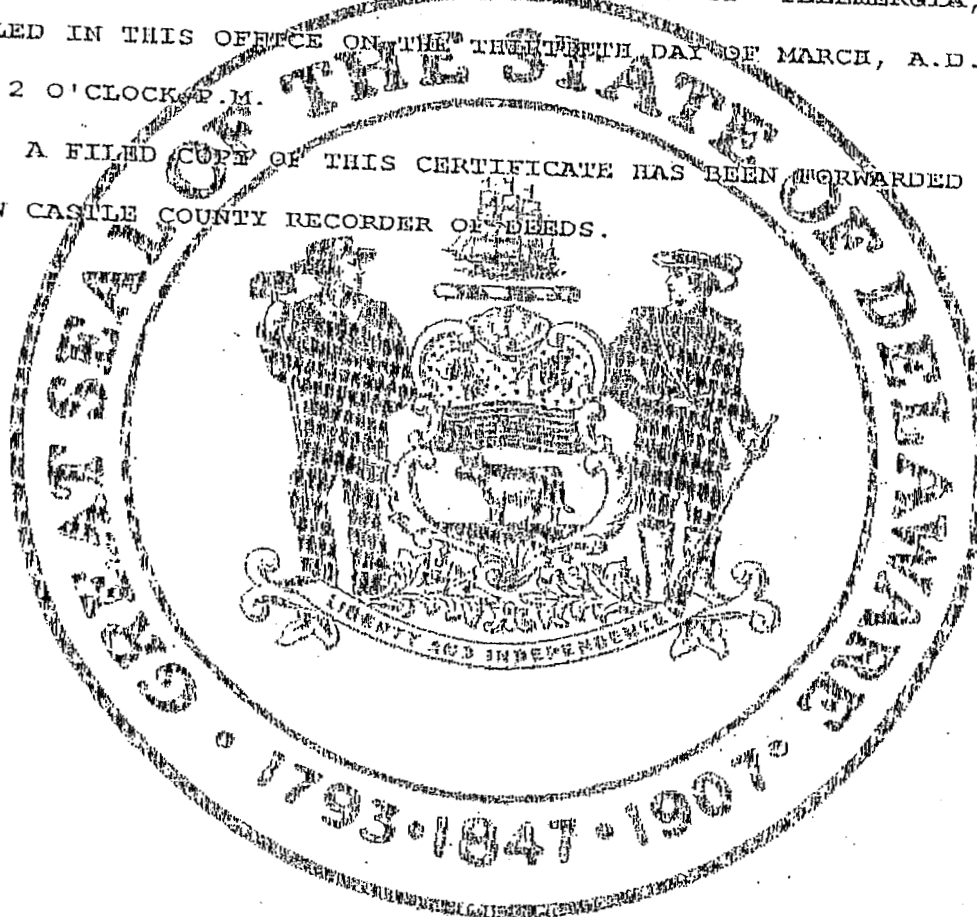
EXHIBIT A
ARTICLES OF INCORPORATION
(Attached)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELEMERGIA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 2000, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3199482 8100

001163350

AUTHENTICATION: 0352426

DATE: 03-31-00

FROM LATHAM & ATKINS WASH. DC #
(THU) 3. 30' 00 13:56/13:50/NO. 4261783341 P 4

CERTIFICATE OF INCORPORATION
OF
TELEMERCIA, INC.

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Telemercia, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of 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.

FOURTH: The aggregate number of all classes of shares which the Corporation shall have the authority to issue is three thousand (3,000) shares of common stock, with no par value.

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any share of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or offered for sale by the Corporation; provided, however, that in connection with the issuance or sale of any such shares or securities, the Board of Directors of the Corporation may, in its sole

FROM LATHAM & WATKINS WASH. DC #4
(THU) 3. 30 ' 00 13:57/13:50/NO. 4261-783341 P 5

discretion, offer such shares or securities, or any part thereof, for purchase or subscription by the holders of shares of the Corporation, except as may otherwise be provided by this Certificate of Incorporation, as amended from time to time.

At all times, each holder of common stock of the Corporation shall be entitled to one vote for each share of common stock held by such stockholder standing in the name of such stockholder on the books of the Corporation.

FIFTH: The name and address of the Incorporator is as follows:

Jennifer A. Kate
Latham & Watkins
1001 Pennsylvania Avenue, NW
Suite 1300
Washington, D.C. 20004

SIXTH: In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the 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 involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transactions from which the director derived an improper personal benefit.

EIGHTH: Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

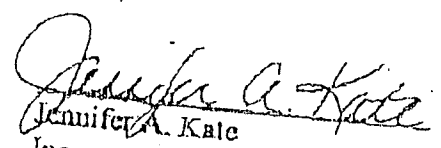
NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter

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005
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prescribed by the General Corporation Law of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

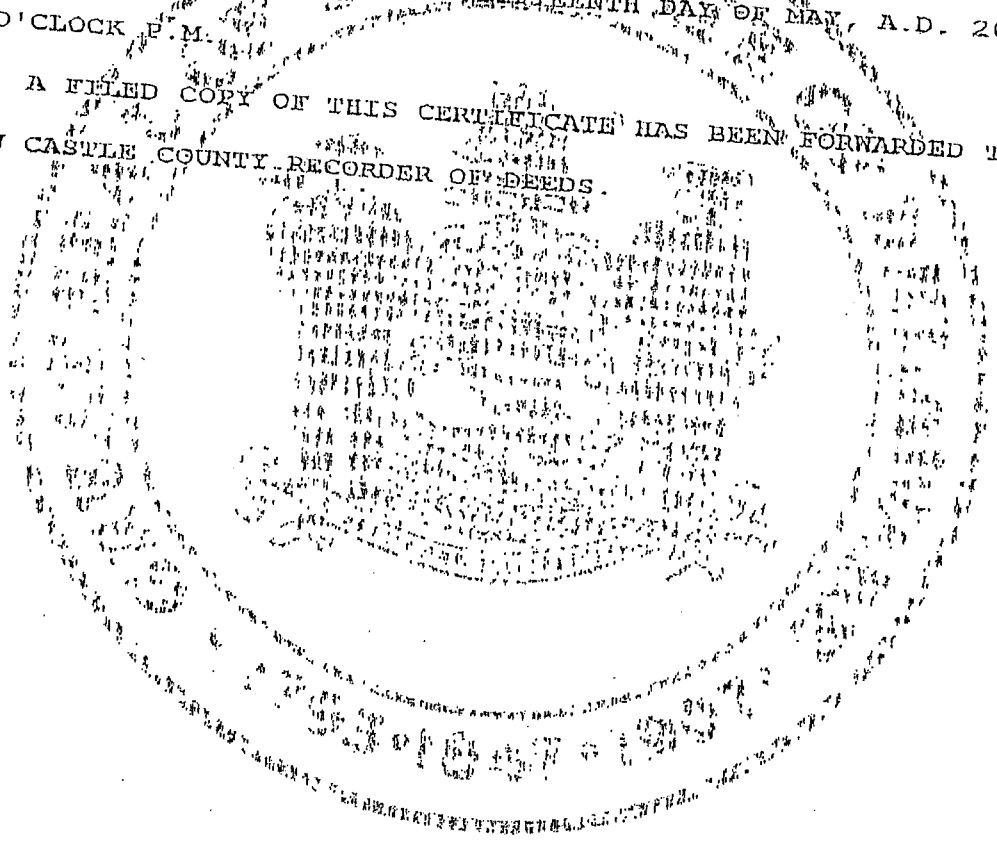
I, THE UNDERSIGNED, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of March, 2000.


Jennifer A. Kate
Incorporator

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TELEMERGIA, INC.", CHANGING ITS NAME FROM "TELEMERGIA, INC." TO "CONVERGIA, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2000, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3199482 8100
001247330

AUTHENTICATION: 0439889
DATE: 05-16-00

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
TELEMERGIA, INC.

Pursuant to Section 241 of the General Corporation Law of the State of Delaware, Telemergia, Inc. (the "Corporation"), a Delaware corporation, hereby certifies that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST and inserting in lieu thereof a new Article FIRST to read as follows:

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Convergia, Inc.

2. The Board of Directors of the Corporation, by unanimous written consent, adopted and approved the foregoing amendment; and

3. The Corporation has not received any payment for stock to date.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and executed in its corporate name by Mitchell Weinberg, its Secretary on this 15th day of May, 2000.

Telemergia, Inc.

By: *Mitchell Weinberg*
Name: Mitchell Weinberg
Title: Secretary

EXHIBIT B
KENTUCKY CERTIFICATE OF AUTHORITY
(Attached)

IN THE NAME AND BY THE AUTHORITY OF THE



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, JOHN Y. BROWN III, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of APPLICATION FOR CERTIFICATE OF AUTHORITY OF CONVERGIA, INC. FILED MARCH 15, 2002.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 15TH day of
MARCH, 20 02

John Y. Brown III
Secretary of State, Commonwealth of Kentucky

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0529258.09

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P101

John Y. Brown III
Secretary of State
Received and Filed
03/15/2002 01:44 PM
Fee Receipt: \$90.00



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is Convergia, Inc.
- The name of the corporation to be used in Kentucky is _____
(If "real name" is unavailable for use)
- Delaware is the state or country under whose law the corporation is incorporated.
- March 13, 2000 is the date of incorporation and the period of duration is perpetual
- The street address of the corporation's principal office is
237 Hymus Boulevard, Pointe-Claire, Quebec, Canada, H9R 5C7
- The street address of the corporation's registered office in Kentucky is
c/o C T Corporation System, Home Life Building, Louisville, Kentucky, 40202
and the name of the registered agent at that office is
C T Corporation System
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President See Attached List
Vice President _____
Secretary _____
Treasurer _____
Directors _____

(Attach a continuation sheet, if necessary)

- If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: 06/01/2002
(Delayed effective date and/or time)

Frederick H. Miller
Signature
Frederick H. Miller, Chairman of the Board and CEO
Type or Print Name & Title

Date: February 26th, 2002, 2002

I, C T Corporation System, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent
By: Amy Berletti
Signature of Registered Agent
Type or Print Name & Title

SSC-101 (7/98)

(See attached sheet for instructions)

KY019 - 8/02/2001 C T System Online

AMY BERTELETTI
SPECIAL ASSISTANT SECRETARY

EXHIBIT C
NOTARIZED STATEMENT RE: PAST SERVICE PROVISION
(Attached)

AFFIDAVIT

I, Cliff Rees, President of Convergia, Inc., do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing this Application and tariff.

Cliff Rees

Cliff Rees, President
Convergia, Inc.
237 Hymus Boulevard
Pointe Claire, Quebec
Canada H9R 5C9
Phone: (514) 693-6300 or (800) 293-7778
Fax: (514) 693-6354

Sworn and subscribed before me
This 1 day of December 2002

Naomi Greenfield
Notary Public



My Commission Expires:

EXHIBIT D
PROPOSED INTEREXCHANGE TARIFF

(Attached)