

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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NEW YORK, NY

LOS ANGELES, CA

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(202) 955-9788

DIRECT LINE (202) 955-9667

E-MAIL: msmith@kelleydrye.com

June 22, 1999

VIA FEDERAL EXPRESS

Mr. Don Mills
Executive Director
Commonwealth of Kentucky
Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

05050650 - 0505
222050650 - 0510
9500

Re: Rapid Transmit Technology, Inc. Notice of Intent to provide local and toll telecommunications services and proposed tariff.

Dear Mr. Mills:

Rapid Transmit Technology, Inc. ("RTT"), by its attorneys, hereby submits for filing with the Kentucky Public Service Commission an original and 3 copies of its Notice of Intent to provide competitive local and toll telecommunications services and its proposed tariff to become effective July 23, 1999.

Enclosed please also find a duplicate copy of this filing. Please date-stamp the duplicate copy upon receipt and return it in the self-addressed, stamped envelope provided. Should you have any questions regarding this filing, do not hesitate to contact me.

Respectfully submitted,



Melissa M. Smith

Enclosures

June 22, 1999

Mr. Don Mills
Executive Director
Commonwealth of Kentucky
Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

Re: Rapid Transmit Technology, Inc. Notice of Intent to Provide Local and Toll Telecommunications Services and Proposed Tariff.

Dear Mr. Mills:

Rapid Transmit Technology, Inc. ("RTT"), by its attorneys, hereby submits its notice of intent and proposed tariff to provide competitive facilities-based and resold local telecommunications services and resold toll telecommunications services within the Commonwealth of Kentucky. In support of this notice of intent, RTT respectfully provides the following:

(1) The name, address and telephone number of the company is: Rapid Transmit Technology, Inc. ("RTT"), 7826 Cooper Road, Cincinnati, OH 45242; phone (513) 936-3423.

(2) A copy of RTT's Certificate of Incorporation is appended hereto as *Exhibit A*.

(3) A copy of RTT's authorization to conduct business in Kentucky as a foreign corporation is appended hereto as *Exhibit B*.

(4) The corporate contact for ongoing operations and correspondence is Sean D. Curran, Chief Operating Officer, 7826 Cooper Road, Cincinnati OH 45252; phone (513) 936-3423; facsimile (513) 984-4732; scurran@tbarorg.com.

Mr. Don Mills
Executive Director
June 22, 1999
Page Two

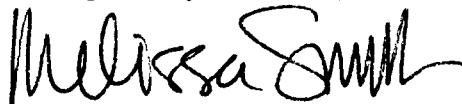
(6) Questions concerning this notice and tariff should be directed to RTT's counsel: Brad E. Mutschelknaus, Melissa M. Smith, KELLEY DRYE & WARREN LLP, 1200 19th Street, NW, Suite 500, Washington, DC 20036; phone (202) 955-9600; facsimile (202) 955-9792.

(7) A notarized statement by an officer of RTT verifying that RTT has not provided or collected for intrastate services in Kentucky prior to filing this notice of intent is appended hereto as *Exhibit C*.

(8) RTT does not seek to provide operator-assisted services to traffic aggregators, as defined in Administrative Case No. 330.

(9) RTT submits herewith its proposed tariff for competitive local and toll telecommunications services, to take effect 30 days from the date of this filing, and appended hereto as *Exhibit D*.

Respectfully submitted,



Brad E. Mutschelknaus
Melissa M. Smith
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, DC 20036
(202) 955-9600

Counsel for Rapid Transmit Technology, Inc.

EXHIBIT A
Certificate of Incorporation

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 "RAPID TRANSMIT TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2804920 8100

971336664

AUTHENTICATION: 8690830

DATE: 10-08-97

CERTIFICATE OF INCORPORATION
OF
RAPID TRANSMIT TECHNOLOGY, INC.

FIRST: The name of the corporation is Rapid Transmit Technology, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805, County of New Castle. The name of the registered agent of the Corporation at such address is Corporation Service 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 (the "Delaware Act").

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of ten cents (.10) per share.

FIFTH: No director of the Corporation shall have any liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the liability of a director of the Corporation shall not be eliminated or limited (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 Delaware Act, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the date of effectiveness of this Certificate of Incorporation.

SIXTH: The incorporator is Dennis P. Spates, whose mailing address is c/o Schoeman, Marsh & Updike, LLP, 60 East 42nd Street, 39th Floor, New York, New York 10165.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand this 6th day of October, 1997.



Dennis P. Spates

EXHIBIT B
Certificate of Authority

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

BOOK 001 PAGE 528



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JOHN Y. BROWN III
SECRETARY OF STATE
COMM. OF KENTUCKY

APPLICATION FOR CERTIFICATE OF AUTHORITY

BY

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:

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. The name of the corporation is Rapid Transmit Technology, Inc.

3. The name of the corporation to be used in Kentucky is Rapid Transmit Technology, Inc.
(If "your name" is unabbreviated for use)

4. Delaware is the state or country under whose law the corporation is incorporated.

5. October 6, 1997 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is 7826 Cooper Road, Cincinnati, Ohio 45242

7. The street address of the corporation's registered office in Kentucky is 150 Brentwood Circle, Alexandria, Kentucky 41001

and the name of the registered agent at that office is Rapid Transmit Technology, Inc., c/o Mark L. Wilson, Chief Financial Officer

8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President Robert S. Geiger 7826 Cooper Road, Cincinnati, Ohio 45242

Vice President

Secretary Gregory K. McGrath 7826 Cooper Road, Cincinnati, Ohio 45242

Treasurer Gregory K. McGrath 7826 Cooper Road, Cincinnati, Ohio 45242

Directors Gregory K. McGrath, Chairman 7826 Cooper Road, Cincinnati, Ohio 45242

(Attach a contribution sheet, if necessary)

9. 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.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

Gregory K. McGrath

Gregory K. McGrath

Date: January 8, 1999 19

Mark L. Wilson, Chief Financial Officer
Rapid Transmit Technology, Inc.

consent to serve as the registered agent on behalf of the corporation.

Mark L. Wilson

Mark L. Wilson

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAPID TRANSMIT TECHNOLOGY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Recorded ALEXANDRIA Doc type: Book/page: Doc#: Dt/ta Recorded: Total fees: Clerk name: JACK SHODGRASS COMPELL COUNTY CLERK ARTICLES OF INCORP 1/ 529 2 99 01 19 819 00225 01/19/1999 03:44 9.00 Taxt CAROLYN S NEWMAN



Edward J. Freel

Edward J. Freel, Secretary of State

2804920 8300 991007031

AUTHENTICATION: 9509040 DATE: 01-07-99

Detailed Information About RAPID TRANSMIT TECHNOLOGY, INC.

Company ID 0467594
Company Name RAPID TRANSMIT TECHNOLOGY, INC.
Status Active **Profit/NonProfit** Profit **Standing** Good **State** DE
Company Type FCO **Country** **Date Agent Resigned**
File Date 1/12/1999 **Incorp. Date** **Authority Date** 1/12/1999
Exp. Date **Last Annual Report**

Agent Name MARK L WILSON
Agent Addr 150 BRENTWOOD CIR **Prin. Office Addr** 7826 COOPER RD
 ALEXANDRIA, KY 41001 CINCINNATI, OH 45242

Authorized Shares 0000000000
Preferred No Par **Preferred Par**
Common No Par **Common Par**

Initial Directors / Incorporators

Current Officers and Directors

GREGORY K MCGRATH **Secretary**
 ROBERT S GEIGER **President**

Another Query	Activity History	List Assumed Names
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EXHIBIT C
Kentucky Verification

VERIFICATION

State of Ole:

Sean D. Curran, Chief Operating Officer of Rapid Transmit Technology, Inc., being duly sworn according to law, deposes and says that:

He is authorized to and does make this affidavit for said corporation; and

The Applicant has not provided or collected for intrastate service, except for revenues associated with the provision of STS, in Kentucky prior to the filing of a Notice of Intent with the Kentucky Public Service Commission.

By: [Signature]

Name: Sean D. Curran

Title: Chief Operating Officer

Date: May 7, 1999

Sworn and subscribed to before me this 7 day of May, 1999.

[Signature]
Signature of Official Administering Oath

My commission expires Sept. 4, 2002.

EXHIBIT D
Proposed Tariff

