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NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
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FAX (212) 891-9598

March 1, 2004

RECEIVED

MAR 02 2004

**PUBLIC SERVICE
COMMISSION**

BY OVERNIGHT DELIVERY

Thomas Dorman, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-8294

**Re: Southern Digital Network, Inc. d/b/a FDN Communications'
Notification of Intent to Offer Resold and Facilities-Based Local
Exchange and Interexchange Telecommunications Services in the
Commonwealth of Kentucky**

Dear Mr. Dorman:

On behalf of Southern Digital Network, Inc. d/b/a FDN Communications ("FDN"), enclosed for filing are an original and four (4) copies of this letter of intent, as well as FDN's proposed tariffs. In accordance with the Commission's Orders in Administrative Case No. 330 (dated March 27, 1991 and May 3, 1991) and Administrative Case No. 359 (dated June 12, 1996), FDN submits the following information:

1. Name, address, telephone number and fax number of the Company are as follows:

Southern Digital Network, Inc. d/b/a FDN Communications
2301 Lucien Way, Suite 200
Maitland, Florida 32751
Tel: (407) 835-0300
Fax: (407) 835-1437

2. FDN is a Delaware corporation that is authorized to transact business in the State of Kentucky. Copies of FDN's Certificate of Incorporation and Certificate of Authority to Transact Business in Kentucky are attached hereto as Exhibits A and B, respectively. A copy of FDN's Certificate of Assumed name is attached hereto as Exhibit C.

3. The name, address, telephone number and facsimile number of the responsible contact persons for regulatory issues are as follows:

Matthew J. Feil
Southern Digital Network, Inc. d/b/a FDN Communications
2301 Lucien Way, Suite 200
Maitland, Florida 32751
Tel: (407) 835-0460
Fax: (407) 835-0309
Email: mfeil@floridadigital.net

FDN's toll free customer service number is: 877-433-6435. Customers may also contact FDN's customer service center by email at CustomerServices@floridadigital.net.

4. FDN has not provided nor collected for local exchange or interexchange telecommunications services in Kentucky prior to filing this notice of intent. Please see notarized statement attached hereto as Exhibit D.
5. FDN does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. FDN intends to provide all forms of resold and facilities-based telecommunications services throughout the Commonwealth of Kentucky, including both intrastate local exchange and interexchange telecommunications services. To the extent that areas of Kentucky are served by carriers that qualify as small or rural local exchange carriers under the Telecommunications Act of 1996, FDN does not intend to provide local service in those areas until they are open to competition.

FDN intends to offer a diverse array of local exchange services, including basic exchange services, private branch exchange services, frame relay, high-speed data and Internet-type services, directory assistance, operator services, custom-calling features, toll-free calling services, blocking/unblocking services, and directory listings. Emergency 911 and enhanced 911 calling will be provided to all customers. FDN also intends to offer a full range of interexchange telecommunications services, including MTS, WATS, toll-free and calling card services.

7. A copy of FDN's proposed local exchange and interexchange tariffs are attached hereto as Exhibits E and F, respectively. The tariffs are to become effective thirty (30) days from the date of this filing, which is consistent with the regulatory requirements set forth in the Commission's Order in Administrative Case No. 359, dated June 21, 1996.
8. FDN will comply with applicable Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512.

Thomas Dorman, Executive Director
March 1, 2004
Page 3

Please date-stamp the enclosed extra copy of this filing and return it to the undersigned in the attached self-addressed, stamped envelope. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,



Michael C. Sloan
Brett P. Ferenchak

Counsel to Southern Digital Network, Inc.
d/b/a FDN Communications

Attachments

cc: Matthew J. Feil (FDN)

EXHIBIT LIST

Exhibit A	Certificate of Incorporation
Exhibit B	Certificate of Authority to Transact Business
Exhibit C	Certificate of Assumed Name
Exhibit D	Notarized Statement
Exhibit E	Proposed CLEC Tariff
Exhibit F	Proposed IXC Tariff

EXHIBIT A

Certificate of Incorporation

State of Delaware
Office of the Secretary of State PAGE 1

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 "SOUTHERN DIGITAL NETWORK, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.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

3069995 8100
991289824

AUTHENTICATION: 9866081
DATE: 07-15-99

CERTIFICATE OF INCORPORATION

OF

SOUTHERN DIGITAL NETWORK, INC.

- FIRST.** The name of the corporation is Southern Digital Network, Inc. (the "Corporation").
- SECOND.** The address of its registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
- THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation law.
- FOURTH.** The total number of shares of stock with the Corporation shall have authority to issue is 3,000 shares of common stock, \$.01 par value per share.

FIFTH. The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Sarah N.A. Camougis	Edwards & Angell, LLP 101 Federal Street Boston, Massachusetts 02110

SIXTH. In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot.
2. The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

SEVENTH. The Corporation is to have perpetual existence.

EIGHTH. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

NINTH:

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom 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, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

TENTH:

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and the Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

EXECUTED at Boston, Massachusetts on July 14, 1999.


Sarah N.A. Camougis,
Sole Incorporator

EXHIBIT B

Certificate of Authority to Transact Business

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0573827.09

sbates
P101

John Y. Brown III
Secretary of State
Received and Filed
12/10/2003 2:37:37 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:

- 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 Southern Digital Network, Inc.
- 3. The name of the corporation to be used in Kentucky is _____

(If "real name" is unavailable for use)

- 4. Delaware is the state or country under whose law the corporation is incorporated.
- 5. July 15, 2003 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is
390 North Orange Avenue, Suite 2000 Orlando FL 32801
Street City State Zip Code

7. The street address of the corporation's registered office in Kentucky is
c/o C T Corporation System, Home Life Building, Louisville, Kentucky, 40202
Street City State Zip Code
 and the name of the registered agent at that office is
C T Corporation System

- 8. The names and usual business addresses of the corporation's current officers and directors are as follows:
 President Michael Gallagher 390 N Orange Ave., #2000, Orlando, FL 32801
 Vice President _____
 Secretary _____
 Treasurer Richard Kolsby 390 N Orange Ave., #2000, Orlando, FL 32801
 Directors Peter Claudy - Board Member 390 N Orange Ave., #2000, Orlando, FL 32801
Matthew Rubins - Board Member 390 N Orange Ave., #2000, Orlando, FL 32801

(Attach a continuation 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: _____
(Delayed effective date and/or time)

Michael P Gallagher
Signature

Michael P Gallagher
Type or Print Name & Title

Date: 12/2, 2003

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: _____
Signature of Registered Agent

PETER F. SOUZA
Type or Print Name & Title
 ASSISTANT SECRETARY

Delaware

The First State

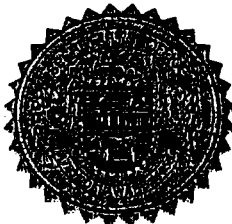
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN DIGITAL NETWORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 2003.

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.

Document No.: DN2003283686
Lodged By: kentucky lenders
Recorded On: 12/11/2003 01:52:18
Total Fees: 9.00
Transfer Tax: .00
County Clerk: ROBBIE HOLSCLAW-JEFF CO KY
Deputy Clerk: CARRIAR

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State



END OF DOCUMENT

3069995 8300

AUTHENTICATION: 2786051

030776225

DATE: 12-04-03

EXHIBIT C

Certificate of Assumed Name

BOOK 0616 PAGE 0872
COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0573827.04

sbates
ADD

John Y. Brown III
Secretary of State
Received and Filed
12/10/2003 2:39:46 PM
Fee Receipt: \$20.00

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

FDN Communications

(Name under which the business will be conducted)

has been adopted by Southern Digital Netwrok, Inc.

(Real name - KRS 365.015(1))

which is the "real name" of [YOU MUST CHECK ONE]

- a Domestic General Partnership
- a Domestic Registered Limited Liability Partnership
- a Domestic Limited Partnership
- a Domestic Business Trust
- a Domestic Corporation
- a Domestic Limited Liability Company
- a Joint Venture
- a Foreign General Partnership
- a Foreign Registered Limited Liability Partnership
- a Foreign Limited Partnership
- a Foreign Business Trust
- a Foreign Corporation
- a Foreign Limited Liability Company

organized and existing in the state or country of United States, and whose address is

390 North Orange Avenue, Suite 2000

Orlando

FL

32801

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Michael P Gallagher
Signature

Michael P Gallagher
Print or type name and title

12/2/03
Date

Signature

Print or type name and title

Date
Document No.: DN2003283681
Lodged By: kentucky lenders
Recorded On: 12/11/2003 01:51:21
Total Fees: 9.00
Transfer Tax: .00
County Clerk: ROBBIE HOLSCLOW-JEFF CO KY
Deputy Clerk: CARHAR

SSC-226 (7/98)

(See attached sheet for instructions)

KY011 - CT System Online

END OF DOCUMENT

County Clerk, please return to:
KENTUCKY LENDERS ASSISTANCE
828 LANE ALLEN ROAD, SUITE 219
LEXINGTON, KY 40504

EXHIBIT D

Notarized Statement

NOTARIZED STATEMENT

STATE OF FLORIDA

:

SS

COUNTY OF Orange

:

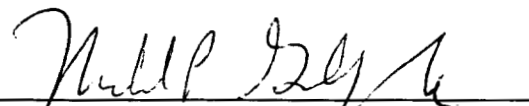
:

I, Michael P. Gallagher, being duly sworn, do hereby depose and state that

1. I am President and Chief Executive Officer of Southern Digital Network, Inc. d/b/a FDN Communications ("FDN") and am authorized to make this statement on FDN's behalf.

2. FDN has not provided nor collected for interexchange or local exchange telecommunications services in Kentucky prior to filing this application.

3. The foregoing statements are true and correct to the best of my knowledge, information and belief.



By: Michael P. Gallagher
Title: President and Chief Executive Officer
Southern Digital Network, Inc.
d/b/a FDN Communications

Subscribed and sworn to (or affirmed) before me this 26th day of February, 2004.



Notary Public



Glenda S. Chapman
My Commission DD265674
Expires November 09, 2007

My Commission Expires: 11/9/07

EXHIBIT E

Proposed CLEC Tariff