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0505 - Pending
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file to 00013425

ADVICE TRANSMITTAL

To: Public Utility Commission
From: Matrix Telecom, Inc.
Date: March 24, 2005
Re: Application of Matrix Telecom, Inc. for Authority to Operate as a Reseller of Local Exchange Telecommunications Services.

Please find enclosed Matrix Telecom's application for authority to resell local exchange services. In addition, please find a FedEx self-addressed shipping label and envelope for return of one file-stamped copy of the application.

If you have any questions regarding the contents hereof, please contact:

Matrix Telecom, Inc.
Attn: Greg Taylor, Esq.
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107

T: (405) 717-9612
F: (405) 951-6312
gtaylor@matrixvalue.com

Kentucky	State
1	Original(s)
4	Copies
N/A	Application Fee
Yes	Tariff enclosed?
Yes	Protective Order?
Yes	Stamped return copy requested?
	Other

Before the
KENTUCKY PUBLIC SERVICE COMMISSION

In the Matter of **MATRIX TELECOM, INC.**'s)
application for certificate of public convenience)
and necessity to provide local exchange)
telecommunications services within the State of)
Kentucky.)

Case No. _____

**APPLICATION FOR CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY TO PROVIDE LOCAL EXCHANGE TELECOMMUNICATIONS
SERVICES**

Matrix Telecom, Inc. hereby submits the following information in accordance with the provisions of the State of Kentucky.

1. Identification of applicant and principal business office:

Matrix Telecom, Inc.
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107
T: (405) 717-9612
F: (405) 951-6312

2. A copy of the articles of incorporation from the State of Texas are attached hereto as Attachment A.

3. The Applicant's designated persons responsible for customer complaints and regulatory issues are listed below, respectively.

Customer complaints:

Matrix Telecom, Inc.
Attn: Betty Smith
Regulatory Affairs Manager
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107.
T: (405) 275-5065

F: (405) 951-6312
bsmith@matrixvalue.com

Regulatory contact person:

Matrix Telecom, Inc.
Attn: Greg L. Taylor, Esq.
300 N. Meridian
Suite 200-North
Oklahoma City, Oklahoma 73107
T: (405) 717-9612
F: (405) 951-6312
gtaylor@matrixvalue.com

4. A notarized stated affirming that Applicant has not provided or collected for local exchange services in the State of Kentucky prior to its tariff filing is attached hereto and marked as Attachment B.

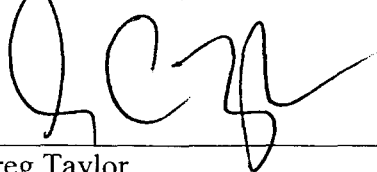
5. Applicant does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

6. Applicant's proposed initial tariff is attached hereto and marked as Attachment C.

WHEREFORE, Matrix Telecom, Inc. requests that the Kentucky Public Service Commission grant authority to engage in the resale of local exchange telecommunications services to the public with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 24 day of March, 2005.

Matrix Telecom, Inc.



Greg Taylor

ATTACHMENT "A"



The State of Texas

SECRETARY OF STATE


IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

MATRIX TELECOM, INC.
FILE NO. 1156915

ARTICLES OF INCORPORATION	JUNE 13, 1990
ARTICLES OF AMENDMENT	JANUARY 21, 1992
CHANGE OF REGISTERED OFFICE AND/OR AGENT	MARCH 2, 1994
CHANGE OF REGISTERED OFFICE AND/OR AGENT	DECEMBER 31, 1994
ARTICLES OF AMENDMENT	AUGUST 9, 1995
ARTICLES OF AMENDMENT	NOVEMBER 27, 1995
CHANGE OF REGISTERED OFFICE AND/OR AGENT	DECEMBER 11, 1995
ARTICLES OF AMENDMENT	APRIL 9, 1997

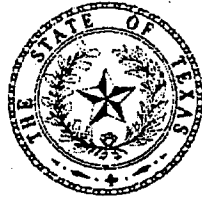


IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on November 17, 1997.



Antonio O. Garza, Jr.
Secretary of State

BAM



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

MIGA, INC.
CHARTER NUMBER 01156915

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES
THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 13, 1990



George S. Bayard Jr.
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

JUN 13 1990

Corporations Section

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, the undersigned natural person of the age of twenty-one (21) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the Corporation is MIGA, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized is: (a) to conduct, engage in, and carry on general business; (b) to manufacture, purchase and sell goods, wares, and merchandise of every kind and description, and to receive and sell the same as agent or on commission; (c) to buy and sell goods; (d) to transact and engage in any mercantile or trading business; (e) to erect or repair any building or improvement; (f) to buy, sell, acquire by lease, grant by lease, rent, sublease and subdivide real property in towns, cities, villages and suburbs not extending more than two (2) miles beyond their limits; (g) to do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or furtherance of any of the

powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental to or arising out of or connected with the aforesaid business, or any part or parts thereof; provided, the same is not inconsistent with the laws under which this Corporation is organized and subject to Part Four of the Texas Miscellaneous Corporation Laws Act; (h) to be an organizer, partner, member, associate, or manager of any partnership, joint venture, or other business entity; (i) and to be an incorporator of any other corporation of any type or kind.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is the following: 1,000 shares common stock, such stock shall have no par value.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of the shares consideration of ONE THOUSAND DOLLARS (\$1,000.00), consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 2705 Summertree Lane, Colleyville, Texas 76034, and the name of its registered agent at such address is Dennis Miga.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of the Stockholders or until his successors are elected and qualified is as follows:


- (1) Dennis Miga
2705 Summertree Lane
Colleyville, Texas 76034

ARTICLE EIGHT

The name and address of the incorporator is:

Mark A. Haney
9001 Airport Freeway, Suite 650
Fort Worth, Texas 76180

IN WITNESS WHEREOF, I have hereunto set my hand this the 12th day of June, 1990.



MARK A. HANEY

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

I, MARILYN L. GOULD, a Notary Public in and for said County and State, do hereby certify that on this the 12th day of June, 1990, personally appeared before me MARK A. HANEY, who being by me first sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct.



NOTARY PUBLIC, STATE OF TEXAS





The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

MATRIX TELECOM, INC.
FORMERLY
MIGA, INC.

The undersigned, as Secretary of State of the State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this Office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated JANUARY 21, 19 92.

Effective JANUARY 21, 19 92 at XXXX a.m./p.m.



John Hannah Jr
Secretary of State

LC

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
MIGA, INC.

JAN 21 1992

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is MIGA, INC.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on January 14, 1992: the name of the corporation shall be changed to MATRIX TELECOM, INC.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was one hundred (100); and the number of shares entitled to vote on the amendment was one hundred (100).

ARTICLE FOUR

The number of shares that voted for the amendment was one hundred (100); and the number of shares that voted against the amendment was zero (0).

DATED: January 16, 1992

MATRIX TELECOM, INC.

By: 
DENNIS MIGA, President

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH BY
A PROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas

7A-2 1994

Corporations Section

1. The name of the corporation is Matrix Telecom, Inc.
The corporation's charter number is 01156915-00

2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is: (Please provide street address, city, state and zip code. The address must be in Texas).
2705 Summertree Lane, Colleyville, Texas 76034

3. A. The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas).
9003 Airport Freeway, Suite 340, Fort Worth, Texas 76180

OR B. The registered office address will not change.

The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Dennis Miga

5. A. The name of the NEW registered agent is _____

OR B. The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by: (check one)

A. The board of directors.

B. An officer of the corporation so authorized by the board of directors.


An Authorized Officer

(Please refer to the back of this form for additional instructions)

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FILED
In the Office of the
Secretary of State of Texas

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH BY
A PROFIT CORPORATION**

DEC 31 1994

Corporations Section

1. The name of the corporation is Matrix Telecom, Inc.

The corporation's charter number is 01156915-00

2. The address of the CURRENT registered office as shown in the records of the Texas secretary of state is:

9003 Airport Freeway, Suite 340, Fort Worth, Texas 76180

3. A. The address of the NEW registered office is:

OR B. X The registered office address will not change.

4. The name of the CURRENT registered agent as shown in the records of the Texas secretary of state is Dennis Miga

5. A. X The name of the NEW registered agent is Gary Friedman

OR B. The registered agent will not change.

6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.

7. The changes shown above were authorized by:

A. The board of directors.

B. X An officer of the corporation so authorized by the board of directors.

Charles G. Taylor, Jr.
~~Chuck Taylor~~, Authorized Officer

CHARLES G. TAYLOR, JR., PRESIDENT

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
MATRIX TELECOM, INC.**

FILED
In the Office of the
Secretary of State of Texas

AUG 09 1995

Corporations Section

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE ONE

The aggregate number of shares which the corporation shall have authority to issue is the following: 1,000 shares of common stock, such stock shall have no par value.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on July 31, 1995: the aggregate number of shares which the corporation shall have authority to issue is changed to 100,000 shares of common stock, such stock shall have no par value.

ARTICLE THREE

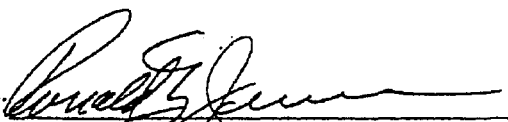
The number of shares of the corporation outstanding at the time of the adoption was one thousand (1,000); and the number of shares entitled to vote on the amendment was one thousand (1,000).

ARTICLE FOUR

The number of shares that voted for the amendment was one thousand (1,000); and the number of shares that voted against the amendment was zero (0).

DATED: July 31, 1995

MATRIX TELECOM, INC.

By 
Ronald L. Jensen, President

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
MATRIX TELECOM, INC.**

FILED
In the Office of the
Secretary of State of Texas

NOV 27 1995

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation: Corporations Section

ARTICLE ONE

The aggregate number of shares which the corporation shall have authority to issue is the following: 100,000 shares of common stock, such stock shall have no par value.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation October 6, 1995: the aggregate number of shares which the corporation shall have authority to issue is changed to 200,000 shares of common stock, such stock shall have no par value.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of the adoption was one hundred thousand (100,000); and the number of shares entitled to vote on the amendment was one hundred thousand (100,000).

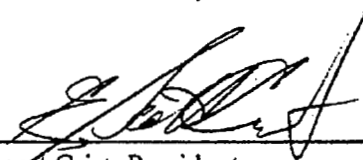
ARTICLE FOUR

The number of shares that voted for the amendment was one hundred thousand (100,000); and the number of shares that voted against the amendment was zero (0).

DATED: November 10, 1995

MATRIX TELECOM, INC.

By: _____


Scott Crist, President

Office of the
Secretary of State



Corporations Section

P.O. Box 13697
Austin, Texas 78711-3697

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT OR BOTH BY A CORPORATION,
LIMITED LIABILITY COMPANY OR LIMITED PARTNERSHIP**

In the Office of the
Secretary of State of Texas
DEC 11 1995
Corporations Section

1. The name of the entity is Matrix Telecom
The entity's charter/certificate of authority/file number is 1156915
2. The registered office address as **PRESENTLY** shown in the records of the Texas Secretary of State is: 9003 Airport Fwy, Ste 340, Ft. Worth, TX 76180
3. A. The address of the **NEW** registered office is: (Please provide street address, city, state and zip code. The address must be in Texas.)
4635 Southwest Fwy, Ste 800, Houston, TX 77027
OR B. The registered office address will not change.
4. The name of the registered agent as **PRESENTLY** shown in the records of the Texas secretary of state is Gary Friedman
5. A. The name of the **NEW** registered agent is _____
OR B. The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by:
Business Corporations may select A or B Limited Liability Companies may select D or E
Non-Profit Corporations may select A, B, or C Limited Partnerships select F
 - A. The board of directors; OR
 - B. An officer of the corporation so authorized by the board of directors; OR
 - C. The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Texas Non-Profit Corporation Act.
 - D. Its members
 - E. Its managers
 - F. The limited partnership

(Authorized Officer of Corporation)
(Authorized Member or Manager of LLC)
(General Partner of Limited Partnership)



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

MATRIX TELECOM, INC.
CHARTER NUMBER 01156915


THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED APR. 9, 1997

EFFECTIVE APR. 9, 1997




Antonio O. Garza, Jr., Secretary of State

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FILED
in the Office of the
Secretary of State of Texas
APR 09 1997
Corporations Section

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
MATRIX TELECOM, INC.**

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, as adopted by the unanimous consent of all of the shareholders of the corporation at the December 16, 1996 Special Meeting:

**ARTICLE 1
AUTHORIZED SHARES**

The authorized shares of common stock of the Corporation shall be increased to ten million (10,000,000) shares. The common stock shall be without par value. The Board of Directors have authority to establish series or classes of unissued shares and may increase or decrease the shares of any class of shares or series established, and to establish the rights granted to the holders of such shares. The Board of Directors shall have the right to set the par value of shares at the time of issuance. The Board of Directors shall have the authority to exchange, reclassify, or cancel all or part of any shares of the class or series, and exchange or create a right of exchange of all or any part of the shares or one class or series into the series or class of another. The Board of Directors may change or alter the designations, preferences, limitations or relative rights of the shares of the class or series.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business for the corporation shall be 8721 Airport Freeway, North Richland Hills, Texas 76180. The name and address of its registered agent shall be Mr. Gary L. Friedman, 8721 Airport Freeway, North Richland Hills, Texas 76180.

**ARTICLE 3
NUMBER OF DIRECTORS**

The number of directors constituting the Board of Directors shall be five (5).

**ARTICLE 4
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder or other person shall have any preemptive rights whatsoever.

**ARTICLE 5
PLURALITY VOTE**

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted.

**ARTICLE 6
AMENDMENTS TO BYLAWS**

The power to alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors; however, the Bylaws made by the Board of Directors may be repealed or changed, or new bylaws made, by the shareholders of the corporation, and the shareholders may prescribe that any bylaw made by them shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE 7
LIMITATION ON DIRECTOR LIABILITY**

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any act or omission in such director's capacity as a director of the corporation, except to the extent otherwise required, at the time of such act or omission, by a statute of the State of Texas. Any repeal or amendment of this Article by the corporation shall be prospective only, and shall not adversely affect any limitation on the liability of the director of the corporation for any act or omission occurring prior to the time of such repeal or amendment. If the corporate laws of the State of Texas are amended to authorize corporate actions further eliminating or limiting the personal liability of directors, the liability of a director of the corporation shall be eliminated or limited to the full extent then permitted. Notwithstanding anything herein to the contrary, any such further elimination or limitation of liability shall apply retroactively to acts or omissions occurring prior to any such amendment of the corporate laws of the State of Texas.

**ARTICLE 8
RELIANCE BY DIRECTORS AND OFFICERS**

Each director, officer, or member of any committee designated by the Board of Directors shall, in the performance of his or her duties, be fully protected and absolved from liability if relying in good faith upon any records of the corporation or upon the books of account or reports made to the corporation by any of its officials, an independent public accountant, an attorney for the corporation, or by any other person, including an appraiser or investment banker, who is selected with reasonable care by the Board of Directors or by any officer or committee with regards to matters which the director, officer, or member reasonably believes is within such other person's professional training or within their competence. This Article is in addition to and shall not in any manner limit the scope of the director's liability limitation set forth in Article 11, or as otherwise provided by law.

**ARTICLE 9
INDEMNIFICATION/INSURANCE**

The corporation shall indemnify, to the fullest extent possible or permitted by law, any person who is named a defendant or respondent in any action, suit, or proceeding, whether civil or criminal, administrative or arbitrate or investigative, or in any appeal in such an action, suit or proceeding, by reason of the fact that he or she is or was a director, advisory director, committee member, or officer of the corporation, against all expenses, (including attorney's fees incurred), judgements, fines, penalties, amounts paid in settlement or otherwise, actually reasonably incurred by such director advisory director, committee member, or officer in connection with nay such action, suit, or proceeding. The corporation shall pay or reimburse expenses to directors, advisory directors, committee members, or officers and may pay or reimburse expenses to other persons as permitted by law. The corporation may purchase and maintain insurance, create a trust fund, establish any form of self-insurance, secure its indemnity obligations by grant of a security interest or other liens on the assets of the corporation, establish a letter of credit, guaranty or surety arrangement, or other arrangement on behalf of the directors, advisory directors, committee members, officers, or other persons permitted by law, against any liability asserted against such person or persons in their capacities as directors, advisory directors, committee members, or officers, or otherwise, of the corporation, whether or not the corporation would have the power to indemnify such directors, advisory directors, committee members, officers or other persons against such liability, as permitted by law.

**ARTICLE 10
ACTION BY CONSENT OF SHAREHOLDERS**

To the fullest extent permitted by law, any action required or permitted to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed, bearing the date of each signature, by the holder or holders of shares or party entitled to vote any shares, having not less than the minimum number of votes that would be necessary to take such action at any meeting or special meeting at which the holders of all shares entitled to vote on the action were present and voted.

**ARTICLE 11
MAJORITY VOTES**

For any matter that the affirmative vote of the holders of a specified portion in excess of a majority, of the shares entitled to vote, or of the shares of any series or class, is required by the Texas Business Corporation Act, the affirmative vote of the holders of a majority of the shares entitled to vote, or of the series or class of shares, is sufficient.

1 0 2 3 6 4 0 2 1 5 5

ARTICLE 12

The number of shares of the corporation outstanding at the time of the adoption was one hundred ninety-three thousand, five hundred seventy (193,570); and the number of shares entitled to vote on the amendment was one hundred ninety-three thousand, five hundred seventy (193,570).

ARTICLE 13

The number of shares that voted for the amendment was one hundred thirty-five thousand, one hundred seventy-two (135,172); and the number of shares that voted against the amendment was zero (0).

Executed this 16th day of December, 1996.

MATRIX TELECOM, INC.

By: 

Title: Secretary

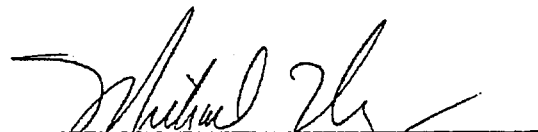
Office of the
Secretary of State
Corporations Section

P.O. Box 13697
Austin, Texas 78711-3697



**STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT OR BOTH BY A CORPORATION,
LIMITED LIABILITY COMPANY OR LIMITED PARTNERSHIP**

1. The name of the entity is Matrix Telecom, Inc.
The entity's charter/certificate of authority/file number is 01156915-00
2. The registered office address as PRESENTLY shown in the records of the Texas secretary of state is: 8721 Airport Freeway, North Richland Hills, TX 76180
3. A. X The address of the NEW registered office is: (Please provide street address, city, state and zip code. The address must be in Texas.)
8721 Airport Freeway, Fort Worth, TX 76180
OR B. ___ The registered office address will not change.
4. The name of the registered agent as PRESENTLY shown in the records of the Texas secretary of state is Gary L. Friedman
5. A. X The name of the NEW registered agent is Michael Ussery
OR B. ___ The registered agent will not change.
6. Following the changes shown above, the address of the registered office and the address of the office of the registered agent will continue to be identical, as required by law.
7. The changes shown above were authorized by:
Business Corporations may select *A* or *B* Limited Liability Companies may select *D* or *E*
Non-Profit Corporations may select *A*, *B*, or *C* Limited Partnerships select *F*
A. ___ The board of directors;
B. X An officer of the corporation so authorized by the board of directors;
C. ___ The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Texas Non-Profit Corporation Act;
D. ___ Its members;
E. ___ Its managers; or
F. ___ The limited partnership.


(Authorized Officer of Corporation)



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

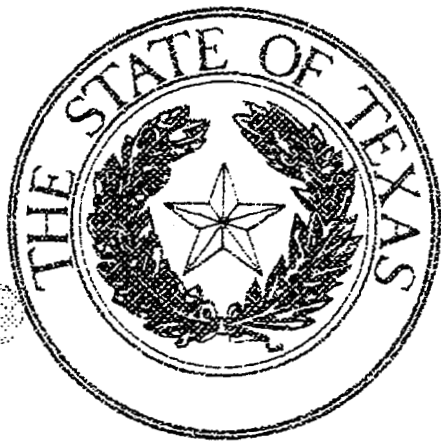
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

BEST CONNECTIONS, INC.
A Texas corporation
with
MATRIX TELECOM, INC.
A Texas corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed October 18, 1999

Effective October 18, 1999



Elton Bomer
Secretary of State

ARTICLES OF MERGER

OF

BEST CONNECTIONS, INC.
(Subsidiary Corporation)

INTO

MATRIX TELECOM, INC.
(Parent Corporation)

FILED
In the Office of the
Secretary of State of Texas
OCT 18 1999
Corporations Section

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, **MATRIX TELECOM, INC.**, a business corporation organized under the laws of the State of Texas and owning at least ninety percent of the shares of **BEST CONNECTIONS, INC.**, a business corporation organized under the laws of the State of Texas, hereby executes the following articles of merger.

1. The following is a copy of a resolution of **MATRIX TELECOM, INC.**, adopted by the Board of Directors on June 8, 1999, and in accordance with the laws of its jurisdiction and its constituent documents:

RESOLVED: The Corporation shall merge Best Connections, Inc., its wholly owned subsidiary, with and into itself and shall assume all of the obligations of Best Connections, Inc., pursuant to the provisions of the Texas Business Corporation Act.

2. The total number or percentage of outstanding shares identified by class, series or group of the subsidiary corporation(s) and the number or percentage of shares in each class, series or group owned by the parent corporation is:

Class, Series Percentage of Or Group	Number or Percentage of Shares Outstanding	Number or Shares Owned by Parent
common stock	1,000 shares	1,000 shares

3. **MATRIX TELECOM, INC.**, the surviving corporation hereby: (a) appoints the Texas Secretary of State as its agent for service of process to enforce an obligation or the rights of dissenting shareholders of each domestic

corporation that is a party to the merger; and (b) agrees that it will promptly pay to the dissenting shareholders of each domestic corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

5. The surviving corporation will be responsible for the payment of all fees and franchise taxes of the merged corporation(s) and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated: SEPTEMBER 15, 1999
~~XXXXXXXXXX~~

PARENT CORPORATION

MATRIX TELECOM, INC.,
a Texas corporation

By 
Anthony P. Papa, Chief Executive Officer

By 
James P. Pisani, Secretary

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

Matrix Acquisition Holdings Corp.
Foreign Business Corporation
DE, USA
[Entity not of Record, Filing Number Not Available]

Into

MATRIX TELECOM, INC.
Domestic Business Corporation
[Filing Number: 115691500]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 12/31/2003

Effective: 12/31/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

DEC 31 2003

Corporations Section

ARTICLES OF MERGER
OF
MATRIX ACQUISITION HOLDINGS CORP.
INTO
MATRIX TELECOM, INC.

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations do hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) Matrix Acquisition Holdings Corp., a Delaware corporation (the "Matrix Acquisition"); and
 - (b) Matrix Telecom, Inc., a Texas corporation (the "Surviving Corporation").
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by the respective boards of directors and the shareholders of Matrix Acquisition and the Surviving Corporation.
3. The name of the surviving corporation is Matrix Telecom, Inc.
4. The articles of incorporation of the Surviving Corporation shall be the articles of incorporation of the surviving corporation.
5. The executed agreement of merger is on file at the principal place of business of the Surviving Corporation, 222 W. Las Colinas Boulevard, Suite 250, Irving, Texas 75039.
6. A copy of the agreement of merger will be furnished by the Surviving Corporation, on written request and without cost, to any shareholder of Matrix Acquisition or the Surviving Corporation.
7. For each of the parties to the agreement of merger, the number of shares outstanding and the designation and number of outstanding shares of each class or series of stock that are entitled to vote as a class on the agreement of merger are as follows:

<u>Name of Corporation</u>	<u>No. of Shares Outstanding</u>	<u>Entitled to Vote as a Class or Series</u>	
		<u>Designation of Class or Series</u>	<u>Number of Shares</u>
Matrix Acquisition Holdings Corp.	1,000	Common Stock, \$0.01 par value	1,000
Matrix Telecom, Inc.	3,860,987	Common Stock, \$0.01 par value	3,860,987

8. For each party to the merger, the number of shares that voted for and against the agreement of merger, and the number of each class or series that voted for and against the agreement of merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Entitled to Votes as a Class</u> <u>Class or Series</u>	<u>Number of Shares Entitled to Votes as a Class</u>	
		<u>Voted For</u>	<u>Voted Against</u>
Matrix Acquisition Holdings Corp.	Common Stock, \$0.01 par value	1,000	0
Matrix Telecom, Inc.	Common Stock, \$0.01 par value	3,860,987	0

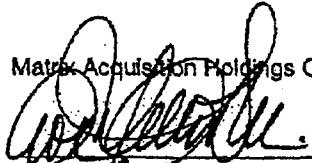
9. The approval of the agreement of merger and performance of its terms were duly authorized by all action required by the laws of the states under which Matrix Acquisition and the Surviving Corporation were incorporated and by their respective constituent documents.

10. The Surviving Corporation will be responsible for the payment of all franchise taxes and fees and the Surviving Corporation will be obligated to pay such franchise taxes and fees if the same are not timely paid.

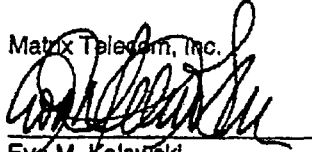
11. The merger of Matrix Acquisition into the Surviving Corporation shall be effective upon the date of the execution of these Articles of Merger, December 31, 2003.

IN WITNESS WHEREOF, Matrix Acquisition Holdings Corp. and Matrix Telecom, Inc. have caused these articles of merger to be signed by their respective authorized officers on December 31, 2003.

Matrix Acquisition Holdings Corp.


Eva M. Kalawski
Vice President and Secretary

Matrix Telecom, Inc.


Eva M. Kalawski
Vice President and Secretary

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of December 31, 2003 by and between Matrix Acquisition Holdings Corp., a Delaware corporation ("MAHC") and Matrix Telecom, Inc., a Texas corporation ("MATRIX" or, after the Effective Time (as defined in Article V hereof), the "Surviving Corporation").

WHEREAS, MAHC is a corporation organized and validly existing under the laws of the State of Delaware;

WHEREAS, MATRIX is a corporation organized and validly existing under the laws of the State of Texas;

WHEREAS, the Board of Directors and the shareholders of each of the parties have duly authorized the merger of MAHC with and into MATRIX pursuant to the terms of this Agreement (the "Merger");

WHEREAS, it is intended that the Merger be a non-taxable transaction for tax purposes; and

WHEREAS, all other conditions precedent to the Merger have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE I
MERGER

At the Effective Time, MAHC shall be merged with and into MATRIX, the separate existence of MAHC shall cease, MATRIX shall continue in existence as the Surviving Corporation, and the Merger shall in all respects have the effects provided for by the Texas Business Corporation Act.

Prior to the Effective Time, MAHC and MATRIX shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Time, MATRIX shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper former officers or other agents of MAHC shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II
TERMS OF MERGER

At the Effective Time, all of the shares of MAHC's common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the officers or directors of MAHC be converted into the right to receive an equal number of shares of MATRIX.

At the Effective Time, all of the shares of MATRIX's common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and retired.

Before the
KENTUCKY PUBLIC SERVICE COMMISSION

In the Matter of **MATRIX TELECOM, INC.'s**)
Application for Certificate of Public Convenience)
and Necessity to provide Local Exchange)
Telecommunications Services services within the) Case No. _____
State of Kentucky.)


AFFIDAVIT OF DENNIS E. SMITH

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned, Dennis E. Smith, being of lawful age and having been first duly sworn and on oath, deposes and says:

1. I am employed by Matrix Telecom, Inc., ("Applicant") and hold the position of President and Chief Executive Officer.
2. I have reviewed the attached Application of Matrix Telecom, Inc. for a Certificate of Public Convenience and Necessity to Provide Local Exchange Telecommunications Services in the State of Kentucky.
3. Applicant has not provided or collected for local exchange service in the State of Kentucky prior to filing of its proposed tariff for Commission approval.

FURTHER AFFIANT SAYETH NOT.



DENNIS E. SMITH

Subscribed and sworn to before me on this 24th day of March, 2005.

My Commission Expires: Marsha Guttery
Notary Public

1-22-07 (SEAL)
03001037

ATTACHMENT "C"

REGULATIONS AND SCHEDULE OF INTRASTATE CHARGES APPLYING TO
RESOLD LOCAL EXCHANGE SERVICES FURNISHED BY
MATRIX TELECOM, INC
WITHIN THE
STATE OF KENTUCKY

Issued:

Effective:

Issued By:

Greg Taylor, House Counsel
Matrix Telecom, Inc.
300 North Meridian, Suite 200 North
Oklahoma City, OK 73107

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Issued:

Effective:

Issued By:

Greg Taylor, House Counsel
Matrix Telecom, Inc.
300 North Meridian, Suite 200 North
Oklahoma City, OK 73107