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RECEIVED

October 12, 2000

OCT 13 2000

VIA OVERNIGHT MAIL

Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602

05052350-0505  
22205235-0510  
9500

PUBLIC SERVICE  
COMMISSION

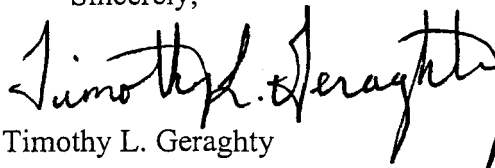
Re: Notice of Intent of DV2, Inc. to Provide Local Exchange Service and Intrastate Interexchange Services Within the Commonwealth of Kentucky (the "Notice")

Dear Sir or Madam:

Enclosed are the original and four (4) copies of the Notice. Please file the Notice in your usual fashion and return one (1) file-stamped copy to us in the enclosed envelope.

If you have any questions or comments, please call the undersigned.

Sincerely,

  
Timothy L. Geraghty

TLG/jh  
Enc.

cc: DV2, Inc.  
(with enclosure)  
Charles A. Hudak  
(without enclosure)

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE COMMONWEALTH OF KENTUCKY**

IN RE: )  
)  
DV2, INC.'S NOTICE OF )  
INTENT TO PROVIDE LOCAL )  
EXCHANGE SERVICE AND )  
INTRASTATE INTEREXCHANGE ) DOCKET NO. \_\_\_\_\_  
SERVICES WITHIN THE )  
COMMONWEALTH OF KENTUCKY )

**NOTICE OF INTENT OF  
DV2, INC.**

COMES NOW DV2, Inc. ("Applicant") and hereby submits to the Kentucky Public Service Commission (the "Commission") this notice of Applicant's intent to provide facilities-based and resold local exchange and intrastate interexchange telecommunications services to customers throughout the Commonwealth of Kentucky. Pursuant to the Commission's rulings in Administrative Case Number 359 and Administrative Case Number 370, Applicant hereby states as follows.

1. **Name, Address and Telephone Number.** Applicant's legal name, address and telephone numbers are:

DV2, Inc.  
55 Marietta Street NW, Suite 1720  
Atlanta, Georgia 30303  
Tel.: (404) 230-9150  
Fax.: (404) 230-9149

2. **Articles of Incorporation.** A copy of Applicant's Articles of Incorporation and Certificate of Incorporation are attached hereto at Exhibit "A".

3. **Authorization to Transact Business in Kentucky.** Applicant's Certificate of Authority to transact business in the Commonwealth of Kentucky is attached hereto at Exhibit "B".

4. **Contact Information for Complaints and Regulatory Matters.** The officer of Applicant to whom the Commission is requested to direct correspondence or complaints is:

Jeffrey W. Hinkle  
DV2, Inc.  
55 Marietta Street NW, Suite 1720  
Atlanta, Georgia 30303  
Tel.: (404) 230-9150  
Fax.: (404) 230-9149

with a copy to:

Charles A. Hudak, Esq.  
Timothy L. Geraghty, Esq.  
Gerry, Friend & Sapronov, LLP  
Three Ravinia Drive, Suite 1450  
Atlanta, Georgia 30346-2131  
Tel: (770) 399-9500  
Fax: (770) 395-0000

Mr. Hudak or Mr. Geraghty should be contacted in connection with questions regarding Applicant's general operation and management, as well as any tariff-related matters.

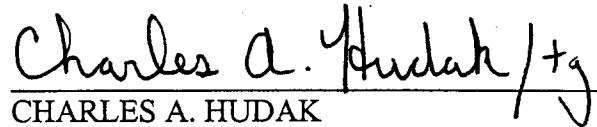
In addition, customers may contact Applicant's customer service representatives regarding a broad range of service matters, including: (i) the types of services offered by Applicant and the rates associated with such services; (ii) monthly billing statements; and (iii) problems or concerns relating to a customer's service. Applicant's toll-free telephone number for customer assistance is: (866) 344-4382. Applicant's customer service representatives will be able to assist customers twenty-four (24) hours per day, seven (7) days per week.

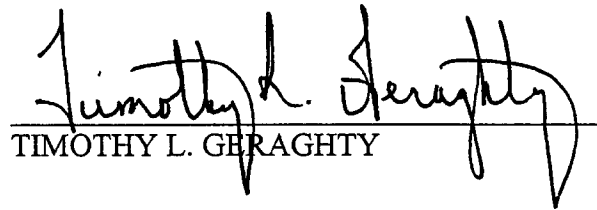
5. **No Unauthorized Service.** Applicant has neither provided, nor collected revenue from its provision of, intrastate telecommunications services in the Commonwealth of Kentucky prior to filing this notification with the Commission. A notarized statement to this effect is attached hereto at Exhibit "C".

6. **Initial Tariffs.** Applicant's initial tariffs are attached hereto at Exhibit "D". These initial tariffs are scheduled to become effective thirty (30) days after the date of this filing.

Respectfully submitted this 12<sup>th</sup> day of October, 2000.

GERRY, FRIEND & SAPRONOV, LLP

  
CHARLES A. HUDAK

  
TIMOTHY L. GERAGHTY

Three Ravinia Drive  
Suite 1450  
Atlanta, GA 30346-2131  
(770) 399-9500

COUNSEL FOR DV2, INC.

EXHIBIT "A"

ARTICLES OF INCORPORATION AND  
CERTIFICATE OF INCORPORATION

**Secretary of State**  
Corporations Division  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9839104  
EFFECTIVE DATE: 10/26/1998  
COUNTY : FULTON  
REFERENCE : 0077  
PRINT DATE : 10/26/1998  
FORM NUMBER : 311

NELSON, MULLINS, RILEY & SCARBOROUGH  
WILLIAM J. CHING  
999 PEACHTREE ST., STE. 1400  
ATLANTA, GA 30309

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation  
Commissioner of the State of Georgia, do hereby certify under the  
seal of my office that

DV2, INC.  
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia  
on the effective date stated above by the filing of articles of  
incorporation in the office of the Secretary of State and by the  
paying of fees as provided by Title 14 of the Official Code of  
Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
DV2, INC.

ARTICLE ONE  
NAME

The name of the corporation is DV2, Inc. (the "Corporation").

ARTICLE TWO  
CAPITALIZATION

The total number of shares of all classes which the Corporation has authority to issue is fifteen million (15,000,000), of which ten million (10,000,000) shares shall be designated as "Common Stock," and five million (5,000,000) shares shall be designated as "Preferred Stock."

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the shares of each class of stock are as follows:

Preferred Stock

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Georgia Secretary of State as required by law to be filed with respect to the issuance of such Preferred Stock, prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, at any time: (i) to adopt resolutions providing for the issuance of or a change in the number of shares of any particular series of Preferred Stock; and (ii) to the extent required by law, to file articles of amendment that are effective without shareholder action to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

- (a) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;
- (b) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;
- (c) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;
- (d) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- (e) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;
- (f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and
- (g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall accumulate, if cumulative.

### Common Stock

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article Two, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

- (a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;
- (b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and
- (c) upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be



distributed pro rata to the holders of the common Stock in accordance with their respective rights and interests.

**ARTICLE THREE**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address and county of the initial registered office of the Corporation is 999 Peachtree Street, N.E., Suite 1400, Atlanta, Georgia 30309, Fulton County. The initial registered agent of the Corporation at such address is Glenn W. Sturm.

**ARTICLE FOUR**  
**INCORPORATOR**

The name and address of the incorporator is:

William J. Ching  
Nelson Mullins Riley & Scarborough, L.L.P.  
First Union Plaza, Suite 1400  
999 Peachtree Street, N.E.  
Atlanta, Georgia 30309

**ARTICLE FIVE**  
**MAILING ADDRESS OF PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is:

999 Peachtree Street, N.E.  
Suite 1400  
Atlanta, Georgia 30309

**ARTICLE SIX**  
**LIMITATION ON DIRECTOR LIABILITY**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except that such liability shall not be eliminated for:

- (i) any appropriation, in violation of the director's duties, of any business opportunity of the Corporation;
- (ii) acts or omissions that involve intentional misconduct or a knowing violation of law;
- (iii) liability under Section 14-2-832 (or any successor provision or redesignation thereof) of the Georgia Business Corporation Code; and

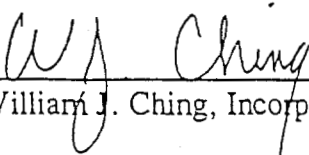
(iv) any transaction from which the director derived an improper personal benefit.

If at any time the Georgia Business Corporation Code (the "Code") shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Code, as so amended, without further action by the shareholders, unless the provisions of the Code, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article Six shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

\* \* \*

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on the 26<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
William J. Ching, Incorporator

SECRETARY OF STATE

OCT 26 2 23 PM '98

BSH (07)

**EXHIBIT "B"**

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THE  
COMMONWEALTH OF KENTUCKY**

Applicant has not yet received its Certificate of Authority to transact business in the Commonwealth of Kentucky. Applicant will submit to the Commission its Certificate of Authority upon receipt of same from the Kentucky Secretary of State.

EXHIBIT "C"

VERIFICATION THAT DV2, INC. HAS NOT  
PROVIDED OR COLLECTED FOR  
INTRASTATE SERVICES IN KENTUCKY PRIOR TO FILING ITS TARIFF

The undersigned attests that DV2, Inc. has neither provided nor collected for intrastate telecommunications services in the Commonwealth of Kentucky prior to filing its tariffs with the Public Service Commission of the Commonwealth of Kentucky.

DV2, INC.

  
\_\_\_\_\_  
Jeffrey W. Hinkle  
President

This document was signed in my presence  
on the 14th day of October, 2000.

  
\_\_\_\_\_  
Notary Public



EXHIBIT "D"

INITIAL TARIFFS