

WORLDWIDE FIBER

Worldwide Fiber (USA) Inc.

1333 West 120th Avenue

Suite 216

Westminster, CO 80234

Telephone: (303) 450-5130

Facsimile: (303) 450-6102

JULIE R. HAWKINS
DIRECT (303) 451-5130 EXT. 26
JHAWKINS@WORLDWIDEFIBER.COM

July 13, 1999

05050700-0505
22250507-0510
9500

Ms. Helen Helton
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602-0615

RE: Notice of Intent to Provide Service of Worldwide Fiber Networks, Inc.

Dear Ms. Helton:

Worldwide Fiber Networks, Inc. presents an original and four (4) copies of the enclosed Notice of Intent to Provide Service pursuant to Administrative Cases No. 359 and 370.

An extra copy of this filing is enclosed to be date-stamped and returned to us in the self-addressed, postage paid envelope enclosed. If you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

WORLDWIDE FIBER NETWORKS, INC.



Julie R. Hawkins

**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
WORLDWIDE FIBER NETWORKS, INC.**

Worldwide Fiber Networks, Inc. ("Applicant"), a Nevada corporation wholly owned by Worldwide Fiber USA, Inc., pursuant to Administrative Cases 359¹ and 370², hereby submits this Notice of Intent to provide long distance and competitive local telecommunications services to customers within the Commonwealth of Kentucky.

1. Name, Address, and Telephone Number of the Company:

Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234
T: (303) 450-5130
F: (303) 450-6102

2. Articles of Incorporation:

Worldwide Fiber Networks, Inc. is a corporation organized under the laws of the State of Nevada. The Applicant's Articles of Incorporation are attached as Exhibit A.

3. Authorization to Conduct Business in Kentucky

Worldwide Fiber Networks, Inc. is applying for Authority to conduct Business as a foreign corporation in Kentucky concurrently with this Notice of Intent to the Commission and will forward the Certificate upon its receipt

¹ Administrative Case No. 359, Exemptions for Interexchange Carriers, Long Distance Resellers, Operator Service Providers and Customer Owned Coin Operated Telephones, Order dated June 21, 1996.

² Administrative Case No. 370, Exemptions for Providers of Local Exchange Service other than Incumbent Local Exchange Carriers, Order dated January 8, 1998.

4. Representatives for ongoing operations and correspondence:

Question or inquires concerning this Notice of Intent, tariff and ongoing operations should be directed to:

Julie R. Hawkins
Assistant General Counsel
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234
T: (303) 450-5130
F: (303) 450-6102
Email: jhawkins@worldwidefiber.com

The customer service number nationwide is 1-877-900-6398.

5. Affidavit

The Applicant has not provided service in Kentucky prior to filing this notice of intent. See notarized statement attached as **Exhibit B**.

6. Description of Services:

The Applicant will be a facilities-based provider of technologically advanced dark fiber and related infrastructure as well as high-bandwidth fiber optic transmission capacity. The Applicant is building a North American network consisting of two primary east-west routes and three primary north-south routes. Worldwide Fiber Networks, Inc. will provide high capacity interexchange and local transport on a leased long-term basis and may provide broadband services. Worldwide Fiber Networks, Inc. does not seek to provide operator assisted services for traffic aggregators as defined in Administrative Case No. 330.

7. **Tariff**

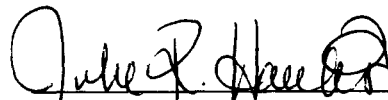
The proposed tariff of Worldwide Fiber Networks, Inc. is submitted to become effective 30 days after the date of this filing. The Applicant's proposed tariff is attached as Exhibit C.

DATED this 31st day of July 1999.

Respectfully submitted,

WORLDWIDE FIBER NETWORKS, INC.

By:



Julie R. Hawkins
Assistant General Counsel
Worldwide Fiber Networks, Inc.
1333 West 120th Avenue, Suite 216
Westminster, Colorado 80234

EXHIBIT A

04/07/99 18:51

REGISTRATION + 694 600 8829

NO. 497 F083/085

FILED 15:18

REGISTRATION 7308348725

NO. 498 F084/088

THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF NEVADA

APR 01 1999

C 13871-98

ARTICLES OF MERGER

Dean Keller, Secretary of State

These Articles of Merger are made this 2nd day of March, 1999, between Pacific Fiber Link Per-Soc, Inc., a Nevada corporation (sometimes referred to herein as the "Nevada Corporation" or the "Surviving Corporation") and Pacific Fiber Link, LLC, a Washington limited liability company (sometimes referred to herein as the "Washington LLC" or the "Merged Company").

RECITALS

- A. The Nevada Corporation is a corporation duly organized and existing under the laws of the State of Nevada with its registered office located at 1575 Deluceh Lane, Ste. 224, Reno, Nevada 89502.
- B. The Washington LLC is a limited liability company duly organized and existing under the laws of the State of Washington with its registered office located at 1420 Fifth Avenue, Ste. 3510, Seattle, Washington 98101-4031.
- C. The Nevada Corporation and the Washington LLC deem it desirable and in their best interests that the Washington LLC be merged into the Nevada Corporation in accordance with the provisions of Chapter 92A of the Nevada Revised Statutes.

I.

An agreement and plan of merger has been approved and adopted by the Nevada Corporation, through its board of directors, and submitted and approved by its stockholders pursuant to Chapter 92A of the Nevada Revised Statutes as set forth below:

Designation of Shares:	Common
Number of Votes Entitled to be Cast:	100
Number of Votes for Plan:	100
Number of Votes Against Plan:	0

The number of votes of the stockholders for the plan was sufficient for approval.

II.

An agreement and plan of merger has been approved and adopted by the Washington LLC through its managing member and management committee, and submitted and approved unanimously by its sole member possessing a 100% membership interest, pursuant to the laws of the State of Washington.

04/07/99 18:51 SJCL + 67 688 0829
04/01/99 15:18 4484572

NO. 487 P034/005

NO. 488 P037/008

III.

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, except that according to the agreement and plan of merger Article I is amended to read:

I. NAME

The name of the corporation is **WORLDWIDE FIBER NETWORKS, INC.**

IV.

The complete executed agreement and plan of merger is on file at the registered office of the Surviving Corporation, 1575 Delucchi Lane, Ste. 224, Reno, Nevada 89502.

V.

On the effective date of the merger, the separate existence of the Merged Company shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged Company, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Company, and neither the rights of creditors nor any liens on the property of the Merged Company shall be impaired by the merger.

VI.

The merger takes effect upon the filing of these Articles of Merger.

PACIFIC FIBER LINK FOR-SAC, INC. *

By: *Jimmy Sharp*
Jimmy Sharp, President

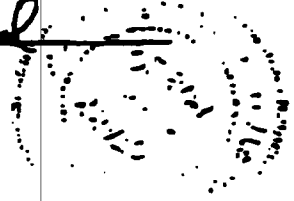
By: *Ron Stevenson*
Ron Stevenson, Secretary

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04/01/99 15:13 BSJCL + 73684572

STATE OF Colorado
COUNTY OF Alamosa) ss.

On this 26 day of March, 1999, personally appeared before me, a Notary Public, JERRY THARP, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

[Signature]
NOTARY PUBLIC

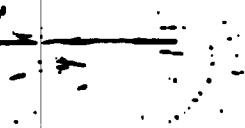


STATE OF Virginia
COUNTY OF Stafford) ss.

On this 23 day of March, 1999, personally appeared before me, a Notary Public, RON STEVENSON, who acknowledged to me that he executed the foregoing ARTICLES OF MERGER.

[Signature]
NOTARY PUBLIC

BRUCE TAYLOR
CAMPNEY & MURPHY
P.O. Box 6888
1111 WEST CEDAR STREET
VALENTIA, D.C. COLORADO 80552



04/19/99 15:08 FAX 1 702 825 9332
4/19/99 14:37 FAX 604 688 0829

PACIFIC FIBER LINK
CAMPNEY & MURPHY

002/008

11/30/98 11:46 BJCL + 604 688 0829

NO. 657 P083/08C

SECRETARY OF STATE



CORPORATE CHARTER

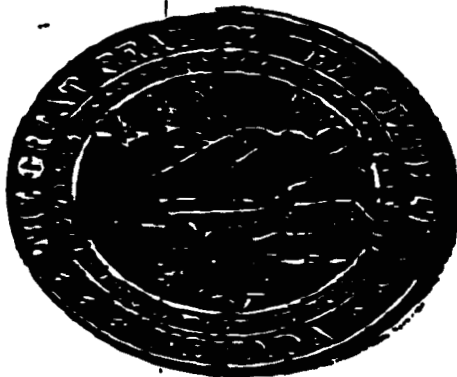
I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that PACIFIC FIBER LINK POR-SAC, INC. did on June 12, 1998 file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on June 15, 1998.

Dean Heller

Secretary of State

By *Kelly R. Dawson*
Certification Clerk



11/30/98 16:25 BBJCL - 604 688 0829

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

**ARTICLES OF INCORPORATION
OF**

JUN 18 1998

No. 013871-98
Dean Kella
DEAN KELLA, SECRETARY OF STATE

PACIFIC FIBER LINK FOR-SAC, INC.

That I, the undersigned, have this day voluntarily acted for the purpose of forming a corporation under the laws of the State of Nevada, and to that end, I do hereby certify:

I. NAME

The name of the corporation is **PACIFIC FIBER LINK FOR-SAC, INC.**

II. AGENT FOR SERVICE OF PROCESS

The name and address of the initial Resident Agent and location of the Registered Office in this state is Beckley, Singleton, Jamison, Cobecaga & List, 1575 Delucchi Lane, Suite 224, Reno, Nevada 89502.

III. PURPOSE

The purpose of the corporation, and the nature of the business and objects proposed to be transacted and carried on by it are:

To engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Nevada other than the banking business, the trust company business or the practice of a profession permitted to be incorporated under the laws of the State of Nevada.

IV. STOCK

The corporation is authorized to issue one class of shares, which shall be designated "common shares," having a total number of 25,000 shares. Each such

share, when issued, shall have one (1) vote.

V. NUMBER OF DIRECTORS

The members of the governing board of the corporation shall be styled "Directors," and the initial Board of Directors shall be one (1) in number.

The number of directors may, at any time or times, be increased or decreased by a duly adopted amendment to these Articles of Incorporation, or in such manner as shall be provided in the By-Laws of the corporation or by an amendment to the By-Laws of the corporation duly adopted by either the Board of Directors or the shareholders.

VI. INITIAL DIRECTORS

The name and address of the First Board of Directors is as follows:

David Lede
#1000 - 1066 West Hastings Street
Vancouver, British Columbia
Canada V8E 3X1

VII. INCORPORATOR

The name and post office address of the incorporator signing these Articles of Incorporation is as follows:

Lance P. Maiss
Beckley, Singleton, Jamison, Cobecaga & List
1575 Delucchi Lane, Suite 224
Reno, Nevada 89502

VIII. ASSESSABILITY OF SHARES

The capital stock of this corporation, after the amount of the subscription price has been paid, shall not be subject to assessment to pay the debts of the corporation, and no stock issued as fully paid shall be assessable or assessed, nor shall the private property of the stockholders, directors or officers of this corporation be subject to the payment of any corporate debts to any extent whatsoever, and in this particular, the Articles of Incorporation shall not be subject to amendment.

IX. INDEMNIFICATION AND LIMITATION ON LIABILITY

Every person who was or is a party, or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada, as amended, against all expenses, liability and loss (including attorneys' fees), judgments, fines and amounts paid in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of

stockholders, provision of law, or otherwise, as well as their rights under this Article.

The personal liability of a director or officer of the corporation or its stockholders, shall be limited to the fullest extent provided by Nevada law, as amended, for damages for breach of fiduciary duty as an officer or director. This provision shall not eliminate the liability of a director or officer for acts or omissions which involved intentional misconduct, fraud, a knowing violation of the law or the payment of dividends in violation of NRS 78.300.

Expenses of directors and officers incurred in defending a civil or criminal action, suit or proceeding, must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of and undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation. This does not affect the rights to advancement of expenses which corporate personnel, other than directors or officers, may be entitled to under any contract or otherwise by law.

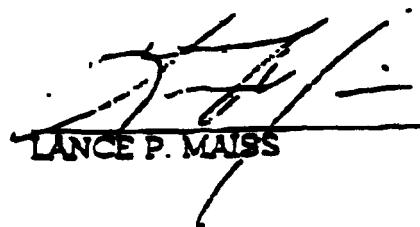
Without limiting the application of the foregoing, the Board of Directors may adopt By-Laws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted

against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

X. RIGHTS, PREFERENCES, PRIVILEGES AND RESTRICTIONS

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor performed, personal property, real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of its capital stock of any class or classes.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of June, 1998, hereby declaring and certifying that the facts stated hereinabove are true.



LANCE P. MAISS

04/19/99 15:11 FAX 1 702 625 8332
4/19/99 14:38 FAX 804 888 8828


PACIFIC FIDELITY
CAMPNEY & MURPHY

11/30/98 16:27 BSJCL + 684 688 8828

008/008
NO. 665 PR13/813

State of Nevada)
County of Washoe)ss:

On June 1st 1998, personally appeared before me, a Notary Public,
Lance P. Maiss, who acknowledged that he executed the above instrument.

 NANCY D. WILLIAMS
Notary Public - State of Nevada
Appointment Recorded in Stephen Casey
File #P-5764-2 - Expires October 6, 2001

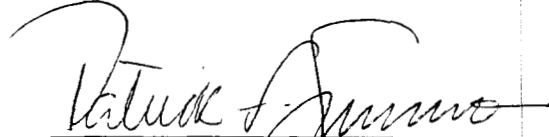
Nancy D. Williams
NOTARY

EXHIBIT B

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY

AFFIDAVIT

The undersigned attests that Worldwide Fiber Networks, Inc. has not provided service nor collected for intrastate service in Kentucky prior to the filing of this notice


Patrick F. Summers
Vice President, General Counsel

This document was signed in my presence on the 13 day of July, 1999.



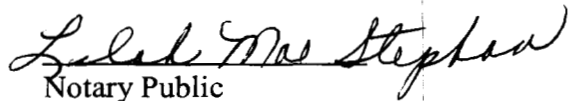

Notary Public
Comm. Expires 5/6/03

EXHIBIT C