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LOUISVILLE, KENTUCKY 40202-2874
(502) 582-1601
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KENDRICK R. RIGGS

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RECEIVED

kriggs@ogdenlaw.com

MAR 03 2000

PUBLIC SERVICE
COMMISSION

March 3, 2000

VIA HAND DELIVERY

Martin J. Huelsmann, Jr.
Executive Director
Public Service Commission
211 Sower Blvd.
P.O. Box 615
Frankfort, KY 40602-0615

05051440
0505

**RE: Registration of Global Crossing Local Services Incorporated with
the Kentucky Public Service Commission
Our File No.: 30415/2**

Dear Mr. Huelsmann:

Enclosed for filing are an original and four copies of the Registration of Global Crossing Local Services, Inc. to notify the Commission of its intent to provide local exchange services in the Commonwealth of Kentucky not sooner than thirty days from the filing of this letter. Global Crossing Local Services, Inc. is also enclosing an original and four copies of its proposed tariff.

Pursuant to the Commission's Order of January 8, 1998 in Administrative Case No. 370, Global Crossing Local Services, Inc. provides the following additional information:

(1) The name and address of the company:

Global Crossing Local Services, Inc.

Mailing Address/Physical Address:

1221 Nicollet Mall, Suite 300
Minneapolis, MN 55403

(2) Articles of incorporation or partnership agreement:

A copy of the Articles of Incorporation of Global Crossing Local Services, Inc. is attached. A copy of Global Crossing Local Services, Inc.'s Certificate of Authority to do business in Kentucky is also attached.

Martin J. Huelsmann, Jr.
March 3, 2000
Page 2

- (3) Name, street address, telephone number and fax number (if any) or the responsible contact person for customer complaints and regulatory issues:

Customer Complaints:

Global Crossing Local Services, Inc.
20 Oak Hollow
Southfield, MI 48034
Telephone: (800) 249-4672
Facsimile: (800) 290-0316

Commission Consumer Complaints:

Global Crossing Local Services, Inc.
Attn: Barbara Davies
1221 Nicollet Mall, Suite 300
Minneapolis, MN 55403
Telephone: (612) 343-5485
Facsimile: (612) 372-3988

Regulatory Issues:

Gena M. Doyscher
Director, State Regulatory Group
Global Crossing Local Services, Inc.
1221 Nicollet Mall, Suite 300
Minneapolis, MN 55403
Telephone: (612) 343-5678
Facsimile: (612) 372-3988

- (4) A notarized statement by an officer of the utility that the utility has not provided or collected for intrastate service in Kentucky prior to filing the notice of intent or, alternatively, a notarized statement by an officer that the utility has provided intrastate service and that it will refund or credit customer accounts for all monies collected for intrastate service:

A notarized statement is attached.

- (5) A statement that the utility does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330 or, alternatively, that the utility does not seek to provide operator-assisted service to traffic aggregators but that in so doing it is complying with the Commission's mandates in Administrative Case No. 330:

Martin J. Huelsmann, Jr.
March 3, 2000
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Global Crossing Local Services, Inc. does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330.

Please file stamp the extra copies of this filing and return them to me in the enclosed self-addressed, stamped envelope. If you have any questions, please feel free to contact me.

Sincerely,



Kendrick R. Riggs

KRR/md

Enclosures

cc: Barbara J. LaVerdi
Gena M. Doyscher
Cathy Murray

179286.02

FILED COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

Oct 5 1 31 PM '99

GUY R. ZEIGLER
O.F.C.C.

BY _____ D.C.



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540.00
99 OCT -5 PM 12:16

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

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority 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. Frontier Local Services Inc.
(Name of corporation or fictitious name adopted for use in Kentucky)

is a corporation organized and existing under the laws of the state or country of Michigan
and received authority to transact business in Kentucky on February 22, 1999

3. The corporation's name in the state or country of incorporation has been changed to
Global Crossing Local Services, Inc.

The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

- 4. The corporation's period of duration has been changed to n/a
- 5. The corporation's state or country of incorporation has been changed to n/a
- 6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- 7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Barbara J. LaVerdi
Signature

Barbara J. LaVerdi, Asst. Secretary
Type or Print Name & Title

Date: 9/22, 19 99

C+S 100

MICHIGAN DEPARTMENT OF COMMERCE
CORPORATION AND SECURITIES BUREAU

(For Bureau Use Only)
Date Received

204-059

FILED

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JAN 04 1995

JAN 04 1995

Michigan Dept. of Commerce
Corporation & Securities Bureau

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

Corporation Identification Number

ARTICLES OF INCORPORATION
For use by Domestic Profit Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended, the undersigned corporation executes the following Articles:

ARTICLE I

The name of the corporation is:

Allnet Local Services, Inc.

ARTICLE II

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan (the "Act").

ARTICLE III

The total authorized capital stock is:
Common Shares: 1,000 No Par Value
Stated Value Per Share \$0.01

ARTICLE IV

1. The address of the registered office is:
30300 Telegraph Road, Suite 350
Bingham Farms, MI 48025
2. The name of the registered agent at the registered office is:
Connie R. Gale

fl

ARTICLE V

The name and address of the incorporator is as follows:

Name:	Residence or Business Address:
Connie R. Gale	30300 Telegraph Road, Ste 350 Bingham Farms, MI 48025

ARTICLE VI

When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the Shareholder or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VII

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

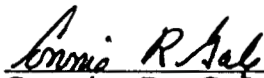
ARTICLE VIII

No director of this Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of such director's fiduciary duty; provided, that the foregoing shall not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the director's duty of loyalty to the Corporation or its shareholders.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
- (c) A transaction from which the director derived an improper personal benefit.
- (d) A violation of Section 551(1) of the Act.
- (e) Any other act or omission as to which the Act does not permit a director's liability to be so limited.

In the event that the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, modification or adoption.

I, the Incorporator, sign my Name this 3rd day of January, 1995.



Connie R. Gale

JAN 17 1995

Document will be returned to Name and
Mailing Address indicated below:
Include name, street and number (or P.O. box),
city, state and ZIP code

Name of person or organization remitting fees:
Jaffe, Raitt, Heuer & Weiss
Professional Corporation

Preparer's name and address and telephone number
Connie R. Gale, Esq.
30300 Telegraph Road, Suite 350
Bingham Farms, MI 48025
(810) 433-4103

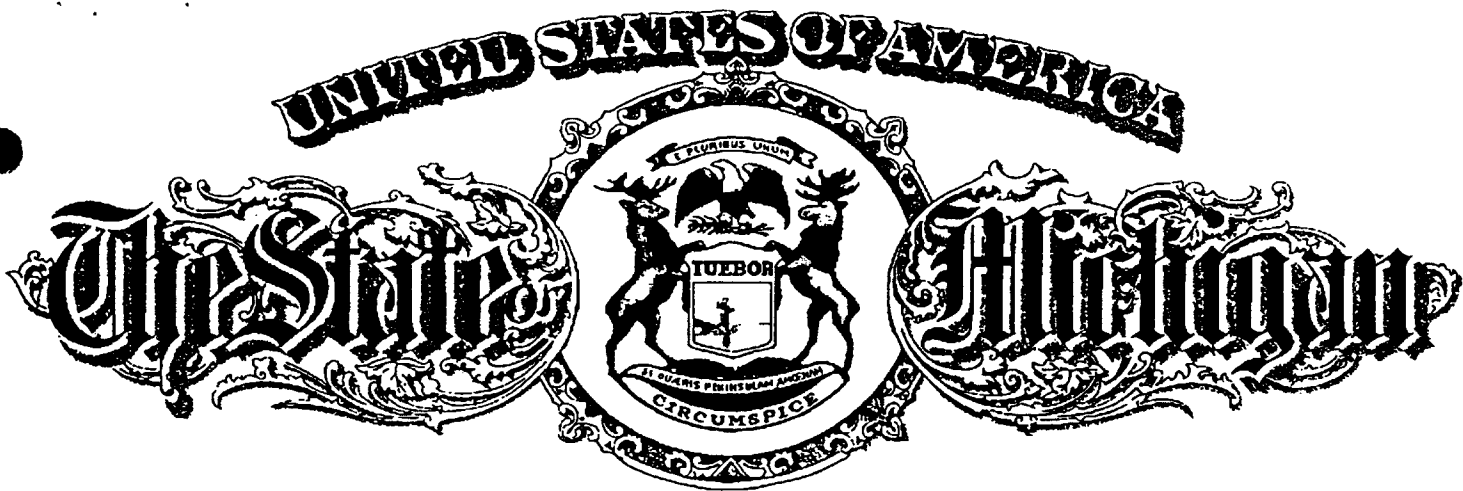
ALLNET LOCAL SERVICES, INC.
ACTION BY INCORPORATOR

The incorporator of Allnet Local Services, Inc. selects John M. Zrno, William H. Oberlin and Marvin C. Moses as the Directors of the Corporation until their successors are elected and take office.

Dated: January 9, 1995

Connie R. Gale

Connie R. Gale



Michigan Department of Commerce

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of November, 1995.

Carl L. Lipp , Director

Corporation & Securities Bureau

BYLAWS OF
ALLNET LOCAL SERVICES, INC.
A Michigan Corporation

ARTICLE ONE

OFFICES

Section 1.1 Registered Office. The registered office of Allnet Local Services, Inc. (the "Corporation") in the State of Michigan shall be at the Corporation's principal executive office set forth in Section 1.2 herein, and the name of the registered agent at that address shall be the Corporation's Secretary.

Section 1.2 Principal Executive Office. The principal executive office of the Corporation shall be located at Suite 350, 30300 Telegraph Road, Bingham Farms, Michigan 48025 or such other place within or outside of the State of Michigan as the Board of Directors of the Corporation ("Board of Directors") from time to time shall designate.

Section 1.3 Other Offices. The Corporation may also have an office or offices at such other place or places, either within or outside of the State of Michigan, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE TWO

SOLE SHAREHOLDER

Section 2.1 Sole Shareholder. The Corporation's authorized capital stock consists of 1,000 shares of common stock all of which is issued and outstanding and owned by ALC Communications Corporation ("Sole Shareholder").

ARTICLE THREE

BOARD OF DIRECTORS

Section 3.1 Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or in the Articles of Incorporation. The Board of Directors shall consist of three members.

Section 3.2 Election; Term of Office; Resignation; Removal; Vacancies. Each director shall hold office until the

annual election of directors by the Sole Shareholder next succeeding his or her election and until his or her successor is elected and qualified or until his earlier death, resignation or removal from office by the Sole Shareholder. Any director may resign at any time upon written notice to the Board of Directors or to the President, or the Secretary of the Corporation. Such resignation shall take effect at the time of receipt by the Corporation or a later time as set forth in the notice of resignation and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Except as otherwise provided by law, or in the Articles of Incorporation, any director or the entire Board of Directors may be removed, with or without cause, by the Sole Shareholder. Unless otherwise provided in the Articles of Incorporation or these bylaws, vacancies and newly created directorships resulting from any other cause may be filled by the Sole Shareholder, a majority of the directors then in office entitled to vote with respect thereto, although less than a quorum, or by the sole remaining director.

Section 3.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Michigan and at such times as the Board may from time to time determine and, if so determined, notice thereof need not be given.

Section 3.4 Annual Meetings. An annual meeting of the Board of Directors shall be held each year at which the Corporation's officers shall be appointed.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Michigan whenever called by the Chairman of the Board, if any, by the President, or by any director. Reasonable notice thereof shall be given by the person or persons calling the meeting.

Section 3.6 Telephonic Meetings Permitted. Members of the Board of Directors, or any committee, as the case may be, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 3.7 Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the entire Board of Directors then in office shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Articles of Incorporation or these bylaws shall require a

vote of a greater number. In case at any meeting of the Board of Directors a quorum shall not be present, the members of the Board of Directors present may adjourn the meeting from time to time until a quorum shall attend.

Section 3.8 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in the Chairman's absence by the President, or in their absence by a Chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in the Secretary's absence the Chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 3.9 Action by Directors Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 3.10 Compensation of Directors. No director who is an employee of the Corporation or any of its subsidiaries shall receive any stated salary or fee for his or her services as a director. A director who is not an employee may receive such compensation for his or her services as a director as is fixed by resolution of the Board of Directors. Members of any committee of the Board of Directors may receive such compensation for their duties as committee members as is fixed by resolution of the Board of Directors. All directors and members of the committees of the Board of Directors shall be reimbursed for their expenses incurred to attend meetings.

ARTICLE FOUR

COMMITTEES

Section 4.1 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending a dissolution of the Corporation or a revocation of dissolution, filling vacancies in the Board, removing directors or amending these bylaws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 4.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article Three of these bylaws.

ARTICLE FIVE

OFFICERS

Section 5.1 Officers; Election. At the annual meeting of the Board of Directors, the Board of Directors shall elect a President, Treasurer, and a Secretary. The Board of Directors may also elect one or more Executive Vice Presidents, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

Section 5.2 Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until the next annual meeting of the Board of Directors, and until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Any officer may resign at any time upon written

notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time of receipt by the Corporation or a later time as set forth in the notice of resignation and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. The Sole Shareholder or the Board of Directors may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting or by the Sole Shareholder.

Section 5.3 Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in these bylaws or in a resolution of the Board of Directors which is not inconsistent with these bylaws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Secretary shall have the duty to record the proceedings of the Board of Directors and any committee and the actions of the Sole Shareholder in a book to be kept for that purpose and shall have custody of the corporate seal of the Corporation with the authority to affix such seal to any instrument requiring it. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his duties.

ARTICLE SIX

INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 6.1 Right to Indemnification. The Corporation has the power to indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in

or not opposed to the best interests of the Corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 6.2 Right to Indemnification in action by or in the right of the Corporation. The Corporation has the power to indemnify a person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders. However, indemnification shall not be made for a claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought or another court of competent jurisdiction has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 6.3 Mandatory Indemnification of Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to above in section 6.1 or 6.2, or in defense of a claim, issue, or matter in the action, suit, or proceeding, he or she shall be indemnified against actual and reasonable expenses, including attorneys' fees, incurred by him or her in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this section.

Section 6.4 Determination of Indemnification. An indemnification under sections 6.1 and 6.2 above, unless

ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 6.1 and 6.2 above and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If the quorum described in (a) above is not obtainable, then by a majority vote of a committee duly designated by the Board and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action, suit, or proceeding.
- (c) In a written opinion by independent legal counsel chosen pursuant to statutory requirements.
- (d) By the Sole Shareholder.

Section 6.5 Partial Indemnification. If a person is entitled to indemnification under sections 6.1 or 6.2 above for a portion of expenses including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 6.6 Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in section 6.1 or 6.2 above may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon (a) receipt of a written affirmation of the director, officer, employee, or agent that he or she has met the applicable standard of conduct set forth in section 6.1 or 6.2; (b) receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured; and (c) a determination that the facts then known to those making the determination would not preclude

indemnification. Determination of payments under this section shall be made in the manner specified above in section 6.4.

Section 6.7 Nonexclusivity of Rights

(a) The indemnification or advancement of expenses provided under sections 6.1 through 6.6 above is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, bylaws, or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

(b) The indemnification provided for in sections 6.1 through 6.7 continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 6.8 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under sections 6.1 through 6.7.

Section 6.9 Definition of terms.

(a) For purposes of sections 6.1 through 6.8 above, "Corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation, so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as the person would if he or she had served the resulting or surviving corporation in the same capacity.

(b) For purposes of sections 6.1 through 6.8 above, "other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a

person with respect to an employee benefit plan; and "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, the director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of the Corporation or its shareholders" as referred to in sections 6.1 and 6.2 above.

Section 6.10 Limitation of Remedy. If the Articles of Incorporation of the Corporation so provide, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty to the extent that the breach does not involve or constitute:

- (a) A breach of the director's duty of loyalty to the Corporation or its shareholders
- (b) Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law
- (c) A violation of Section 551(1) of the Michigan Business Corporation Act
- (d) A transaction from which the director derived an improper personal benefit
- (e) Any other act or omission as to which the Michigan Business Corporation Act does not permit a director's liability to be so limited

ARTICLE SEVEN

VOTE OF SUBSIDIARY STOCK

Unless the Board of Directors otherwise directs, the Corporation's President or any person authorized by the Corporation's President shall have the right and power to cause the Corporation to vote in such manner as such person elects any voting securities issued by any other corporation or other entity which the Corporation may own or otherwise have the right to vote.

ARTICLE EIGHT

FISCAL YEAR

The Corporation's fiscal year shall begin on January 1 and end on December 31.

ARTICLE NINE

AMENDMENTS

Unless otherwise provided in the Articles of Incorporation, these bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors, but the Sole Shareholder may adopt additional bylaws and may amend or repeal any bylaws whether or not adopted by it.

ARTICLE TEN

MISCELLANEOUS

Section 10.1 Seal. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 10.2 Waiver of Notice of Meetings of Directors and Committees. Whenever notice is required to be given by law or under any provision of the Articles of Incorporation or these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation or these bylaws. Unless either proper notice of a meeting of the Board of Directors, or any committee thereof, has been given or else the persons entitled thereto have waived such notice (either in writing or by attendance as set forth above), any business transacted at such meeting shall be null and void.

Section 10.3 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction including by the affirmative vote of a majority of the disinterested directors then in office, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Sole Shareholder, and the contract or transaction is specifically approved in good faith by vote of the Sole Shareholder; or (3) the contract or transaction is fair as to the Corporation as of the time it is entered into. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 10.4 Form of Records. Any records maintained by the Corporation in the regular course of its business, including the stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

IN THE NAME AND BY THE AUTHORITY OF THE



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, JOHN Y. BROWN III, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

469779



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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
Frontier Local Services nc.

3. The name of the corporation to be used in Kentucky is

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

5. August 16, 1995 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is
180 South Clinton Ave. Rochester, NY 14626

7. The street address of the corporation's registered office in Kentucky is
421 West Main Street, Frankfort, Kentucky 40601

and the name of the registered agent at that office is
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

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

President See attached officers/directors rider
Vice President _____
Secretary _____
Treasurer _____
Directors See attached officers/directors rider

(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: _____

Barbara J. LaVerdi
Signature
Barbara J. LaVerdi, Assistant Secretary
Type or Print Name & Title
Date: January 29, 1999

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company, consent to serve as the registered agent on behalf of the corporation

By: Dolores Burton
Signature of Registered Agent
Dolores Burton, Asst Secretary
Type or Print Name & Title

Frontier Local Services Inc.

• DIRECTORS:

Robert L. Barrett Director
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646-0700

Jeremiah T. Carr Director
Primary : Rochester Telephone Corp.
Address : 180 South Clinton Avenue
Rochester, New York 14646-0100

Joseph P. Clayton Director
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646

James G. Dole Director
Primary : 180 South Clinton Avenue
Address : Rochester, New York 14646-0700

Rolla P. Huff Director
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646-0700

OFFICERS:

Joseph P. Clayton Chief Executive Officer
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646

Donna L. Reeves-Collins Vice President
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646

Josephine S. Trubek Secretary
Primary : 180 South Clinton Avenue
Address : Rochester, New York 14646-0700

Joseph Enis Treasurer
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646

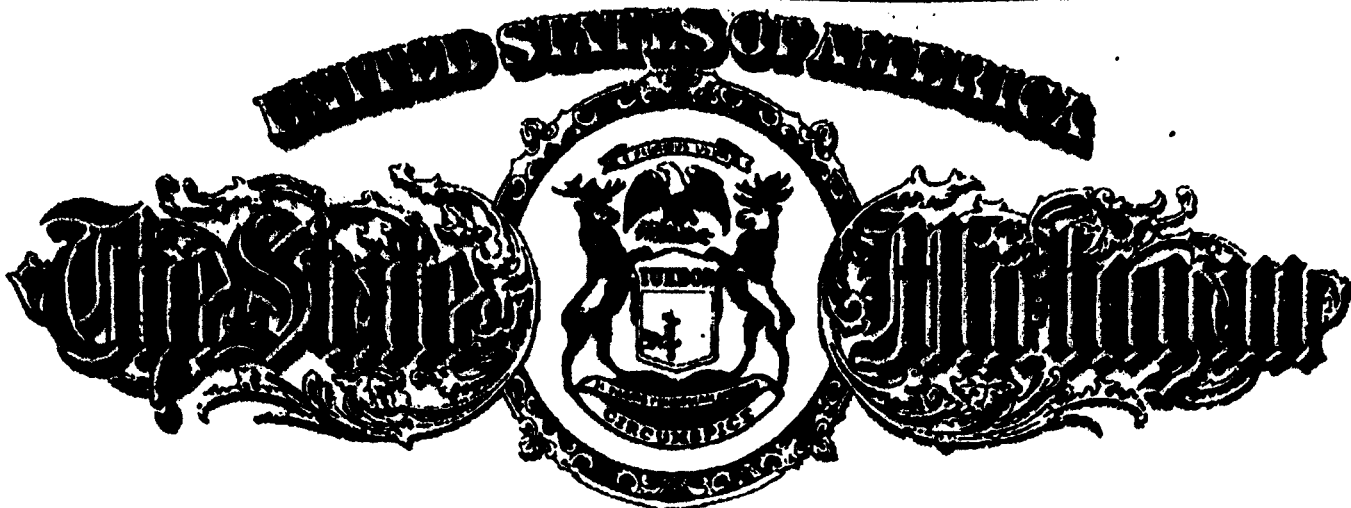
Barbara J. LaVerdi Assistant Secretary
Primary : 180 South Clinton Avenue
Address : Rochester, New York 14646-0700

Robert J. DePalma Assistant Treasurer
Primary : Frontier Corporation
Address : 180 South Clinton Avenue
Rochester, New York 14646-0500

Richard M. Kappler Assistant Treasurer
Primary : 180 South Clinton Avenue
Address : Rochester, New York 14646-0700

Jeremiah T. Carr President
Primary : Rochester Telephone Corp.
Address : 180 South Clinton Avenue
Rochester, New York 14646-0100

James G. Dole Chief Financial Officer
Primary : 180 South Clinton Avenue
Address : Rochester, New York 14646-0700



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

FRONTIER LOCAL SERVICES INC.

*was validly incorporated on January 4, 1995, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 4th day
of February, 1999.*

Julie Coll

. Director

173 0410787

Corporation, Securities and Land Development Bureau

469779

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

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JOHN Y. BROWN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
BY: JD

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority 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. Frontier Local Services Inc.
(Name of corporation or full legal name adopted for use in Kentucky)
 is a corporation organized and existing under the laws of the state or country of Michigan
 and received authority to transact business in Kentucky on February 22, 1999

3. The corporation's name in the state or country of incorporation has been changed to
Global Crossing Local Services, Inc.
 The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. The corporation's period of duration has been changed to n/a

5. The corporation's state or country of incorporation has been changed to n/a

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

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

(Delayed effective date and/or time)

Barbara J. LaVerdi
Signature

Barbara J. LaVerdi, Asst. Secretary
Type or Print Name & Title

Date: 9/22, 1999



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

GLOBAL CROSSING LOCAL SERVICES, INC.

*was incorporated on January 4, 1995, as a Michigan profit corporation,
and said corporation is in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 1st day
of October, 1999.*

Julie Coll

, Director

Corporation, Securities and Land Development Bureau

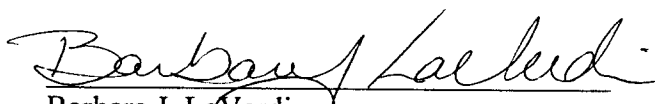
COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

VERIFICATION


STATE OF NEW YORK

COUNTY OF Monroe

I, Barbara J. LaVerdi, attest that Global Crossing Local Services, Inc. has not provided or collected for intrastate telecommunications service in the Commonwealth of Kentucky prior to the filing of this letter concerning the provision of local exchange service by Global Crossing Local Services, Inc. in Kentucky.


Barbara J. LaVerdi
Senior Attorney/Assistant Secretary

Subscribed and Sworn to before me
this 3rd day of March, 2000


Notary Public

KAREN J. CRONK
Notary Public, State of New York
Qualified in Monroe County
Commission Expires 11/31/02