

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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E-MAIL: bhughes@kelleydrye.com

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June 29, 1999

VIA FEDERAL EXPRESS

Mr. Don Mills
Executive Director
Commonwealth of Kentucky
Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

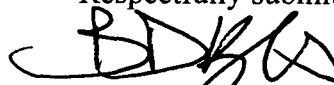
Re: JATO Operating Two Corp.'s Notice of Intent to provide local telecommunications services and proposed tariff

Dear Mr. Mills:

JATO Operating Two Corp. ("JATO"), by its attorney, hereby submits for filing with the Kentucky Public Service Commission an original and 3 copies of its Notice of Intent to provide competitive local telecommunications services and its proposed tariff.

Enclosed please also find a duplicate copy of this filing. Please date-stamp the duplicate copy upon receipt and return it in the self-addressed, stamped envelope provided. Should you have any questions regarding this filing, do not hesitate to contact me.

Respectfully submitted,


Brian D. Hughes

Enclosure

June 19, 1999

Mr. Don Mills
Executive Director
Commonwealth of Kentucky
Public Service Commission
730 Schenkel Lane
Frankfort, KY 40602

Re: JATO Operating Two Corp. – Notice of Intent to Provide
Competitive Local Exchange Service and Proposed Local Tariff

Dear Executive Director Mills:

JATO Operating Two Corp., hereby submits its notice of intent and proposed local tariff to provide competitive local exchange carrier (“CLEC”) services to customers within the Commonwealth of Kentucky pursuant to the Order of the Kentucky Public Service Commission *Exemptions for Providers of Local Exchange Service Other than Incumbent Local Exchange Carriers*, Administrative Case No. 370 (adopted on January 8, 1998). JATO qualifies for an exemption because it is not an incumbent local exchange carrier.

In support of this notice of intent to provide CLEC service, the following is respectfully shown:

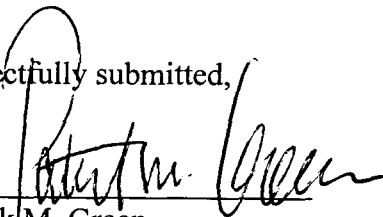
- (1) The name and address of the Company is: JATO Operating Two Corp., 1099 18th Street, Suite 700, Denver, Colorado 80202; phone: (303) 297-8909; fax: (303) 297-8905.
- (2) The corporate contact responsible for this application is David Bryson, Manager – Regulatory Affairs, JATO Operating Two Corp., 1099 18th Street, Suite 700, Denver, Colorado 80202; phone: (303) 226-8398; fax: (303) 297-8905.
- (3) Copies of all correspondence should be addressed to JATO’s counsel: Brad E. Mutschelknaus, Steven A. Augustino, Brian D. Hughes, Kelley Drye & Warren LLP, 1200 19th Street, N.W., Suite 500, Washington, D.C. 20036; phone (202) 955-9600; fax (202) 955-9792.
- (4) JATO’s articles of incorporation are attached hereto as **Exhibit A**.

June 18, 1999

Page 2

- (5) A notarized statement by an officer of the JATO that JATO has not provided or collected for intrastate service in Kentucky prior to filing this notice of intent is attached hereto as **Exhibit B**.
- (6) JATO does not seek to provide operator-assisted service to traffic aggregators, as defined in Administrative Case No. 330.
- (7) JATO submits herewith its proposed tariff for competitive local exchange service, not to take effect earlier than 30 days from the date of this filing, and attached hereto as **Exhibit C**.

Respectfully submitted,



Patrick M. Green
Vice President – Carrier Relations
JATO OPERATING TWO CORP.
1099 18th Street, Suite 700
Denver, Colorado 80202

EXHIBIT A

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "JATO OPERATING TWO CORP.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 1999, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3044299 8100

991197287

AUTHENTICATION: 9751158

DATE: 03-18-99

State of Delaware
Office of the Secretary of State

PAGE 1

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Edward J. Freel

Edward J. Freel, Secretary of State

3044299 8100

991197287

AUTHENTICATION: 9751158

DATE: 05-18-99

CERTIFICATE OF INCORPORATION^o

OF

JATO OPERATING TWO CORP.

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

I.

The name of this corporation is JATO Operating Two Corp.

II.

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one hundred (100), each having a par value of one-tenth of one cent (\$.001).

V.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Subject to paragraph (h) of Section 42 of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the stockholders entitled to vote. The Board of Directors shall also have the power to adopt, amend or repeal Bylaws.

VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

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

VIII.

The name and the mailing address of the Sole Incorporator is as follows:

Rex R. O'Neal
Cooley Godward LLP
2595 Canyon Boulevard
Suite 250
Boulder, CO 80302-6737

IN WITNESS WHEREOF, this Certificate has been subscribed this 18th day of May, 1999 by the undersigned who affirms that the statements made herein are true and correct.

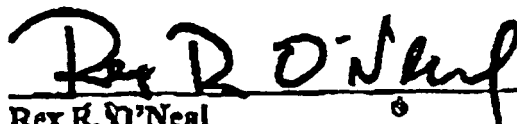
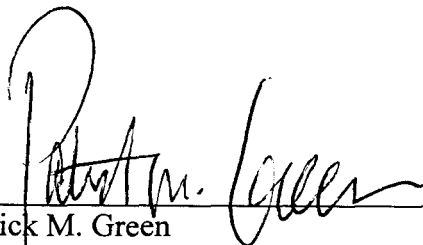

Rex R. O'Neal
Sole Incorporator

EXHIBIT B

BEFORE THE
COMMONWEALTH OF KENTUCKY
PUBLIC SERVICE COMMISSION

AFFIDAVIT

The undersigned attests that JATO Operating Two Corp., has not provided service in the Commonwealth of Kentucky prior to the filing of this Notice of Intent to provide service.



Patrick M. Green
Vice President – Carrier Relations

This document was signed in my presence on this 21 day of June, 1999.

**MY COMMISSION EXPIRES:
November 4, 2001**



Notary Public

EXHIBIT C