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PUBLIC SERVICE COMMISSION

Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE INFORMATIONAL FILING OF BROADVIEW NETWORKS, INC. FOR AUTHORITY TO OPERATE AS A LOCAL EXCHANGE TELEPHONE SERVICE THROUGHOUT KENTUCKY	)))))	No. _____

Broadview Networks, Inc. ("Broadview") hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariff in accordance with 807 KAR 5:011.

1. The name, address and telephone number of the company is:

   Broadview Networks, Inc.
   800 Westchester Avenue, Suite N-501
   Rye Brook, NY 10573
   Tel: (914) 922-7000
   Fax: (914) 922-7001
   Toll-free: (800) 276-2384
   Internet: www.broadviewnet.com

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority attached hereto as **Exhibits A and B**.

3. The name, street address, telephone and fax numbers of the responsible contact person(s) for customer complaints and regulatory issues:

   Customer Service Contact:

   Steven J. Bogdan
   Broadview Networks, Inc.
   2100 Renaissance Boulevard
   King of Prussia, PA 19406
   Phone: (610) 755-4877
   Fax: (267) 537-0074
   E-mail: sbogdan@broadviewnet.com

Regulatory Contact:

Catherine M. Hannan
Regulatory Counsel
Broadview Networks, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
Phone: (240) 461-0412
Fax: (347) 287-0223
E-mail:
channan@broadviewtel.com

4. A notarized statement that the company has not provided or collected for intrastate local telecommunications service in Kentucky prior to filing its tariff is attached as **Exhibit C**.

5. The Company does not intend to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

6. The Company's proposed tariff is attached as **Exhibit D**.

WHEREFORE, Broadview Networks, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the provision of local exchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 12th day of November, 2009.

BROADVIEW NETWORKS, INC.

By: Catherine M. Hannan

Catherine M. Hannan, Regulatory Counsel
Broadview Networks, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
Ph: (240) 461-0412

VERIFICATION OF APPLICANT

STATE OF NEW YORK)
) ss:
COUNTY OF WESTCHESTER)

I, Charles C. Hunter, being first duly sworn, state that I am Executive Vice President, Secretary and General Counsel of Broadview Networks, Inc., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

BROADVIEW NETWORKS, INC.

By: _____
Charles C. Hunter
Executive Vice President, Secretary and
General Counsel

Sworn to and subscribed before me this 12th day of NOVEMBER, 2009.

_____
Notary Public

My Commission Expires: 9/20/12

WILSON ROCAFUERTE JR.
Notary Public, State of New York
Registration #01RO6116202
Qualified In Westchester County
Commission Expires Sept. 20,2012

EXHIBIT A

ARTICLES OF INCORPORATION

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

F91060500094

INFO

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

BRIAR JOY DEVELOPMENT CORPORATION

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Thomas J. Lynch, Esq.
4514 Wilderness Way
Syracuse, NY 13215

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 4th day of June, 1991 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Joan Terry
Joan Terry, Incorporator

500 Central Avenue, Albany, NY 12206
Address

F 910605000 NFD

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 05 1991
TAX $ 10
BY: DOC
St. Lawrence

FILER:
Thomas J. Lynch, Esq.
4514 Wilderness Way
Syracuse, NY 13215

SC 3/10

REFERENCE # [illegible]

NFD. FILED

2

910605000-20

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

VANGUARD 52

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF BRIAR JOY DEVELOPMENT CORPORATION
Under Section 805 of the Business Corporation Law

950630000263

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 8, 1981.

THIRD: (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at par value of $.50 per share.

(b) There are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are unissued. The amendment to the Certificate of Incorporation is intended to: (1) change the 110 shares of authorized and issued stock at the rate of 1 to 1 to 110 shares of authorized and issued common stock at $.50 par value, and to change the 90 shares of authorized and unissued stock at the rate of 1 to 1 to 90 shares of common stock at $.50 par value; and (2) increase the authorized shares of common stock from 200 to 2,500,000 common stock. As a result of this change, there will be 110 shares of common stock issued and outstanding at $.50 par value, and 2,499,890 shares authorized and unissued, at $.50 par value per share.

FOURTH: Paragraph 6 of the Certificate of Incorporation relating to the service of process is hereby changed to read as follows:

The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon it is as follows:

Briar Joy Development Corporation
108 East Washington Street
Syracuse, New York 13202

FIFTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 8, as follows:

The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not eliminate or limit such directors' liability if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

SIXTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 7, as follows:

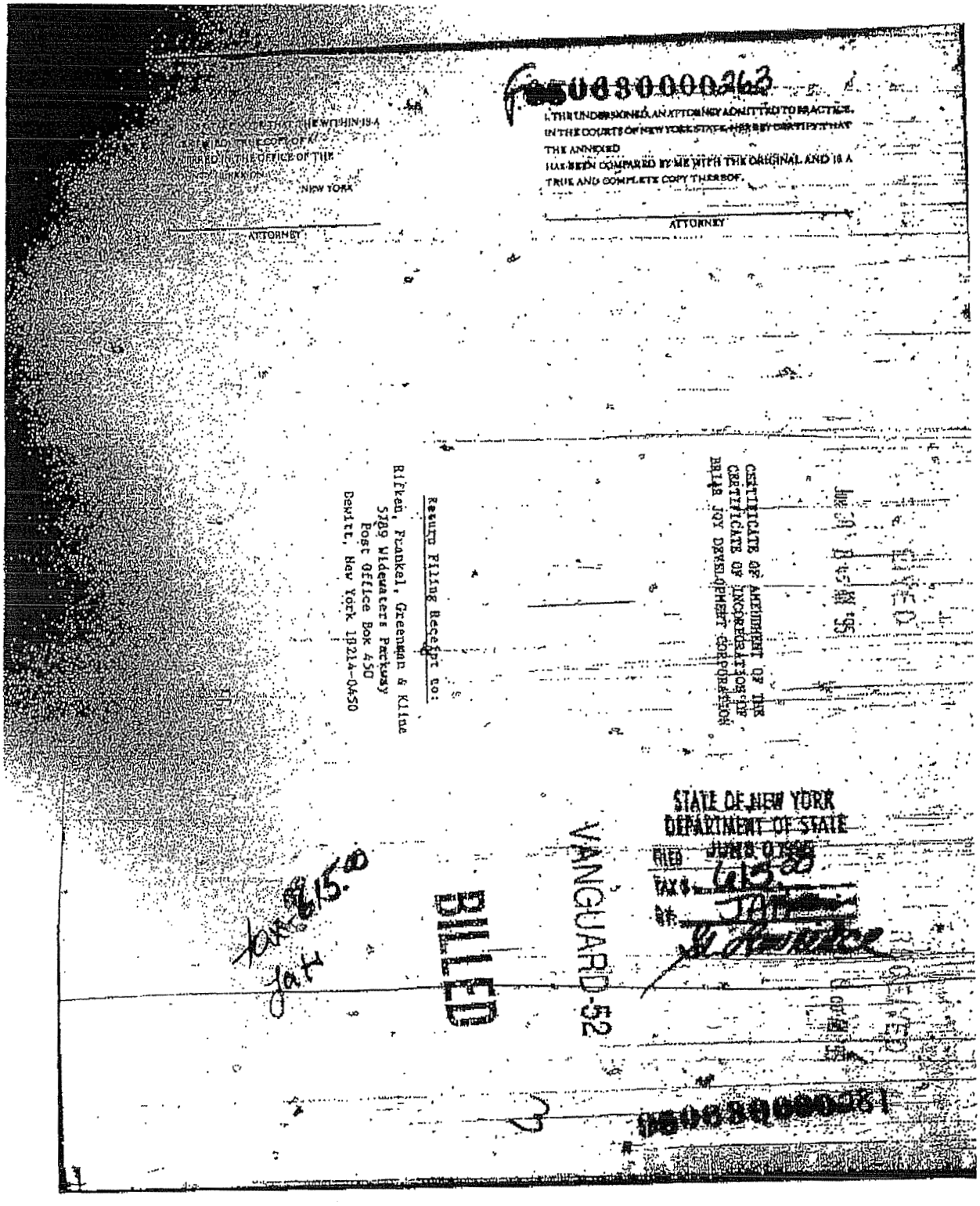
The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1995, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Frank S. Caruso, Jr., President

Frank S. Caruso, Sr., Secretary



0830000263

I, THE UNDERSIGNED, AN ATTORNEY ADMITTED TO PRACTICE IN THE COURTS OF NEW YORK STATE, HEREBY CERTIFY THAT THE ANNEXED HAS BEEN COMPARED BY ME WITH THE ORIGINAL AND IS A TRUE AND COMPLETE COPY THEREOF.

ATTORNEY

ATTORNEY

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF BRIAR JOY DEVELOPMENT CORPORATION

Return Filing Receipt to:

Rifken, Frankel, Greenman & Kline
5789 Widewaters Parkway
Post Office Box 450
Dewitt, New York 13214-0450

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED
TAX $
BY:

VANGUARD-52

BILLED

0830000263

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

F97082000029

VANGUARD-52

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF BRIAR JOY DEVELOPMENT CORPORATION

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991

THIRD: Paragraph 3 of the Certificate of Incorporation, relating to the authorization of shares is hereby changed to read as follows:

> The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at $0.10 par value per share.

FOURTH: There are presently 2,500,000 shares of stock at $0.50 par value common stock authorized, of which 1,429,856 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,856 shares issued and outstanding at $0.50 par value per share to be changed into 1,429,856 shares issued and outstanding at $0.10 par value per share at the rate of 1:1, and there will be 1,070,144 shares unissued at $0.50 par value per share that will be changed into 1,070,144 shares unissued at $0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote therein at a meeting of the shareholders held on the 13th day of August, 1997

IN WITNESS WHEREOF, this Certificate of Change of the Certificate of Incorporation has been subscribed this 19 day of August, 1997, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Frank S. Carusa, Jr., President

Andrea Osborne, Secretary

F970820000296

CERTIFICATE OF AMENDMENT OF THE

CERTIFICATE OF INCORPORATION OF

BRIAR JOY DEVELOPMENT CORPORATION

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 20 1997
TAX $ 0
BY: JAH
St. Lawrence

VANGUARD-52

BILLED

Filer: Rifken, Frankel & Greenman, P.C.
5789 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 449-0737

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970820000302

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

F 971002000358 VANGUARD-52

CERTIFICATE OF MERGER

OF

SCC TELECOMMUNICATIONS, INC.

INTO

BRIAR JOY DEVELOPMENT CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

The undersigned, being the President and the Secretary, respectively, of SCC Telecommunications, Inc., and being the President and the Secretary of Briar Joy Development Corporation, both corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, and a plan of merger having been adopted by the Board of Directors of each constituent corporation, do hereby certify:

(1) The name of each constituent corporation is as follows:

SCC Telecommunications, Inc.
Briar Joy Development Corporation

(2) The surviving corporation is Briar Joy Development Corporation, which shall as of the effective date of the merger change its corporate name to "SCC Telecommunications, Inc."

(3) The designation, number, and voting rights of the outstanding shares of each constituent corporation are as follows:

a) SCC Telecommunications, Inc. has 1,000 shares of capital stock outstanding all of which is common stock and fully entitled to vote.

b) Briar Joy Development Corporation has 1,839,856 shares of capital stock outstanding all of which is common stock and fully entitled to vote

(4) The date when the Certificate of Incorporation of SCC Telecommunications, Inc. was filed by the Department of State is the 26th day of August, 1997.

The date when the Certificate of Incorporation of Briar Joy Development Corporation was filed by the Department of State is the 5th day of June, 1991.

(5) The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to SCC Telecommunications, Inc., a constituent corporation, by the vote of the sole holder of its capital stock on September 18, 1997.

1

The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to Briar Joy Development Corporation, a constituent corporation, by resolution of the Board of Directors of Briar Joy Development Corporation on September 18, 1997 and by a vote of holders of at least two-thirds of the outstanding shares of capital stock of Briar Joy Development Corporation present and voting at a special meeting of shareholders duly called, noticed, and held in accordance with §903 of the Business Corporation Law, on September 29, 1997, where the affirmative votes were cast with respect to shares which constituted not less than a quorum.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate on this 30th day of September, 1997 and affirm that the statements made herein are true under the penalties of perjury.

BRIAR JOY DEVELOPMENT CORPORATION

By: _____
Frank S. Caruso, Jr., President

By: _____
Andrea Osborne, Secretary

SCC TELECOMMUNICATIONS, INC.

By: _____
Vern M. Kennedy, President

By: _____
Terrence J. Anderson, Secretary

F 971002000358

CERTIFICATE OF MERGER OF

SCC TELECOMMUNICATIONS, INC.

INTO

BRIAR JOY DEVELOPMENT CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 0 2 1997
TAX $ 0
BY: JW
ST LAWRENCE

VANGUARD-52

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OCT 2 FISH

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OCT 2 10 11 AM '97

Filer: Rifken, Frankel & Greenman, P.C.
5789 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 449-0737

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971002000387

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 16th day of April, 1998.

By: _____
Vern [illegible] Kennedy, President

By: _____
Terrence J. Anderson, Secretary

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CSC 45

CSC 45

[redacted]80421000644

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION

OF

SCC TELECOMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

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APR 21 2 11 PM '98

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 2 1 1998
TAX $
BY: St. Law

DUQUETTE & TIPTON LLP
405 Lexington Avenue
New York, NY 10174

787715 mil

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BILLED

[redacted]80421000651

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

CT-07

F99100600 0688

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF COMMUNITY NETWORKS, INC.

Under Section 805 of the New York Business Corporation Law

The undersigned, Vern M. Kennedy, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Joy Development Corporation.

2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview Networks, Inc.

4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law, to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: /s/ Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

2

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

MAYER BROWN & PLATT
1675 BROADWAY
NEW YORK, NY 10019

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED OCT 06 1999
TAX $
BY:

St Lawrence

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OCT 6 3 47 PM '99

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991006000 727

TOTAL P.04

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

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CT-07

246

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, Vern M. Kennedy, President and Terrence J. Anderson, Secretary of BROADVIEW NETWORKS, INC., a New York corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name of the corporation (the "Corporation") is BROADVIEW NETWORKS, INC. The name under which the Corporation was formed is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

THIRD: Paragraph 2 of the Certificate of Incorporation relating to purpose for which the Corporation is organized is changed to read as follows:

> The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the business corporation law of the State of New York. The Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

FOURTH: Paragraph 3 of the Certificate of Incorporation is hereby amended to decrease the current 2,500,000 shares of common stock, par value of $0.10 of which 1,839,856 shares are presently issued and outstanding and 660,144 shares are unissued to 1,000 shares of common stock at a par value of $0.01 of which 1,000 are issued. There will be no unissued shares of common stock.

The rate of change of the issued is 1:1,839,856

~~FIFTH: (a) The aggregate number of shares which the Corporation shall have authority to issue is one~~ thousand (1,000), all of which are of a par value of $.01 each, and all of which are of the same class.

FIFTH: Paragraph 4 of the Certificate of Incorporation relating to the principal office of the corporation is hereby changed to read as follows:

The office of the Corporation is to be located in New York County, State of New York.

SIXTH: Paragraph 5 of the Certificate of Incorporation relating to designation of an agent for the service of process is hereby changed to read as follows:

> The Secretary of State is designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the secretary of state shall mail a copy of any process against it served upon him is Broadview Networks Holdings, Inc., 45-18 Court Square, Ste 502, Long Island City, New York 11101, Attn: President

SEVENTH: Paragraph c) of the Certificate of Incorporation relating to director liability is hereby changed to read as follows:

No director shall be personally liable to the Corporation or its shareholders in his capacity as a director to any person or entity (including the Corporation) for damages for any breach of any duty, except that this provision shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to such director establishes that (i) such director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) such director personally gained in fact a financial profit or other advantage to which such director was not legally entitled, or (iii) that such director's act violated Section 719 of the BCL, or (iv) the acts or omissions complained of occurred prior to the date of filing of this Certificate of Incorporation. If the BCL is amended, changed or modified to authorize corporate action further eliminating or limiting the personal liability of directors to the Corporation, its shareholders or third parties, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCL, as so amended, changed or modified. Any repeal, amendment or modification of the provisions of this paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation relating to claims arising in connection with events with took place prior to the date of such repeal, amendment or modification.

EIGHTH: Paragraph 7 relating to indemnification permitted by Article 7 of the BCL is hereby deleted and replaced with:

The Corporation is to have perpetual existence

NINTH: The following amendments were authorized by a unanimous vote of the Board of Directors of the Corporation, followed by the vote of the sole holder of its capital stock.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of the 3rd day of May, 2000.

By: /s/ Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: /s/ Terence J. Anderson
Name: Terence J. Anderson
Title: Secretary

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CT-07

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

FILED
MAY 3 11 02 AM '00

Mayer Brown & Platt
1675 Broadway
New York, NY 10019

1 CC

STATE OF NEW YORK
DEPARTMENT OF STATE
MAY 0 5 2000
FILED
TAX $ NO TAX
BY: [illegible]

St Lawrence
↓
NY

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TOTAL P.01

F91060500[illegible]

INFO

CERTIFICATE OF INCORPORATION

OF

[illegible] FOR DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) the name of the corporation is:

[illegible] FOR DEVELOPMENT CORPORATION

(2) The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The corporation is not to engage in any act or activity requiring any consents or approvals by law without such consents or approvals first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statutes of the State of New York.

(3) The number of shares which the corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.

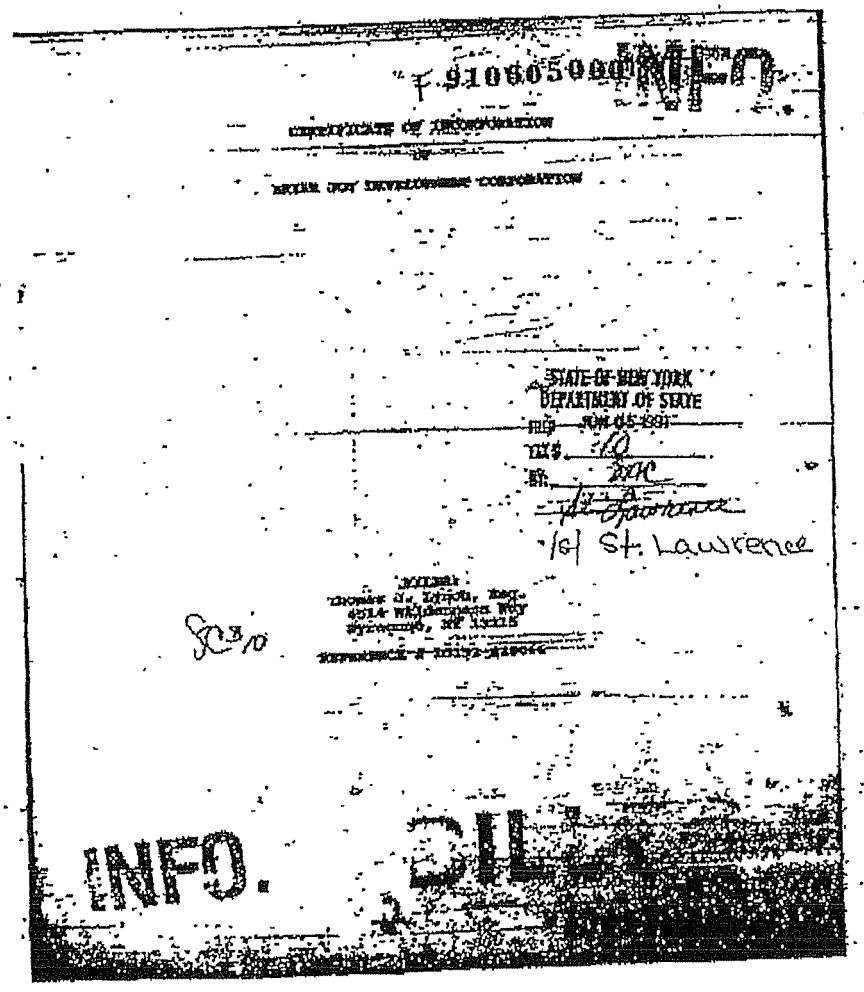
(5) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

c/o [illegible]
4814 Wilderness Way
Syracuse, NY 13215

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 4th day of June, 1991 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

[illegible]
Joan Terry, Incorporator



F 910605000 INFO.

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 05 1991
TAX $ 10
BY: [illegible]
St. Lawrence
/s/ St. Lawrence

FILER:
Thomas J. Lynch, Esq.
4514 Wilderness Way
Syracuse, NY 13215

REFERENCE # [illegible]

SC 3/10

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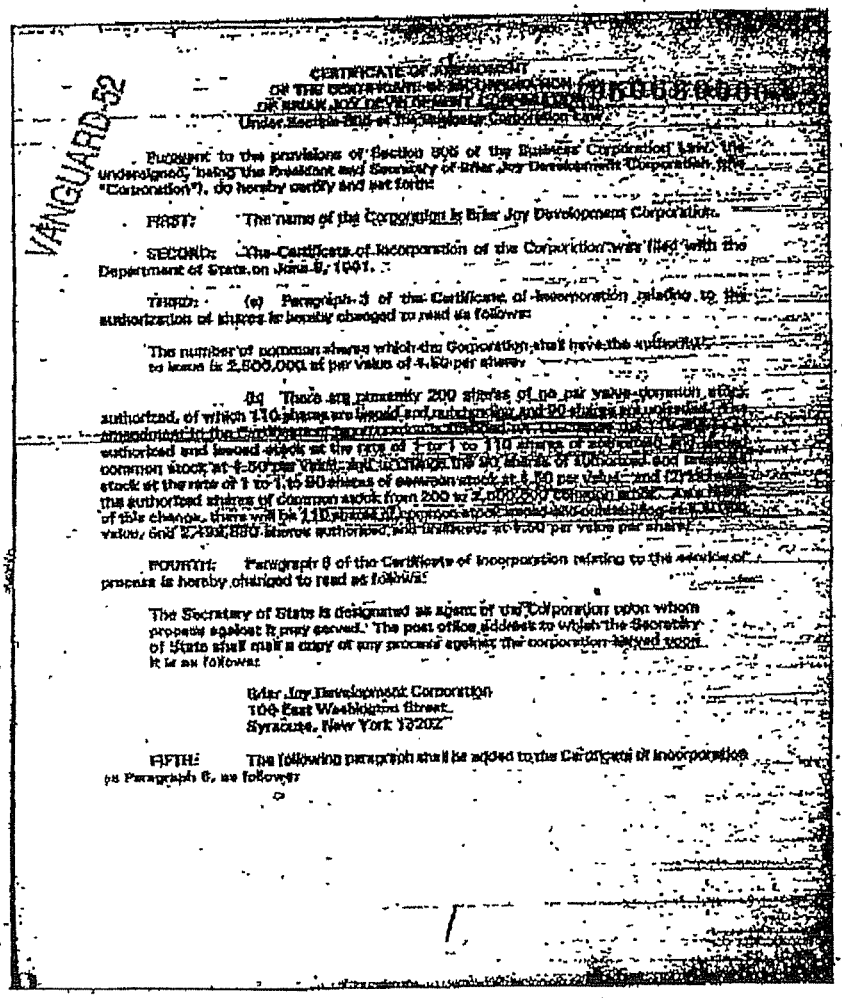

VANGUARD-52

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF BRIAR JOY DEVELOPMENT CORPORATION
Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation, (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 8, 1991.

THIRD: (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at par value of $.50 per share.

(b) There are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are unissued. The amendment to the Certificate of Incorporation is intended to: (1) change the 110 shares of authorized and issued stock at the rate of 1 to 1 to 110 shares of authorized and issued common stock at $.50 par value, and to change the 90 shares of authorized and unissued stock at the rate of 1 to 1 to 90 shares of common stock at $.50 par value; and (2) increase the authorized shares of common stock from 200 to 2,000,000 common stock. As a result of this change, there will be 110 shares of common stock issued and outstanding at $.50 par value, and 2,499,880 shares authorized and unissued, at $.50 par value per share.

FOURTH: Paragraph 6 of the Certificate of Incorporation relating to the service of process is hereby changed to read as follows:

The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon it is as follows:

Briar Joy Development Corporation
106 East Washington Street
Syracuse, New York 13202

FIFTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 6, as follows:

The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provision authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not eliminate or limit such directors' liability if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

SIXTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 7, as follows:

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify and advance expenses to, and shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1995 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

Is/ Frank S. Caruso, Jr.

Frank S. Caruso, Jr., President

Is/ Frank S. Caruso, Sr.

Frank S. Caruso, Sr., Secretary

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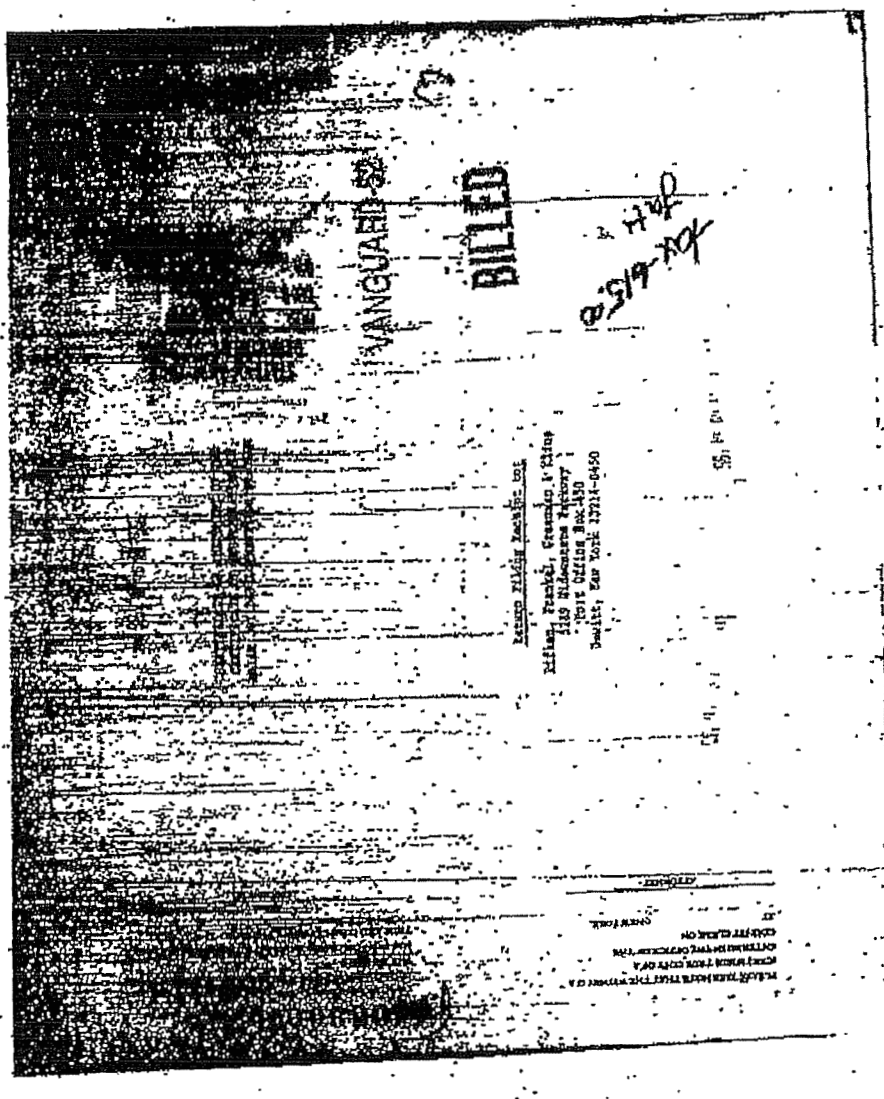
VANGUARD
BILLED

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION

VANGUARD-52

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991.

THIRD: Paragraph 3 of the Certificate of Incorporation, relating to the authorization of shares is hereby changed to read as follows:

> The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at $0.10 par value per share.

FOURTH: There are presently 2,500,000 shares of stock, at $0.50 par value common stock authorized, of which 1,429,856 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,856 shares issued and outstanding at $0.50 par value per share to be changed into 1,429,856 shares issued and outstanding at $0.10 par value per share at the rate of 1:1; and there will be 1,070,144 shares unissued at $0.50 par value per share that will be changed into 1,070,144 shares unissued at $0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote thereon at a meeting of the shareholders held on the 15th day of August, 1997.

IN WITNESS WHEREOF, this Certificate of Change of the Certificate of Incorporation has been subscribed this 14th day of August, 1997, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

1st Frank S. Caruso, Jr.

Frank S. Caruso, Jr., President

1s/Andrew V. Osborne

Andrew Osborne, Secretary

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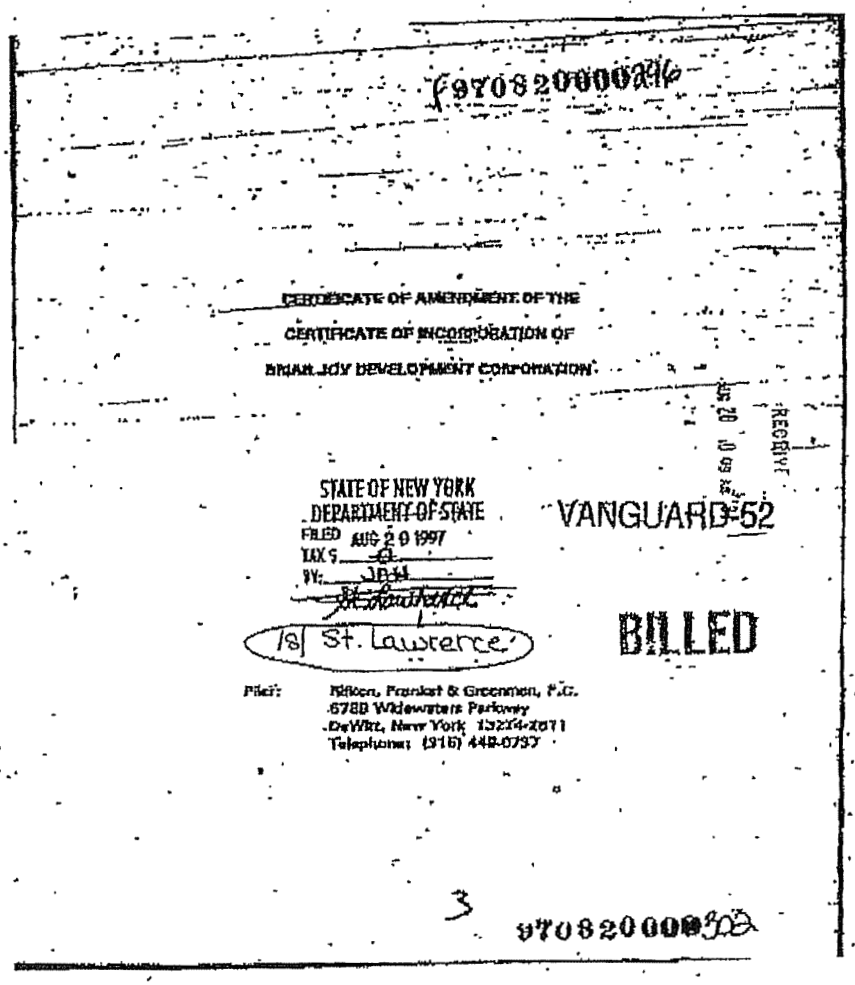

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 20 1997
TAX $ [illegible]
BY: [illegible]

VANGUARD-52

BILLED

/s/ St. Lawrence

Filed: Nixon, Frankel & Greenman, P.C.
6788 Widewaters Parkway
DeWitt, New York 13214-2871
Telephone: (315) 448-0757

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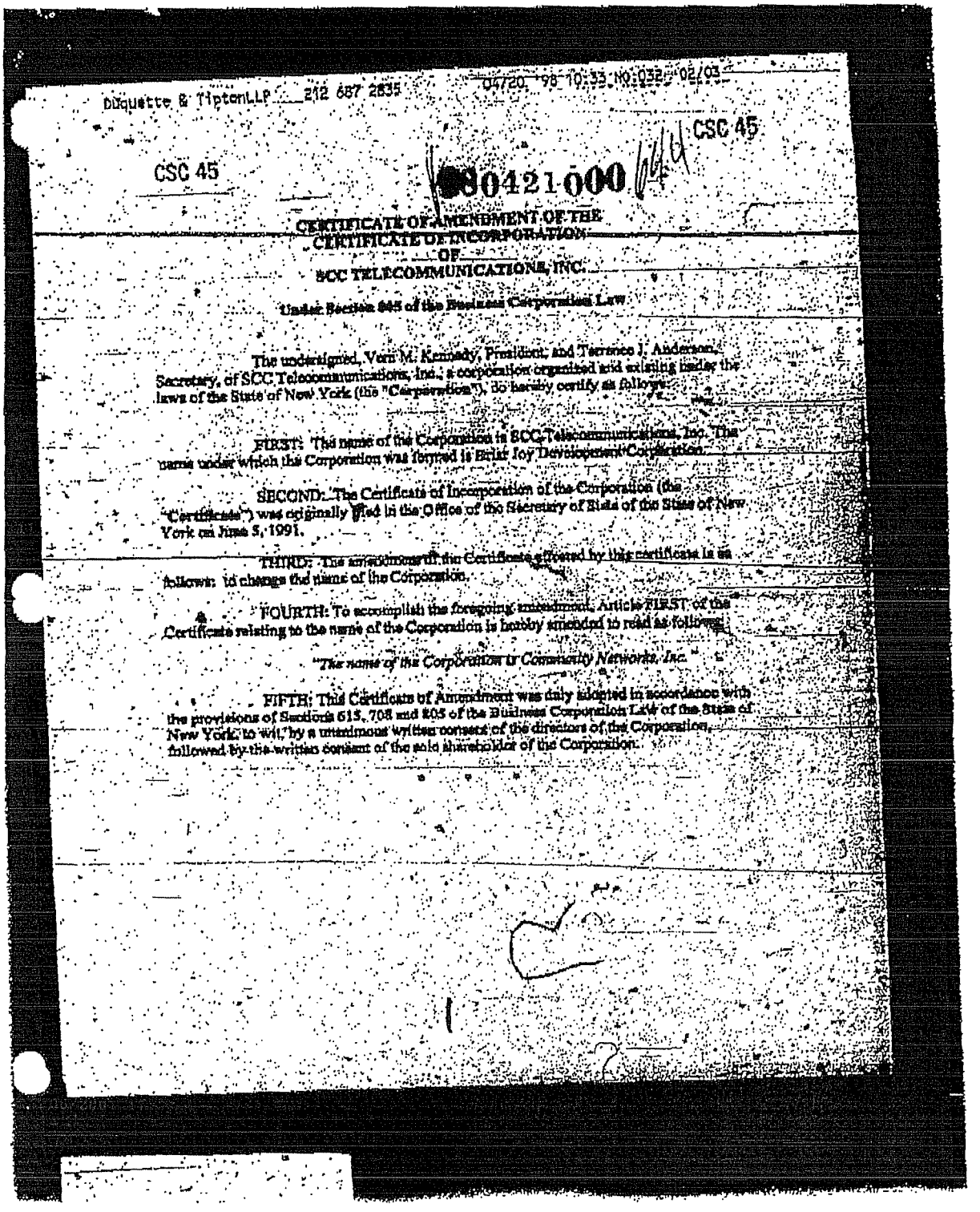

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
SCC TELECOMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, Vern M. Kennedy, President, and Terrence J. Anderson, Secretary, of SCC Telecommunications, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is SCC Telecommunications, Inc. The name under which the Corporation was formed is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

THIRD: The amendment of the Certificate effected by this certificate is as follows: to change the name of the Corporation.

FOURTH: To accomplish the foregoing amendment, Article FIRST of the Certificate relating to the name of the Corporation is hereby amended to read as follows:

"The name of the Corporation is Community Networks, Inc."

FIFTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Sections 615, 708 and 805 of the Business Corporation Law of the State of New York, to wit, by a unanimous written consent of the directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do certify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 16th day of April, 1998.

By: _____
Vern M. Kennedy, President

By: _____
Terrence J. Anderson, Secretary

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.

Under Section 805 of the New York Business Corporation Law

The undersigned, Vern M. Kennedy, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Joy Development Corporation.

2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview Networks, Inc.

4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law, to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Veni M. Kennedy
Name: Veni M. Kennedy
Title: President

By: /s/ Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

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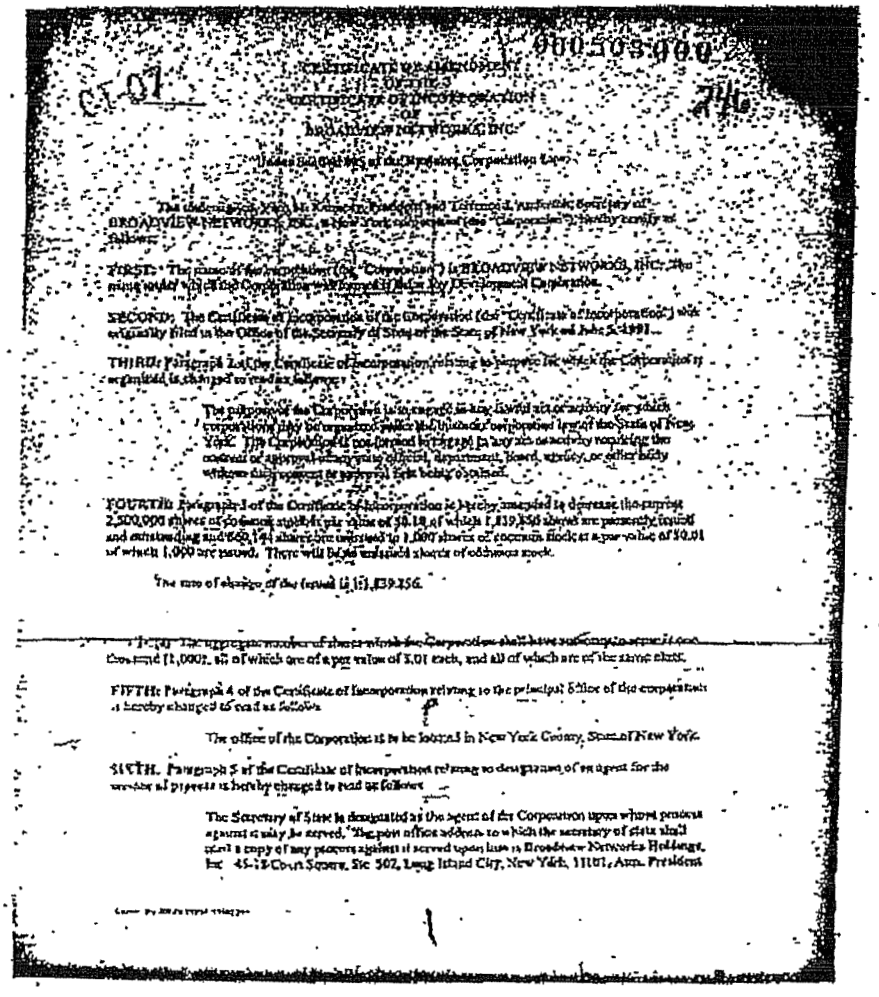


CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, Vice Mr. Kennedy, President and Terrence J. Anderson, Secretary of BROADVIEW NETWORKS, INC., a New York corporation (the "Corporation") hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is BROADVIEW NETWORKS, INC. The name under which the Corporation was formed is Bulan Ray Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

THIRD: Paragraph 2 of the Certificate of Incorporation relating to purpose for which the Corporation is organized is changed to read as follows:

> The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation law of the State of New York. The Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

FOURTH: Paragraph 3 of the Certificate of Incorporation is hereby amended to decrease the current 2,500,000 shares of common stock at par value of $0.10 of which 1,839,856 shares are presently issued and outstanding and 660,144 shares are unissued to 1,000 shares of common stock at a par value of $0.01 of which 1,000 are issued. There will be no unissued shares of common stock.

The rate of change of the issued is 1:1,839,856.

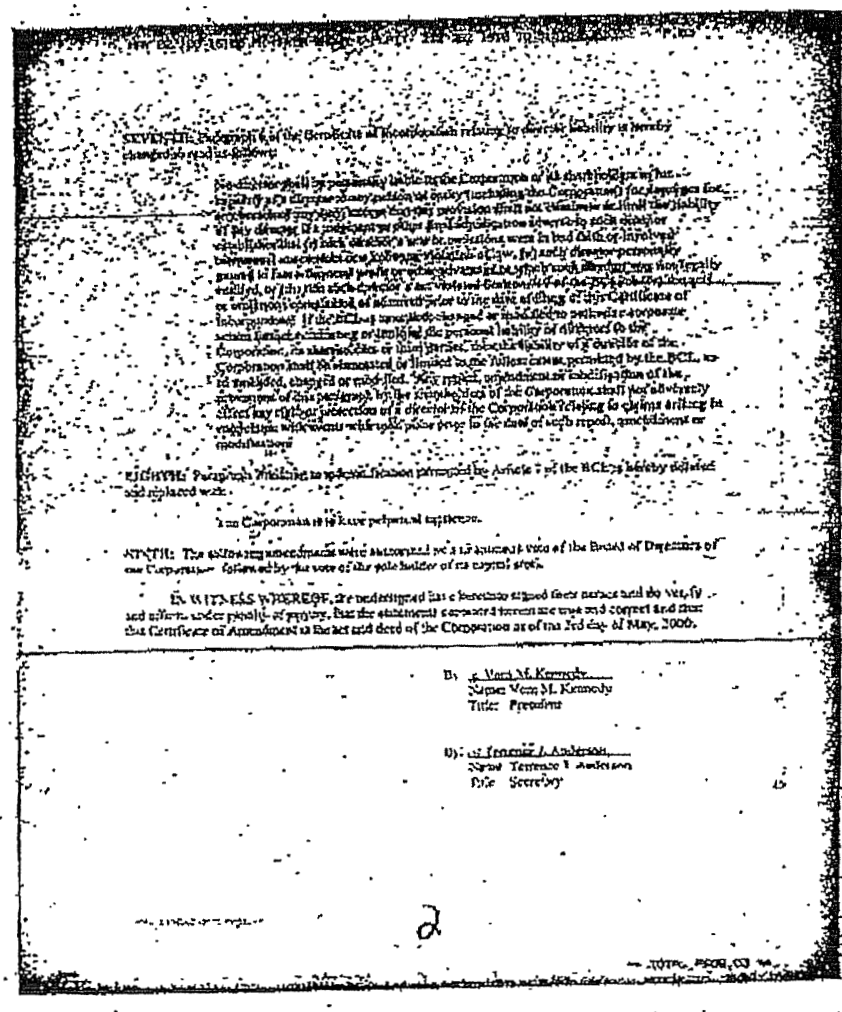
Total: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000), all of which are of a par value of $.01 each, and all of which are of the same class.

FIFTH: Paragraph 4 of the Certificate of Incorporation relating to the principal office of the corporation is hereby changed to read as follows:

> The office of the Corporation is to be located in New York County, State of New York.

SIXTH: Paragraph 5 of the Certificate of Incorporation relating to designation of an agent for the service of process is hereby changed to read as follows:

> The Secretary of State is designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the secretary of state shall mail a copy of any process against it served upon him is Broadview Networks Holdings, Inc. 45-18 Court Square, Ste. 502, Long Island City, New York, 11101, Attn. President.



SEVENTH: Paragraph 6 of the Certificate of Incorporation relating to director liability is hereby changed to read as follows:

> No director shall be personally liable to the Corporation or its shareholders for [illegible] of a director [illegible] (including the Corporation) for damages for [illegible] provision shall not eliminate or limit the liability of any director [illegible] (i) such director's [illegible] (ii) such director [illegible] (iii) such director [illegible] (iv) such director [illegible] or [illegible] of [illegible] prior to the date of filing of this Certificate of Incorporation. If the BCL is [illegible] or modified to authorize corporate action further [illegible] or [illegible] the personal liability of directors to the Corporation, its shareholders or third parties, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCL, as so amended, changed or modified. Any repeal, amendment or modification of the provisions of this paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation relating to claims arising in connection with events which took place prior to the date of such repeal, amendment or modification.

EIGHTH: Paragraph [illegible] to [illegible] permitted by Article 7 of the BCL is hereby deleted and replaced with:

> The Corporation is to have perpetual existence.

NINTH: The following amendments were authorized by a [illegible] vote of the Board of Directors of the Corporation followed by the vote of the sole holder of its capital stock.

IN WITNESS WHEREOF, the undersigned has hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of the 3rd day of May, 2000.

By: Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

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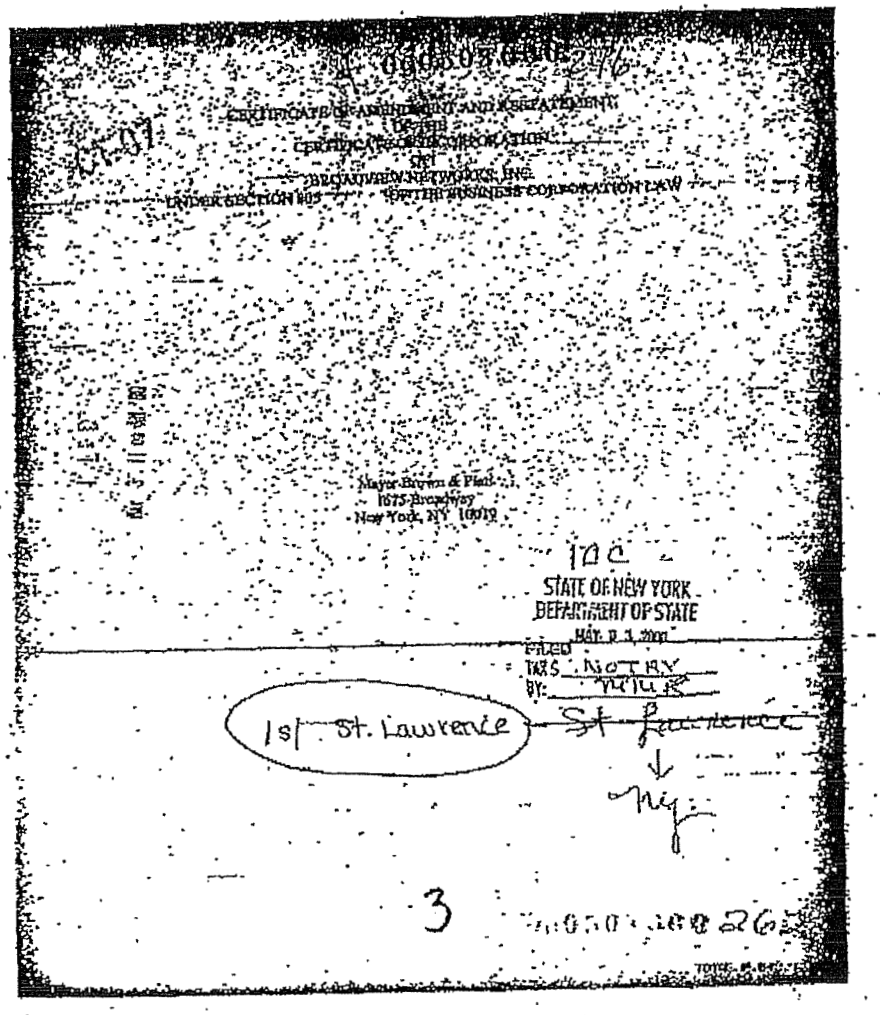

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

Mayer Brown & Platt
1675 Broadway
New York, NY 10019

STATE OF NEW YORK
DEPARTMENT OF STATE
MAY 2 3 2001
FILED
TAX $ NOTARY
BY:

1st St. Lawrence ~~St Lawrence~~

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe
Special Deputy Secretary of State

Rev. 06/07

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of BROADVIEW NETWORKS, INC. was filed on 06/05/1991, under the name of BRIAR JOY DEVELOPMENT CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment BRIAR JOY DEVELOPMENT CORPORATION, changing its name to SCC TELECOMMUNICATIONS, INC., was filed 10/02/1997.

A Certificate of Amendment SCC TELECOMMUNICATIONS, INC., changing its name to COMMUNITY NETWORKS, INC. , was filed 04/21/1998.

A Certificate of Amendment COMMUNITY NETWORKS, INC. , changing its name to BROADVIEW NETWORKS, INC., was filed 10/06/1999.

***

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 23rd day of August two thousand and seven.

Special Deputy Secretary of State

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EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY

Commonwealth of Kentucky
Trey Grayson, Secretary of State

Trey Grayson
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
http://www.sos.ky.gov

Certificate of Authorization

Authentication number: 87976
Visit http://apps.sos.ky.gov/business/obdb/certvalidate.aspx to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

BROADVIEW NETWORKS, INC.

, a corporation organized under the laws of the state of New York, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on September 26, 2007.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 6th day of November, 2009, in the 217th year of the Commonwealth.

Trey Grayson
Secretary of State
Commonwealth of Kentucky
87976/0674414

EXHIBIT C

NOTARIZED STATEMENT

Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

STATEMENT

I, Charles C. Hunter, being of lawful age and being first duly sworn, depose and say as follows:

I am the Executive Vice President, Secretary and General Counsel of Broadview Networks, Inc. ("Broadview") and have authority to make this statement on its behalf. Broadview has not provided local exchange telecommunications service within the Commonwealth of Kentucky prior to filing the Company's Notice of Intent with the Kentucky Public Service Commission.

Additionally, Broadview does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330, Policy and Procedures in the Provision of Operator-Assisted Telecommunications Services, Orders dated March 27, 1991 and May 3, 1991.

Further affiant sayeth not.

Charles C. Hunter
Executive Vice President, Secretary
and General Counsel
Broadview Networks, Inc.

Subscribed and sworn to before me, a Notary Public, on this 12th day of NOVEMBER, 2009.

Notary Public

My Commission expires

WILSON ROCAFUERTE JR.
Notary Public, State of New York
Registration #01RO6116202
Qualified In Westchester County
Commission Expires Sept. 20, 2012

EXHIBIT D

PROPOSED LOCAL EXCHANGE SERVICES TARIFF