

RECEIVED

OCT 23 2000

PUBLIC SERVICE
COMMISSION



Allied Riser of Kentucky, Inc.
1700 Pacific Avenue, Suite 400
Dallas, Texas 75201

October 18, 2000

Mr. Thomas Dorman
Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

*0505 2360
0505
PENDING*

Dear Mr. Dorman:

Pursuant to Administrative Case No. 370, Exemptions for Providers of Local Exchange Service Other Than Incumbent Local Exchange Carriers, Order dated January 8, 1998, ("Order"), Allied Riser of Kentucky, Inc. ("Company") respectfully submits an original and four (4) copies of its notice of intent to provide competitive local exchange services in Kentucky. Company will commence providing service no sooner than 30 days after the date its tariff is approved by the Commission.

Pursuant to the Order, Company submits the following information:

1. Name and address of Company:

Allied Riser of Kentucky, Inc.
1700 Pacific Ave., Suite 400
Dallas, Texas 75201

2. Company's articles of incorporation are attached hereto as Exhibit 1.



issues: 3. Contact information for customer complaints and regulatory

Allied Riser of Kentucky, Inc.
Attn: Mr. Ried Zulager
1700 Pacific Ave., Suite 400
Dallas, Texas 75201
(214) 210-3000
(214) 210-3001 (facsimile)

4. A notarized statement by an officer of Company that it has not provided or collected for intrastate service in Kentucky prior to filing this notice is attached hereto as Exhibit 2.

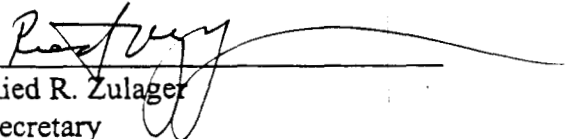
5. Company does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.

6. Company's proposed tariff is attached hereto as Exhibit 3.

Please return a file-stamped copy of this notice to the address on the enclosed, postage prepaid envelope. If you have any questions or wish to discuss this matter, please contact Mr. Michael Allen at (312) 407-0890. Thank you.

Sincerely,

ALLIED RISER OF KENTUCKY, INC.

By: 
Ried R. Zulager
Secretary

CERTIFICATE OF INCORPORATION

OF

ALLIED RISER OF KENTUCKY, INC.

A STOCK CORPORATION

I, Ried R. Zulager, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is **ALLIED RISER OF KENTUCKY, INC.**

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805, in the city of Wilmington, County of New Castle, Delaware. The name of the Corporation's registered agent at such address is Corporation Service Company

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

FOURTH: The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, with a par value of a penny (\$0.01) per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation.

Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this

Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In Furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the state of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional by-laws and may alter, amend or repeal any by-law whether adopted by them or otherwise. The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

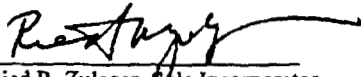
NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

TENTH: The name and mailing address of the sole incorporator is Ried R. Zulager, Allied Riser Communications Corporation, 1700 Pacific Avenue, Suite 400, Dallas, TX 75201.

ELEVENTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:


<u>NAME</u>	<u>MAILING ADDRESS</u>
Michael R. Carper	1700 Pacific Avenue, Suite 400, Dallas, TX 75201
Charles W. Yeargain	1700 Pacific Avenue, Suite 400, Dallas, TX 75201

IN WITNESS WHEREOF, I Ried R. Zulager, being the sole incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 9th day of September, 1999.


Ried R. Zulager, Sole Incorporator

The undersigned hereby certifies that Allied Riser of Kentucky, Inc.
has not provided or collected for intrastate telephone service in Kentucky prior to
filing its notice of intent to provide competitive local exchange services in Kentucky.

ALLIED RISER OF KENTUCKY, INC.


Name: Ried R. Zulager
Title: Secretary

STATE OF TEXAS

COUNTY OF DALLAS

Subscribed and sworn to before me this 18th day of October, A.D., 2000.


Notary Public

