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April 17, 2002

RECEIVED

APR 18 2002

PUBLIC SERVICE
COMMISSION

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VIA FEDERAL EXPRESS

Ms. Stephanie Bell
Secretary of the Commission
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

Re: **Broadview NP Acquisition Corp. d/b/a Broadview Net Plus**

Dear Ms. Bell:

Enclosed for filing with the Kentucky Public Service Commission ("Commission"), please find an original and four (4) copies of Broadview NP Acquisition Corp. d/b/a Broadview Net Plus's Notice of Intent to become a Reseller of Interexchange Telecommunications Services in the State of Kentucky. In addition, enclosed is BNP's adoption notice, seeking to adopt in its entirety the existing tariff of Network Plus, Inc.

Also enclosed please find a duplicate of this filing. Please date stamp the duplicate and return it in the self-addressed, stamped envelope provided. If you have any questions, with regard to this filing, please do not hesitate to contact me at (202) 955-9669. Thank you for your kind assistance with this matter.

Sincerely,

Katherine E. Barker

Enclosures

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF KENTUCKY**

Notice of Intent By)
Broadview NP Acquisition Corp.)
d/b/a Broadview Net Plus)
To Transact the Business of an) Docket No. _____
Interexchange Services Provider)
within the State of Kentucky)

NOTICE OF INTENT TO PROVIDE SERVICE

In accordance with the Kentucky Public Service Commission's Order in Exemptions for Interexchange Carriers, Long Distance Resellers, Operator Service Providers and Customer-Owned, Coin-Operated Telephones, Administrative Case No. 359 (June 21, 1996), Broadview NP Acquisition Corp. d/b/a Broadview Net Plus ("BNP" or "Company") respectfully submits this Notice of Intent to Provide Resold Intrastate Interexchange services in the Commonwealth of Kentucky ("Notice").¹ In support of this Notice, BNP submits the following information:

I. NAME, ADDRESS, AND TELEPHONE NUMBER OF THE COMPANY

The name, address, and telephone number of the Company are:

Broadview NP Acquisition Corp. d/b/a Broadview Net Plus
59 Maiden Lane, 27th Floor
New York, NY 10038
Telephone: (212) 400-1000

¹ BNP is not yet providing regulated telecommunications services in any jurisdiction. BNP is in the process of acquiring the assets of Network Plus, Inc. An Application to the Commission for approval of this transfer will be filed under separate cover.

II. CERTIFICATE OF FORMATION

BNP is a privately held corporation formed under the laws of New York. Copies of the Company's Articles of Incorporation and Kentucky Certificate of Authority are appended hereto as *Exhibits A and B*, respectively.

III. CONTACTS

A. Customer Complaints

BNP has not yet completed implementation of its customer service operation; however, the Company is committed to providing its customers with seamlessly integrated customer service round the clock. For immediate personal assistance, customers may call 800-260-8766.

B. Corporate Contact

BNP's contact for regulatory issues is:

Ana Bataille
Manager, Regulatory Affairs
BVNPAC, inc. d/b/a Broadview Net Plus, Inc.
400 Horsham Road
Horsham, PA 19044
Telephone: (215) 293-8773
Facsimile: (215) 293-8750

BNP's contact for customer complaint issues is:

Cassandra Monroe
Regulatory Coordinator
BVPNAC, Inc. d/b/a Broadview Net Plus, Inc.
59 Maiden Lane, 27th Floor
New York, NY 10038
Telephone: (718) 947-8851
Facsimile: (212) 400-1150

C. Designated Contacts for Notice

The designated contacts for questions regarding this Notice are:

Katherine E. Barker
The KDW Group, LLC
1200 19th St., NW, Suite 500
Washington, DC 20036
Telephone: (202) 955-9669
Facsimile: (202) 955-9792

Ana Bataille
Manager, Regulatory Affairs
BVNPAC, inc. d/b/a Broadview Net Plus, Inc.
400 Horsham Road
Horsham, PA 19044
Telephone: (215) 293-8773
Facsimile: (215) 293-8750
Abataille@broadviewnet.com

IV. NOTARIZED STATEMENT

A notarized statement by an officer of BNP is appended hereto as *Exhibit C*. The company has not provided or collected for intrastate service in Kentucky prior to filing this Notice.

V. SERVICE TO AGGREGATORS

In the event that Company chooses to provide operator-assisted calling to its customers it will comply fully with the Commission's mandates in Administrative Case No. 330.

VI. PROPOSED TARIFF

BNP appends hereto as *Exhibit D* its adoption notice of the tariff for interexchange telecommunications service previously filed by Network Plus, Inc. This tariff notice is submitted to become effective thirty (30) days from the date of this filing.

Respectfully submitted,
Broadview NP Acquisition Corp.
d/b/a Broadview Net Plus

By: 

Katherine E. Barker
Attorney to Applicant

Dated: April 17, 2002

VERIFICATION

[Commonwealth/State] of _____ :

_____ : **ss.**

County of _____ :

Kenneth A. Shulman, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the Chief Technology Officer and Executive Vice President of Broadview NP Acquisition Corp. d/b/a Broadview Net Plus ("BNP");

That he is authorized to and does make this affidavit for BNP;

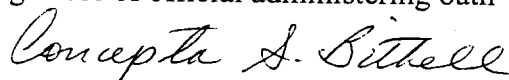
That the facts above set forth are true and correct to the best of his knowledge, information, and belief.



Kenneth A. Shulman

Sworn and subscribed before me this 10 day of 4, 2002.

Signature of official administering oath



My commission expires 9-6-2002

EXHIBIT A

ARTICLES OF INCORPORATION

CERTIFICATE OF INCORPORATION

OF

BROADVIEW NETWORKS FUNDING, INC.

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the General Corporation Law of the State of Delaware (the "GCL") does hereby certify that:

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

SECOND: The address of the Corporation's registered office in the State of Delaware, including street, number, city and county, is c/o The Corporation Trust Company, 1209 Orange Street, in the city of Wilmington, County of New Castle, 19801. The name of the Corporation's registered agent in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the GCL.

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

FIFTH:

(a) Stockholder Meetings; Keeping of Books and Records. Meetings of stockholders may be held within or outside the State of Delaware as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

(b) Special Stockholders Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or the Chairman of the Board, if one is elected, and shall be called by the Secretary at the direction of a majority of the Board of Directors, or at the request in writing of shareholders owning a majority in amount of the Common Stock of the Company issued and outstanding and entitled to vote.

(c) No Written Ballot. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

SIXTH: The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. In further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders, as the case may be, it is further provided:

(a) The directors shall have the power, subject to the terms and conditions of the By-laws of Corporation, to make, adopt, alter, amend, change, add to or repeal the By-laws of the Corporation.

(b) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH:

(a) Limits on Director Liability. The personal liability of directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of the GCL. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then by virtue of this Article SEVENTH the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

(b) Indemnification.

(1) The Corporation shall indemnify, in accordance with the By-laws of the Corporation and to the fullest extent permitted from time to time by the GCL or any other applicable laws as presently or hereafter in effect, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation, by reason of his acting as a director or officer of the Corporation (and the Corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation in any other capacity for or on behalf of the Corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the Corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding (or part thereof)

initiated by such person only if (i) such action, suit or proceeding (or part thereof) was authorized by the Board of Directors and (ii) the indemnification does not relate to any liability arising under Section 16(b) of the Securities Exchange Act of 1934, as amended, or any rules or regulations promulgated thereunder. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this paragraph (b) of ARTICLE SEVENTH shall be deemed to be a contract between the Corporation and each person referred to herein.

(2) If a claim under subdivision (1) of this paragraph (b) of Article SEVENTH is not paid in full by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where any undertaking required by the By-laws of the Corporation has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the GCL and subdivision (1) of this paragraph (b) of Article SEVENTH for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the GCL, nor an actual determination by the Corporation (including its Board of Directors, legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) Indemnification shall include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article SEVENTH, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

(c) Insurance. The Corporation shall have the power (but not the obligation) 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this ARTICLE SEVENTH or the GCL.

(d) Other Rights. The rights and authority conferred in this ARTICLE SEVENTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by-law, agreement, contract, vote of stockholders or disinterested directors or otherwise.

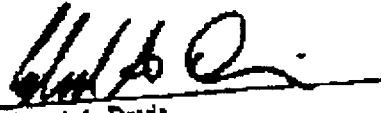
(e) Additional Indemnification. The Corporation may, by action of its Board of Directors, provide indemnification to such of the directors, officers, employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by the GCL.

(f) Effect of Amendments. Neither the amendment, change, alteration nor repeal of this ARTICLE SEVENTH, nor the adoption of any provision of this Certificate of Incorporation or the By-Laws of the Corporation, nor, to the fullest extent permitted by GCL, any modification of law, shall eliminate or reduce the effect of this ARTICLE SEVENTH or the rights or any protection afforded under this ARTICLE SEVENTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

EIGHTH: 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 stock holders herein are granted subject to this reservation.

NINTH: The Corporation elects not to be governed by Section 203 of the GCL.

IN WITNESS WHEREOF, the Incorporator has caused this Certificate of Incorporation
to be signed as of September 5, 2000.



Edward A. Davis
Sole Incorporator
Mayer, Brown & Platt
1675 Broadway
New York, NY 10019

1043701 1 98300 1704E 99369041

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** TOTAL PAGE .05 **
TOTAL P.05

**CERTIFICATE OF AMENDMENT
BEFORE THE ISSUANCE OF STOCK
TO THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS FUNDING, INC.
(Pursuant to Section 241)**

The undersigned, being the Sole Incorporator of Broadview Networks Funding, Inc., a Delaware corporation (the "Corporation"), hereby certifies on behalf of the Corporation as follows:

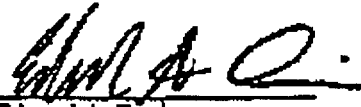
1. The name of the Corporation is Broadview Networks Funding, Inc. The Corporation's Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on September 5, 2000 (the "Certificate of Incorporation").

2. The Corporation has not yet received any payment for any of its stock and this Certificate has been duly authorized in accordance with Section 241 of the General Corporation Law of the State of Delaware.

3. The Certificate of Incorporation is hereby amended by deleting ARTICLE FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview NP Acquisition Corp.

IN WITNESS WHEREOF, this Certificate has been duly executed by the Sole Incorporator of the Corporation as of the 5th day of March, 2002.

By: 
 Edward A. Davis
 Sole Incorporator
 Mayer, Brown, Rowe & Maw
 1675 Broadway
 New York, NY 10019

17061426

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 05:00 PM 03/05/2002
 020150398 - 3283772

TOTAL P.02

EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY

TO BE LATE FILED

EXHIBIT C

NOTARIZED STATEMENT

VERIFICATION

STATE OF KENTUCKY:

Kenneth A. Shulman, Chief Technology Officer and Executive Vice President of Broadview NP Acquisition Corp. d/b/a Broadview Net Plus, being duly sworn according to law, deposes and says that:

The above named person is authorized to and does make this affidavit for said corporation; and

The Applicant has not provided or collected for intrastate service in Kentucky prior to the filing of a Notice of Intent with the Kentucky Public Service Commission.

By:



Name: Kenneth A. Shulman

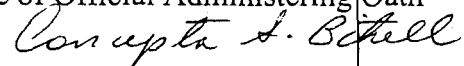
Title: CTO and Executive Vice President

Date: ___

In _____ County, _____

Sworn and subscribed to before me this 16 day of 4, 2002.

Signature of Official Administering Oath



My commission expires 9-6-2002

EXHIBIT D

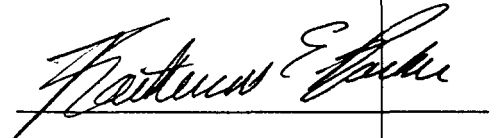
PROPOSED INTEREXCHANGE TELECOMMUNICATIONS SERVICE TARIFF

[ADOPTED]

ADOPTION NOTICE

The undersigned Broadview NP Acquisition Corp. d/b/a Broadview Net Plus of 59 Maiden Lane, New York, New York, 10038 hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and regulations for furnishing resold interexchange service between various locations in the Commonwealth of Kentucky, filed with the Public Service Commission of Kentucky by Network Plus, Inc. of 234 Copeland Street, Quincy, MA, 02169 and in effect on the _____ day of _____, 20____, the date on which the public service business of the said Network Plus, Inc. was taken over by it.

This notice is issued on the 17th day of April, 2002, in conformity with 807 KAR 5:011, Section 11, of the Regulations for the filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky.



By Katherine E. Barker, Esq.

Authorized by Ky.P.S.C. Order No. _____