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January 8, 1999

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VIA FEDERAL EXPRESS

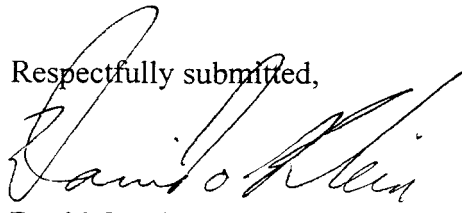
Ms. Helen C. Helton
Executive Director
Public Service Commission
730 Schenkel Lane
P.O. Box 615
Frankfurt, Kentucky 40602

Re: Eagle Communications, Inc.

Dear Director Helton:

The above-referenced corporation, pursuant to Order in Administrative Case No. 370, hereby submits one original and four (4) copies of its proposed local exchange tariff, together with its Articles of Incorporation, and requisite Intrastate Service Statement, in order to provide Competitive Local Exchange Carrier ("CLEC") services in the State of Kentucky. Eagle Communications, Inc. is located at 60 East 56th Street, New York, NY 10022. The Company's telephone number is (212) 758-3283 and its telecopier number is (212) 758-3453. The responsible contact person for customer complaints and regulatory issues is Ms. Lisa Syrianos.

Should you require any additional information, please contact me at your convenience.

Respectfully submitted,

David O. Klein

DOK:trd

CERTIFICATE OF INCORPORATION
OF
EAGLE COMMUNICATIONS, INC.

Filed by:

Bigman & Bigman, Esqs.
67-03 Roosevelt Avenue
Woodside, New York 11377

CERTIFICATE OF INCORPORATION

EAGLE COMMUNICATIONS, INC.

Under Section 402 of the Business Corporation Law.

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is EAGLE COMMUNICATIONS, INC.

SECOND: The purposes for which the corporation is formed are:

To engage in any lawful act or activity for which corporations may be organized under the business corporation law, provided that the corporation is not formed to engage in any act or activity which requires the act or approval of any state official, department, board, agency or other body without such approval or consent first being obtained.

To develop, experiment with, conduct research on, manufacture, produce, assemble, buy, rent or otherwise acquire, hold, own, use, install, equip, replace, maintain, service, process, reprocess, repair, remodel, recondition, import, export, sell, lease, market, distribute, transport or otherwise dispose of and generally to deal in and with, as contractor, subcontractor, principal, agent, commission merchant, broker, factor or any combination of the foregoing and at wholesale or retail or both, any and all kinds of telephones, telephone systems, parts, supplies, devices and accessories and all allied apparatus, systems, parts, supplies, tools, implements, raw materials, natural products, manufactured articles and products, and goods, wares, merchandise and tangible property of every kind, used or capable of being used for any purpose whatever. Nothing herein shall be deemed to authorize this corporation to act as a telephone/telegraph corporation as defined by the Transportation Corporation Law.

To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job,

enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, or in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

To acquire by purchase, subscription, underwriting or otherwise, and to own, hold for investment, or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every sort and description and wheresoever situated, including shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of any corporation or association, whether domestic or foreign, or of any firm or individual or of the United States or any state, territory or dependency of the United States or any foreign country, or any municipality or local authority within or without the United States, and also to issue in exchange therefor, stocks, bonds or other securities or evidences of indebtedness of this corporation and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends and income on or from such property and to possess and exercise in respect thereto all of the rights, powers and privileges of ownership, including all voting powers thereon.

To construct, build, purchase, lease or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of and turn to account, any and all plants, machinery, works, implements and things or property, real and personal, of every kind and description, incidental to, connected with, or suitable, necessary or convenient for any of the purposes enumerated herein, including all or any part or parts of the properties, assets, business and good will of any persons, firms, associations or corporations.

The powers, rights and privileges provided in this certificate are not to be deemed to be in limitation of similar, other or additional powers, rights and privileges granted or permitted to a corporation by the Business Corporation Law, it being intended that this corporation shall have all the rights, powers and privileges granted or permitted to a corporation by such statute.

THIRD: The office of the corporation is to be located in the County of New York, State of New York.

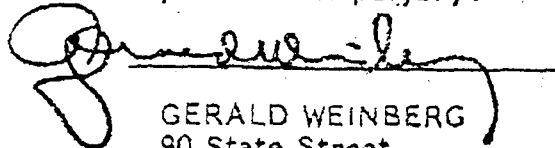
FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is Two Hundred (200), all of which shall be without par value.

FIFTH: 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 the corporation served on him is:

Bigman & Bigman, Esqs.
67-03 Roosevelt Avenue
Woodside, New York 11377

SIXTH: The personal liability of directors to the corporation or its shareholders for damages for any breach of duty in such capacity is hereby eliminated except that such personal liability shall not be eliminated if a judgement or other final adjudication adverse to such director establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the Business Corporation Law.

IN WITNESS WHEREOF, this certificate has been subscribed to this 26th day of May, 1988 by the undersigned who affirms that the statements made herein are true under penalties of perjury.




GERALD WEINBERG
90 State Street
Albany, New York

State of New York
Department of State

SS: 05945-0769

I hereby certify, that the certificate of incorporation of EAGLE COMMUNICATIONS, INC. was filed on 05/31/1988, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of July
one thousand nine hundred and
ninety-seven.


Special Deputy Secretary of State

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INTRASTATE SERVICE STATEMENT

I, Kent Charugundla, President of Eagle Communications, Inc., hereby affirm that Eagle Communications, Inc. has not provided or collected for intrastate service in Kentucky prior to filing the enclosed Notice of Intent to provide Competitive Local Exchange Carrier services in the State. Eagle Communications, Inc. does not seek to provide operator-assisted services to traffic aggregators as defined in Administrative Case No. 330.



Kent Charugundla

Sworn to before me this
7th day of January, 1999.



Notary Public

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973853
Qualified in New York County
Commission Expires Nov. 19, 2000