



Vectris

July 11, 2000

Via federal express
Mr. Martin Huelsman
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
PO Box 615
Frankfort, KY 40602

Re: Application of Vectris Telecom Inc. for Authority to provide Local
Telecommunications Service in the State of Kentucky

Dear Mr. Huelsman;

Please find enclosed one original and five copies of the above referenced application.

To evidence receipt of this filing, please date stamp the extra copy of this letter and return to me in the post paid enveloped provided.

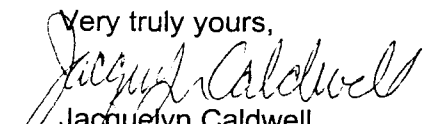
On July 14, 2000 Vectris will be moving its offices to a new location. As of July 17, 2000 our new corporate address will be:

6500 River Place Blvd.
Building No. 2, 2nd Floor
Austin, Texas 78730
main phone number 512-241-2800
main fax 512-281-2810

Direct dial numbers have not yet been released as they are subject to change.

Should you have any questions about this matter, please do not hesitate to contact me at 512-514-6098.

Very truly yours,


Jacquelyn Caldwell
Senior Regulatory Manager

5000 Plaza on the Lake, Ste. 305
Austin, Texas 78746
P (512) 732.7400
F (512) 732.7620
www.vectris.com

RECEIVED
JUL 12 2000
PUBLIC SERVICE
COMMISSION

05154800-0510
22251548-0505
9500
PENDING



Vectris

RECEIVED
JUL 12 2000
PUBLIC SERVICE
COMMISSION

July 7, 2000

Via federal express #

Martin Huelsmann, Executive Director
Public Service Commission of Kentucky
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40601

Re: Vectris Telecom, Inc.'s Notification of Intent to Provide Facilities-Based and Resold Local Exchange and Interexchange Services in the Commonwealth of Kentucky

Dear Mr. Huelsmann:

On behalf of Vectris Telecom, Inc. ("Vectris" or "Company"), enclosed for filing are an original and five (5) copies of this letter of intent, as well as Vectris' proposed tariff. In accordance with the Commission's Orders in Administrative Case No. 359 (dated June 12, 1996), Administrative Case No. 355 (dated September 26, 1996), and Administrative Case No. 370 (dated January 8, 1998), Vectris submits the following information:

1. Name, address, telephone number and fax number of the Company are as follows:

Vectris Telecom, Inc.
5000 Plaza on the Lake, Ste. 305
Austin, Texas 78746
Telephone: (512) 732-7400
Facsimile: (512) 514-6523

2. Vectris Telecom, Inc. is a corporation organized under the laws of the State of Delaware on November 18, 1999. A copy of Vectris' Articles of Incorporation and a copy of its Certificate of Authority to Transact Business in Kentucky are attached hereto at Exhibit A. Vectris is a wholly-owned subsidiary of Vectris Communications, Inc., a Delaware corporation.

Martin Huelsmann

July 7, 2000

Page 2

3. The name, address, telephone number and facsimile number of the responsible contact person for customer complaints and regulatory issues are as follows:

Jacquelyn Caldwell
Senior Regulatory Manager
5000 Plaza on the Lake, Ste. 305
Austin, Texas 78746
Telephone: (512) 514-6098
Facsimile: (512) 514-6523
E-mail: JaciCaldwell@vectris.com

Vectris' toll free number for customer inquiries or complaints is: (877) 630-9087.

4. Vectris has not provided nor collected for telecommunications service in Kentucky prior to filing this notice of intent. Please see notarized statement attached hereto at Exhibit B.
5. Vectris does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. Vectris seeks authority to provide resold and facilities-based competitive local exchange and interexchange telecommunications service throughout the State of Kentucky within all areas for which the Commission will grant such authority. Initially, Vectris will operate in the service area of BellSouth and GTE; however, Vectris seeks statewide authority so that in the future it may expand its service areas as market conditions may warrant. Applicant may supplement this service with other resold services provided by incumbent local exchange carriers, competitive local carriers, and/or interexchange carriers.

Initially, Vectris intends to provide data transmission services only, but requests authority to provide all forms of local and interexchange telecommunications services so that it may expand its service offerings to include voice services in the future.

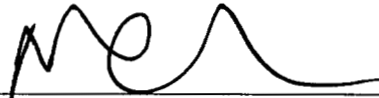
Vectris proposes to provide service through its own electronic equipment collocated at ILEC central offices, through the use of unbundled network elements leased from other certificated carriers, and/or through the resale of the services of other carriers. Vectris may later construct its own switching and transmission facilities as market conditions warrant. Vectris will deploy xDSL technology to provide high-speed, high quality data connections. Vectris plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. Vectris will establish a hub in each metropolitan area in which it provides service. The hub will be connected to Vectris' collocated facilities in the incumbent LEC's central offices via DS3 or OC3 interconnects.

Martin Huelsmann
July 7, 2000
Page 3

7. A copy of Vectris' proposed tariff is attached hereto as Exhibit C. The tariff has an effective date thirty (30) days from the date of this filing, which is consistent with the regulatory requirements set forth in the Commission's Order in Administrative Case No. 359, dated June 21, 1996.
8. Vectris will comply with Commission statutes and regulations unless specific exemptions are granted pursuant to KRS 278.512. Vectris will also obtain, and shall retain for one year, electronic or written evidence that each of its customers knowingly chose it as his or her carrier.

Please date-stamp the enclosed extra copy of this filing and return it to the undersigned in the attached self-addressed, stamped envelope. Should you have any questions, please do not hesitate to contact Jacquelyn Caldwell at (512) 514-6098.

Respectfully submitted,



M.C. Arendes, Jr.
Vice President and Secretary

Enclosures

EXHIBITS

- | | |
|-----------|--|
| Exhibit A | Articles of Incorporation and
Certificate of Authority to Transact Business in Kentucky |
| Exhibit B | Notarized Statement |
| Exhibit C | Proposed Tariff |

EXHIBIT A

**Articles of Incorporation
and Certificate of Authority to Transact Business in Kentucky**

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0496316.09



John Y. Brown III
Secretary of State
Received and Filed
06/16/2000 12:42 PM

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements: Fee Receipt \$90.00
dday - P101

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. The name of the corporation is Vectris Telecom, Inc.

3. The name of the corporation to be used in Kentucky is Vectris Telecom, Inc.
(If "real name" is unavailable for use)

4. Delaware is the state or country under whose law the corporation is incorporated.

5. 11/18/99 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is 5000 Plaza on the Lake, Suite 305 Austin TX 78746
Street City State Zip Code

7. The street address of the corporation's registered office in Kentucky is 421 West Main Street Frankfort KY 40601
Street City State Zip Code

and the name of the registered agent at that office is Corporation Service Company dba CSC-Lawyers Incorporating Service Company

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
President See attached list.
Vice President _____
Secretary _____
Treasurer _____
Directors _____

(Attach a continuation sheet, if necessary)

9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

Signature

M.C. Arendes, Jr., Secretary

Type or Print Name & Title

Date: May 26, 2000

Corporation Service Company

Lisa G. Mulligan

Type or print name of registered agent

consent to serve as the registered agent on behalf of the corporation.

Signature of Registered Agent

Lisa G. Mulligan, Asst. Vice President

Type or Print Name & Title

OFFICERS/ DIRECTORS RIDER

VECTRIS TELECOM, INC.

The business address for all of the Officers and Directors of Vectris Telecom, Inc. is 5000 Plaza on the Lake, Suite 305, Austin, Texas, 78746.

List of Officers

Name	Title
Carey M. Balzer	President
John Moshier	Vice President
Gordon Sitton	Vice President
Joe Samples	Vice President
Nancy Hayes	Vice President/Treasurer
M. C. Arendes, Jr.	Vice President/Secretary

List of Directors

Name	Term
Carey M. Balzer	November 18, 2000

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 "VECTRIS TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 2000.



3128610 8300

001271356

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0473052

DATE: 06-01-00

Office of the Secretary of State

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 AMENDMENT OF "CMB TELECOM, INC.", CHANGING ITS NAME FROM "CMB TELECOM, INC." TO "VECTRIS TELECOM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 4:30 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

3128610 8100

991510942

AUTHENTICATION:

0110269

DATE:

12-01-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CMB TELECOM, INC.**

CMB Telecom, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The name of the corporation is CMB Telecom, Inc.

SECOND: The date on which the original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware was November 18, 1999.

THIRD: The Board of Directors of the Company, acting in accordance with the provisions of Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend and restate Article One of the Company's Certificate of Incorporation to read in full as follows:

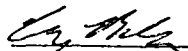
"The name of the Corporation is Vectris Telecom, Inc. (the "Corporation")."

FOURTH: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval and was approved by them in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[The remainder of this page is intentionally left blank.]


IN WITNESS WHEREOF, The Company has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President and attested to by its Secretary this ___ day of November, 1999.

CMB Telecom, Inc.



Carey Balzer
President

ATTEST:

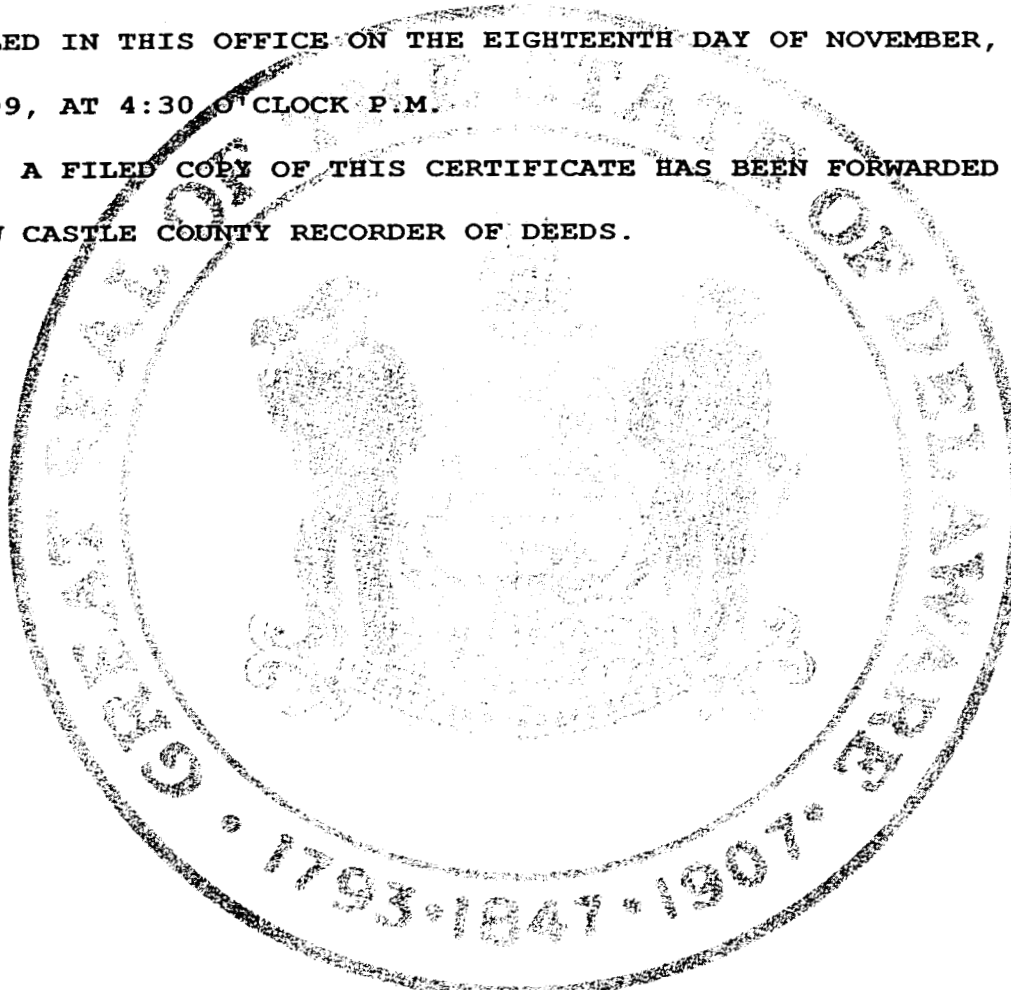


Carey Balzer
Secretary

Office of the Secretary of State

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 "CMB TELECOM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

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



3128610 8100

991495397

Edward J. Freel, Secretary of State

0093366

AUTHENTICATION:

DATE:

11-19-99

CERTIFICATE OF INCORPORATION
OF
CMB TELECOM, INC.

ARTICLE ONE

The name of the corporation is CMB Telecom, Inc. (the "Corporation").

ARTICLE TWO

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

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted 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.

ARTICLE FOUR

The Corporation shall be authorized to issue two classes of stock to be designated respectively "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have the authority to issue is three thousand (3,000); the total number of shares of Preferred Stock shall be one thousand (1000) and each such share shall have a par value of \$.001; and the total number of shares of Common Stock shall be two thousand (2,000) and each such share shall have a par value of \$.001.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, voting power, or other powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof.

ARTICLE FIVE

The name and mailing address of the sole incorporator is as follows: Alan Green, Gray Cary Ware & Freidenrich LLP, 100 Congress Avenue, Suite 1440, Austin, TX 78701-4042.

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE EIGHT

The initial Board of Directors shall consist of one (1) member, and the name and address of the individual who is to serve as director until the first annual meeting of the stockholders, or until his successor or successors are elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
Carey M. Balzer	3601 Tekoa Cove Austin, TX 78746

ARTICLE NINE

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept 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 Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE TEN

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE ELEVEN

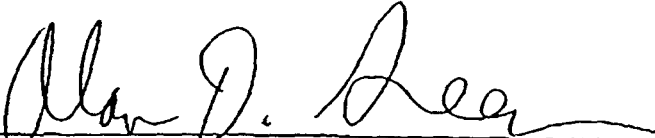
The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE TWELVE

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter

prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 18th day of November, 1999.



Alan Green, Incorporator

EXHIBIT B


Notarized Statement

NOTARIZED VERIFICATION

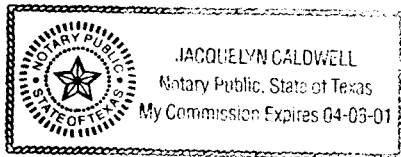
I, M.C. Arendes, Jr., being duly sworn, do hereby depose and state that:

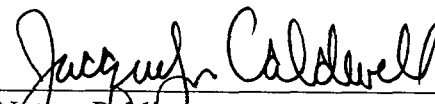
1. I am Vice President and Secretary of Vectris and am authorized to make this statement on Vectris' behalf.
2. Vectris has not provided nor collected for intrastate service in Kentucky prior to filing this application.

The foregoing statements are true and correct to the best of my knowledge, information and belief.


M.C. Arendes, Jr.
Vice President and Secretary
Vectris Telecom, Inc.

Subscribed and sworn to (or affirmed) before me this 1st day of July, 2000.




Notary Public

My Commission Expires: April 8, 2001

EXHIBIT C

Proposed Tariff