

DUPLICATE

ShawPittman LLP

A Limited Liability Partnership Including Professional Corporations

GLENN S. RICHARDS
(202) 663-8215
glenn.richards@shawpittman.com

August 4, 2004

RECEIVED

AUG 11 2004

PUBLIC SERVICE
COMMISSION

By Federal Express

Ms. Beth O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602-0615

05171100
0510

**Re: A.R.C. Networks, Inc.'s Notification of Intent to Provide Long
Distance Services Throughout the State of Kentucky**

Dear Ms. O'Donnell:

A.R.C. Networks Inc., d/b/a InfoHighway, by its counsel, hereby notifies the Commission of its intent to provide resold long distance services throughout the state of Kentucky. As required by the Order in Case No. 359, InfoHighway provides the following information:

1) Name and address of the company:

A.R.C. Networks, Inc. d/b/a InfoHighway
175 Pinelawn Road
Melville, NY 11747
631-249-1616 (phone)
631-249-1806 (facsimile)

2) A copy of the company's articles of incorporation is attached.

3) Name and address of the responsible contact for customer complaints and regulatory issues:

Paola Bulloch
Director, Regulatory Affairs
A.R.C. Networks Inc.
1333 Broadway
New York, NY 10018
212-566-6954 (phone)
212-695-9680 (facsimile)
pbulloch@infohighway.com

Ms. Beth O'Donnell
Page 2

4) Attached is a notarized statement concerning the company's operations in Kentucky prior to filing this notice of intent.

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

6) A copy of the company's proposed tariff is attached, with an effective date of 30 days from the date of filing.

Please contact the undersigned if you have any questions.

Sincerely,



Glenn S. Richards
Counsel for A.R.C. Networks, Inc.d/b/a
InfoHighway

Attachments

Document #: 1416746 v1

ATTACHMENT A

A.R.C. Network Inc.'s Articles of Incorporation

F980222000087

CERTIFICATE OF INCORPORATION
OF
A.R.C. NETWORKS CORP.

Under Section 402 of the Business Corporation Law

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the Corporation hereby being formed under the Business Corporation Law of the State of New York, DOES HEREBY CERTIFY THAT:

FIRST: A.R.C. NETWORKS CORP. shall be the name of the Corporation.

SECOND: The Corporation is formed for the following purposes:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporations Law. 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.

To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any State, county, municipal or other governmental body, including all boards, bureaus and agencies thereof.

To carry on any other activities necessary to, in connection with or incidental to the foregoing.

To exercise the powers, in furtherance of the corporate purposes, granted by the New York Business Corporation Law, including without limitation the powers enumerated in Section 202 thereof.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

THIRD: The office of the Corporation shall be located in the County of Suffolk and the State of New York.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 200 shares, no par value, all of which shall be of the same class and all of which hereby are designated as common stock. Each share of the common stock of the Corporation shall have one vote for all corporate purposes, with no cumulative voting rights. Each share of common stock shall have equal rights on dissolution, corporate distribution and for all other corporate purposes.

FIFTH: No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, at such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

SIXTH: The Secretary of State of the State of New York hereby is designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation 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 the Secretary of State, is c/o William J. Reilly, Esq., 396 Broadway, Suite 1001, New York, N.Y. 10013.

SEVENTH: The Corporation, to the fullest extent permitted by Sections 722, 723 and 724 of the New York Business Corporation Law, as the same may be amended and supplemented, shall indemnify any and all persons whom it shall have power to indemnify under said Sections from and against any and all of the expenses, liabilities or other matters referred to in, or covered by, said Sections. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on February 1, 1993 and affirms the contents thereof to be true under penalty of perjury:

William J. Reilly

William J. Reilly, Esq.

Incorporator

398 Broadway, Suite 1001

New York, N.Y. 10013

F980222000087

CERTIFICATE OF INCORPORATION
OF
A.R.C. NETWORKS CORP.

Incorporator: William J. Reilly, Esq.
396 Broadway, Suite 1001
New York, N.Y. 10013

Filed by: WILLIAM J. REILLY, ESQ.
396 Broadway, Suite 1001
New York, N.Y. 10013
(212) 219-9866

FEB 22 1 39 PM '93

FEB 22 9 22 AM '93

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 22 1993

TAX \$

10

BY:

Kc

Subb

980222000097

State of New York
Department of State } ss:

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on FEB 12 1996



Alexander F. Preschell
Secretary of State

FILING RECEIPT

Noted

CITY NAME : A.R.C. NETWORKS, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)
NAME

COUNTY: SUFF

SERVICE COMPANY : ** NO SERVICE COMPANY **

SERVICE CODE: 00

FILED: 04/10/1996 DURATION: ***** CASH #: 960410000592 FILM #: 96041000056

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEE	PAYMENTS
A.R.C. NETWORKS, INC.	60.00	60.00
1300 VETERANS MEMORIAL HWY.		
HAUPPAUGE, NY 11788		
	FILING : 60.00	CASH : 0.00
	TAX : 0.00	CHECK : 60.00
	CERT : 0.00	BILLED : 0.00
	COPIES : 0.00	
	HANDLING : 0.00	
		REFUND : 0.00

S-1025 (11/89)

LORRAINE M. BRUSS
Notary Public, State of New York
No. 4963922
Qualified in Suffolk County
Commission Expires March 19, 1998

Certificate of Amendment of the Certificate of Incorporation of

A.R.C. NETWORKS CORP.
under Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) *The name of the corporation is* A.R.C. NETWORKS CORP.

(2) *The certificate of incorporation was filed by the department of state on the* 22ND day
of FEBRUARY 19 93 .

(3) *The certificate of incorporation of this corporation is hereby amended to effect the following change**

THE CERTIFICATE OF INCORPORATION IS AMENDED TO CHANGE THE NAME OF THE CORPORATION. PARAGRAPH 1 OF THE CERTIFICATE OF INCORPORATION IS AMENDED TO READ AS FOLLOWS:

1. THE NAME OF THE CORPORATION IS A.R.C. NETWORKS, INC.

*Set forth the subject matter of each provision of the certificate of incorporation which is to be amended or eliminated and the full text of the provision(s), if any, which are to be substituted or added. If an amendment provides for a change of issued shares, the number and kind of shares changed, the number and kind of shares resulting from such change and the terms of change. If an amendment makes two or more such changes, a like statement shall be included in respect to each change.

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0587706.09

JDozier
P101

Trey Grayson
Secretary of State
Received and Filed
06/07/2004 1:44:17 PM
Fee Receipt: \$90.00

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:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is A.R.C. Networks, Inc.
- The name of the corporation to be used in Kentucky is _____
- New York is the state or country under whose law the corporation is incorporated.
(If "real name" is unavailable for use)
- 2/22/1993 is the date of incorporation and the period of duration is perpetual
- The street address of the corporation's principal office is
175 Pinelawn Road, Suite 408, Melville, NY 11747
Street City State Zip Code
- 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
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President Please see attached list
Vice President _____
Secretary _____
Treasurer _____
Directors Please see attached list

(Attach a continuation sheet, if necessary)

- 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.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: May 26, 2004
(Delayed effective date and/or time)

Francine Mambuca
Signature
Francine Mambuca, Treasurer
Type or Print Name & Title
Date: May 26, 2004, 2004

- Corporation Service Company, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

Carol K. Dolor
Signature of Registered Agent
Carol K. Dolor, Asst. V.P.
Type or Print Name & Title

**Directors and Officers of
A.R.C. Networks, Inc.**

1. Peter F. Parrinello, President and Director
1333 Broadway, Suite 1001
New York, NY 11747
2. Joseph A. Gregori, Chief Executive Officer and Director
175 Pinelawn Road, Suite 408
Melville, NY 11747
3. Edward Seidenberg, Vice President and Director
175 Pinelawn Road, Suite 408
Melville, NY 11747
4. Peter Karoczkai, Vice President, Sales and Marketing
1333 Broadway, Suite 1001
New York, NY 11747
5. Francine Mambuca, Treasurer, Controller and Assistant Secretary
175 Pinelawn Road, Suite 408
Melville, NY 11747
6. Lois Ciruolo, Assistant Secretary
175 Pinelawn Road, Suite 408
Melville, NY 11747

State of New York } ss:
Department of State

I hereby certify, that the Certificate of Incorporation of A.R.C. NETWORKS, INC. was filed on 02/22/1993, under the name of A.R.C. NETWORKS CORP., 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 a subsisting corporation.

A Certificate of Amendment A.R.C. NETWORKS CORP., changing its name to A.R.C. NETWORKS, INC., was filed 04/10/1996.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of June
two thousand and four.

A handwritten signature in black ink, appearing to read "Roy A. Denis", is written over a horizontal line.

Secretary of State

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

0587706.09
Trey Grayson
Secretary of State
Received and Filed
06/07/2004 1:44:17 PM
Fee Receipt: \$90.00

JDozier
P101



FRANKLIN COUNTY
A60 PG 167

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:

- 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 A.R.C. Networks, Inc.
- 3. The name of the corporation to be used in Kentucky is _____

- 4. New York is the state or country under whose law the corporation is incorporated.
- 5. 2/22/1993 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is
175 Pinelawn Road, Suite 408, Melville, NY 11747

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

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 Please see attached list
Vice President _____
Secretary _____
Treasurer _____
Directors Please see attached list

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: May 26, 2004

Francine Mambuca
Signature
Francine Mambuca, Treasurer
Type or Print Name & Title
Date: May 26, 2004, 2004

I, Corporation Service Company, consent to serve as the registered agent on behalf of the corporation.
Carol K. Dolor
Signature of Registered Agent
Carol K. Dolor, Asst. V.P.
Type or Print Name & Title

**Directors and Officers of
A.R.C. Networks, Inc.**

FRANKLIN COUNTY
A60 PG 168

1. Peter F. Parrinello, President and Director
1333 Broadway, Suite 1001
New York, NY 11747
2. Joseph A. Gregori, Chief Executive Officer and Director
175 Pinelawn Road, Suite 408
Melville, NY 11747
3. Edward Seidenberg, Vice President and Director
175 Pinelawn Road, Suite 408
Melville, NY 11747
4. Peter Karoczkai, Vice President, Sales and Marketing
1333 Broadway, Suite 1001
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5. Francine Mambuca, Treasurer, Controller and Assistant Secretary
175 Pinelawn Road, Suite 408
Melville, NY 11747
6. Lois Ciruolo, Assistant Secretary
175 Pinelawn Road, Suite 408
Melville, NY 11747

State of New York } ss:
Department of State

FRANKLIN COUNTY
A60 PG 169

I hereby certify, that the Certificate of Incorporation of A.R.C. NETWORKS, INC. was filed on 02/22/1993, under the name of A.R.C. NETWORKS CORP., 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 a subsisting corporation.

A Certificate of Amendment A.R.C. NETWORKS CORP., changing its name to A.R.C. NETWORKS, INC., was filed 04/10/1996.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 02nd day of June
two thousand and four.*

Secretary of State

200406030149 * 45

DOCUMENT NO: 269892
RECORDED ON: JUNE 07, 2004 02:40:06PM
TOTAL FEES: \$9.00
COUNTY CLERK: GUY ZEIGLER
COUNTY: FRANKLIN COUNTY CLERK
DEPUTY CLERK: SABRA HORNBECK
BOOK A60 PAGES 167 - 169

0587706.09

JDozier
C226

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

Trey Grayson
Secretary of State
Received and Filed
06/07/2004 1:47:17 PM
Fee Receipt: \$20.00



CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

InfoHighway

[Name under which the business will be conducted]

has been adopted by A.R.C. Networks, Inc.

[Real name - KRS 365.015(1)]

which is the "real name" of [YOU MUST CHECK ONE]

a Domestic General Partnership

a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

organized and existing in the state or country of New York, and whose address is

175 Pinelawn Road, Suite 408, Melville, NY 11747

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Francine Mambuca
Signature
Francine Mambuca, Treasurer
Print or type name and title
5/28/04
Date

Signature

Print or type name and title

Date

0587706.09

JDozier
C226

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

Trey Grayson
Secretary of State
Received and Filed
06/07/2004 1:47:17 PM
Fee Receipt: \$20.00



FRANKLIN COUNTY
AN4 Pg 741

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of
InfoHighway

[Name under which the business will be conducted]

has been adopted by A.R.C. Networks, Inc.

[Real name - KRS 365.015(1)]

which is the "real name" of [YOU MUST CHECK ONE]

- | | |
|--|---|
| <input type="checkbox"/> a Domestic General Partnership | <input type="checkbox"/> a Foreign General Partnership |
| <input type="checkbox"/> a Domestic Registered Limited Liability Partnership | <input type="checkbox"/> a Foreign Registered Limited Liability Partnership |
| <input type="checkbox"/> a Domestic Limited Partnership | <input type="checkbox"/> a Foreign Limited Partnership |
| <input type="checkbox"/> a Domestic Business Trust | <input type="checkbox"/> a Foreign Business Trust |
| <input type="checkbox"/> a Domestic Corporation | <input checked="" type="checkbox"/> a Foreign Corporation |
| <input type="checkbox"/> a Domestic Limited Liability Company | <input type="checkbox"/> a Foreign Limited Liability Company |
| <input type="checkbox"/> a Joint Venture | |

organized and existing in the state or country of New York, and whose address is
175 Pinelawn Road, Suite 408, Melville, NY 11747

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Francine Mambuca
Signature
Francine Mambuca, Treasurer
Print or type name and title
5/28/04
Date

Signature

Print or type name and title

Date

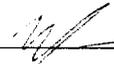
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RECORDED ON: JUNE 07, 2004 02:41:17PM
TOTAL FEES: \$9.00
COUNTY CLERK: GUY ZEIGLER
COUNTY: FRANKLIN COUNTY CLERK
DEPUTY CLERK: SABRA HORNBECK
BOOK ANA PAGES 741 - 741

Ms. Beth O'Donnell
Page 4

ATTACHMENT B

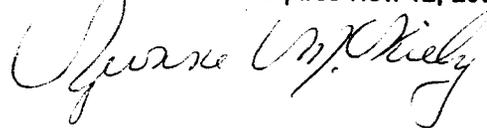
Notarized Statement of A.R.C. Networks Inc. Concerning Intrastate Operations

A.R.C. Networks, Inc. has provided intrastate services prior to the filing of this notice and it will credit customer accounts for all monies collected for intrastate service.



Name: Michael J. Kuzo
Title: CEO

YVONNE M. KIELY
Notary Public, State Of New York
No. 01K16083385
Qualified In Suffolk County
Commission Expires Nov. 12, 2008



TELECOMMUNICATIONS SERVICES

TITLE SHEET

KENTUCKY TELECOMMUNICATIONS TARIFF

This Tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by A.R.C. Networks, Inc. d/b/a InfoHighway (hereinafter "Carrier") with principal offices at 1333 Broadway, Suite 1001, New York, New York 10018.

This Tariff applies to services furnished within the state of Kentucky.

This Tariff is on file with the Kentucky Public Service Commission (the "Commission"), and copies may be inspected, during normal business hours, at Carrier's principal place of business.

Issued: August 10, 2004

Effective: September 10, 2004

By:
Paola Bulloch, Director, Regulatory Affairs
A.R.C. Networks, Inc. d/b/a InfoHighway
1333 Broadway, Suite 1001
New York, NY 10018