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August 30, 1999

FILED²

AUG 30 1999

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

Re: Steelville Long Distance Company, Inc., Application for interexchange
telecommunications authority, Case No. TA-2000-194.

Dear Mr. Roberts:

On August 27, 1999, we filed on behalf of Steelville Long Distance an application for authority to provide interexchange telecommunications services. At the time the application was filed, we had not yet received the certified copies of Steelville Long Distance's articles of incorporation from the Missouri Secretary of State. We stated that these documents would be filed as a late-filed exhibit. Marked as Exhibit A and attached to this letter for filing with the Commission is an original and fourteen (14) copies of a Certificate of Corporate Records from the Missouri Secretary of State along with a copy of the company's articles of incorporation and its certificate of incorporation. Would you please see that this filing is brought to the attention of the appropriate personnel so that it can be attached to the Application previously filed with the Commission.

Thank you in advance for your assistance in this matter.

Sincerely yours,

BRYDON, SWEARENGEN & ENGLAND P.C.

By:

Sandra Morgan

Sondra B. Morgan

Enclosures
cc: Office of Public Counsel
Mr. Marty Schell

Appendix A
Articles of Incorporation
Steelville Long Distance, Inc.

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

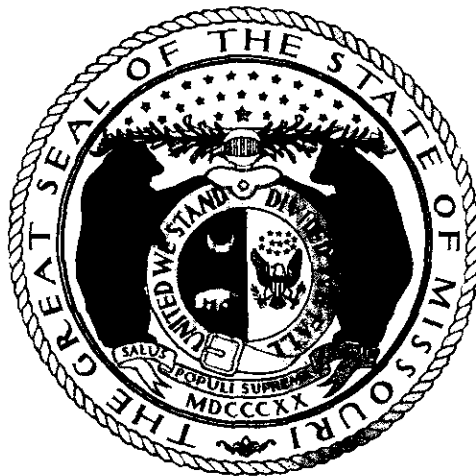
CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

STEELVILLE LONG DISTANCE COMPANY, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 27TH DAY OF AUGUST, 1999.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
STEELVILLE LONG DISTANCE COMPANY, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
11TH DAY OF AUGUST, 1999.

Rebecca McDowell Cook
Secretary of State



\$543.00

ARTICLES OF INCORPORATION

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

AUG 11 1999

SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY MO 65101

Rebecca M. Dowling
SECRETARY OF STATE

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is:

Steelville Long Distance Company, Inc.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: 102 South Second Street, Steelville, Missouri, 65565, and the name of its initial agent at such address is Donald A. Hale.

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be 200 shares, all of which shares shall be of one and the same class, that is, all of said shares shall be common shares with a par value of \$5,000.00 each.

There shall be no preferences, qualifications, limitations, restrictions, or special, relative or convertible rights in respect to any of said shares, other than as may specifically hereinafter be set forth in the resolution or resolutions providing for the issuance of such stock, adopted by the Board of Directors pursuant to these Articles of Incorporation. Said resolution or resolutions herein referred to, if adopted, may limit and restrict the right or power to pledge, sell or otherwise dispose of such share or shares so issued, and may provide for the involuntary acquisition of said share or shares by the corporation or other shareholders upon default by the shareholder or shareholders of certain obligations to the corporation.

ARTICLE FOUR

The preemptive rights of a shareholder to acquire additional shares is neither limited nor denied.

ARTICLE FIVE

The name and place of residence of each incorporator is as follows:

<u>NAME</u>	<u>STREET</u>	<u>CITY</u>
Steve West	17746 Hwy 19	Steelville MO 65565

ARTICLE SIX

The number of directors to constitute the Board of Directors is nine (9). The persons to constitute the first Board of Directors, together with their addresses, are as follows:

<u>NAME</u>	<u>STREET</u>	<u>CITY</u>
Robert L. Bell	Grand Avenue	Steelville MO 65565
Daniel W. Cape	211 Oak Street	Steelville MO 65565
James D. Cottrell	Highway 19	Cherryville MO 65446
Clyde L. Hayes	59 St. Joseph Street	Viburnum MO 65566
Shirley Hendrix	531 E Hwy 8	Steelville MO 65565
Jimmie L. Laney	50 Burley Ridge Road	Cook Station MO 65449
R. A. McInnis	313 Huzzah Creek Road	Steelville MO 65565
Martha F. Perkins	Kehner Road	Steelville MO 65565
Steve West	17746 Hwy 19	Steelville MO 65565

ARTICLE SEVEN

The duration of the corporation shall be perpetual.

ARTICLE EIGHT

The corporation is formed for the following purposes:

(a) To engage in the telecommunications business, including, but not limited to, the provision of IntraLATA and InterLATA long distance services.

(b) To carry on and conduct, either directly or through subsidiaries, any lawful business or businesses, and to do all things necessary or proper for the conduct of any businesses in which the corporation is now or may hereafter be engaged, and to operate, manage, supervise and control all or any part of the business and property of any corporation, association, firm, entity, individual or undertaking, domestic or foreign, and to take any part therein.

(c) To make, manufacture, organize, finance, manage, operate, purchase, sell, own, hold, store, exchange, rent, lease, service, repair, handle, or deal in or with in any other manner, either as a manufacturer, principal, agent, wholesaler, jobber, distributor or retailer, or in any other legal capacity, new and used articles, products, merchandise, supplies, and property of any and every description and class which is now or may become the subject to trade or commerce.

(d) To acquire by purchase, lease, or otherwise, to construct, assemble, own, hold, lease, rent, remodel, improve, reconstruct, mortgage, encumber, operate, manage, deal in and dispose of buildings, offices, factories, store rooms, warehouses, plants, garages, apartments and houses, with all improvements, machines, fixtures and equipment appurtenant or convenient thereto.

(e) To own, acquire, buy, sell, lease, rent, remodel, improve, reconstruct, mortgage, and otherwise encumber real estate, whether improved or unimproved, and any interest of any kind whatsoever therein, and to own, hold, deal in and dispose of such property, whether real, personal or mixed.

(f) To acquire the good will, business, rights and property of any person, firm, association or corporation, and to pay for the same in cash, property, stocks, notes or otherwise; to hold and enjoy or in any manner to dispose of the whole or any part of the property, assets and rights so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all powers necessary or convenient in and about the conduct and management of such business.

(g) To sell and convey, mortgage, pledge, lease and otherwise dispose of all or any part of its property and assets.

(h) To acquire, deal in, purchase, own, hold, lease, rent, mortgage, develop, exploit, encumber and dispose of mineral rights or royalty interests of any kind, either as a principal, agent, or in any other real capacity.

(i) To acquire, own, hold, enjoy, use and dispose of patents and patent rights, trademarks and trade names, copyrights, licenses, franchises, permits and other evidences of lawful authority or agency in aid of or as incident to the transaction of the business of the corporation and the accomplishment of its objects and purposes.

(j) To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, execute, issue, sell, pledge or otherwise dispose of bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.

(k) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of, and otherwise use and deal in and with, shares of capital stock, bonds, securities, evidences of indebtedness, or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals.

(l) To purchase, acquire, hold, sell, transfer and redeem shares of its own capital stock, whenever and to the extent permitted by law.

(m) To invest its surplus funds from time to time and to lend money, and to take and hold, if desired, real and personal property as security for the payment of funds so invested or loaned.

(n) To conduct its business, carry on its operations and maintain offices and places of business within and without the State of Missouri.

(o) To do all of the things hereinbefore enumerated and to enjoy all rights and powers hereinbefore set forth to the extent permitted by the Constitution and laws of the State of Missouri, and by the laws of any other state into which the corporation may from time to time extend its business activities, and consistent therewith to do any and all things necessary or incident to the carrying out of its lawful corporate purposes and powers, and to have, possess and enjoy all rights and powers which may nor or at any time hereafter be lawfully granted to, or exercised by a corporation of this character.

The foregoing clauses shall be construed both as to objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

It is the intention that the purposes, objects and powers specified in this Article Eight, and all subdivisions thereof, shall in nowise be limited or restricted by reference to or inference of the terms of any other clause or paragraph of this Article, and that each of the purposes, objects and powers specified in this Article Eight shall be regarded as independent purposes, objects and powers.

ARTICLE NINE

The Board of Directors shall have power to adopt, repeal or amend the bylaws of this Corporation and to adopt new or additional bylaws, subject, however, to the paramount right of the shareholders to limit or divest such power of the Board of Directors, and to assume such power, to the exclusion of the Board of Directors, to such extent and for such periods as the shareholders at any regular or special meeting shall determine. The Board of Directors of the corporation is expressly vested by these Articles of Incorporation with the authority to, by resolution, provide for the issuance of stock of the corporation upon qualifications, limitations and restrictions as may hereafter be determined by the Board of Directors pursuant to resolution prior to issuance of such stock.

ARTICLE TEN

No contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any of the directors or officers of this corporation are interested in or are members, shareholders, directors or officers of such other firm or corporation; and any director or officer of this corporation may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested and no such contract shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any wise interested.

ARTICLE ELEVEN

Each person who at any time is, or shall have been, a director or officer of the corporation, and who is made 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, by reason of the fact that such person is, or was, a director or officer of the corporation, or served at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or

other enterprise, shall be indemnified by the corporation against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such director or officer in connection with any such action, suit or proceeding, to the full extent permitted from time to time by the laws of the State of Missouri. The foregoing right of indemnification shall in no way exclude any other rights of indemnification to which any such director or officer may be entitled, under any bylaw, agreement, vote of shareholders or directors or otherwise. All rights of indemnification hereunder shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

IN WITNESS WHEREOF, we have hereunto set our hands to these Articles of Incorporation on the day and year set forth opposite our respective signatures hereinafter affixed.

7-30-99
(Date)

Steve West
Steve West

STATE OF MISSOURI)
) SS
COUNTY OF CRAWFORD)

I, Shirley Hendrix , a notary public, do hereby certify that on the 30th day of July, 1999, personally appeared before me Steve West, who being by me first duly sworn, declared that he is the person who signed the above and foregoing document as incorporator, and that the statements therein contained are true.

Shirley Hendrix
Shirley Hendrix - Notary Public

My term expires: July 17, 2002

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

AUG 11 1999

Rebecca McDonald Cook
SECRETARY OF STATE