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September 2, 1999

FILED

SEP 3 1999

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
Room 530
Truman State Office Building
Jefferson City Missouri 65101

Missouri Public
Service Commission

Re: **Name Change of ACI Corp. to Rhythms Links Inc.**

Dear Secretary Roberts:

TO - 2000 - 212

On August 17, 1999, we submitted to the Commission information as to a name change for ACI Corp. to Rhythms Links Inc. Our submission was returned for the reason that we did not provide an adoption notice and title page.

Please be advised that ACI Corp. has not yet filed its tariff. The revised title page requested is part of a tariff submission. Since the tariff has not yet been filed, there would be no title page thus no revision to submit. However, the tariff, when filed, will show the new corporate name, Rhythms Links Inc. We are enclosing an Adoption Notice which, of course, is also part of a tariff submission, but is submitted to give the Commission information needed to document this name change.

Also enclosed is a copy of ACI's Amended Certificate of Authority from the Missouri Secretary of State dated July 19, 1999, showing the new name, Rhythms Links Inc.

If you have any questions, please contact my paralegal, Susan Kliethermes at 893-4336 or me.

Sincerely,

LATHROP & GAGE L.C.

By 
Kurt U. Schaefer

Enclosures

ADOPTION NOTICE

ACI Corp., a Delaware corporation authorized to do business in the State of Missouri, was granted an order from the Commission dated June 10, 1999, to provide basic local non-switched local exchange and interexchange certificate of service authority. Effective July 19, 1999, ACI Corp. filed with the Missouri Secretary of State an Application for an Amended Certificate of Authority for a Foreign Corporation, changing its name from ACI Corp. to Rhythms Links Inc.

Rhythms Links Inc. hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities or other instruments whatsoever, filed with the Commission of the State of Missouri by it.

By this notice, Rhythms Links Inc. also adopts and ratifies all supplements or amendments to any of the above schedules, etc., which it has heretofore filed with said Commission.

Issued:

Effective:

**By: Catherine A. Hapka, President and CEO
Rhythms Links Inc.
7337 South Revere
Englewood, Colorado 80112**

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
 AMENDED CERTIFICATE OF AUTHORITY
 OF A FOREIGN CORPORATION

WHEREAS,

RHYTHMS LINKS INC.

FORMERLY,

ACI CORP.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND NOW IN EXISTENCE, AND IN GOOD STANDING IN SAID STATE, AND QUALIFIED TO TRANSACT BUSINESS IN MISSOURI HAS DELIVERED TO ME, DULY AUTHENTICATED EVIDENCE OF AN AMENDMENT TO ITS ARTICLES OF INCORPORATION AS PROVIDED BY LAW, AND HAS, IN ALL RESPECTS, COMPLIED WITH THE REQUIREMENTS OF THE THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI, GOVERNING AMENDMENTS TO THE ARTICLES OF INCORPORATION OF FOREIGN CORPORATIONS AND IN ACCORDANCE THEREWITH ISSUE THIS CERTIFICATE OF AMENDMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 19TH DAY OF JULY, 1999

Rebecca McDowell Cook
 Secretary of State



\$25.00



State of Missouri
Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division **FILED**
AND AMENDED CERTIFICATE
AUTHORITY ISSUED

Application for an Amended Certificate of
Authority for a Foreign Corporation

JUL 19 1999

(Submit in duplicate with filing fee of \$25.00)

Rebecca McDowell Cook
SECRETARY OF STATE

The below corporation, relating to amending its certificate of authority of Foreign Corporation, does hereby state:

- 1) Its name is: ACI Corp.
and is incorporated in the State of: Delaware ; and it was qualified
in the State of Missouri on May 1, 1998
(month/day/year)
- 2) By appropriate corporate action on: _____, the corporation:
(month/day/year)
 - (1) Changed its corporate name to: Rhythms Links Inc.
Name it will use in Missouri if new name not available: _____
 - (2) Changed its period of duration to: No Change
 - (3) Changed the state or country of its incorporation to: _____
- 3) There is attached hereto a Certificate of the Secretary of State of the State of Delaware
relating to the amendment(s), set forth in item 2 above and showing that the Corporation is in existence
and in good standing in said State.
- 4) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you
indicate a future date, as follows: N/A
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereon, the facts stated above are true.

Eric Geis

(Authorized signature of officer or chairman of the board)

Secretary

(Title)

7/12/99

(Date of signature)

Eric Geis

Attached is a current certificate attesting to the change, duly authenticated by the secretary of state
or other official having custody of corporate records in the state or country of incorporation.

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 "ACI CORP.", CHANGING ITS NAME FROM "ACI CORP." TO "RHYTHMS LINKS INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 1999, AT 2 O'CLOCK P.M.

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



2860743 8100

991274671


Edward J. Freel, Secretary of State

AUTHENTICATION:

9848406

DATE:

07-06-99

AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
ACI CORP.,
a Delaware Corporation

ACI CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That a resolution was duly adopted by the Company's Board of Directors setting forth a proposed amendment to the Company's Certificate of Incorporation as filed on February 18, 1998 with the Secretary of State of the State of Delaware, and declaring such amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Company's Certificate of Incorporation be amended to change Article I thereof so that, as amended, such Article shall read in its entirety as follows:

"The name of the corporation is Rhythms Links Inc."

SECOND: That, thereafter, the Company's sole stockholder approved the amendment by written consent in accordance with Section 228 of the Delaware General Corporation Law.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

FOURTH: That the capital of the Company shall not be reduced under or by reason of such amendment.

IN WITNESS WHEREOF, said ACI Corp., has caused this certificate to be signed by
Catherine Hapka, its President and Chief Executive Officer, on this 1st day of July, 1999.

Catherine M. Hapka
Catherine Hapka, President and Chief
Executive Officer