

FISCHER & DORITY
PROFESSIONAL CORPORATION

James M. Fischer
Larry W. Dority

Attorneys at Law
Regulatory & Governmental Consultants

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Jefferson City, MO 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383

April 26, 2000

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

FILED²

APR 26 2000

Missouri Public
Service Commission
TA-2000-685

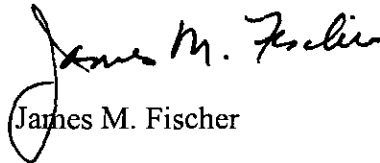
RE: *In the matter of the Application of Fidelity Networks, Inc. for a Certificate of Service Authority to Provide Competitive Intrastate, Interexchange and Non-switched Local Exchange Telecommunications Service in the State of Missouri*

Dear Mr. Roberts:

Enclosed are the original and fourteen (14) copies of the Application of Fidelity Networks, Inc. for filing in the above-referenced matter. A copy of the foregoing Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
Enclosures

cc: Office of the Public Counsel

200000974

FILED²

APR 26 2000

Missouri Public Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

In the matter of the Application of Fidelity Networks, Inc.)
for a Certificate of Service Authority to Provide)
Competitive Intrastate, Interexchange and Non-switched)
Local Exchange Telecommunications Service in the)
State of Missouri.)

Case No. TA-2000-685

APPLICATION

COMES NOW Fidelity Networks, Inc. ("FNI"), by and through its counsel, and requests a Certificate of Service Authority to provide competitive intrastate, interexchange and dedicated, non-switched local exchange telecommunications services between and among locations within the state of Missouri pursuant to Section 392.410, RSMo 1994,¹ and 4 CSR 240-2.060(4). In support of its request, FNI provides the following information:

1. FNI is a corporation organized under the laws of Missouri. Its principal office is located at:

Fidelity Networks, Inc.
64 North Clark
Sullivan, Missouri 63080
Contact: John Colbert
Telephone: (573) 468-1218

A copy of FNI's Articles of Incorporation and Certificate of Incorporation are attached hereto as Exhibit I and incorporated herein by reference. FNI is a separate subsidiary of Fidelity Communications Company and is structurally separated from its sister company Fidelity Telephone Company.

¹ All statutory references are to Revised Statutes of Missouri 1994, unless otherwise noted.

2. FNI proposes to provide direct One Plus, 800, debit card and travel card services as well as non-switched local exchange service throughout the state of Missouri. FNI's rates are competitive with the rates of other interexchange carriers providing similar services, including AT&T, MCI and Sprint. Intrastate services will be provided in conjunction with interstate services. FNI will provide its service within the state of Missouri and to other points within the United States.

3. FNI intends to provide resold interLATA and intraLATA interexchange telecommunications service to customers between points within Missouri. Service is provided twenty-four hours a day, seven days a week. One Plus service is offered to business and residential customers for presubscribed interLATA calls and intraLATA calls. Discounted prices are available for volume commitments. FNI will pass all operator calls to its underlying carrier.

4. FNI's tariff containing the rules and regulations applicable to its customers, a description of services offered, and a list of rates associated with such services, is being simultaneously filed with this Application, and has a forty-five (45) day effective date.

5. FNI requests classification as a competitive telecommunications company operating within the state of Missouri. FNI further requests classification of services described in FNI's tariff as competitive services.

6. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to Section 392.200.

7. Applicant, pursuant to Section 386.570, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

8. FNI also respectfully requests, pursuant to Section 392.420, that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the Applicant:

- 4 CSR 240-10.020 - Depreciation and income
- 4 CSR 240-30.010(2)(C) - Posting of exchange rates at central operating offices
- 4 CSR 240-30.040 - Uniform system of accounts
- 4 CSR 240-33.030 - Minimum charge rules

- Section 392.210.2 - Establish uniform system of accounts for annual reports
- Section 392.240(1) - Rates – reasonable average return on investment
- Section 392.270 - Property valuation
- Section 392.280 - Depreciation rates
- Section 392.290 - Issuance of securities
- Section 392.300.2 - Acquisition of stock
- Section 392.310 - Issuance of stocks and debt
- Section 392.320 - Stock dividend payment
- Section 392.330 - Issuance of securities, debt, and notes
- Section 392.340 - Reorganization(s)

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

9. Correspondence or communications pertaining to this application should be addressed to:

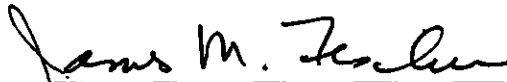
James M. Fischer
Fischer & Dority, P.C.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Fax: (573) 636-0383

and

Sheldon K. Stock
Greensfelder, Hemker & Gale, P.C.
10 South Broadway, Suite 2000
St. Louis, Missouri 63102

WHEREFORE, Fidelity Networks, Inc. respectfully requests the Commission to grant it a certificate of authority to offer intrastate, interexchange and non-switched local exchange telecommunications service to the public in the state of Missouri, an order classifying it as a competitive telecommunications company providing competitive service, an order waiving the above-referenced statutory and regulatory provisions, and for such further orders as the Commission deems appropriate.

Respectfully submitted,



James M. Fischer, Esq. MBN 27543
FISCHER & DORITY, P.C.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

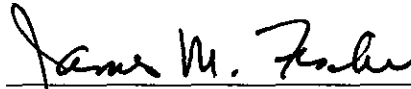
Sheldon K. Stock, Esq. MBN 18581
GREENSFELDER, HEMKER & GALE, P.C.
10 South Broadway, Suite 2000
St. Louis MO 63102
Telephone: (314) 241-9090
Facsimile: (314) 241-8624

ATTORNEYS FOR APPLICANT

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, U.S. Mail, First Class, postage prepaid, this _____ day of April 2000, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

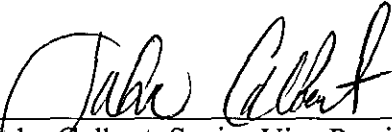


James M. Fischer

VERIFICATION

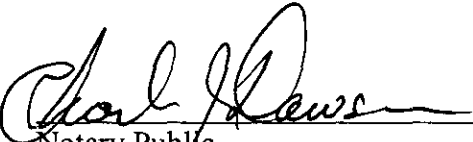
STATE OF MISSOURI)
) ss.
COUNTY OF FRANKLIN)

I, John Colbert, first being duly sworn upon oath depose and say I am Senior Vice President-Finance of Fidelity Networks, Inc., a Missouri Corporation; that I have read the above and foregoing Application by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.



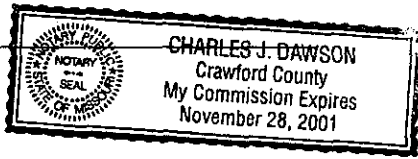
John Colbert, Senior Vice President-Finance
Fidelity Networks, Inc.

Subscribed and sworn to before me this 7th day of April 2000.



Notary Public

My Commission Expires: _____




CERTIFICATE OF SECRETARY

OF

FIDELITY NETWORKS, INC.

I, Sheldon K. Stock, Assistant Secretary of Fidelity Networks, Inc., hereby certify that the attached is a true and complete copy of the Certificate of Incorporation of Fidelity Mobile Systems, Inc., having been filed with the Office of Secretary of State of Missouri on August 17, 1990, and the Certificate of Amendment amending the name of the corporation to Fidelity Networks, Inc. as filed with the Office of Secretary of State of Missouri on October 17, 1996, and that said Articles of Incorporation have not been otherwise modified and are presently in full force and effect as of this 24th day of April, 2000.

IN WITNESS WHEREOF, Sheldon K. Stock, as Assistant Secretary of Fidelity Networks, Inc., has executed this instrument this 24th day of April, 2000.


Sheldon K. Stock, Assistant Secretary

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

FIDELITY NETWORKS, INC.

FORMERLY,

FIDELITY MOBILE SYSTEMS, INC.

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS DELIVERED TO ME A CERTIFICATE OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE GENERAL BUSINESS CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 17TH DAY OF OCTOBER, 1996.

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

Amendment of Articles of Incorporation

(To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is Fidelity Mobile Systems, Inc.

The name under which it was originally organized was Fidelity Mobile Systems, Inc.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on August 7,
19 96

3. Article Number One is amended to read as follows:

ARTICLE ONE

The name of the corporation is Fidelity
Networks, Inc.

(If more than one article is to be amended or more space is needed attach fly sheet.)

4. Of the 100 shares outstanding, 100 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<i>Class</i>	<i>Number of Outstanding Shares</i>
Common	100

5. The number of shares voted for and against the amendment was as follows:

<i>Class</i>	<i>No. Voted For</i>	<i>No. Voted Against</i>
Common	100	0

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

N/A

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

N/A

IN WITNESS WHEREOF, the undersigned,

John T. Davis

President or

has executed this instrument and it

Vice President

Asst. Secy

Secretary or Assistant Secretary

has affixed its corporate seal hereto and

attested said seal on the

10th

day of

October

, 19 96

Fidelity Mobile Systems

Place
CORPORATE SEAL

Here

(If no seal, state "None.")

FIDELITY MOBILE SYSTEMS, INC.

Name of Corporation

ATTEST:

Sheldon K. Stock

Secretary or Assistant Secretary

Sheldon K. Stock

By

John T. Davis

President or Vice President

John T. Davis

FILED AND CERTIFICATE
ISSUED

OCT 17 1996

State of Missouri

County of St. Louis } ss.

I,

Debra J. Spaethe

Rebecca McDowell Cook
SECRETARY OF STATE

, a Notary Public, do hereby certify that

on this 10th day of October, 19 96, personally appeared before me

John T. Davis

who, being by me first duly sworn

declared that he is the President

of Fidelity Mobile Systems, Inc.

that he signed the foregoing documents as President of the corporation, and that the

statements therein contained are true.

(Notarial Seal)

DEBRA J SPAETHE
NOTARY PUBLIC — NOTARY SEAL
STATE OF MISSOURI
ST LOUIS COUNTY
MY COMMISSION EXP JUNE 5, 1999

Debra J. Spaethe
Notary Public

My commission expires

June 5, 1999

STATE OF MISSOURI



ROY D. BLUNT
SECRETARY OF STATE

CORPORATION DIVISION

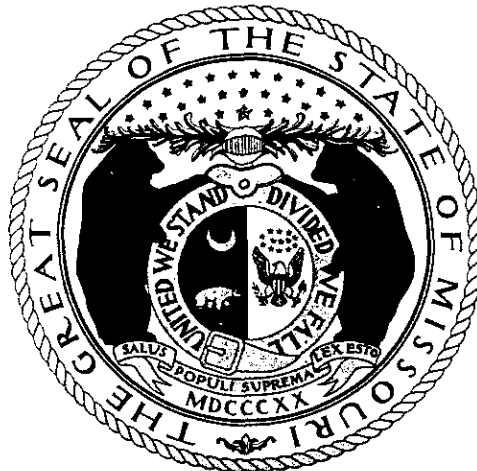
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF FIDELITY MOBILE SYSTEMS, INC.

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

NOW, THEREFORE, I, ROY D. BLUNT, 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 17TH DAY OF AUGUST, 1990.



Roy D. Blunt
Secretary of State

\$53.00

ARTICLES OF INCORPORATION

AUG 17 1990

OF

FIDELITY MOBILE SYSTEMS, INC.

Roy D. Blunt

I, the undersigned, being a natural person of the age of eighteen (18) years or more, for the purpose of forming a corporation under "The General and Business Corporation Law of Missouri", do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Fidelity Mobile Systems, Inc.

ARTICLE TWO

The address of its initial registered office in the State of Missouri is 64 North Clark, Sullivan, Missouri 63080 and the name of its initial registered agent at such address is John T. Davis.

ARTICLE THREE

The aggregate number of shares which the corporation shall have authority to issue is Thirty Thousand (30,000) shares, all of a par value of One Dollar (\$1.00) per share.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows: None.

ARTICLE FOUR

No holder of any shares of stock of the corporation, whether now or hereafter authorized or outstanding, shall have any preemptive or preferential right of any kind to acquire, subscribe for or have offered to him any shares of stock or any other securities of the corporation, whether such stock or other securities are now or hereafter authorized or issued.

ARTICLE FIVE

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

<u>NAME</u>	<u>RESIDENCE</u>
Sheldon K. Stock	7120 Wydown Boulevard St. Louis, Missouri 63105

ARTICLE SIX

The number of directors to constitute the first Board of Directors shall be five (5). Thereafter the number of Directors to constitute the Board of Directors of the corporation shall be as fixed by, or as determined in the manner provided in, the Bylaws of the corporation. Any change in such number shall be reported to the secretary of State of Missouri within thirty (30) days after such change becomes effective.

ARTICLE SEVEN

The duration of the corporation is PERPETUAL.

ARTICLE EIGHT

The corporation is formed for the following purposes:

To design, develop, experiment with, manufacture, assemble, install, repair, purchase, or otherwise acquire, sell, operate, manage and maintain in any manner and provide cellular telecommunication services of all types and in all areas permitted by law and including the sale or lease of all related equipment, apparatus, instruments, devices, machines and accessories thereto, and such other equipment and devices of all kinds for transmitting, conducting and receiving sound by any method or process now in use or hereafter discovered or which may be advantageously dealt in by the corporation in connection therewith:

To purchase, acquire, rent, manage, lease, sell and otherwise deal with and in real and personal property of every kind and description,

wherever situated, including, but not by way of limitation, profits, concessions, rights, franchises, licenses, privileges, processes, trademarks, formulae, copyrights, and patents, for its own account and for the account of others, and furthermore to purchase, sell, mortgage, lease, take in exchange or trade, rent and otherwise to acquire, hold and generally deal in real estate, improved and unimproved, either within or without the State of Missouri, and any interest or estate therein or appurtenant thereto including leaseholds, easements, rights-of-way, reversions, remainders, leases, tax liens or other estates created by State or Municipal authority for the purpose of buying, satisfying or otherwise discharging unpaid taxes; to own, hold, operate, improve, develop, manage, sell, exchange and build, alter, decorate, furnish, own, lease, operate, manage and maintain office buildings, factories, plants, shops, warehouses, offices, stores, garages, theaters, hotels, apartment buildings, houses and dwellings of any and all kinds and to conduct a general real estate and construction business, together with allied and interdependent lines of business connected with said real estate and construction business;

To manufacture, make, convert, buy or otherwise acquire, hold, sell, market, merchandise, distribute, warehouse, import, export, job and otherwise deal in either as principal or agent, upon commission or otherwise, at wholesale and retail, all such goods, wares, merchandise and property of every class and description as the corporation may see fit;

To buy, sell, own, operate, hire and lease trucks, conveyances, machinery, tools and equipment of any and all types;

To buy, sell, trade, acquire, dispose of, pledge, encumber and otherwise deal in stocks, bonds and securities of every nature, and evidences of indebtedness, on margin or otherwise, created by any other corporation or corporations of the State of Missouri or of any other state, the District of Columbia, country, nation or government, and to buy, sell, trade, acquire, dispose of, pledge, encumber and otherwise deal in commodities of every nature and contracts for the future delivery of commodities

of every nature, on margin or otherwise, and while owner of said stocks, bonds, securities, evidences of indebtedness, commodities and contracts for the future delivery of commodities, to exercise all the rights, powers and privileges of ownership, including the right to vote therefor as the corporation may from time to time find to be for its advantage or in furtherance of its purposes, and to conduct all such business in the State of Missouri and all other states, the District of Columbia and territories of the United States and any foreign countries where the same can be done without violating the laws of such states, territories or foreign countries;

To borrow money and contract debts and issue and dispose of its notes or other obligations or evidences of indebtedness for any amount so borrowed, and to mortgage and pledge its property and franchises to secure the payment of such obligations and of any debts so contracted;

To conduct business in the State of Missouri and in all other States, the District of Columbia, the territories, possessions and dependencies of the United States, and in any and all foreign countries; and to have one or more offices outside the State of Missouri;

To purchase or otherwise acquire or obtain, hold, own, possess, sell, transfer, assign, convey or otherwise dispose of and deal in shares of its own capital stock, and the shares of the capital stock of any other corporation, but only to the extent and in the manner now or hereafter provided by law, provided that shares of its own capital stock belonging to the corporation shall not be voted by the corporation;

To carry on any other lawful business or operation deemed advantageous or desirable, and to do any and every thing incidental to, growing out of or germane to any of the foregoing powers or objects, either for itself or as agent for any person, firm or corporation, either alone or in association with other corporations, or with any firm or individual, and to have and exercise all of the powers and rights conferred by the laws of the State of Missouri upon corporations formed under the law hereinabove referred to, and all acts amendatory thereof and supplemental thereto, it being expressly provided that the foregoing

clauses shall be construed both as objects and powers, and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Missouri, and that the foregoing enumeration of specific powers and objects shall not be held to alter or restrict in any manner the general powers of this corporation.

ARTICLE NINE

The Board of Directors shall have power to adopt, repeal, or amend the Bylaws of the corporation and to adopt new or additional Bylaws, subject to the paramount right of the shareholders to limit or divest such power and to assume such power to the exclusion of the Board of Directors as the shareholders may determine.

ARTICLE TEN

The corporation shall indemnify all its directors and officers as permitted by The General and Business Corporation law of Missouri, as amended.

IN WITNESS WHEREOF, I, the incorporator, have hereunto set my hand this 17th day of August, 1990.

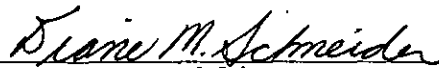

Sheldon K. **FILED AND CERTIFICATE OF INCORPORATION ISSUED**

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

AUG 17 1990

I, Diane M. Schneider, a Notary Public, do hereby ^{*Roy D. Blunt*} certify that on this 17th day of August, 1990, personally appeared before me Sheldon K. Stock, who, being by me first duly sworn, declared that he is the incorporator of Fidelity Mobile Systems, Inc.; that he signed the foregoing instrument as such incorporator of the corporation, and that the statements therein contained are true.

My commission expires:



Notary Public

DIANE M. SCHNEIDER
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES 3/17/94
ST. LOUIS COUNTY

No. 00343879

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

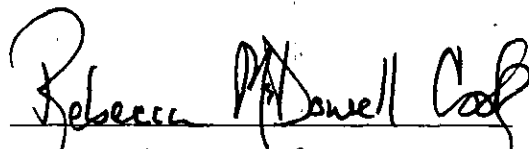
CERTIFICATE OF CORPORATE GOOD STANDING

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

FIDELITY NETWORKS, INC.

was incorporated under the laws of this State on the 17th day of AUGUST, 1990, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 26th day of APRIL, 2000.


Secretary of State

