

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW
MONROE BLUFF EXECUTIVE CENTER
601 MONROE STREET, SUITE 301
P.O. BOX 537
JEFFERSON CITY, MISSOURI 65102-0537
www.ncrpc.com

TELEPHONE: (573) 634-2266
FACSIMILE: (573) 636-3306

ROBERT K. ANGSTEAD
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH

October 16, 2003

FILED

OCT 16 2003

**Missouri Public
Service Commission**

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: TSI Telecommunications Network Services, Inc.

Dear Judge Roberts:

Please find enclosed for filing in the referenced matter the original and five copies of an Application for Certificate of Service Authority and for Competitive Classification.


Would you please bring this filing to the attention of the appropriate Commission personnel.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
David J. Robinson

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

OCT 16 2003

Missouri Public
Service Commission

Application of)
)
TSI Telecommunications Network Services, Inc.)
)
For a Certificate of Service Authority to Provide)
Interexchange and Non-Switched Local)
Telecommunications Services in the State of Missouri)
and for Competitive Classification)

Case No. _____

**APPLICATION FOR CERTIFICATE OF SERVICE AUTHORITY
AND FOR COMPETITIVE CLASSIFICATION**

TSI Telecommunication Network Services, Inc. ("TSI" or "Applicant"), by its undersigned counsel, hereby applies, pursuant to §§ 392.410, 392.430, 392.440, 392.450, and 392.455, RSMo. 2000; 4 CSR 240-2060(4), and the Federal Telecommunications Act of 1996 Pub. L. No. 104-104, 100 Stat. 56, approved February 8, 1996, for a Certificate of Service Authority to provide resold and facilities-based intrastate interexchange telecommunications services and non-switched local telecommunications services in the State of Missouri. Additionally, pursuant to §§ 392.420 and 392.361, RSMo. 2000 the Applicant requests that said services and the company be classified as competitive and to waive certain statutes and regulations. In support of its application, TSI provides the following information.

I. INTRODUCTION

1. Applicant's legal name is TSI Telecommunication Network Services, Inc. and it maintains its principal place of business at:

One Tampa City Center, Suite 700
Tampa, Florida 33602
813/273-3000
813/273-3077 FAX

2. Correspondence or communications pertaining to this application should be directed to:

Mark W. Comley
Newman, Comley & Ruth, P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

with a copy to:

Robert Garcia
General Counsel
TSI Telecommunication Network Services, Inc.
One Tampa Center, Suite 700
Tampa, Florida 33602
Telephone: (813) 273-3307
Facsimile: (813) 272-8481

3. Questions concerning the ongoing operations of TSI Telecommunication Network Services, Inc. and all its subsidiaries following certification provided above should be directed to:

David J. Robinson
Manager – Regulatory Affairs
TSI Telecommunication Services Inc.
One Tampa City Center, Suite 700
Tampa, FL 33602
Telephone: (813) 273-3307
Facsimile: (813) 273-3077
Em: drobinson@tsiconnections.com

4. Applicant's registered agent in the State of Missouri is:

CT Corporation System
120 South Central Ave, Suite 400
Clayton, Missouri 63105
314/863-5545
314/863-0259 FAX

II. QUALIFICATIONS

5. TSI Telecommunication Network Services, Inc. is a corporation organized under the laws of Delaware. 1999. A copy of Applicant's Articles of Incorporation is attached hereto as **Exhibit 1**. As of May 22, 2003, TSI is authorized to transact business in the State of Missouri. TSI's Certificate of Authority to Transact Business in Missouri is attached hereto as **Exhibit 2**.

6. TSI is financially qualified to provide resold interstate and intrastate interexchange and non-switched local telecommunications services in the State of Missouri. TSI has access to the financing and capital necessary to conduct the telecommunications services as specified in this application. TSI will rely upon its existing personnel and resources, both technological and financial, to provide intrastate telecommunications services.

7. TSI has the managerial and technical qualifications to provide interstate and intrastate telecommunications services in Missouri. TSI's management team has considerable experience in network operations, financial analysis/accounting, marketing, sales, customer service, training, regulatory, and other relevant areas. Attached hereto as **Exhibit 3** is a description of the telecommunications experience and expertise of TSI's key management personnel. As the biographical information of TSI's key personnel reflects, these individuals have substantial experience in running major telecommunications operations. Each member of TSI's management team will draw upon his own experience, as well as the collective experience of the entire management team, to ensure that TSI is managed and operated effectively, efficiently, and profitably.

III. PROPOSED SERVICES

8. TSI proposes to provide resold intrastate interexchange telecommunications services (including voice and data such as internet) throughout the State of Missouri and, therefore, seeks statewide authorization.

9. In addition to the provision of resold intrastate interexchange telecommunications services, TSI also seeks the authority to provide non-switched local telecommunications services to its Missouri business customers. Such private line services will be provided within local exchanges and shall include state-of-the-art private line access to internal or external applications. Such systems shall include point-to-point or multi-point service with speeds adaptable to meet the customer's needs. TSI will offer private line or "point-to-point" circuits in the following configurations:

- DS-0 (single circuit) private line dedicated point-to-point circuit service for speeds of 56 Kbps or 64 Kbps
- DS-1 (T1) services for speeds of 1.544 Mbps with to provide full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure
- DS-3 (T45) for speeds of 45 Mbps to provide, as with DS-1, full-duplex digital transmission over a private line for high-capacity back office voice, data, and network infrastructure and
- OC-12, which combines 3 DS-3 circuits

10. TSI intends to provide the telecommunications services referred to herein primarily through the resale of the services of other carriers, but seeks authority nonetheless to provide those services over its own facilities, through the resale of the services of other carriers, or through some combination thereof as determined by market conditions.

11. Applicant will offer its services pursuant to its tariff. Regarding its private line services, those will be offered and provided on an individual case basis (ICB). Applicant's proposed

tariff is attached as **Exhibit 4** bearing a 45-day effective date, as required by 4 CSR 240-060(4) C.

IV. WAIVER OF CERTAIN REGULATORY REQUIREMENTS

12. TSI respectfully requests that the Commission suspend, waive, or modify the application of the following rules and statutory provisions consistent with the Commission's treatment of other competitive interexchange and non-switched local telecommunications service carriers:

Statutes

392.210.2	-	Uniform System of Accounts
392.240(1)	-	Just & Reasonable Rates
392.270	-	Ascertain Property Values
392.280	-	Depreciation Accounts
392.290	-	Issuance of Securities
392.300.2	-	Acquisition of Stock
392.310	-	Issuance of stock and debt
392.320	-	Stock dividend payment
392.330	-	Issuance of securities, debts & notes
392.340	-	Reorganizations

Regulations

4 CSR 240-10.020	-	Depreciation fund income
4 CSR 240-30.010 (2)(C)	-	Rate schedules should be posted at central office
4 CSR 240-30.040	-	Uniform system of accounts
4 CSR 240-33.030	-	Inform customers of lowest price

13. The above-referenced statutory provisions or regulations, or previous versions thereof, have been waived with regard to other interexchange carriers in Case Nos. TO-99-0142, TO-99-259, TO-90-128, and/or Case No. TA-91-237. These statutory provisions or regulations are principally designed to apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of §392.530 to apply them to a competitive telecommunications carrier such as Applicant.

14. TSI will comply with all orders and regulations of the Commission applicable to providers of intrastate interexchange and non-switched local telecommunication services.

15. Applicant will not unjustly discriminate among its subscribers, as prohibited by Section 392.200 RSMo.

16. Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three years of the date of this application. No Commission annual reports or assessment fees are overdue.

V. PUBLIC INTEREST CONSIDERATIONS

17. TSI submits that the public interest will be served by Commission approval of this Application. Applicant's proposed services will create and enhance competition and expand customer service options, consistent with the legislative goals set forth in Chapter 392 of the Missouri Revised Statutes and the Federal Telecommunications Act of 1996. Approval of this Application also will expand the availability of innovative, high quality, reliable and competitively-priced telecommunications services in the State of Missouri. Through use of Applicant's owned, if any, and leased facilities, and through access to many facilities-based carriers operating nationwide, TSI will be able to select the most economical and efficient interexchange and non-switched local telecommunications services on a route-specific basis and, thus, can provide customers, i.e. other telecommunication providers, with a better combination of price, quality, and customer services than other carriers. Accordingly, TSI anticipates that its proposed service will provide its customers with better quality services and will increase choice through innovative, diversified, and reliable service and equipment offerings. Thus, the granting of TSI's application would promote the public interest

WHEREFORE, Applicant, TSI Telecommunication Network Services, Inc., requests that the Missouri Public Service Commission grant the requested Certificate of Authority to provide intrastate interexchange and non-switched local telecommunications services in the State of Missouri, classify its services and Applicant as competitive and grant a waiver of the statutes and regulations referenced above.

Respectfully submitted,

/s/ Mark W. Comley

Mark W. Comley #28847
NEWMAN, COMLEY & RUTH, P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, Missouri 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

Robert Garcia
General Counsel
TSI Telecommunication Services, Inc.
One Tampa City Center, #700
Tampa, Florida 33602
Telephone: (813) 273-3000

Attorneys for TSI Telecommunication Network
Services, Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via e-mail on this 16th day of October, 2003, to General Counsel's Office at gencounsel@psc.state.mo.us; Office of Public Counsel at opcservice@ded.state.mo.us.

/s/ Mark W. Comley
Mark W. Comley

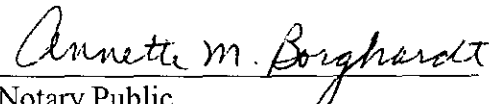
ATTORNEY VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for TSI Telecommunications Network Services, Inc., applicant in this proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.


Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 16th day of October, 2003.


Notary Public

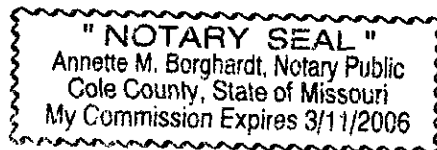


EXHIBIT 1

Articles of Incorporation

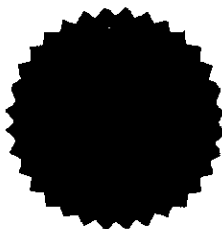
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TSI TELECOMMUNICATION NETWORK SERVICES INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2003, AT 1:13 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3477909 8100

AUTHENTICATION: 2538430

030472422

DATE: 07-21-03

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:13 PM 07/18/2003
FILED 01:13 PM 07/18/2003
SRV 030472422 - 3477909 FILE

CERTIFICATE
OF
RESTATEd CERTIFICATE OF INCORPORATION
OF
TSI TELECOMMUNICATION NETWORK SERVICES INC.

* * * * *
*Adopted in accordance with the provisions
of Section 242 and Section 245 of the General Corporation Law
of the State of Delaware*
* * * * *

The undersigned, on behalf of TSI Telecommunication Network Services Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST- The Corporation filed its original Certificate of Incorporation with the Delaware Secretary of State on January 8, 2002 (the "Original Certificate") under the name of TSI Networks Inc.

SECOND The Board of Directors of the Corporation duly adopted resolutions in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware authorizing the Corporation to amend, integrate and restate the Certificate of Incorporation in its entirety to read as set forth in Exhibit A attached hereto and made a part hereof (the "Restated Certificate").

THIRD In accordance with Section 228, Section 242 and Section 245 of the General Corporation Law of the State of Delaware, the Restated Certificate was duly approved and adopted pursuant to a unanimous written consent signed by the sole holder of at least a majority of the issued and outstanding shares of capital stock entitled to vote thereon, of the Corporation.

* * * * *

IN WITNESS WHEREOF, the undersigned on behalf of the Corporation for the purpose of amending and restating the Restated Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly has hereunto signed this Certificate of Restated Certificate of Incorporation this 14th day of July, 2003

TSI Telecommunication Network Services
Inc.,
a Delaware corporation

By: /s/ Raymond L. Lawless
Name: Raymond L. Lawless
Title: Chief Financial Officer

Exhibit A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF

TSI TELECOMMUNICATION NETWORK SERVICES INC.

ARTICLE ONE

The name of the Corporation is TSI Telecommunication Network Services Inc.

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 9 East Lockerman Street, Suite 18, in the City of Dover, County of Kent, 19901. The name of its registered agent at such address is National Registered Agents, Inc.

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

A. AUTHORIZED SHARES

The total number of shares of capital stock which the Corporation has authority to issue is 26,003 shares, consisting of:

- (1) 25,000 shares of Participating Preferred Stock, par value \$.01 per share ("PARTICIPATING PREFERRED STOCK");
- (2) 1 share of Class A Common Stock, par value \$.01 per share; and
- (3) 1,002 shares of Class B Common Stock, par value \$.01 per share.

The Class A Common Stock and Class B Common Stock are referred to collectively as the "COMMON STOCK." The Common Stock and Participating Preferred Stock, and any other stock issued hereafter, are referred to collectively as the "CAPITAL STOCK." The Capital Stock shall have the rights, preferences and limitations set forth below. Capitalized terms used but not otherwise defined in Part A or Part B of this Article Four are defined in Part C.

B. POWERS, PREFERENCES AND SPECIAL RIGHTS OF THE
CAPITAL STOCK

Section 1. VOTING RIGHTS. Except as otherwise required by applicable law, all holders of Participating Preferred Stock and the holder of the Class A Common Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders. Except as otherwise required by applicable law, all holders of Class B Common Stock shall have no right to vote on any matters to be voted on by the Corporation's stockholders.

Section 2. DISTRIBUTIONS. At the time of each Distribution, such Distribution shall be made to the holders of Capital Stock in the following priority:

(i) The holders of Participating Preferred Stock, as a separate class, shall be entitled to receive all or a portion of such Distribution (ratably among such holders based upon the aggregate Unpaid Yield on Participating Preferred Stock held by each such holder as of the time of such Distribution) equal to the aggregate Unpaid Yield on the outstanding shares of Participating Preferred Stock as of the time of such Distribution, and no Distribution or any portion thereof shall be made under paragraph 2(ii) or (iii) below until the entire amount of the Unpaid Yield on the outstanding shares of Participating Preferred Stock as of the times of such Distribution has been paid in full. The Distributions made pursuant to this paragraph 2(i) to holders of Participating Preferred Stock shall constitute a payment of Yield on Participating Preferred Stock.

(ii) After the required amount of a Distribution has been made in full pursuant to paragraph 2(i) above, the holders of Participating Preferred Stock, as a separate class, shall be entitled to receive all or a portion of such Distribution (ratably among such holders based upon the aggregate Unreturned Value of shares of Participating Preferred Stock held by each such holder as of the time of such Distribution) equal to the aggregate Unreturned Value of the outstanding shares of Participating Preferred Stock as of the time of such Distribution, and no Distribution or any portion thereof shall be made under paragraph 2(iii) below until the entire amount of the Unreturned Value of the outstanding shares of Participating Preferred Stock as of the time of such Distribution has been paid in full. The Distributions made pursuant to this paragraph 2(ii) to holders of the Participating Preferred Stock shall constitute a return of Value of Participating Preferred Stock.

(iii) After the required amount of a Distribution has been made pursuant to paragraphs 2(i) and 2(ii) above, (A) the holders of Participating Preferred Stock shall be entitled to receive 5% of the remaining portion of such Distribution (ratably among such holders based upon the number of shares of Participating Preferred Stock held by each such holder as of the time of such Distribution), and (B) the holders of Common Stock shall be entitled to receive 95% of the remaining portion of such Distribution (ratably among such holders based upon the number of shares of Common Stock held by each such holder as of the time of such Distribution).

Section 3. STOCK SPLIT'S AND STOCK DIVIDENDS. The Corporation shall not in any manner subdivide (by stock split, stock dividend or otherwise) or combine (by stock split, stock dividend or otherwise) the outstanding Capital Stock of one class unless the outstanding Capital Stock of all other classes shall be proportionately subdivided or combined, respectively. All such subdivisions and combinations shall be payable only in Participating

NO. 4863618888 P 8

C. DEFINITIONS

"AFFILIATE" of a Person means any other person, entity or investment fund controlling, controlled by or under common control with such Person and, in the case of a Person which is a partnership or a limited liability company, any partner or member, respectively, of the Person.

"BOARD" means the Board of Directors of the Corporation.

"DISTRIBUTION" means each distribution made by the Corporation to holders of Capital Stock, whether in cash, property, or securities of the Corporation and whether by dividend, liquidating distributions or otherwise; provided that neither of the following shall be a Distribution: (a) any redemption or repurchase by the Corporation of any Capital Stock for any reason or (b) any recapitalization or exchange of any Capital Stock, or any subdivision (by stock split, stock dividend or otherwise) of any outstanding Capital Stock.

"PERSON" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"UNPAID YIELD" of any share of Participating Preferred Stock means an amount equal to the excess, if any, of (a) the aggregate Yield accrued on such share, over (b) the aggregate amount of Distributions made by the Corporation that constitute payment of Yield on such share.

"UNRETURNED VALUE" of any share of Participating Preferred Stock means an amount equal to the excess, if any, of (a) the Value of such share, over (b) the aggregate amount of Distributions made by the Corporation that constitute a return of the Value of such share.

"VALUE" of each share of Participating Preferred Stock shall be equal to \$10,000.00 per share (as proportionally adjusted for all stock splits, stock dividends and other recapitalizations affecting the Participating Preferred Stock).

"YIELD" means, with respect to each outstanding share of Participating Preferred Stock for each calendar year, the amount accruing on such share each day during such year at the rate of 8% per annum of the sum of (a) such share's Unreturned Value, plus (b) Unpaid Yield thereon for all prior years. In calculating the amount of any Distribution to be made to the Participating Preferred Stock during a calendar year, the portion of a Participating Preferred share's Yield for such portion of such year elapsing before such Distribution is made shall be taken into account.

ARTICLE FIVE

The Corporation is to have perpetual existence.

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ARTICLE SIX

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 by-laws of the Corporation.

ARTICLE SEVEN

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

ARTICLE EIGHT

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

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

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision 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.

EXHIBIT 2

Missouri Certificate of Authority

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF AUTHORITY

WHEREAS,

TSI TELECOMMUNICATION NETWORK SERVICES INC.
F00523376


using in Missouri the name

TSI TELECOMMUNICATION NETWORK SERVICES INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 22nd day of May, 2003.


Secretary of State





T0314807111



Corporations Division
P.O. Box 778, Jefferson City, MO 65102

File Number: 200314812109
Date Filed: 05/22/2003 03:57 PM
Matt Blunt
Secretary of State

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

**Application for Certificate of Authority
For a Foreign For-Profit Corporation**

(Submit in duplicate with filing fee of \$155.00)

1. The corporation's name is TSI Telecommunication Network Services Inc.
and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is TSI Telecommunication Network Services Inc.
3. The date of its incorporation was 01/08/2002, and the period of its duration is Perpetual
month/day/year
4. The address of its principal place of business 201 North Franklin Street, Suite 700, Tampa, FL 33602
Address City/State/Zip
5. The name and address of its registered agent and office in the State of Missouri is
C T Corporation System, 120 South Central Avenue, Clayton, MO 63105
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
The corporation is a provider of network services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of the state of Missouri.
7. The name of its officers and directors and their business addresses are as follows:
(Officers) Name Address City/State/Zip
President SEE ATTACHMENT
Vice President _____
Secretary _____
Treasurer _____
(Board of Directors)
Director SEE ATTACHMENT
Director _____
Director _____
8. 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:
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

Wayne G. Nelson Wayne G. Nelson, Vice President May 16, 2003
(Must be an Officer or Chairman listed in #7, above) (Printed Name) (Title) (Date)

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

ATTACHMENT

TSI TELECOMMUNICATION NETWORK SERVICES INC., a Delaware Corporation

DIRECTORS AND OFFICERS

NAME AND ADDRESS	TITLE(S)
G. Edward Evans 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Director, Chief Executive Officer
David Donnini 6100 Sears Tower Chicago, IL 60606-6402	Director
Collin Roche 6100 Sears Tower Chicago, IL 60606-6402	Director
Odie C. Donald 236 Old Prospect Pt. Rd. Grand Cayman Cayman Islands, B.W.I.	Director
Tony G. Holcombe 318 Seaboard Lane, Ste. 202 Franklin, TN 37067	Director
Raymond L. Lawless 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Chief Financial Officer and Secretary
Wayne G. Nelson 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Controller
Paul A. Wilcock 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Technology
Charles Drexler 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Sales
Michael J. O'Brien 201 N. Franklin Street, Suite 700 Tampa, FL 33602	Vice President, Marketing

NAME AND ADDRESS**TITLE(S)**

Robert F. Garcia, Jr.
201 N. Franklin Street, Suite 700
Tampa, FL 33602

General Counsel

Linda E. Hermansen
201 N. Franklin Street, Suite 700
Tampa, FL 33602

Vice President, Business Development/Strategy

Gilbert L. Mosher
201 N. Franklin Street, Suite 700
Tampa, FL 33602

Vice President, Operations/Customer Support

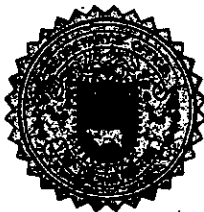
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TSI TELECOMMUNICATION NETWORK SERVICES 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 FIFTEENTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3477909 8300

030315244

AUTHENTICATION: 2418167

DATE: 05-15-03

EXHIBIT 3

Management Biographies

EXECUTIVE BIOGRAPHIES

G. Edward Evans became our Chief Executive Officer and Director in February 2002. From January 1997 until January 2002, Mr. Evans was employed by Dobson Communications Corporation, serving as the President of its cellular subsidiaries and then as the President and Chief Operating Officer of Dobson Communications Corporation itself. Mr. Evans was employed by BellSouth Mobility, Inc. from 1993 to 1996, serving as General Manager—Kentucky, Director of Field Operations at BellSouth's corporate office in Atlanta and Director of Marketing—Alabama. He was an Area Manager and a Market Manager of U.S. Cellular from 1990 to 1993 and was Sales Manager of GTE Mobilnet from 1989 to 1990. Mr. Evans serves on the boards of the CTIA and Carolina West Wireless. He holds an MBA from Georgia State University.

Raymond L. Lawless became our Chief Financial Officer in February 2002 and a Director as of March 2003. From October 2001 to February 2002, Mr. Lawless provided financial consulting services to telecommunication companies. Mr. Lawless worked for Intermedia Communications Inc. from April 1997 to September 2001 serving as Vice President Finance and Treasurer. During his tenure at Intermedia, Mr. Lawless was responsible for capital formation, treasury operations, risk management, corporate development, forecasting, strategic planning, budgeting, management reporting and investor relations support. Prior to that, Mr. Lawless spent 18 years at Bell Atlantic Corporation in various finance positions. Mr. Lawless holds a BS in Business Administration from West Chester University and an MBA from the University of Arkansas.

Michael O'Brien has served as Vice President—Marketing since January 2003. Prior to that, he served as Vice President—Marketing/Business Development from September 2002 to January 2003 and Vice President—Marketing from August 2001 to September 2002. Previously he served as Assistant Vice President—Marketing from November of 2000 to August 2001 and Marketing Director—North American Wireless from June of 1999 to November of 2000. From January of 1999 to June of that same year, Mr. O'Brien worked as an independent consultant. From August of 1997 to January of 1999, Mr. O'Brien held the position of Director of Operations at GE LogistiCom, a satellite communications business. Prior to his employment with GE LogistiCom, Mr. O'Brien served as a Product Manager with us from March of 1996 to August of 1997. He has over 9 years experience with us in various marketing and operations positions. Mr. O'Brien holds a BS in Computer Science from the University of Virginia.

Paul A. Wilcock has served as Vice President—Technology since September 2002. Prior to that he served as Vice President—Business Development and Strategy from August 2001 to September 2002. Having joined us in 1992, Mr. Wilcock previously served as Assistant Vice President—Business Development and Strategy, Assistant Vice President—Marketing, Director—Product Development and Support Services and Director—Enterprise Technology. Mr. Wilcock began his GTE career in 1975 and has held numerous positions of increasing responsibility in engineering, operations, marketing and strategy development. Mr. Wilcock graduated in Telecommunications from Leeds College of Engineering and Science (England) and holds an MBA from Wake Forest University.

Wayne Nelson has served as Vice President—Controller since August 2002. From September 2000 to August 2002 Mr. Nelson served as Director—Finance and previously he served as Director—Customer Support. Mr. Nelson began his GTE career as a Finance Associate in 1987. He has over 11 years experience with us in various marketing, operations and finance positions. Mr. Nelson holds a BA in Economics from the University of Rochester and an MBA in Finance/Statistics from Rutgers University.

Gilbert Mosher has served as Vice President—Operations/Customer Support since August 2001 and previously served as Assistant Vice President—Information Technology, responsible for overseeing our software development. Prior to that, Mr. Mosher held various positions with increasing responsibility in the technical and management areas beginning with a position as a Programmer Analyst with GTE in 1979. Mr. Mosher joined us in January, 1996 as Assistant Vice President—Information Technology. He earned a BS in Professional Management from Nova Southeastern University and was elected as a member of Alpha Chi, National College Honor Scholarship Society. He also holds an MBA from Nova Southeastern University.

Robert Garcia, Jr. became our General Counsel in February 2002. Prior to being appointed to General Counsel, he served as Associate General Counsel since September 2000. Mr. Garcia joined us in 1995 as in-house legal counsel. Prior to that, he was in private practice in Washington, D.C. Mr. Garcia received his law degree from the National Law Center, George Washington University and has a BA in Political Science from the University of South Florida.

Charles A. Drexler became our Vice President—Sales in June 2002. Prior to joining us, Mr. Drexler served as director-project development for MetroPCS from March 2002 to June 2002. Mr. Drexler provided consulting services to telecommunications companies from August 2001 to March of 2002. From 1989 to July 2001, Mr. Drexler held positions of increasing responsibility at Lucent/AT&T. During his tenure at Lucent/AT&T he was responsible for managing and developing domestic and international sales territories. Mr. Drexler holds a bachelor's degree in education from the University of Texas-El Paso.

Linda Hermansen became our Vice President—Business Development and Strategy in January 2003. From November 1997 to January 2003, she served as Director—Marketing and Business Development. Ms. Hermansen began her GTE career in 1989 with the GTE Telephone Operations finance department where she held various positions of increasing responsibility within business analysis. Ms. Hermansen holds a bachelor of science degree in economics from the University of Illinois and an MBA from Butler University.

Paul Corrao vice president-network operations. Mr. Corrao previously worked for AT&T Corp. and Bell Atlantic's Global Networks division. He most recently was VP-service delivery for Intermedia Communications and VP-operations for EPIX. David A. Donnini has served as a Director since February 2002.

David A. Donnini has served as a Director since February 2002. Mr. Donnini is currently a Principal of GTCR Golder Rauner, LLC, which he joined in 1991. He previously worked as an associate consultant with Bain & Company. Mr. Donnini earned a BA in Economics from Yale University and an MBA from Stanford University. Mr. Donnini is a director of various companies including American Sanitary, Cardinal Logistics Management, U.S. Fleet Services, InfoHighway Communications Corporation, InteCap (formerly Technology Dispute & Resolution Consulting), Coinmach Laundry Corporation, Synagro Technologies, International Computer Graphics, Keystone Group, Polymer Group and Polypore.

Collin E. Roche has served as a Director since February 2002. Mr. Roche is a Principal of GTCR Golder Rauner, LLC, which he joined in 1996. Previously, Mr. Roche worked as an investment banking analyst at Goldman, Sachs & Co. and as an associate at Everen Securities (now First Union Securities). He received a BA in Political Economy from Williams College. He also holds an MBA from Harvard Business School. Mr. Roche serves on the board of directors of Transaction Network Services, InfoHighway Communications Corporation, TransFirst Holdings, Skylight Financial and Verifone.

Odie C. Donald has served as a Director since August 2002. Mr. Donald was a consultant to DIRECTV, Inc., a direct broadcast satellite television service and a unit of Hughes Electronics Corporation, from July 2001 to December 2002. From April 2000 to July 2001, Mr. Donald was President of DIRECTV. From March 1999 to April 2000 he was Chief Executive Officer of Cable & Wireless Caribbean and Atlantic Islands Plc. Prior to that, Mr. Donald spent 25 years with BellSouth Corporation, where he held various positions, including Group President—Customer Operations from 1998 to 1999 and President of Bellsouth Mobility from 1992 to 1998. Mr. Donald serves on the board of directors of Darden Restaurants Inc.

Tony G. Holcombe has served as a Director since March 2003. Mr. Holcombe is currently chief executive officer of Valutec Card Solutions, which he joined in September 2002. From May 1997 to September 2002, Mr. Holcombe served in various executive positions at Ceridian Corporation and its subsidiaries. From November 1999 to September 2002, Mr. Holcombe served as Executive Vice President of Ceridian Corporation. In addition, Mr. Holcombe held the following positions at subsidiaries of Ceridian Corporation including President of Ceridian Employer/Employee Services from November 1999 to September 2002 and President of Comdata from May 1997 to November 1999. Prior to this, Mr. Holcombe was President and Chief Executive Officer of National Processing, Inc., which provides transaction-processing services and customized processing solutions, from October 1994 to March 1997. Mr. Holcombe serves on the board of directors of TALX Corporation.

EXHIBIT 4

Proposed Tariff