

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Cancellation of the)
Certificate of Service Authority of) Case No. ZD-2006-_____
Officeplus Corporation of Missouri)

**MOTION TO OPEN CASE AND CANCEL
CERTIFICATE OF SERVICE AUTHORITY**

COMES NOW the Staff of the Missouri Public Service Commission (Staff) and for its Motion to Open Case and Cancel Certificate of Service Authority, respectfully states as follows:

1. On or about April 7, 1989, the Missouri Public Service Commission (Commission) granted a certificate of service authority to Officeplus Corporation of Missouri (“Officeplus”) to provide shared tenant services in Case No. TA-89-97, at 111 Westport Plaza Drive, Suite 600, St. Louis, Missouri, 63146.

2. Under the terms of a certificate of merger issued by the Secretary of State on December 28, 1994, Officeplus ceased to exist as a legal entity in Missouri, and the entity “Officeplus Corporation” was the survivor. See Appendix A. That successor corporation requested and received termination of its authority to do business in Missouri on May 18, 2004. See Appendix B.

3. Staff filed a complaint against Officeplus in Case No. TC-2004-0409, alleging that Officeplus failed to file its 2002 annual report. Officeplus ultimately reached a settlement with the Commission in that matter. In the course of that case, Officeplus through counsel indicated that it had ceased operations in Missouri.¹ See, e.g., Tr. Vol. I, p.5, ll. 17-19 (May 13,

¹ The Commission may take administrative notice of information contained in documents already on file. See 4 CSR 240-2.130 (2): “If any information contained in a document on file as a public record with the commission is offered in evidence, the document need not be produced as an exhibit unless directed otherwise by the presiding officer, but may be received in evidence by reference, provided that the particular portions of the document shall be specifically identified and are relevant and material.” See also Section 536.070(5) RSMo. (2000).

2004) (“And as you probably see from the pleadings, Officeplus has taken the position that it is no longer a Missouri corporation doing business in Missouri...”); *Answer* at 1 (“Officeplus is no longer doing business as a Missouri corporation.”) filed April 13, 2004; *Brief of Respondent Officeplus Corporation of Missouri* at 3 (“Officeplus acknowledges that it failed to comply with the requirement that it notify the Commission of its dissolution and discontinuance of services.”) filed August 5, 2004.

4. Section 386.020(40) provides:

“Private shared tenant services” includes the provision of telecommunications and information management services and equipment within a user group located in discrete private premises as authorized by the commission by a commercial-shared service provider or by a user association, through privately owned customer premises equipment and associated data processing and information management services and includes the provision of connections to the facilities of local exchange telecommunications companies and to interexchange telecommunications companies.

This type of service involves the building where the service is provided. As part of its Request for Termination filed with the Missouri Secretary of State, the president of Officeplus Corporation, Officeplus’ corporate successor, affirmed that “all of the remaining assets have been distributed among the corporation’s shareholders, in accordance with their respective right and interests.” Counsel for Officeplus in Case No. TC-2004-0409 indicated that the company had discontinued providing service. *Brief of Respondent Officeplus Corporation of Missouri* at 3 (cited above). Accordingly, Officeplus is no longer providing service at the building where it was authorized to provide service, and its certificate was limited to that specific activity.

5. Officeplus owes the Commission no assessments. The company has not submitted annual reports in recent years, but the record before the Commission demonstrates that Officeplus has not been operating in Missouri since at least 1994. Staff suggests that the absence of annual reports should not preclude cancellation of the company’s certificate.

6. Based on the representations from Officeplus' counsel that the company has ceased operating in Missouri and because Officeplus and its successor no longer are authorized to do business in the State of Missouri, the Staff recommends that the Commission issue an order canceling Officeplus Corporation of Missouri's certificate of service authority.

7. The Commission has the authority to cancel a telecommunications corporation certificate pursuant to Section 392.410.5 RSMo 2000, which provides:

Any certificate of service authority may be altered or modified by the commission after notice and hearing, upon its own motion or upon application of the person or company affected.

However, the Commission need not hold a hearing, if, after proper notice and opportunity to intervene, no party requests such a hearing. *State ex rel. Rex Deffenderfer Enterprises, Inc. v. Public Service Commission*, 776 S.W.2d 494 (Mo. App. 1989).

8. This pleading is being served upon the registered agent for Officeplus Corporation of Missouri, who has never resigned or terminated that office even though that corporation ceased to exist in 1994; upon the address provided to the Commission by Officeplus Corporation of Missouri; and upon counsel who appeared on behalf of Officeplus in Case No. TC-2004-0409.

WHEREFORE, the Staff recommends the Commission cancel the certificate of service authority granted Officeplus Corporation of Missouri in Case No TA-89-97 to provide shared tenant services.

Respectfully submitted,

/s/ David A. Meyer

David A. Meyer
Senior Counsel
Missouri Bar No. 46620

Attorney for the Staff of the
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102
(573) 751-8706 (Telephone)
(573) 751-9285 (Fax)
david.meyer@psc.mo.gov

Certificate of Service

I hereby certify that copies of the foregoing have been mailed or electronically mailed to the following as shown below this 9th day of February 2006.

/s/ David A. Meyer

Office of the Public Counsel
Governor Office Building, Suite 650
200 Madison Street
P. O. Box 7800
Jefferson City, MO 65102

Frank Susman, Esq.
Registered Agent for Officeplus Corporation of
Missouri
7711 Carondelet Avenue, 10th floor
St. Louis, MO 63105

Diana Vuylsteke, Esq.
Bryan Cave LLP
211 N. Broadway, Suite 3600
St. Louis, MO 63102

Officeplus Corporation of Missouri
111 Westport Plaza Drive, Suite 600
St. Louis, MO 63146

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
Name of Corporations

SEE ATTACHED SHEET:

Organized and Existing Under Law of Missouri, Massachusetts, Minnesota, Ohio, Indiana, Kansas, Wisconsin, Oklahoma have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

OFFICEPLUS CORPORATION (#00277703)
as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 28th DAY OF December, 1994.

EFFECTIVE DATE: December 31, 1994

Rebecca McDowell Cook
Secretary of State



\$35.00

SECRETARY OF STATE OF MISSOURI
REBECCA MCDOWELL COOK

merger
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OFFICEPLUS CORPORATION OF MISSOURI (#00164060)
OFFICEPLUS CORPORATION OF ST. LOUIS (#00301212)
OFFICEPLUS CORPORATION OF BOSTON (A Massachusetts corp not qualified)
OFFICEPLUS CORPORATION OF CARLSON CENTER (A Minnesota corp not qualified)
OFFICEPLUS CORPORATION OF CINCINNATI (An Ohio corp not qualified)
OFFICEPLUS CORPORATION OF INDIANAPOLIS (An Indiana corp not qualified)
OFFICEPLUS CORPORATION OF KANSAS (A Kansas corp not qualified)
OFFICEPLUS CORPORATION OF MILWAUKEE (A Wisconsin corp not qualified)
OFFICEPLUS CORPORATION OF MINNESOTA (A Minnesota corp not qualified)
OFFICEPLUS CORPORATION OF TULSA (An Oklahoma corp not qualified)


INTO:

OFFICEPLUS CORPORATION (#00277703)



File Number: 200414013106
 00277703
 Date Filed: 05/18/2004
 Matt Blunt
 Secretary of State

State of Missouri
 With/Term/Dissolve - General Business 2 Page(s)



T0413913606

Corporations Division
 Box 778 / 600 W. Main Street, Rm 322
 Jefferson City, MO 65102

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

The undersigned corporation, for the purpose of termination, hereby executes the following Request for Termination.

Article 1. Name of Corporation is OfficePlus Corporation


Article 2. On _____, the corporation filed Articles of Dissolution with the
month/day/year
 Secretary of State.

Article 3. The corporation has disposed of all claims against it or filed against it pursuant to 351.478 and 351.482.

Article 4. All the remaining assets have been distributed among the corporation's shareholders, in accordance with their respective rights and interests.

Article 5. 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.


 (Authorized Signature) Peter H. Harris President 5/1/04
(Printed Name) (Title) (month/day/year)

DIVISION OF TAXATION AND COLLECTION
P O BOX 3666
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI
Department of Revenue

Telephone: (573) 751-9268

Fax: (573) 522-1160

E-mail: taxclearance@dor.mo.gov



LINDA ARMSTRONG
221 BOLIVAR ST STE 101
JEFFERSON CITY MO 65101

May 18, 2004

RE: OFFICEPLUS CORPORATION
MISSOURI CORPORATION CHARTER NUMBER: 00277703

Dear Sir or Madam:

In accordance with your request, a review of the account has been made. There are no delinquencies at this time with respect to the filing of all required franchise tax reports and payments of all penalties and interest.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

THIS CERTIFICATE REMAINS VALID FOR FORTY-FIVE (45) DAYS FROM THE ISSUANCE DATE.

Sincerely,

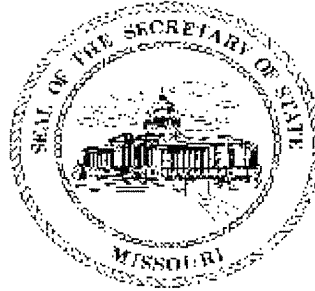
A handwritten signature in cursive script, appearing to read "Kenneth M. Pearson".

Kenneth M. Pearson
Administrator
Business Tax

PF:DU1301

CBN003
200413900300883

State of Missouri



Matt Blunt
Secretary of State

CERTIFICATE OF TERMINATION

WHEREAS, a Request for Termination of

OFFICEPLUS CORPORATION
00277703

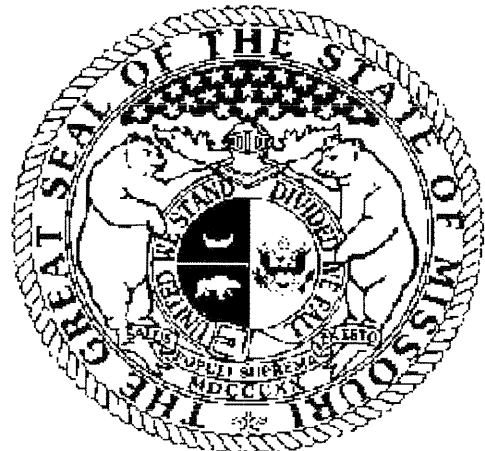
a corporation organized and existing under the General and Business Corporation Law, has been received, found to conform to law, and filed.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, issue this Certificate of Termination of the aforementioned corporation, certifying that the existence of said corporation has this date ceased.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 18th day of May, 2004.

Matt Blunt

Secretary of State



VERIFICATION

STATE OF MISSOURI)
)
COUNTY OF COLE)

Comes now Sherri L. Kohly, employee of the Staff of the Missouri Public Service Commission, being of lawful age and after being duly sworn, states that the affiant has read the accompanying pleading, and that the facts therein are true and correct to the best of her knowledge.

Sherri L. Kohly

Sherri L. Kohly
Affiant

Subscribed and affirmed before me this 8th day of February 2006. I am commissioned as a notary public within the County of Cole, State of Missouri, and my commission expires on June 7, 2008.

Carla K. Schnieders

NOTARY PUBLIC

