

Lance J.M. Steinhart, P.C.

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August 26, 2004

VIA OVERNIGHT DELIVERY

Mr. Dale Roberts
Chief ALJ and Executive Secretary
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, MO 65102

FILED⁴

AUG 30 2004

Re: Airespring, Inc. – LOCAL EXCHANGE

**Missouri Public
Service Commission**

Dear Mr. Roberts:

I hereby seek to appear in Airespring, Inc.'s Application for Certificate of Service Authority to Provide Local Telecommunications Services Within the State of Missouri.

Enclosed please find an original and eight (8) copies of the Acknowledgement Receipt of \$100.00 as required by Rule 6.01(m) for myself from the Clerk of the Supreme Court along with the Application for Certificate of Service Authority to Provide Local Telecommunications Services Within the State of Missouri and Motion for Protective Order for information that is "highly confidential".

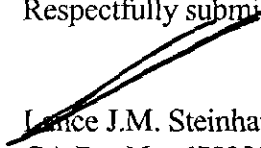
The Motion includes one copy of the confidential information in redacted form marked "Non Proprietary Version" and eight (8) copies of the intact confidential information.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,


Lance J.M. Steinhart
GA Bar No. 678222
Attorney for Airespring, Inc.

Enclosures

cc: Cynthia Firstman

Michael Dandino, Office of Public Counsel

General Counsel, Missouri Public Service Commission



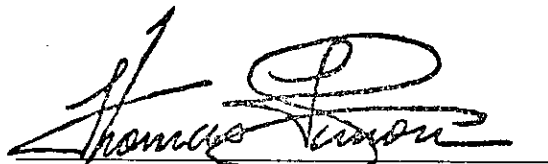
THOMAS F. SIMON
CLERK

CLERK OF THE SUPREME COURT
STATE OF MISSOURI
POST OFFICE BOX 150
JEFFERSON CITY, MISSOURI
65102

TELEPHONE
(573) 751-4144

August 23, 2004

This will hereby acknowledge receipt of \$100 as required by Rule 6.01(m) for Lance J.M. Steinhart, appearing in Airespring, Inc.'s Application for Certificate of Service Authority to Provide Local Exchange Telecommunications Services Within the State of Missouri, before the Public Service Commission, State of Missouri.



Thomas F. Simon, Clerk

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the application)	
of Airespring, Inc.)	
)	
for a certificate of service authority to)	Case No.
provide resold and facilities-based/UNE-P)	
Basic Local Telecommunications Services)	
in Portions of the State of Missouri and)	
to Classify Such Services and the Company)	
as Competitive)	

APPLICATION

Airespring, Inc. ("Applicant" or "Airespring"), a Delaware Corporation, files this verified application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide resold and facilities-based/UNE-P Basic Local Telecommunications Services in Portions of the State of Missouri pursuant to Sections 392.455 and 392.420 - .44055 of the Revised Statutes of Missouri (RSMo) 1994 and Sections 392.410 and .450, RSMo Supp. 1996.
- (b) grants competitive status to Applicant pursuant to Section 392.361 RSMo Supp 1996., and classifies the Applicant's services as competitive.
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo Cum. Supp. 1996.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of the Applicant are:

Airespring, Inc.
6060 Sepulveda Blvd.
Van Nuys, California 91411
(818) 786-8990 (Phone)
(818) 786-9225 (Fax)

A copy of Applicant's Articles of Incorporation, and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit I.

2. The name and address of Applicant's in-state attorney is:

Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298

3. Applicant proposes to provide resold and facilities-based/UNE-P basic local telecommunications service as a separate and distinct service within portions of the State of Missouri. Applicant is willing to comply with all applicable Commission rules and is willing to meet all relevant service standards, including, but not limited to, billing, quality of service and tariff filing and maintenance. Applicant proposes to provide services to prospective customers in exchanges currently served by Southwestern Bell Telephone Company, United Telephone Company of Missouri d/b/a Sprint, and CenturyTel as set forth in the list of exchanges attached hereto as Exhibit II. Applicant will give consideration to equitable access for all Missourians, regardless of where they might reside or their income, to affordable telecommunications services in the proposed service area as set forth in Exhibit II, in accordance with applicable law.

When it initiates service in Missouri, Airespring, Inc., (Airespring) proposes to offer resold local exchange services and local services utilizing the UNE-P platform. Such services will be provided by utilizing the facilities of incumbent local exchange carriers ("LECs"), as well as unbundled network elements. Initially, the services Airespring intends to offer are likely to be those local exchange telecommunications services offered by incumbent local exchange carriers in the proposed service area. Airespring intends to provide local exchange services that may include but are not limited to the following:

- * Basic Residential Exchange Services
- * Residential Custom and Class Features (call waiting, caller ID, call forwarding, call blocking, speed calling, etc.)
- * Basic Business Exchange Services
- * Business Customer Calling and Class Features
- * Adjunct Provided Features (voice messaging, etc.)
- * Business and Residential Ancillary Services (911, E911, 411, Relay Service, directory listing, directory assistance, etc.)
- * Centrex
- * DSL and ISDN
- * DID Trunks and Lines
- * Private Lines

Airespring does not initially intend to install any switching equipment for the provision of local exchange service in the State of Missouri, but may install such equipment in the future.

If Airespring installs facilities in Missouri, it will probably use the following or a similar configuration of equipment: Airespring will provide voice and high speed data services through a combination of the latest technology switching and transport media comprised of the Lucent Technology 5 ESS Generic 13 switch module, ADSL/SDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via Airespring constructed facilities.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide

Airespring does not initially intend to install any switching equipment for the provision of local exchange service in the State of Missouri, but may install such equipment in the future.

If Airespring installs facilities in Missouri, it will probably use the following or a similar configuration of equipment: Airespring will provide voice and high speed data services through a combination of the latest technology switching and transport media comprised of the Lucent Technology 5 ESS Generic 13 switch module, ADSL/SDSL transport and Internet service equipment and the latest Optical multiplexer DAC's configurations. The switching system consists of a central processing and control complex capable of interconnection as a peer to the incumbent as well as competitive local exchange companies. The hub portion of the switch will interconnect with the public switched network on Signaling System 7 ("SS7") or Feature Group D ("FGD") facilities. The system's remote module capability will allow properties to be served in a manner that provides the exchange of appropriate signaling, control and calling/caller information to the network in accordance with network standards and specifications. Additionally, these services will be delivered over a combination of delivery mechanisms through incumbent local carriers' unbundled loop network, both copper and fiber and transport networks, as well as via Airespring constructed facilities.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide

5. Applicant hereby respectfully requests a temporary waiver of 4 CSR 240-3.510 (1) (C) that requires Applicant to file a draft tariff simultaneously with this application until Applicant has executed interconnection agreements with the incumbent LECs and those agreements have been approved by the Commission. Applicant will file its tariff with an effective date of at least 45 days after filing.

6. Applicant hereby respectfully requests classification as a competitive telecommunications company within the State of Missouri and receive a lesser degree of regulation as permitted by Sections 392.361 and 392.420 RSMo. Applicant also requests that its services be classified as competitive. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users.

7. Applicant also respectfully requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

Statutes

392.210.2 Establish Uniform System of Accounts for Annual reports

392.240(1) Setting just and reasonable rates

392.270 Ascertain Property values

392.280 Establish 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 and notes

392.340 Reorganization(s)

Commission Rules

4 CSR 240-10.020 Depreciation fund income

4 CSR 240-3.545(2)C) Posting exchange rates at central offices.

4 CSR 240-33.030 Inform customers of lowest price

4 CSR 240-3.550(5)C) File Exchange boundary maps with Commission

4 CSR 240-30.040 Uniform System of Accounts

The above-referenced rules and statutory provisions have been waived to other carriers in prior cases.

8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.

9. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to this case shall be addressed to:

Lance J.M. Steinhart

Lance J.M. Steinhart, P.C.

1720 Windward Concourse

Suite 250

Alpharetta, Georgia 30005

(770) 232-9200

(770) 232-9208 (Fax)

lsteinhart@telecomcounsel.com (Email)

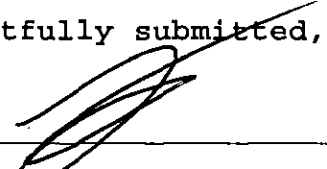
10. The Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this application. No Commission annual reports or assessment fees are overdue.

11. Airespring submits the following arguments to demonstrate that the public interest will be served by the approval of this Application:

The grant of a certificate to provide competitive basic local telecommunications services to the Applicant will serve the public interest. The Applicant's presence in the market will expand customer choice for telecommunications service. The increased competition brought by the Applicant to the market will have the effect of improving the quality of telecommunications services in Missouri and decreasing the cost of such services through increased innovation and efficiency. The result will be beneficial to economic development in Missouri. The granting of a certificate to the Applicant will contribute to the availability of reasonably affordable local exchange services in the State of Missouri.

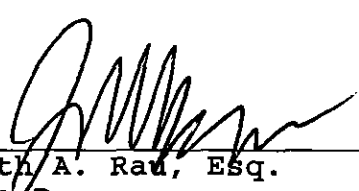
WHEREFORE, Applicant, Airespring, Inc., respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide resold and facilities-based/UNE-P Basic Local Telecommunications Services within portions of the State of Missouri. Applicant also respectfully requests classification as a competitive telecommunications company and requests that its services be classified as competitive. In addition, Applicant respectfully requests a waiver of the above-referenced rules and statutory provisions and a temporary waiver of the tariff filing requirement.

Respectfully submitted,



Lance J.M. Steinhart, Esq.
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1720 Windward Concourse, Suite 250
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
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lsteinhart@telecomcounsel.com (E-mail)
GA Bar No. 678222

and



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298
(618) 939-7186
MO Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

- | | |
|-------------|--|
| Exhibit I | Missouri Secretary of State Authorization
Articles of Incorporation |
| Exhibit II | List of Exchanges |
| Exhibit III | Executive Officers' Qualifications and Experience
Company's Telecommunications Background |
| Exhibit IV | Financial Information |

Exhibit I
Missouri Secretary of State Authorization
&
Articles of Incorporation

See Attached

State of Missouri



Matt Blunt
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

AIRESPRING, INC.
F00521508

using in Missouri the name

AIRESPRING, INC.

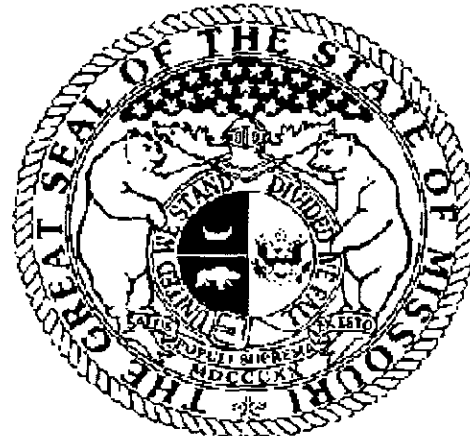
has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

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 12th day of May, 2003.

Matt Blunt

Secretary of State



Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIRESPRING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AIRESPRING WIRELESS, INC." TO "AIRESPRING, INC.", FILED THE FIFTH DAY OF APRIL, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



3396215 8100H

020230966

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1714727

DATE: 04-10-02

CERTIFICATE OF INCORPORATION

OF

AIRESPRING WIRELESS, INC.

I. Name

The name of the Corporation is Airespring Wireless, Inc. (hereinafter sometimes referred to as the "*Corporation*").

II. Registered Office and Agent

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

III. Purpose

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

IV. Shares

A. Classes of Stock. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is Thirty Six Million (36,000,000) shares, consisting of Twenty Four Million (24,000,000) shares of Common Stock with a par value of \$0.0001 per share and Twelve Million (12,000,000) shares of Preferred Stock with a par value of \$0.0001 per share.

B. Rights, Preferences and Restrictions of Preferred Stock. Any of the shares of Preferred Stock authorized by this Certificate of Incorporation may be issued from time to time in one or more series. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of Three Million (3,000,000) shares (the "*Series A Preferred Stock*"), are as set forth below in this Article IV(B). Subject to the limitations and restrictions set forth in this Article IV, the Board of Directors by resolution or resolutions, is authorized to create or provide for any such series, and to fix the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), the redemption price or prices, the dissolution preferences and the rights in respect to any distribution of assets of any wholly unissued series of Preferred Stock and the number of shares constituting any such series, and the designation thereof, or any of them and to increase or decrease the number of shares of any series so created, subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the

shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

1. Dividends.

(a) The Series A Preferred Stock shall be entitled to receive dividends when and as declared by the Board of Directors out of funds legally available therefor, on the Common Stock and in parity with such stock.

(b) In the case of any dividend being declared upon the Common Stock, the dividend which shall be declared upon each share of Series A Preferred Stock as a condition to such dividend upon the Common Stock shall be equal in amount to the dividend payable upon that number of shares of Common Stock acquirable upon conversion of a share of Series A Preferred Stock immediately before the declaration of such dividend, with such conversion being based on the applicable "Conversion Price" determined in accordance with Section 4 as of the record date for the declaration of such dividend on the Common Stock.

2. Liquidation, Dissolution Or Winding Up.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to the holders of any Preferred Stock of the Corporation ranking on liquidation prior and in preference to the Series A Preferred Stock (such Preferred Stock that is senior to the Series A Preferred Stock being referred to hereinafter as "*Senior Stock*") upon such liquidation, dissolution or winding up, but before any payment shall be made to the holders of Common Stock or other Preferred Stock, if any, ranking on liquidation after the Series A Preferred Stock ("*Junior Stock*"), an amount equal to \$0.65 per share ("*Liquidation Preference*") plus any declared and unpaid dividends on such share for each share of Series A Preferred Stock then held by them. The Liquidation Preference shall be subject to appropriate adjustment in the event of any stock dividend, stock split, stock distribution or combination with respect to such shares. If upon any such liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation available for the distribution to its stockholders after payment in full of amounts required to be paid or distributed to holders of any Senior Stock shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock, and any class of stock ranking on liquidation on a parity with the Series A Preferred Stock (such Preferred Stock ranking on liquidation on parity with the Series A Preferred Stock being referred to as "*Parity Stock*"), shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable with respect to the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

(b) After the payment of all preferential amounts required to be paid to the holders of any Senior Stock and Series A Preferred Stock and any other series of Preferred Stock upon the dissolution, liquidation or winding up of the Corporation, any remaining assets

and funds of the Corporation available for distribution to the Company's stockholders shall be distributed pro rata to the Common Stock.

3. Voting Rights. The holder of each share of Series A Preferred Stock shall have the right to one vote for each share of Common Stock into which such Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to be nearest whole number (with one-half being rounded upward).

4. Conversion.

(a) Conversion Rights. The holders of the outstanding shares of Series A Preferred Stock have the following conversion rights as follows ("Conversion Rights"):

(i) Right to Convert. Each share of Series A Preferred Stock will be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$0.65 (the "Original Series A Issue Price") by the Conversion Price applicable to such share, determined as hereinafter provided, in effect on the date the certificate evidencing such share is surrendered for conversion. The initial Conversion Price per share for shares of Series A Preferred Stock shall be the Original Series A Issue Price; provided, however, that the Conversion Price for the Series A Preferred Stock shall be subject to adjustment as set forth in subsection (c) of this Section 4.

(ii) Automatic Conversion. Each share of Series A Preferred Stock shall be automatically converted into shares of Common Stock at the Conversion Price at the time in effect for such Series A Preferred Stock immediately upon the earlier of (i) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended, the public offering price of which is not less than \$10,000,000 in the aggregate; (ii) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); (iii) a sale of all or substantially all of the assets of the Corporation; unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity; or (iv) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series A Preferred Stock.

(b) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of this Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) Adjustments to Conversion Price. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should, at any time or from time to time after the date upon which any shares of Series A Preferred Stock were first issued (the "Purchase Date"), fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) If the number of shares of Common Stock outstanding at any time after the Purchase Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in outstanding shares.

(d) Other Distributions. In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons, assets (excluding cash dividends) or options or rights not referred to in subsection 4(c)(i), then, in each such case for the purpose of this subsection 4(d), the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such

distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such distribution.

(e) Recapitalizations. If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 4) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Company or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 4 with respect to the rights of the holders of the Series A Preferred Stock, after the recapitalization to the end that the provisions of this Section 4 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) Fractional Shares. No fractional shares shall be issued upon conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. The number of shares issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(g) Reservation of Stock Issuable Upon Conversion. The Corporation shall reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be deemed sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock.

5. No Redemption Rights. The Series A Preferred Stock shall not be subject to redemption, whether at the option of either the Corporation or any holder of the Series A Preferred Stock.

C. Common Stock

1. Dividends. The holders of shares of Common Stock shall be entitled to receive such dividends as from time to time may be declared by the Board of Directors of the Corporation, subject to the provisions of subdivision B of this Article IV with respect to rights of holders of the Preferred Stock.

2. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation whether voluntary or involuntary, after any preferential amounts to be distributed to the holders of any series of Preferred Stock then outstanding the holders of Common Stock shall

share ratably based upon the number of shares of Common Stock held by them in all of the remaining assets of the Corporation available for distribution to its stockholders.

3. Voting Rights. Except as otherwise required by law and subject to the provisions set forth in this Article IV, the holders of Common Stock issued and outstanding shall be entitled to one vote for each share thereof held.

V. Incorporator

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Jill E. Davis	Morrison & Foerster, LLP 555 West Fifth Street, Suite 3500 Los Angeles, CA 90013-1024

VI. Board of Directors

The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation.

VII. Election of Directors

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

VIII. Creditors

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

AIRGRAPH WIRELESS, INC.
CERTIFICATE OF INCORPORATION
LI-487108

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AIRGRAPH WIRELESS, INC.
CERTIFICATE OF INCORPORATION
LI-487108

IX. Stockholder Action

Effective upon the closing of the Corporation's initial public offering of securities pursuant to a registration statement filed under the Securities Act of 1933, as amended, stockholders of the Corporation may not take action by written consent in lieu of a meeting but must take any such action at a duly called annual or special meeting.

X. Amendments

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 by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

XI. Director Liability

To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article XI does not affect the availability of equitable remedies for breach of fiduciary duties.

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and, accordingly, have heretunto set my hands this 24th day of May, 2001.


Jill E. Davis, Sole Incorporator

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P. 02

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P. 2

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P. 02

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

AIRESPRING WIRELESS, INC.

Airespring Wireless, Inc. (hereinafter called the "corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is:

Airespring Wireless, Inc.

2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

1. Name

The name of the Corporation is Airespring, Inc. (hereinafter sometimes referred to as the "Corporation")

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed on this 4th day of April, 2002



Avi Lonstein, President & CEO

Delaware Certificate of Amendment After Payment of Capital 1796 • 1

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P. 03

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UNANIMOUS CONSENT OF DIRECTORS

Airespring Wireless, Inc.

Pursuant to the Bylaws of the above corporation, the Board of Directors of the Corporation does hereby adopt the following resolution on this 4th day of April, 2002, which action shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board of Directors of the Corporation, duly called and held, and direct that this written consent to such action be filed with the Minutes and other proceedings of the Corporation:

RESOLVED, that the Board of Directors of Airespring Wireless, Inc. hereby authorizes the Corporation name change from Airespring Wireless, Inc. to Airespring, Inc.

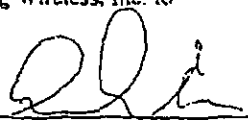

Avi Lonsicun, Secretary

Exhibit II
List of Exchanges

See Attached

Southwestern Bell Service Areas:

RATE GROUP A

Adrian	Gideon	Risco
Advance	Glasgow	Rushville
Agency	Grain Valley	St. Marys
Altenburg-Frohna	Gray Summit	San Antonio
Antonia	Hayti	Scott City
Archie	Herculaneum-Pevely	Senath
Argyle	Higbee	Slater
Armstrong	Hillsboro	Smithville
Ash Grove	Holcomb	Stanberry
Beaufort	Hornersville	Trenton
Bell City	Jasper	Tuscumbia
Benton	Lamar	Versailles
Billings	LaMonte	Vienna
Bismarck	Lancaster	Walnut Grove
Bloomfield	Leadwood	Wardell
Bloomsdale	Lilbourne	Ware
Bowling Green	Linn	Wellsville
Brookfield	Lockwood	Westphalia
Campbell	Louisiana	Wyatt
Cardwell	Macks Creek	
Carl Junction	Malden	
Carrollton	Marble Hill	
Caruthersville	Marceline	
Center	Marionville	
Chaffee	Marston	
Charleston	Meta	
Clarksville	Montgomery City	
Clever	Mourehouse	
Climax Springs	New Franklin	
Deering	New Madrid	
DeKalb	Oak Ridge	
Delta	Old Appleton	
Downing	Oran	
East Prairie	Patton	
Edina	Paynesville	
Elsberry	Pierce City	
Essex	Pocohontas-New Wells	
Farley	Portage Des Sioux	
Fayette	Portageville	
Fisk	Puxico	
Frankford	Qulin	
Freeburg	Richwoods	

Southwestern Bell Service Areas (Continued):

RATE GROUP B

Bonne Terre	Pacific
Boonville	Perryville
Camdenton	Pond
Cape Girardeau	Poplar Bluff
Carthage	Richmond
Cedar Hill	St. Charles
Chesterfield	St. Clair
Chillicothe	St. Joseph
DeSoto	Sedalia
Dexter	Sikeston
Eldon	Union
Eureka	Valley Park
Excelsior Springs	Washington
Farmington	Webb City
Fenton	
Festus-Crystal City	
Flat River	
Fredericktown	
Fulton	
Gravois Mills	
Greenwood	
Hannibal	
Harvester	
High Ridge	
Imperial	
Jackson	
Joplin	
Kennett	
Kirksville	
Knob Noster	
Lake Ozark-Osage Beach	
Manchester	
Marshall	
Maxville	
Mexico	
Monett	
Moberly	
Neosho	
Nevada	

CenturyTel Service Areas:

Alton	Highlandville	Troy
Ashland	Holstein	Truxton
Augusta	Hurley	Urbana
Ava	Jamestown	Vichy
Belle	Jenkins	Warrenton
Bland	Jonesburg	Washburn
Blue Eye	Kimberling City	Wasola
Bourbon	Koshkonong	Wentzville
Bradleyville	Leasburg	West Plains
Branson	Louisburg	Wheatland
Branson West	Mano	Willow Springs
Buffalo	Mansfield	Winfield
Cabool	Marshfield	Wooldridge
Cape Fair	Marthasville	Wright City
Cassville	Morrison	
Caulfield	Moscow Mills	
Cedar Creek	Mount Sterling	
Centralia	Mountain View	
Chamois	New Melle	
Clark	Niangua	
Columbia	O'Fallon	
Conway	Old Monroe	
Crane	Ozark	
Cross Timbers	Pittsburg	
Cuba	Prairie Home	
Dardenne	Preston	
Defiance	Protem	
Dora	Reeds Spring	
Elkland	Rocheport	
Exeter	Rockaway Beach	
Foley	Safe	
Fordland	Saint James	
Foristell	Saint Peters	
Forsyth	Seymour	
Gainesville	Shell Knob	
Galena	Sparta	
Hallsville	Sturgeon	
Hawk Point	Summersville	
Hermann	Thayer	
Hermitage	Theodosia	
High Hill	Thomasville	

Sprint/United Service Areas:

Appleton City	Blackburn	Blairstown	Brazito
Calhoun	Camden Point	Centertown	Centerview
Chilhowee	Clarksburg	Coal	Craig
Dearborn	Deepwater	Edgerton	Eugene
Fairfax	Green Ridge	Hardin	Henrietta
Holt	Hopkins	Houstonia	Ionia
King City	Kingsville	Leeton	Lincoln
Malta Bend	Missouri City	Montrose	New Bloomfield
Newburg	Norborne	Orrick	Otterville
Pickering	Sweet Springs	St. Thomas	Smithton
Strasburg		Syracuse	Taos
Tarkio		Urich	Waverly
Wellington			

Buckner	Butler	California	Cole Camp
Holden	Kearney	Lake Lotawana	Lexington
Lone Jack	Mound City	Russellville	Platte City
Pleasant Hill	Richland	Weston	St. Robert
Tipton	Waynesville		Windsor

Clinton	Ferrelview	Ft. Leonard Wood	
Harrisonville			
Lebanon	Maryville	Oak Grove	Odessa
Rolla	Salem	Warrensburg	Warsaw

Jefferson City

CenturyTel Service Areas:

Amazonia
Annapolis
Arcola
Aurora
Avenue City
Avilla
Belgrade
Bellevue
Birch Tree
Bolckow
Boss
Braymer
Bronaugh
Brunswick-Triplett
Bunker
Caledonia
Cameron
Canton
Centerville
Clarence
Clarksdale
Collins
Concordia
Cosby
Dadeville
Dalton
Easton
Edgar Springs
El Dorado Springs
Ellsinore
Elmer
Eminence
Everton
Ewing
Fillmore
Freemont
Golden City
Gorin
Gower
Greenfield
Grove Spring
Hamilton
Hartville
Helena
Houston
Humansville
Hunnewell
Irondale
Ironton

Jericho Springs
Kahoka
Keytesville
Kidder
Kingston
La Belle
La Plata
Ladonia
Lagrange
Lawson
Lesterville
Lewiston
Licking
Lowry City
Macon
Manes
Maysville
Milo
Monroe City
Montauk
Monticello
Mount Vernon
Mountain Grove
Nebo
Norwood
Oates
Osborn
Osceola
Palmyra
Paris
Perry
Plattsburg
Potosi
Raymondville
Revere
Roby
Rockville
Rosendale
Santa Fe
Sarcoie
Savannah
Schell City
Shelbina
Shelbyville
Sheldon
Stewartsville
Stoutsville
Timbers
Trimble

Turney
Van Buren
Vanzant
Walker
Wayland
Weaubleau
West Quincy
Whitesville
Winona

Exhibit III
Executive Officers' Qualifications and Experience

Company's Telecommunications Background

See Attached

Management Profiles

Avi Lonstein, Chief Executive Officer

As the former President of ADDTEL Communications, Mr. Lonstein was directly responsible for taking ADDTEL from a start-up operation to a nationwide long distance reseller with over \$40 million in annualized revenues, and a highly respected agency network made up of over 140 agents in 17 states. Under Mr. Lonstein's direction, ADDTEL was recognized as one of the industries most innovative and well-managed companies, and experienced substantial growth during Mr. Lonstein's 8 year tenure. Mr. Lonstein is well known in the resale telecommunications industry, and was one of the founding members of the industry's trade association, the Association of Communications Enterprises (ASCENT). Prior to co-founding ADDTEL, Mr. Lonstein held the position of Assistant Controller at Michael Baybak and Company, a corporate public relations firm.

Tony C. Lonstein, Executive Vice President

As the former co-founder and Chairman of ADDTEL Communications, Mr. Lonstein was responsible for the overall strategic direction for ADDTEL. Over and above successfully raising start-up funding at ADDTEL's inception, Mr. Lonstein was involved in extensive negotiations with major carriers, including AT&T and MCI Worldcom, as well as with major customers, which included such companies as Earthlink Network. Mr. Lonstein's prior experience includes the complex structure of several multinational trading agreements, as well as international import/export and commodities trading.

Michael Baybak, Advisory Board

Mr. Baybak is principal of Michael Baybak and Company, Inc., headquartered in the Los Angeles area. The company, founded May 1, 1979, serves a diversified North American clientele of financial advisors and public companies.

The company has a distinguished history as the national PR firm acting for the passage of the Balanced Budget/Tax Limitation Amendment in the U.S. Senate, 1981-5, working with Dr. Milton Friedman's National Tax Limitation Committee. Clients have included numerous financial institutions, including Oppenheimer & Co., Imperial Bancorp, Permanent Portfolio Family of Funds, Charles Allmon of GSO Trust, and others. The firm has also been the long-term advisor for many prominent financial advisors. The company has long acted for emerging companies in a variety of industries, many of which it has prominently profiled in U.S. business media.

Mr. Baybak graduated from Columbia University and attended Yale Law School. Before entering the financial public relations field in 1977 as an account executive, he was a business writer for a number of organizations including McGraw-Hill and The Christian Science Monitor.

Dr. Aharon Friedman, Advisory Board

Mr. Friedman co-founded Fortress Technologies, Inc., a wireless network security company with headquarters in Tampa, Florida in 1995. He possesses over 20 years of computer science and networking experience. Formerly, he served as a Senior Scientist at Brookhaven National Laboratory, where he designed and supervised the construction of one of the largest distributed control systems in the world. Formerly, he managed a research and development project on aircraft unstructured modeling for the US Air Force while employed at Science Applications International Corporation. He has been recognized for significant contributions to particle accelerator research and published over 40 papers in various scientific journals. Dr. Friedman holds a doctorate in Physical Electronics and Physics from Tel-Aviv University.

Matthew Feshbach, Advisory Board

Matthew Feshbach was the Managing General Partner of Feshbach Bros., an investment management firm, from 1982 through 1996.

During this time Feshbach Bros. grew assets under management from \$20,000 to a peak of \$1 Billion and performed in the top 1% of all money managers in the United States, equity or debt, according to a survey by Piper Jaffrey. Since 1996 Mr. Feshbach has principally been a private investor. Mr. Feshbach also serves as the chairman of FatpipeU, a broadband outsourced training skills company, headquartered in Orange County, California.

Richard M. Torre, Advisory Board

After twenty years of diversified national and international business experience on both coasts, Dick Torre founded the predecessor to Global Vantage, Ltd., sixteen years ago. The firm specializes in mergers and acquisitions, corporate debt and equity financing, merchant banking, captive finance/leasing and cross-border financing.

Dick is an active board member for a variety of public and private firms and civic organizations. He is currently Vice Chairman, Pacific Mercantile Bank (NASDAQ); Chairman, Exceed Capital Holdings, Ltd. (CDN); Vice-Chairman, JLiv Foodservices, Inc.; Vice-Chairman, E-Books Interactive, Inc. and is the former Chairman of the Forum for Corporate Directors. Dick is also a member of the Executive Board, Graduate School of Management at the University of California, Irvine and a member of the Association for Corporate Growth.

A summa cum laude graduate of Fordham University, Physics, in 1963, he has been a guest lecturer or faculty member at Pepperdine University, the U.S. Naval Institute, City College of New York, Woodbury University, the New York Institute of Credit and Melbourne University on topics as diverse as business/finance and the strategy and tactics of the Pacific War 1937-1945.

Pete Summers, Advisory Board


Mr. Summers was the co-founder and director of Anaserve Inc., a California based Web hosting firm. After growing Anaserve to a customer base of more than 10,000 web sites, the company was purchased by Concentric Networks in 1997. Concentric Networks has since been purchased by XO Communications. Prior to his tenure at Anaserve, Mr. Summers founded Software Central, a software distribution firm servicing major business accounts throughout the U.S. Software Central was sold to a consortium of investors in 1987. Mr. Summers is currently a private investor.

Exhibit IV
Financial Information
"PROPRIETARY INFORMATION"

State of California)
)
County of Los Angeles)
_____)

VERIFICATION

I, Avi Lonstein, being duly sworn, declare that I am the President of Airespring, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

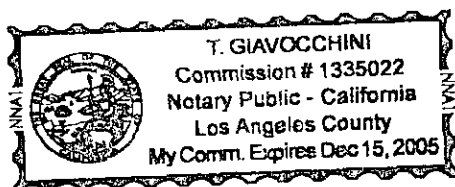


Avi Lonstein
President

Sworn to before me, the undersigned Notary Public on this
12 day of AUGUST, 2004.



Notary Public



T. G. JAVOCCHINI

Print or Type Name

My commission expires:

12/15/05

In the matter of the application of)
Airespring, Inc., for a)
certificate of service authority to provide) Case No. _____
resold and facilities-based/UNE-P Basic)
Local telecommunications services)
in Portions of the State of Missouri and to)
Classify such services and the company)
As Competitive)

COMES NOW Lance J. M. Steinhart, Attorney at Law and pursuant to rule 4 CSR 240-2.040 herewith files his Entry of Appearance on behalf of Applicant, Airespring, Inc., in connection with the above-styled proceeding. With respect to his entry, Mr. Steinhart hereby advises the Commission that he is a member in good standing of the State Bar of Georgia and is admitted to practice before District Courts. He also is on inactive status with the State Bars of New York and Maryland. Neither the undersigned nor any member of his firm is disqualified to appear in any court. I also hereby designate Judith A. Rau, of the law firm of Rau & Rau, 119 E. Mill Street, Waterloo, Illinois 62298 to serve as our local Missouri counsel in this matter.

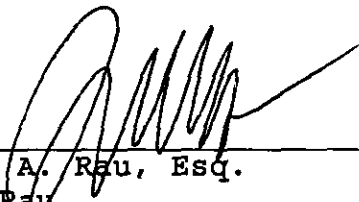
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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the application of)
Airespring, Inc., for a)
certificate of service authority to provide) Case No. _____
resold and facilities-based/UNE-P Basic Local) telecommunications services)
in Portions of the State of Missouri and to)
Classify such services and the company)
As Competitive)

ENTRY OF APPEARANCE

COMES NOW Judith A. Rau of the law firm Rau & Rau, and
pursuant to rule 4 CSR 240-2.040, herewith files her Entry of
Appearance as local Missouri counsel on behalf of Applicant
Airespring, Inc., in connection with the above-styled
proceeding.



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, IL 62298
(618) 939-7186
Missouri Bar No. 24856

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing Application upon the following parties, listed below, in accordance with Commission rules.

Dated this 20 day of Apr, 2004.



Lance J.M. Steinhart
Georgia Bar No. 678222

Counsel for

AIRESPRING, INC.

Office of the Public Counsel

PO Box 7800

Jefferson City, MO 65102

General Counsel

Missouri Public Service Commission

PO Box 360

Jefferson City, MO 65102