

# DIVIDER

STATE OF NORTH DAKOTA  
INFORMATION TECHNOLOGY DEPARTMENT  
SFN 2053 (4-2002)

--

## DESCRIPTION

**PU-04-603**  
BullsEye Telecom, Inc  
Local Exchange  
Public Convenience & Nece  
Filed 11/16/2004      Closed 1/27/2005

04



Public Service Commission  
Receipt of Payment

Receipt# 6205

Received 4/4/2005 Check# 40169 for \$142 52  
Subject Utility Valuation pd for BullsEye Telecom

**Docket # PU-04-603**

Technologies Mangement  
PO Drawer 200  
Winter Park FL 32790-0200

20 PU-04-603

Pages 1

Receipt# 6,205 \$142 52

by Technologies Mangement

04/04/2005

**APPROVED**

DATE: 3-23-05  
KMF

MOTION

March 23, 2005

BullsEye Telecom, Inc  
Local Exchange  
Public Convenience and Necessity

Case No PU-04-603

I move the Commission bill BullsEye Telecom, Inc for costs incurred to date in Case No. PU-04-603, BullsEye Telecom, Inc., Local Exchange, Public Convenience and Necessity.



# Public Service Commission

## State of North Dakota

---

### COMMISSIONERS

Tony Clark, President  
Susan E Wefald  
Kevin Cramer

Executive Secretary  
Ilona A Jeffcoat-Sacco

600 E Boulevard Ave Dept 408  
Bismarck, North Dakota 58505-0480  
web www.psc.state.nd.us  
e-mail ndpsc@state.nd.us  
TDD 800-366-6888  
Fax 701-328-2410  
Phone 701-328-2400

March 23, 2005

Monique Byrnes  
Consultant to BullsEye Telecom Inc  
Technologies Management Inc  
PO Box 200  
Winter Park FL 32789

RE: Case No. PU-04-603  
BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity

Enclosed is a copy of the statement approved at the March 23, 2005 Public Service Commission meeting for the expenses incurred to date in Case No. PU-04-603.

Under N.D.C.C. 49-21-01.7, these expenses are billed through the Valuation Fund and must be paid for by the telecommunications company involved.

Please make your check payable to the *Public Service Commission*.

Sincerely,

A handwritten signature in black ink, appearing to read "Gloria Geiger".

Gloria Geiger  
Admin Staff Officer  
701-328-2401

Enc.

# Billing Statement

March 23, 2005

BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity

Case No. PU-04-603

## Bill To:

BullsEye Telecom, Inc.....\$142.52

## Expenses Incurred to Date:

Advertising Costs \$142.52

## Send Payment and a Copy of this Statement To:

Public Service Commission  
600 E Boulevard Ave Dept 408  
Bismarck ND 58505-0480

**Federal Tax ID 45-0309764**

STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION

BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity

Case No. PU-04-603

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that

she is over the age of 18 years and not a party to this action and, on the **27th day of January, 2005**, she deposited in the United States Mail, Bismarck, North Dakota, **three** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of

Order

The envelopes were addressed as follows

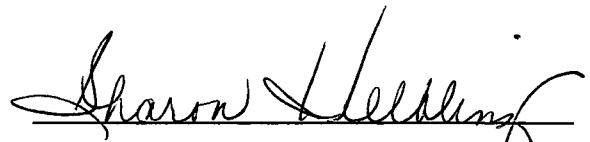
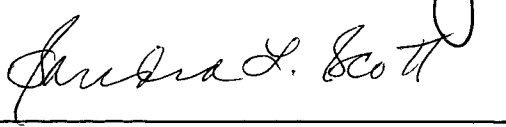
Patrick W Durick  
Pearce & Durick  
314 E Thayer Ave  
Bismarck ND 58502  
Cert. No. 7003 2260 0001 3517 9411

Monique Byrnes  
Technologies Management Inc  
210 N Park Ave  
Winter Park FL 32790-0200  
Cert. No. 7003 2260 0001 3517 9428

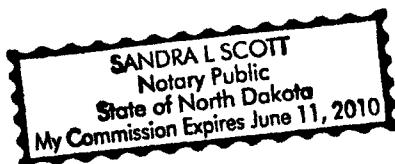
Don Negaard  
Pringle & Herigstad  
P O Box 1000  
Minot ND 58702-1000  
Cert. No. 7003 2260 0001 3517 9442

Each address shown is the respective addressee's last reasonably ascertainable post office address

Subscribed and sworn to before me  
this **27th day of January, 2005**

  
\_\_\_\_\_  
  
\_\_\_\_\_  
Notary Public

SEAL





# Public Service Commission

## State of North Dakota

---

### COMMISSIONERS

Tony Clark, President  
Susan E. Wefald  
Kevin Cramer

Executive Secretary  
Illona A. Jeffcoat-Sacco

600 E Boulevard Ave Dept 408  
Bismarck, North Dakota 58505-0480  
web www.psc.state.nd.us  
e-mail ndpsc@state.nd.us  
TDD 800-366-6888  
Fax 701-328-2410  
Phone 701-328-2400

January 27, 2005

Monique Byrnes  
Technologies Management Inc  
210 N Park Ave  
Winter Park FL 32790-0200

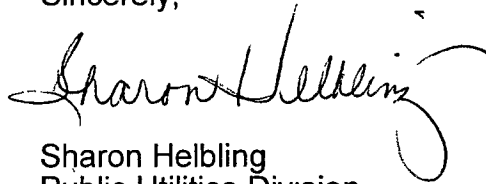
Dear Ms. Byrnes:

On January 26, 2005, the commission issued Certificate of Public Convenience and Necessity No. 5183 to BullsEye Telecom, Inc. to provide local exchange telecommunications services, with facilities, throughout North Dakota, Case No. PU-04-603.

The original certificate is enclosed for your files.

If you have any questions, please call me at 701-328-4076.

Sincerely,



Sharon Helbling  
Public Utilities Division

sdh

Enclosures

APPROVED  
DATE 1-26-05  
KMF

**MOTION**

**January 26, 2005**

**BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-603**

I move the Commission adopt the Order granting the application of BullsEye Telecom, Inc. for a certificate of public convenience and necessity to provide telecommunications services in North Dakota.

JRL/sdh

**STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION**

**BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-603**

**ORDER**

**January 26, 2005**

On November 16, 2004, BullsEye Telecom, Inc. (BullsEye) of Oak Park, MI filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services throughout North Dakota.

On December 1, 2004, the Commission issued a Notice of Opportunity for Hearing that provided until January 4, 2005 for receiving comments or hearing requests. In accordance with North Dakota Century Code chapter 49-03.1 and North Dakota Administrative Code section 69-09-05-11(3), the Commission's notice identified the following issues to be considered in this matter:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. Technical, financial and managerial ability of the applicant to provide service.

On January 3, 2005, the Rural Telephone Company Group (RTCG) filed comments requesting limitations to preserve the rural exemption under 47 U.S.C. 251 (f). RTCG stated it did not oppose the application and was not requesting a hearing.

On January 11, 2005, the Public Service Commission's Director of Accounting filed a memorandum indicating that BullsEye has the financial ability to provide service.

On January 12, 2005, the Commission discussed the issues in this matter with the applicant and Commission staff at an informal hearing.

BullsEye was incorporated in the state of Michigan during April 2000 and currently offers local exchange service in five states. BullsEye has been granted authority to provide service in several other states and is in the process of obtaining authority nationwide. BullsEye was registered to resell local and long distance service in North Dakota on December 1, 2004 in Case No. PU-04-602.

BullsEye intends to offer competitive local exchange services bundled with interexchange services primarily to business customers using UNE-P and resale products.

BullsEye maintains a toll free customer service telephone number with live operators available 24 hours per day, 7 days per week.

Exhibit D to the application provides biographical information indicating that BullsEye's senior management has extensive telecommunications experience.

The Commission finds BullsEye's proposed service adequate.

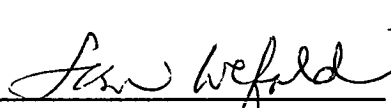
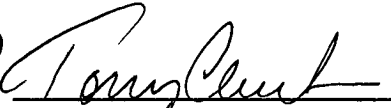

The Commission finds BullsEye is fit, able, and has the technical, financial and managerial ability to provide service.

In this Case, as in other cases in which statewide authority was requested, the Commission will adhere to the precedent established in the AT&T certificate case, Case No. PU-453-96-83. In AT&T, the Commission held that its determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under Section 251(f)(1) or (2) of the Telecommunications Act of 1996 (47 U.S.C. §251(f)(1) or (2)). The Commission also held that granting the certificate on a statewide basis is not a ruling that affects the rights of specific rural telephone companies under 47 U.S.C. §251(f).

### Order

The Commission Orders the application of BullsEye Telecom, Inc. for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunications services throughout North Dakota is GRANTED.

### PUBLIC SERVICE COMMISSION

		
<hr/>	<hr/>	<hr/>
<b>Susan E. Wefald</b> Commissioner	<b>Tony Clark</b> President	<b>Kevin Cramer</b> Commissioner

**Public Service Commission**  
**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Certificate Number 5183**

*This is to certify that public convenience and necessity require, and permission is granted for BullsEye Telecom, Inc., a telecommunications public utility, to provide statewide local exchange telecommunications services, with facilities, in North Dakota.*

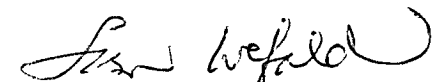
*This certificate is issued in Case No. PU-04-603 and is conditioned upon BullsEye Telecom, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.*

*Bismarck, North Dakota, January 26, 2005.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

*City*  
  
**Executive Secretary**

  
**Commissioner**

**North Dakota Public Service Commission**  
**INFORMAL HEARING**  
**January 12, 2005**

**BullsEye Telecom, Inc.**  
**Local Exchange**  
**Public Convenience & Necessity**

**PU-04-603**  
**Filed: 11/16/04**

**Summary of Proposal:** BullsEye Telecom, Inc. (BullsEye) of Oak Park, MI has filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services throughout North Dakota.

**Procedural History:** On December 1, 2004 the Commission issued a Notice of Opportunity for Hearing, which provided until January 4, 2005 for receiving comments or hearing requests regarding the instant application for a certificate of public convenience and necessity. On January 3, 2005 the Rural Telephone Company Group filed comments requesting that any order granting authority on a state-wide basis include language to preserve the "rural safeguard" rights of rural telephone companies under 47 U.S.C. 251(f). No requests for hearing have been received.

**Discussion:** BullsEye was incorporated in Michigan during April of 2000. BullsEye reports that it currently offers local exchange service in five states and has been granted authority in several other states while in the process of obtaining authority nationwide. BullsEye was registered to resell local and long distance service in North Dakota on December 1, 2004 in Case No. PU-04-602.

BullsEye intends to offer competitive local exchange services bundled with interexchange services primarily to business customers using UNE-P and resale products.

BullsEye reports that it has a toll free customer service telephone number (877 638-2855) with live operators available 24 hours per day, 7 days per week.

Exhibit D to the application provides biographical information indicating that BullsEye's senior management team has extensive telecommunications experience.

A limited staff financial review (see staff memo dated January 11, 2005) indicated that BullsEye has access to sufficient equity to provide service in North Dakota

**Recommendation:** I recommend approval.

**Prepared by:** Jerry Lein

STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION

BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity

Case No. PU-04-603

**AFFIDAVIT OF SERVICE BY ORDINARY MAIL**

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

**Sharon Helbling** deposes and says that

she is over the age of 18 years and not a party to this action and, on the **11th day of January, 2005**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of

**Staff Memorandum on Financial Ability**

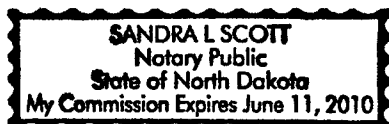
The envelope was addressed as follows:

Monique Byrnes  
Technologies Management Inc  
210 N Park Ave  
Winter Park FL 32790-0200

Each address shown is the respective addressee's last reasonably ascertainable post office address

Subscribed and sworn to before me  
this **11th day of January, 2005**.

SEAL



*Sharon Helbling*  
\_\_\_\_\_  
*Sandra L Scott*  
\_\_\_\_\_  
Notary Public



Public Service Commission  
State of North Dakota

COMMISSIONERS

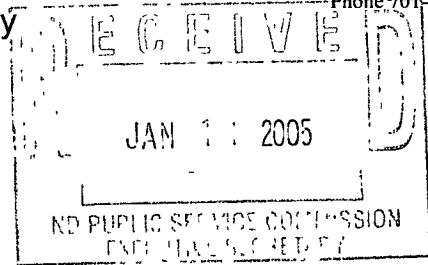
Tony Clark, President  
Susan E Wefald  
Kevin Cramer

Executive Secretary  
Illona A Jeffcoat-Sacco

600 E Boulevard Ave Dept 408  
Bismarck, North Dakota 58505-0480  
web www.psc.state.nd.us  
e-mail ndpsc@state.nd.us  
TDD 800-366-6888  
Fax 701-328-2410  
Phone 701-328-2400

**Memorandum**

**To:** Illona Jeffcoat-Sacco, Executive Secretary  
**From:** Mike Diller, Director of Accounting *MD*  
**Date:** January 11, 2005  
**Re:** **BullsEye Telecom, Inc.**  
**Local Exchange PC&N**  
**Case No. PU-04-603**



The following is written to provide the commission with a very limited review of the applicant's financial ability to provide service.

Staff reviewed the financial information filed by the applicant for the period ending December 31, 2003, noting stockholder equity of \$2.8 million.

Based on its review, staff concludes that the applicant has access to sufficient capital to provide service in North Dakota.

Staff sees no reason to deny this application and will provide this document to the applicant.



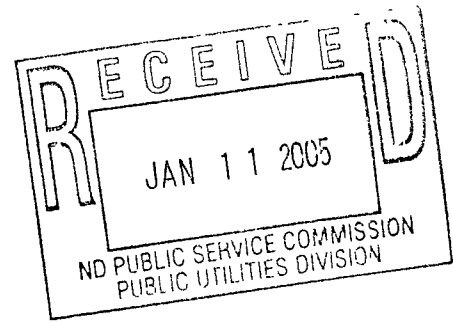
210 N Park Ave  
Winter Park, FL  
32789

P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel 407-740-8575  
Fax 407-740-0613  
tmi@tminc.com

January 10, 2005  
**Via Overnight Delivery**

Mr. Jon Mielke, Executive Secretary  
North Dakota Public Service Commission  
600 E Boulevard Ave , Dept. 408  
Bismarck, ND 58505-0480



**RE: BullsEye Telecom, Inc. - Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Telecommunications Services Within the State of North Dakota**

Dear Mr Mielke:

Enclosed for filing are the original and six (6) copies of affidavit which is sent on behalf of BullsEye Telecom, Inc and should be included in the company's Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Telecommunications Services Within the State of North Dakota

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose

Questions regarding this filing may be directed to me at (407) 740-8575 or at [mbyrnes@tminc.com](mailto:mbyrnes@tminc.com) Thank you for your assistance in this matter.

Sincerely,

Monique Byrnes  
Consultant to BullsEye Telecom, Inc

cc: D Gonos - BullsEye  
file: BullsEye - ND Local  
tms. ndf0400a

AFFIDAVIT

I, Scott Loney, of lawful age, being duly sworn under oath depose and says as follows:

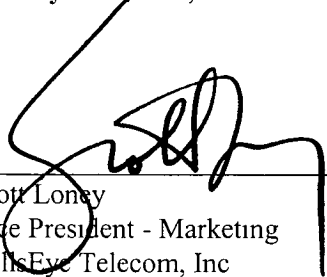
I am the Vice President - Marketing for BullsEye, Inc., a Michigan Corporation; which is seeking a Certificate of Public Convenience and Necessity to provide local exchange services in the State of North Dakota.

I, as an authorized agent, and on behalf of BullsEye Telecom, Inc., attest that the Application by BullsEye Telecom, Inc. for a Certificate of Public Convenience and Necessity for Local Exchange Service is true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.

This Application demonstrates

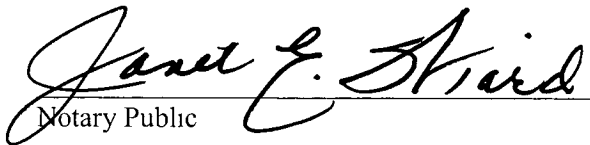
- a) that BullsEye Telecom, Inc possesses the technical, financial and managerial resources to provide local exchange service in North Dakota,
- b) the proposed services of BullsEye Telecom, Inc are adequate and in fact provide an alternative service mix to consumers and
- c) BullsEye Telecom, Inc is fit and able to provide service in North Dakota as successfully as it is so doing in its existing service area of twenty seven (27) states

Respectfully submitted on behalf of,  
BullsEye Telecom, Inc.



\_\_\_\_\_  
Scott Loney  
Vice President - Marketing  
BullsEye Telecom, Inc

Subscribed and sworn to before me this 7th day of January, 2005



\_\_\_\_\_  
Notary Public

My commission expires 9-06-06

JANET E. WARD  
NOTARY PUBLIC OAKLAND CO., MI  
MY COMMISSION EXPIRES Sep 6, 2006

DONALD A. NEGAARD  
JAMES E. NOSTDAHL  
CAROL K. LARSON  
DAVID J. HOGUE  
REED A. SODERSTROM  
BRENT M. OLSON  
DEBRA L. HOFFARTH  
SCOTT M. KNUDSVIG  
ERIKA L. SLEGER  
RYAN D. SANDBERG

**PH**  
LAW OFFICES OF  
**PRINGLE & HERIGSTAD, P.C.**

2525 ELK DRIVE  
POST OFFICE BOX 1000  
MINOT, NORTH DAKOTA 58702  
(701) 852-0381  
FAX (701) 857-1361  
E-mail pringle@srt.com

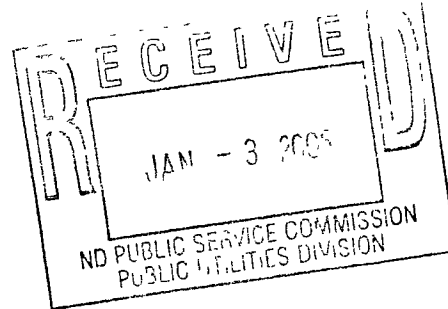
OF COUNSEL  
HERBERT L. MESCHKE

RETIRED  
THOMAS A. WENTZ  
MARK F. PURDY  
JAN M. SEBBY

KENNETH G. PRINGLE  
(1914-1983)  
ROGER O. HERIGSTAD  
(1919-2003)

December 30, 2004

Ms. Illona Jeffcoat-Sacco  
Executive Secretary  
PUBLIC SERVICE COMMISSION  
600 East Boulevard Avenue  
Bismarck, ND 58505-0480

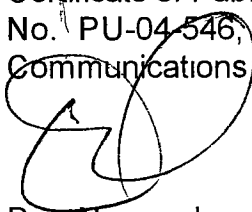


**MIDCONTINENT COMMUNICATIONS LOCAL EXCHANGE PUBLIC CONVENIENCE AND NECESSITY  
CASE NO. PU-04-546**

**BULLSEYE TELECOM, INC. LOCAL EXCHANGE PUBLIC CONVENIENCE AND NECESSITY  
CASE NO. PU-04-603**

**TRANS NATIONAL COMMUNICATIONS INTERNATIONAL, INC. LOCAL EXCHANGE PUBLIC CONVENIENCE AND NECESSITY  
CASE NO. PU-04-627**

Enclosed herewith for filing in each of the above matters are an original and seven copies of the Comments of the Rural Telephone Company Group on the Applications for Certificate of Public Convenience and Necessity of Midcontinent Communications, Case No. PU-04-546, BullsEye Telecom, Inc., Case No. PU-04-603, and Trans National Communications International, Inc., Case No. PU-04-627.

  
Don Negaard

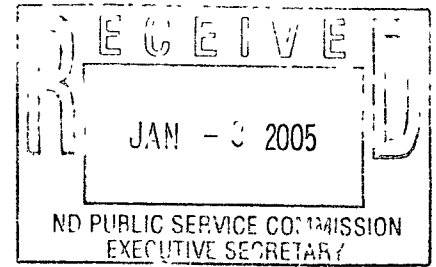
jt

Enclosures

18	<b>PU-04-546</b>	Pages 2
	Cover letter re Comments by Rural Telephone Company Group	
✓ 8	<b>PU-04-603</b>	Pages 2
	Cover letter re Comments	
8	<b>PU-04-627</b>	Pages 2
	Cover letter re Comments by Rural Telephone Company Group	

cc/enc: Jerome Tishmack, Manager - BEK Communications Cooperative  
Paul Schuetzler, Manager - Consolidated Telcom  
Keith Larson, Manager - Dakota Central Telecommunications Cooperative and  
Dakota Central Telecom I, Inc.  
Mark Scallon, Manager, Dickey Rural Telephone Cooperative  
Ray Brown, Manager, Griggs County Telephone and Moore & Liberty Telephone  
Keith Andersen, Manager - Inter-Community Telephone Company, LLC  
Mark Wilhelmi, Manager - Midstate Telephone Company and Midstate Communications, Inc  
Dick Thronson, Manager, Nemont Telephone Company and Missouri Valley Communications, Inc  
Dave Dircks, Manager - North Dakota Telephone Company  
Dwight Schmitt, Manager - Northwest Communications Cooperative  
David L. Dunning, Manager - Polar Communications Mutual Aid Corporation  
and Polar Telecommunications, Inc.  
Jeffrey J. Olson, Manager, Red River Telephone Association and Red River Telecom, Inc.  
Royce S Aslakson, Manager - Reservation Telephone Cooperative  
Steve Lysne, Manager - SRT Communications, Inc  
Kenneth Carlson, Manager, United Telephone Mutual Aid Corporation and Turtle Mountain  
Communications  
Albert R Grosz, Manager - West River Telecommunications Cooperative  
David Crothers, North Dakota Association of Telecommunications Cooperatives

**STATE OF NORTH DAKOTA**  
**PUBLIC SERVICE COMMISSION**



**BullsEye Telecom, Inc.**  
**Local Exchange**  
**Public Convenience and Necessity**

**Case No. PU-04-603**

**COMMENTS OF THE RURAL TELEPHONE COMPANY GROUP ("RTCG")  
ON THE APPLICATION FOR CERTIFICATE OF  
PUBLIC CONVENIENCE AND NECESSITY  
OF BULLSEYE TELECOM, INC. (BullsEye)**

The Rural Telephone Company Group (RTCG) is a group of telecommunications carriers, each of which is an "incumbent local exchange carrier" and a "rural telephone company" under the federal Telecommunications Act of 1996 (the Act) and each has legal interests in this case under the Act

The RTCG includes

BEK Communications Cooperative  
Consolidated Telcom  
Dakota Central Telecommunications Cooperative and Dakota Central Telecom I  
Dickey Rural Telephone Cooperative, Dickey Rural Communications, Inc , and  
Dickey Rural Access, Inc  
Griggs County Telephone Company and Moore & Liberty Telephone Company  
Inter-Community Telephone Company, L L C  
Midstate Telephone Company and Midstate Communications, Inc  
Nemont Telephone Company and Missouri Valley Communications, Inc  
North Dakota Telephone Company  
Northwest Communications Cooperative  
Polar Communications Mutual Aid Corporation and Polar Telecommunications, Inc  
Red River Rural Telephone Association and Red River Telecom, Inc  
Reservation Telephone Cooperative  
SRT Communications, Inc  
United Telephone Mutual Aid Corporation and Turtle Mountain Communications  
West River Telecommunications Cooperative

The description of service area requested by BullsEye is somewhat ambiguous. If it is strictly limited only to local exchange areas now served by Qwest, RTCG has no objection. If it is construed otherwise, RTCG offers the following

In PSC Case No PU-453-96-83, AT&T applied for and was granted a Certificate of Public Convenience and Necessity to provide local telecommunications service throughout the state of North Dakota, subject to limitations in the Commission's Order

"8 Public convenience and necessity requires the granting of a statewide certificate to AT&T to provide local service However, the Commission's determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under §251(f)(1) or (2) of the Act

9 Granting AT&T's application for a statewide certificate is not a ruling that affects the rights of specific rural telephone company pursuant to 47 U S C §251(f) "

In PSC Case No PU-987-96-390, Sprint applied for and was granted a Certificate of Public Convenience and Necessity to provide local telecommunications service throughout the state of North Dakota, subject to limitations based on the precedent established in the AT&T case

"One issue which has been addressed in other Certificate of Public Convenience and Necessity cases was raised by the intervener, NDATEC This issue concerns rural telephone companies and what effect the grant of a certificate would have on them NDATEC identified its interest in this proceeding, and the interests of its members, as a concern that the grant of a certificate of public convenience and necessity not defeat the rural protections provided by the Telecommunications Act of 1996

The Commission agrees with NDATEC that the question is important and must be addressed This issue will apply to all certificate requests affecting any service area of any rural telephone company in North Dakota It is the opinion of the Commission that in all such cases, any determination of public interest is subject to future proceedings regarding rural protections or exemptions

In the instant case the Commission will adhere to the precedent established in the AT&T certificate case, Docket No PU-453-96-83, on this issue In AT&T, the Commission held that its determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under Section 251(f)(1) or (2) of the Telecommunications Act of 1996 (47 U S C §251(f)(1) or (2)) The Commission also held that granting the certificate on a statewide basis is not a ruling that affects the rights of specific rural telephone companies under 47 U S C §251(f) Both Sprint and NDATEC agree that the qualifications

expressed in the AT&T case appropriately apply to Sprint's request for a statewide certificate of public convenience and necessity. The inclusion of these conditions satisfies NDATC's concerns, and is not objectionable to Sprint."

The AT&T precedent has been cited at least one time following the Sprint case, in Case No. PU-1693-97-269, where a statewide certificate was granted to Eclipse Communications Corp (a subsidiary of Western Wireless Corporation), subject to the rights of rural telephone companies under 47 U.S.C. 251(f).

In reliance on the precedent established by the Commission in the AT&T, Sprint, and Eclipse/Western Wireless cases, the RTCG does not request intervention and does not request a hearing on the pending application. The RTCG does request that any order issued to grant the pending application should include limitations substantially the same as those in the AT&T, Sprint, and Eclipse/Western Wireless cases, to preserve the "rural safeguard" rights of rural telephone companies under 47 U.S.C. 251(f).

By the comments contained herein, none of the above-named companies shall be deemed to have waived its rights to claim that BullsEye Telecom, Inc., is prohibited from competing with the RTCG or their subsidiaries.

Dated at Minot, North Dakota, this 30th day of December, 2004

  
PRINGLE & HERIGSTAD, P.C.

---

By Don Negaard, ND Bar ID #03598  
Attorneys for RTCG  
2525 Elk Drive  
P O Box 1000  
Minot, ND 58702-1000  
(701) 852-3081

CERTIFICATE OF SERVICE

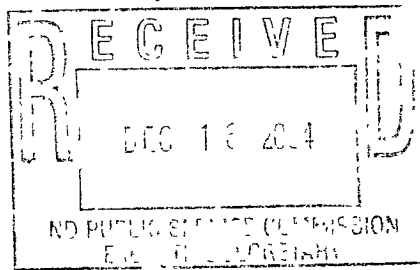
A true and correct copy of the foregoing Comments of the Rural Telephone Company Group was mailed on the 30th day of December, 2004, to

Monique Byrnes  
Consultant to BullsEye Telecom, Inc  
Technologies Management, Inc  
P O Box 200  
Winter Park, FL 32789



---

Don Negaard



# Affidavit of Publication

Colleen Park, being duly sworn, state as follows:

1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:  
PSC, Midcontinent - Trans National, 1 time(s)  
as required by law or ordinance.
3. All of the listed newspapers are legal newspapers in the State of North Dakota and, under the provisions of Section 46-05-01, NDCC, are qualified to publish any public notice or any matter required by law or ordinance to be printed or published in a newspaper in North Dakota.

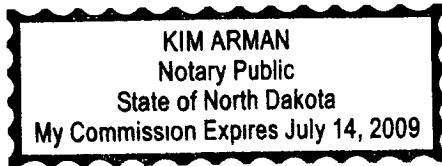
Signed: Colleen Park

State of ND

County of Burleigh

Subscribed and sworn to before me this 14 day of December 2004.

Kim Arman

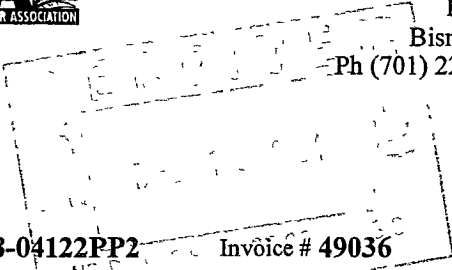


<b>16</b>	<b>PU-04-546</b>	Pages 1
	Affidavit of Publication	
	by North Dakota Advertising Service Inc	
	12/16/2004C Comm Legal Ilona Jerry, Annette, Mike	
<b>6</b>	<b>PU-04-603</b>	Pages 1
	Affidavit of Publication	
	by North Dakota Advertising Service, Inc	
<b>6</b>	<b>PU-04-627</b>	Pages 1
	Affidavit of Publication	
	by North Dakota Advertising Service, Inc	
	12/16/2004	CC Comm Legal Ilona Jerry



# North Dakota Newspaper Association

1435 Interstate Loop  
Bismarck, ND 58503-0567  
Ph (701) 223-6397 • Fax (701) 223-8185



## INVOICE

Order **19988-04122PP2** Invoice # **49036**

December 15, 2004

Attn: **ILLONAA. JEFECOAT-SACCO**  
**PUBLIC SERVICE COMMISSION**  
**600 E. BOULEVARD AVE.**  
**STATE CAPITOL**  
**BISMARCK, ND 58505**

Advertiser: **Public Utilities Division**

P O.#: **PU-04-546,603,627**

Voice 701-328-4076

Amount Due **\$427.55**

Amount Paid

*Please detach and return this portion with your payment*

Public Utilities Division Invoice # 19988-04122PP2-49036 PO# PU-04-546,603,627

Ad Size	Rate Type	Rate	Total	Discount (%)	Caption	Page	Run Date
<b>Bismarck Tribune (Bismarck ND)</b>							
67 00	SPR2	0 64	42 88	0 00	Midcontinent - Trans N		12/06/04
<b>Devils Lake Daily Journal (Devils Lake ND)</b>							
70 00	SPR2	0 63	44 10	0 00	Midcontinent - Trans N		12/06/04
<b>Dickinson Press (Dickinson ND)</b>							
73 00	SPR2	0 57	41 61	0 00	Midcontinent - Trans N		12/08/04
<b>Fargo, The Forum (Fargo ND)</b>							
62 00	SPR2	0 71	44 02	0 00	Midcontinent - Trans N		12/13/04
<b>Grand Forks Herald (Grand Forks ND)</b>							
64 00	SPR2	0 69	44 16	0 00	Midcontinent - Trans N		12/07/04
<b>Jamestown Sun (Jamestown ND)</b>							
74 00	SPR2	0 54	39 96	0 00	Midcontinent - Trans N		12/06/04
<b>Minot Daily News (Minot ND)</b>							
76 00	SPR2	0 54	41 04	0 00	Midcontinent - Trans N		12/06/04
<b>Valley City Times-Record (Valley City ND)</b>							
68 00	SPR2	0 61	41 48	0 00	Midcontinent - Trans N		12/06/04
<b>Wahpeton Daily News (Wahpeton ND)</b>							
93 00	SPR2	0 51	47 43	0 00	Midcontinent - Trans N		12/08/04
<b>Williston Herald (Williston ND)</b>							
67 00	SPR2	0 61	40 87	0 00	Midcontinent - Trans N		12/06/04

Gross Advertising	427.55	Total Misc	0 00	Amount Paid	0 00
Agency Discount		Tax	0 00	Adjustments	0.00
Other Discount	0.00	Total Billed	427 55	Payment Date	
Service Charge	0 00	Unbilled	0 00	Balance Due	427.55

**6 PU-04-603** Pages 1

Affidavit of Publication

**16 PU-04-546** Pages 1

Affidavit of Publication

by North Dakota Advertising Service, Inc

12/16/2004C Comm Legal Illona Jerry, Annette, Mike

**6 PU-04-627** Pages 1

Affidavit of Publication

by North Dakota Advertising Service, Inc

12/16/2004 CC Comm Legal Illona Jerry

**STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION**

**Midcontinent Communications  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-546**

**BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-603**

**Trans National Communications International, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-627**

**AFFIDAVIT OF SERVICE BY CERTIFIED MAIL**

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

**Sharon Helbling** deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **2nd day of December, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

**Notice of Opportunity for Hearing**

The envelope was addressed as follows:

Patrick W Durick  
Pearce & Durick  
314 E Thayer Ave  
Bismarck ND 58502  
**Cert. No. 7003 2260 0001 3517 9152**

Monique Byrnes  
Technologies Management Inc  
210 N Park Ave  
Winter Park FL 32790-0200  
**Cert. No. 7003 2260 0001 3517 9169**

Erick Robinson  
TNCI Inc  
2 Charlesgate West  
Boston MA 02215  
**Cert. No. 7003 2260 0001 3517 9213**

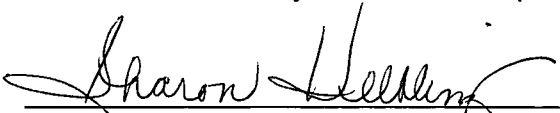
**Sharon Helbling** further deposes and says that on the **2nd day of December, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same

Mary Lohnes  
Midcontinent Communications  
410 S Phillips Ave  
Sioux Falls SD 57104

Each address shown is the respective addressee's last reasonably ascertainable post office address

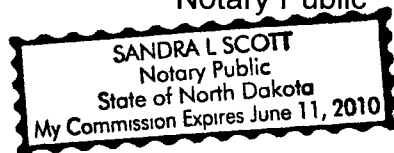
Subscribed and sworn to before me  
this **2nd day of December, 2004**.

SEAL

  
\_\_\_\_\_

  
\_\_\_\_\_

Notary Public



**STATE OF NORTH DAKOTA**  
**PUBLIC SERVICE COMMISSION**

**Midcontinent Communications  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-546**

**BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-603**

**Trans National Communications International,  
Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-627**

**AFFIDAVIT OF SERVICE BY ORDINARY MAIL OR E-MAIL**

STATE OF NORTH DAKOTA  
COUNTY OF BURLEIGH

**Sharon Helbling** deposes and says that

she is over the age of 18 years and not a party to this action and, on the **2nd day of December, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, envelopes by first class mail, fully prepaid, securely sealed, and e-mailed, each containing a photocopy of

**Notice of Opportunity for Hearing**

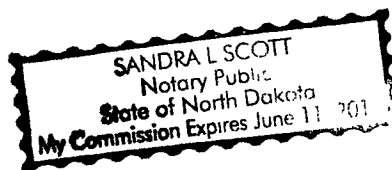
The envelopes were addressed as follows

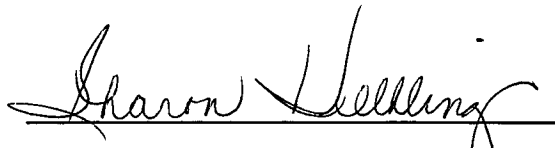

***See Attached List***

Each address shown is the respective addressee's last reasonably ascertainable post office address

Subscribed and sworn to before me  
this **2nd day of December, 2004**

SEAL



  
\_\_\_\_\_  
  
\_\_\_\_\_  
Notary Public

mariep@telcogroupinc.com  
Marie Pierre-Paul

wbrudvik@ohnstadlaw.com  
William Brudvik

dennis.kelley@reconex.com  
Dennis Kelley  
1-800-Reconex Inc  
2500 Industrial Ave  
Hubbard OR 97032

jlchapman@acomminc.com  
Jerry Chapman  
Acomm Inc  
510 1st Ave N Ste 203  
Minneapolis MN 55403-0343

janetkeller@att.com  
Janet Browne  
AT&T  
1875 Lawrence St 14th Fl  
Denver CO 80202

jcremer@bantzlaw.com  
James Cremer  
Bantz Gosh & Cremer LLC  
305 6th Ave SE  
Aberdeen SD 57402-0970

smassey@becpc.com  
Sheryl Massey  
Basin Electric Power Coop  
1717 E Interstate Ave  
Bismarck ND 58501-0564

jtmgr@bektel.com  
Jerome Tishmack  
BEK Communications Cooperative  
PO Box 230  
Steele ND 58482-0230

jtmgr@bektel.com  
Jerome Tishmack  
BEK Communications I Inc  
PO Box 230  
Steele ND 58482-0230

linda.gilmore@broadwing.com  
Linda Gilmore  
Broadwing Communications LLC  
1122 S Capital of TX Hwy  
Austin TX 78746-6426

mannawiz@pacbell.net  
Larry Manna  
Compuwiz  
1012 Industrial Blvd  
South Lake Tahoe CA 96150

sheba.chacko@btna.com  
Sheba Chacko  
Concert Communications Sales LLC  
11440 Commerce Park Dr  
Reston VA 20191

bryan@consolidatedtelcom.com  
Bryan W Personne  
Consolidated Telcom

paul@consolidatedtelcom.com  
Paul Schuetzler  
Consolidated Telcom  
PO Box 1077  
Dickinson ND 58601-1077

ken@consolidatedtelcom.com  
Paul Schuetzler  
Consolidated Telcom  
PO Box 1077  
Dickinson ND 58601-1077

mjrasher@msn.com  
Mary Jane Rasher  
DCI Group

drtc@drtel.net  
Mark Scallon  
Dickey Rural Telephone Cooperative  
PO Box 69  
Ellendale ND 58436-0069

lhankins@covad.com  
Lynn Hankins  
DIECA Communications Inc  
7901 Lowry Blvd  
Denver CO 80202

bgipson@vartec.net  
Becky Gipson  
Excel Telecommunications Inc  
1600 Viceroy Dr  
Dallas TX 75235

meredith.gifford@ge.com  
Meredith Gifford  
GE Business Productivity Solutions Inc  
3225 Cumberland Blvd Ste 700  
Atlanta GA 30339

glenn.richards@shawpittman.com  
Glenn Richards  
Glenn Richards  
ShawPittman  
2300 N St NW

cooperstown@mlgc.com  
Ray Brown  
Griqgs County Telephone Co  
P O Box 506  
Cooperstown ND 58425-0506

rlaqua@rrv.net  
Ronald Laqua  
Halstad Telephone Company  
PO Box 55  
Halstad MN 56548-0055

carl.billek@corp.idt.net  
Carl Billek  
IDT America, Corp.  
520 Broad St 7th Fl  
Newark NJ 07102

jamie@ignus.com  
Jamie Kubik  
Ignus Inc  
P O Box 9202  
Fargo ND 58106-9202

karen.johnson@integratelecom.com  
Karen Johnson  
Integra Telecom of North Dakota Inc  
1201 NE Lloyd Blvd Ste 500  
Portland OR 97232

kander@ictc.com  
Keith Anderson  
Inter-Community Telephone Company LLC  
PO Box 8  
Nome ND 58062-0008

sales@kmavradio.com  
KMAV AM/FM RADIO  
PO Box 216  
Mayville ND 58257-0216

susan.p.green@lmco.com  
Susan Green  
Lockheed Martin Global Telecomm  
12506 Lake Underhill Rd MP 836  
Orlando FL 32825

Michel.singer\_nelson@mci.com  
Michel Singer-Nelson  
MCI WorldCom Inc  
707 17th St Ste 3600  
Denver CO 80202

gerrya@midrivers.com  
Gerry Anderson  
Mid-Rivers Telephone Coop Inc  
PO Box 280  
Circle MT 59215-0280

2kathyg@nemontel.net  
Kathy Greenwood  
Missouri Valley Communications Inc  
P O Box 600  
Scobey MT 59263-0600

karen.collins@mdu.com  
Karen Collins  
Montana-Dakota Utilities Co  
400 N 4th St  
Bismarck ND 58501

sbunn@mlgc.com  
Shelie Bunn  
Moore & Liberty Telephone Co  
Enderlin ND 58027

dhill@ndarec.com  
Dennis Hill  
ND Assn Rural Electric Coops  
PO Box 727  
Mandan ND 58554-0727

pschaner@ndarec.com  
Patti Schaner  
ND Assn Rural Electric Coops  
PO Box 727  
Mandan ND 58554-0727

2kathyg@nemontel.net  
Kathy Greenwood  
Nemont Telephone Cooperative Inc  
Scobey MT 59263

jsilveira@netlojix.com  
Janet Medeiros-Silveira  
NetLogix Telecom Inc  
501 Bath St  
Santa Barbara CA 93101

prieck@newaccess.cc  
Pam Rieck  
New Access Communications LLC

abussmann@newaccess.cc  
New Access Communications LLC  
801 Nicollet Ave Ste 350  
Minneapolis MN 55402-2519

lclemens@nft.net  
Larry Clemens  
Noonan Farmers Tele Co  
Noonan ND 58765

rer@norlight.com  
Robert E Rogers  
NorLight Inc  
275 N Corporate Dr  
Brookfield WI 53045

laurie.willman@nbne.info  
Laurie Willman  
North By NortheastCom LLC

pat@ndta.net  
Patricia Gisinger  
North Dakota Telephone Assoc  
PO Box 2614  
Bismarck ND 58502-2614

dwights@nccray.com  
Dwight Schmitt  
Northwest Communications Coop  
PO Box 38  
Ray ND 58849-0038

ddunning@polarcomm.com  
David Dunning  
Polar Commun Mut Aid Corp  
PO Box 270  
Park River ND 58270-0270

ddunning@polarcomm.com  
David Dunning  
Polar Telcom Inc  
PO Box 270  
Park River ND 58270-0270

ddunning@polarcomm.com  
David Dunning  
Polar Telecommunications Inc  
PO Box T  
Park River ND 58270

donn@srt.com  
Don Negaard  
Pringle and Herigstad P C  
PO Box 1000  
Minot ND 58702-1000

sschwan@qwest.com  
Suzy Schwandt  
Qwest Corporation

kblicke@qwest.com  
Kent Blickensderfer  
Qwest Corporation  
PO Box 5508  
Bismarck ND 58502-5508

melvin.kambeitz@qwest.com  
Mel Kambeitz  
Qwest Corporation  
220 N 5th St  
Bismarck ND 58501

smacint@qwest.com  
Scott Macintosh  
Qwest Corporation  
PO Box 5508  
Bismarck ND 58502-5508

karen.titzer@qwest.com  
Karen Titzer  
Qwest Corporation  
1801 California St Rm 4700  
Denver CO 80202

areyes@telfile.com  
Ayanery Reyes  
QX Telecom LLC  
230 5th Ave Ste 800  
New York NY 10001

pam@tnics.com  
Pamela Harrington  
RC Communications Inc  
PO Box 197  
New Effington SD 57255-0197

jeffolson@rrt.net  
Jeff Olson  
Red River Rural Tele Assoc  
PO Box 136  
Abercrombie ND 58001-0136

jeffolson@rrt.net  
Jeff Olson  
Red River Telecom Inc  
PO Box 136  
Abercrombie ND 58001-0136

royce@restel.net  
Royce Aslakson  
Reservation Telephone Cooperative  
Parshall ND 58770

mbrestel@ndak.net  
Marcia Burckhard  
Reservation Telephone Cooperative  
Parshall ND 58770

shaneh@restel.net  
Shane Hart  
Reservation Telephone Cooperative  
Parshall ND 58770

pam@tnics.com  
Pamela Harrington  
Roberts Cty Tele Coop Assoc  
New Effington SD 57255

suelh@srttel.com  
Sue Hamilton  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

stevedl@srttel.com  
Steve Lysne  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

christm@srttel.com  
Chris Morsefield  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

janehp@srttel.com  
Jane Petersen  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

johnar@srttel.com  
John Reiser  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

kimrw@srttel.com  
Kim Weydahl  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

mdickerson@state.nd.us  
Marcy Dickerson  
State Tax Department  
State Capitol  
Bismarck ND 58505

francie@talk.com  
Francie McComb  
Talk America Inc  
12001 Science Dr Ste 130  
Orlando FL 32826

lwh@thlglaw.com  
Loubna W Haddad  
The Helein Law Group LLP  
8180 Greensboro Dr Ste 700  
McLean VA 22102

lahall@usgs.gov  
Lenora Hall  
U S Geological Survey

kjvannin@usgs.gov  
K Vannin  
U S Geological Survey

jennifer.arnold@uslink.com  
Jennifer Arnold  
U S Link Inc  
P O Box 327  
Pequot Lakes MN 56472-0327

mspead@universalservice.org  
Michael Spead  
USAC  
2120 L St NW Ste 600  
Washington DC 20037

kander@ictc.com  
Keith Anderson  
Valley Communications Inc  
P O Box 8  
Nome ND 58062

bgipson@vartec.net  
Becky Gipson  
VarTec Solutions Inc  
1600 Viceroy Dr  
Dallas TX 75235

anthony.gillman@verizon.com  
Anthony Gillman  
Verizon Select Services Inc  
P O Box 110  
Tampa FL 33601-0110

bonniek@westriv.com  
Bonnie Krause  
West River Telecomm Coop  
PO Box 467  
Hazen ND 58545-0467

mickg@westriv.com  
Mick Grosz  
West River Telecommunications Coop  
PO Box 467  
Hazen ND 58545-0467

windfall\_resources@sbcglobal.net  
Robert K Lock  
Windfall Resources International LLC  
7144 BN Harlem Ave Ste 323  
Chicago IL 60631

paulihland@wtc-mail.net  
Paul Ihland  
Wolverton Telephone Company  
P O Box 270  
Wolverton MN 56594-0270

Carolyn Fodor  
Winstar Communications  
21290 Melrose Ave  
Southfield MI 48075-7901

Jennifer Sikes  
1-800 Reconex  
2500 Industrial Ave  
Hubbard OR 97032

Patrick Summers  
360networks (USA) inc  
867 Coal Creek Cir Ste 160  
Louisville CO 80027-4670

Ann Faught  
Absaraka Co-op Tele Co  
Absaraka ND 58002

ACN Communications Services Inc  
32991 Hamilton Ct  
Farmington Hills MI 48334

Advanced Telcom Inc  
19 Old Courthouse Sq  
Santa Rosa CA 95404-4920

Arch Paging  
11437 Valley View Rd  
Eden Prairie MN 55344

Kimberly Nielsen  
AT&T Wireless  
7277 164th Ave NE RTC-1  
Redmond WA 98052

Jack Medaris  
Atlas Communications LTD  
P O Box 807  
Conshohocken PA 19428-0807

John Broten  
Bell Atlantic Communications Inc  
1320 N Court House Rd 9th Fl  
Arlington VA 22201

Jennifer Whitley  
Business Discount Plan Inc  
1 World Trade Ctr Ste 800  
Long Beach CA 90831-0800

C12 Inc  
200 Galleria Pkwy Ste 1200  
Atlanta GA 30339

Scott Geston  
Cable One of Fargo  
P O Box 10624  
Fargo ND 58106-0624

Citizens Telecomm Co of Minnesota  
3 High Ridge Park  
Stamford CT 06905

Robert Fallan  
Coast International  
14303 W 95th St  
Lenexa KS 66215-5210

Beth Choroser  
Comcast Business Communications Inc  
1500 Market St  
Philadelphia PA 19102

Computer Integrated Communications Inc  
8502 Bells Mill Rd  
Potomac MD 20854-4071

Consolidated Communications Networks  
Inc  
507 S Main  
Dickinson ND 58601

Consolidated Telcom  
PO Box 1077  
Dickinson ND 58601-1077

Contact Communications  
937 W Main St  
Riverton WY 82501

Anthony Barrett  
Covista Inc  
4803 Hwy 58 N  
Chatanooga TN 37416

D D D Calling Inc  
6300 Richmond Ave Ste 304  
Houston TX 77057

Keith Larson  
Dakota Central Tele Coop  
PO Box 299  
Carrington ND 58421-0299

Keith Larson  
Dakota Central Telecom I  
PO Box 299  
Carrington ND 58421-0299

William Jackson  
Dakota Justice  
38 8th Ave W  
Dickinson ND 58601

Dave Dircks  
DCN LLC  
P O Box 180  
Devils Lake ND 58301-0180

Dickey Rural Communications Inc  
PO Box 69  
Ellendale ND 58436-0069

Dickey Rural Services Inc  
P O Box 69  
Ellendale ND 58436

DSLnet Communications LLC  
545 Long Wharf Dr  
New Haven CT 06511

Easton Telecom Services Inc  
3046 Brecksville Rd #A  
Richfield OH 44286-9399

Regulatory Dept  
Essential.com Inc  
5 Bragdon Ln Ste 200  
Kennebunk ME 04043

Evercom Systems Inc  
8201 Tristar Dr  
Irving TX 75063-2824

Chere Heintzmann  
Extend America Inc  
1101 E Front Ave  
Bismarck ND 58504-5654

Dave Waters  
Fairpoint Communications Solutions  
521 E Morehead St Ste 250  
Charlotte NC 28202-2695

Lawrence Freedman  
Fleischman & Walsh  
1919 Pennsylvania Ave NW Ste 600  
Washington DC 20006-3420

France Telecom Corporate Solutions LLC  
2300 Corporate Park Dr Mailstop SPO60  
Herndon VA 20171

Global Tel\*Link Corporation  
2609 Cameron St  
Mobile AL 36607-3104

GLOBCOM INCORPORATED  
2100 Sanders Rd Ste 150  
Northbrook IL 60062

Granite Telecommunications LLC  
234 Copeland St  
Quincy MA 02169

Griggs County Telephone Co  
P O Box 506  
Cooperstown ND 58425-0506

Houlton Enterprises Inc  
2201 W Bdwy Ste 1  
Council Bluffs IA 51501

Julia Waysdorf  
ICG Telecom Group Inc  
161 Inverness Dr W  
Englewood CO 80112

Ken Hanks  
International Telcom Ltd  
417 2nd Ave W  
Seattle WA 98119

David A. Huberman  
Intrado Communications Inc  
1601 Dry Creek Dr  
Longmont CO 80503-6493

James Valley Coop Telephone Co  
235 E 1st Ave  
Groton SD 57445

Myer Shark  
Knollwood Place Apts #221  
3630 Phillips Pkwy  
St Louis Park MN 55426

Level 3 Communications LLC  
3555 Farnam St  
Omaha NE 68131

Jan Lowe  
Long Dist Consolidated Billing Co  
145 S Livernois Rd #199  
Rochester MI 48307-1837

Marilyn Foss  
MCI WorldCom Inc  
707 17th St Ste 3600  
Denver CO 80202

MCImetro Access Transmission Services  
707 17th ST Ste 3600  
Denver CO 80202

HTC Services Inc  
P O Box 55  
Halstad MN 56548

Robert K Johnson  
IdeaOne Telecom Group LLC  
3239 39th St SW  
Fargo ND 58104

Intrado Communications Inc  
1601 Dry Creek Dr  
Longmont CO 80503-6493

Nanette Edwards  
ITC DELTACOM INC  
7037 Old Madison Pike NW #400  
Huntsville AL 35806-2107

KMC Telecom V Inc  
1545 Rt 206  
Bedminster NJ 07921

Thomas K Crowe  
Law Offices of Thomas K Crowe PC  
1250 24th St NW Ste 300  
Washington DC 20037

Local Telcom Holdings LLC  
485 Madison Ave 15th Fl  
New York NY 10022-5803

Steven Katka  
Loretel Systems Inc  
13 E 4th Ave  
Ada MN 56510

Michel Murray  
MCI WorldCom Inc  
707 17th St Ste 3600  
Denver CO 80202

McKenzie Consolidated Telecom LLC  
P O Box 1408  
Dickinson ND 58602-1408

McLeodUSA  
P O Box 3177  
Cedar Rapids IA 52406-3177

Gordon Wilhelmi  
Midstate Communications Inc  
PO Box 400  
Stanley ND 58784-0400

Minnesota Independent Equal Access Corp  
300 S Hwy 169  
Minneapolis MN 55426

Jim Arbury  
National Multi Housing Council  
1850 M St NW Ste 540  
Washington DC 20036

New Edge Network Inc  
3000 Columbia House Blvd Ste 106  
Vancouver WA 98661

Carmine Russo  
North Dakota Big Sky Telecom  
374 Ansin Blvd  
Hallandale FL 33009

Steven Lysne  
North Dakota Network Co  
P O Box 2027  
Minot ND 58702-2027

NOW Communications Inc  
711 S Tejon St Ste 201  
Colorado Springs CO 80903

Brad Van Leur  
OrbitCom Inc  
1701 N Louise Ave  
Sioux Falls SD 57107

Premiere Network Services Inc  
1510 N Hampton Rd Ste 120  
DeSoto TX 75115

Midcontinent Communications  
410 South Phillips Ave  
Sioux Falls SD 57104

Mark Wilhelmi  
Midstate Telephone Co  
PO Box 400  
Stanley ND 58784-0400

Mike Strand  
MITS  
PO Box 5237  
Helena MT 59604-5237

Dave Crothers  
NDATC  
Box 1144  
Mandan ND 58554-1144

Bob Edgerly  
Nextel West Corp  
2001 Edmund Halley Dr  
Reston VA 20191

Dave Dircks  
North Dakota Long Distance Inc  
P O Box 180  
Devils Lake ND 58301-0180

Dave Dircks  
North Dakota Telephone Company  
PO Box 180  
Devils Lake ND 58301-0180

Mary Buley  
Onvoy Inc  
300 South Highway 169  
Minneapolis MN 55426

Jeff Walker  
Preferred Carrier Services Inc  
14681 Midway Rd Ste 105  
Dallas TX 75001

Primus Telecommunications Inc  
1700 Old Meadow Rd 3rd Fl  
McLean VA 22102

Scott Lee  
Protel Advantage Inc  
1308 Medora Rd  
St. Paul MN 55118-1734

QuantumShift Communications Inc  
88 Rowland Way Ste 200  
Novato CA 94945-5000

Melissa Thompson  
Qwest Corporation  
1801 California St 49th Fl  
Denver CO 80202

Dean Polkow  
RCC Network Inc  
PO Box 2000  
Alexandria MN 56308-2000

Kimberly Nielson  
RTC-1  
Legal & External Affairs  
7277 164th Ave NE  
Redmond WA 98052

ServiSense.com Inc  
60 Glacier Dr #3000  
Westwood MA 02090-1818

Andrew Jones  
Sprint  
6391 Sprint Pkwy  
Overland Park KS 66251-6100

Randy Burckhard  
SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

Tel Tech Inc  
1300 W 57th St Ste G204  
Sioux Falls SD 57108-2885

William Staycoff  
Telcom Billing Services Inc  
2989 Brookdale Dr  
Brooklyn Park MN 55444

Public Communications Services Inc  
11859 Wilshire Blvd Ste 600  
Los Angeles CA 90025

Kristin L Smith  
Qwest  
1801 California St Ste 4700  
Denver CO 80202

Qwest Interprise America Inc  
1801 California St 49th Fl  
Denver CO 80202

Reliant Communications Inc  
801 International Pkwy 5th Fl  
Lake Mary FL 32746

Sandra Adams  
NewPath Holdings Inc  
4364 114th St  
Des Moines IA 50322  
Arthur H Paquette  
SNET America Inc  
310 Orange St  
North Haven CT 06510-1719

SRT Communications Inc  
P O Box 2027  
Minot ND 58702-2027

Harris Saele  
T P C Inc  
PO Box 180  
Devils Lake ND 58301-0180

Jack Medaris  
Telco Partners Inc  
P O Box 807  
Conshohocken PA 19428-0807

Al Bosch  
Tele-Beep Company  
PO Box 7072  
Bismarck ND 58502-7072

Telera Communications Inc  
910 E Hamilton Ave Ste 200  
Campbell CA 95008

Jonathan Marashlian  
The Helein Law Group P C  
8180 Greensboro Dr Ste 700  
McLean VA 22102

T-Netix Inc  
P O Box 701028  
Dallas TX 75370-1028

Kenneth Carlson  
Turtle Mountain Communications  
PO Box 729  
Langdon ND 58249-0729

United Communications HUB Inc  
10390 Commerce Ctr Dr Ste 250  
Rancho CA 91730-5860

Kenneth Carlson  
United Telephone Mut Aid Corp  
P O Box 729  
Langdon ND 58249-0729

Christina Tygielski  
Universal Access Inc  
Sears Tower 233 S Wacker Dr Ste 600  
Chicago IL 60606-6307

Dennis Houston  
Universal Network Services of ND  
1572 North Batavia St Ste 1A  
Orange CA 92867

Val-Ed Joint Venture LLP  
702 Main Ave  
Moorhead MN 56560

VarTec Telecom Inc  
1600 Viceroy Dr  
Dallas TX 75235

VCI Company  
3875 Steilacoom Blvd #A  
Lakewood WA 98498

Randy Houdek  
Venture Communications Inc  
PO Box 157  
Highmore SD 57345-0157

David Arney  
Verizon Communications  
750 SH121 Bypass Ste 100  
Louisville TX 75067

Molli Harper  
Verizon Wireless  
6350 E Crescent Pkwy Ste 200  
Greenwood Village CO 80111

West River Coop Telephone Co  
P O Box 39  
Bison SD 57620-0039

Darrell Henderson  
West River Coop Telephone Company  
PO Box 39  
Bison SD 57620-0039

Doris Cooper  
West River Long Distance Co  
PO Box 467  
Hazen ND 58545-0467

Mick Grosz  
West River Telecomm Coop  
PO Box 467  
Hazen ND 58545-0467

Western CLEC Corporation  
3650 131st Ave SE #400  
Bellevue WA 98006

WTC Competitive Services Inc  
P O Box 270  
Park River MN 56594-0270

XO Communications Services Inc  
11111 Sunset Hills Rd  
Reston VA 20190

Z-Tel Communications Inc  
601 S Harbour Island Blvd Ste 220  
Tampa FL 33602-5925

**Helbling, Sharon D.**

---

**From:** Helbling, Sharon D  
**Sent:** Thursday, December 02, 2004 7:34 AM  
**To:** ndna  
**Subject:** Notice of Hearing, Case No PU-04-402, Notice of Opportunity for Hearing, Case Nos PU-04-546, PU-04-603, PU-04-627

Colleen Park  
North Dakota Newspaper Association

Colleen:

Could you please have the attached notices published as legal notices in the next issue of the ten North Dakota daily newspapers, and run them as "News Item Only" articles as well.

Please send the bill to the Public Service Commission along with a tear sheet for billing purposes.

If you have any questions, let me know.

Thank you.

Sharon Helbling  
Public Utilities Division



**12-01-04 1.doc (40  
of hearing KB)**

**MOTION**

**December 1, 2004**

**APPROVED**

DATE. 12-1-04  
KME

**Midcontinent Communications  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-546**

**BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-603**

**Trans National Communications International, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-627**

I move the Commission issue a Notice of Opportunity for Hearing in the captioned applications for certificates of public convenience and necessity to provide telecommunication services in North Dakota.

JRL/sdh

**STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION**

**Midcontinent Communications  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-546**

**BullsEye Telecom, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-603**

**Trans National Communications International, Inc.  
Local Exchange  
Public Convenience and Necessity**

**Case No. PU-04-627**

**NOTICE OF OPPORTUNITY FOR HEARING  
December 1, 2004**

On October 6, 2004, Midcontinent Communications of Sioux Falls, SD filed an application, amended November 30, 2004, for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services throughout North Dakota.

On November 16, 2004, BullsEye Telecom, Inc. of Oak Park, MI filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services throughout North Dakota.

On November 30, 2004, Trans National Communications International, Inc. of Boston, MA filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services in all North Dakota exchanges currently served by Qwest Corporation.

The issues to be considered in these matters are:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. Technical, financial and managerial ability of the applicant to provide service.

Those interested are invited to comment on the application in writing. Persons desiring a hearing must file a written request identifying their interest in the proceeding and the reasons for requesting a hearing. Comments and requests for hearings must be received by **January 4, 2004**. If deemed appropriate, the Commission can determine the matter without a hearing.

For more information contact the Public Service Commission, State Capitol, Bismarck, North Dakota 58505, 701-328-2400; or Relay North Dakota 1-800-366-6888

TTY. If you require any auxiliary aids or services, such as readers, signers, or Braille materials please notify Ilona Jeffcoat-Sacco, Executive Secretary.

**PUBLIC SERVICE COMMISSION**

 _____ <b>Susan E. Wefald</b> <b>Commissioner</b>	 _____ <b>Tony Clark</b> <b>President</b>	 _____ <b>Kevin Cramer</b> <b>Commissioner</b>
---	---	--



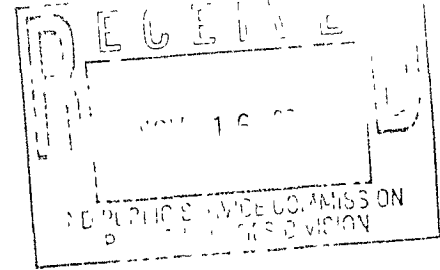
210 N Park Ave  
Winter Park, FL  
32789

PO Drawer 200  
Winter Park, FL  
32790-0200

Tel 407-740-8575  
Fax 407-740-0613  
tmi@tminc.com

November 15, 2004  
**Via Overnight Delivery**

Mr. Jon Mielke, Executive Secretary  
North Dakota Public Service Commission  
600 E Boulevard Ave, Dept. 408  
Bismarck, ND 58505-0480



**RE: BullsEye Telecom, Inc. - Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Telecommunications Services Within the State of North Dakota**

Dear Mr. Mielke

Enclosed for filing are the original and six (6) copies of the application of BullsEye Telecom, Inc for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Telecommunications Services Within the State of North Dakota

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose

Questions regarding this filing may be directed to me at (407) 740-8575 or at [mbyrnes@tminc.com](mailto:mbyrnes@tminc.com) Thank you for your assistance in this matter

Sincerely,

Monique Bynes  
Consultant to  
BullsEye Telecom, Inc.

*MB/sp*

cc: D Gonos - BullsEye  
file BullsEye - ND Local  
tms ndf0400

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF NORTH DAKOTA**

In the Matter of the Application of )  
**BullsEye Telecom, Inc.** ) Case No \_\_\_\_\_  
To Provide Facilities-based Local Exchange Service )  
Throughout The State of North Dakota )

**APPLICATION FOR CERTIFICATE OF PUBLIC  
CONVENIENCE AND NECESSITY TO PROVIDE  
FACILITIES-BASED LOCAL TELECOMMUNICATIONS SERVICES**

Application is hereby made to Public Service Commission of the State of North Dakota (the "Commission") by BullsEye Telecom, Inc ("Applicant" or "BullsEye") for a Certificate of Public Convenience and Necessity to provide facilities – based local exchange telecommunications service within the State of North Dakota, pursuant to NDCC Sections 49-03.01 et seq and 69-02-04 of the Commission's Rules of Practice and Procedure BullsEye proposes to offer facility-based local telecommunications services throughout the state.

Concurrently with this Application, the Applicant is filing an Application for Certificate of Registration to provide long distance and local exchange telecommunications services on a resale basis

*In support of its Application, BullsEye submits the following*

**1. Introduction**

BullsEye is requesting authority to provide facilities-based local exchange service to both residence and business customers throughout North Dakota in all exchanges which are not exempt from competition BullsEye plans to offer service via an unbundled network element platform (UNE-P) through interconnection agreements with incumbent local exchange carriers (ILECs) Should its Application be granted, BullsEye plans to commence offering service immediately upon the establishment of the appropriate and necessary arrangements with the incumbent ILECs

## II. Description of the Applicant

- (a) BullsEye Telecom, Inc. is incorporated in the State of Michigan. The main address of the corporation is

BullsEye Telecom, Inc  
25900 Greenfield Road, Suite 330  
Oak Park, Michigan 48237  
Telephone 248-784-2500  
Facsimile 248-784-2501  
Website. [www.bullseyetelecom.com](http://www.bullseyetelecom.com)

For Customer inquiries.

Toll-free number 877-638-2855

- (b) All correspondence, notices, inquiries and other communications regarding this Application should be addressed to

Monique Byrnes  
Consultant to BullsEye Telecom, Inc  
Technologies Management, Inc  
P.O. Box 200  
Winter Park, Florida 32789  
Telephone 407-740-8575  
Facsimile 407-740-0613

- (c) The Applicant is a Michigan corporation, authorized by the North Dakota Secretary of State to transact business within the State of North Dakota
- (d) BullsEye is a telecommunications company that has been providing local and long distance services since 2000

## III. Exhibits

In support of this Application, the following exhibits are attached hereto

Exhibit A - Certificate of Incorporation  
Exhibit B - Certificate of Authority to Transact Business in the State of North Dakota,  
Exhibit C - Financial Statements  
Exhibit D - Profiles of Senior Management Key Personnel  
Exhibit E - Service Area Map  
Exhibit F - Carriers Offering Similar Services  
Exhibit G - Dialing Parity Plan

#### **IV. Financial, Technical and Managerial Qualifications**

BullsEye possesses the managerial, technical and financial ability to provide local telecommunications service in the State of North Dakota. BullsEye has strong financial resources to enable the Company to successfully provide local telecommunications service within the State of North Dakota. BullsEye is in the process of obtaining approval to provide local service to customers nationwide.

##### **IV.A. Financial Qualifications**

- (a) By utilizing its current customer service, operations, management, and technical workforce and infrastructure supporting its facilities-based local exchange and interexchange operations, BullsEye is financially and otherwise capable and qualified to offer and maintain all of its tariffed services in its territories served through via its own and/or through the underlying carrier's facilities.
- (b) The costs of North Dakota operations will consist of leasing UNE-P and additional administrative and sales overhead. BullsEye is already operating as a facilities-based local exchange service provider in several states. The incremental administrative and sales costs are not projected to be significant for the Company. No new funds or capital will be required to expand the Company's services in North Dakota.
- (c) BullsEye provides its most recent financial statements as proof of its financial stability to provide the required services within the State of North Dakota. The Company's financial statements are provided in Exhibit C.

##### **IV.B. Managerial Qualifications**

- (a) BullsEye possesses managerial qualifications to operate a Competitive Local Exchange Carrier within the State of North Dakota. Biographical summaries of the managerial experience of BullsEye are found in Exhibit D.

#### **IV.C. Technical Qualifications**

(a) BullsEye 's services will satisfy the minimum standards established by the Commission. The Company will file and maintain tariffs in the same manner and form as required of incumbent local exchange telecommunications companies with which BullsEye seeks to compete.

(b) BullsEye has experience operating as a local exchange provider in several states. The Company currently offers local exchange service in the following states: Illinois, Indiana, Ohio, Wisconsin and Michigan. The Applicant has authority in the following additional states: Alabama, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia.

BullsEye has applications pending for local exchange authority in the following states: Arizona, Delaware, Idaho and Wyoming.

Based on the Company's experience and proven track record, BullsEye is certainly technically qualified to provide local exchange service in North Dakota.

#### **V. Customer Service**

BullsEye understands the importance of effective customer service for local service consumers. BullsEye has a toll free customer service telephone number that is available with live operator response 24 hours per day, 7 days per week. BullsEye's toll free telephone number for customer inquiries, complaints and repair is 877-638-2855. In addition, customers may contact the Company in writing at the headquarters address:

The contact for resolution of customer complaints with the Commission is:

Rosemary Albanese  
Vice President of Client Service and Support Systems  
BullsEye Telecom, Inc.  
25900 Greenfield Road, Suite 330  
Oak Park, Michigan 48237

## **VI. Service Description**

BullsEye proposes to provide facilities-based local exchange services via an unbundled network element platform (UNE-P). The Company intends to offer service immediately upon certification and approval of its interconnection agreement.

BullsEye's primary market is business customers. BullsEye intends to provide a network bundled telecommunications service which would include long distance service, local exchange service, selected custom calling features and enhanced services such as voicemail. In addition, the Company will provide to its customers additional custom calling and CLASS features, access to emergency call services (e.g. 911), directory assistance and other ancillary services.

BullsEye intends to offer service in the geographic areas currently served by Qwest Corporation. BullsEye will mirror the basic local calling scopes of the incumbent local exchange companies.

BullsEye will provide Customers with access to 911 and E911 emergency services where available, and will cooperate with existing telecommunications companies, and other affected agencies and organizations, to arrange for the necessary interconnections to enable efficient completion of these calls.

Upon granting of a Certificate of Public Convenience and Necessity and approval of an interconnection agreement, BullsEye will file a tariff with the Commission containing descriptions and rates for its facility-based and resale local exchange services.

## **VII. Public Interest Standard**

Grant of BullsEye's Application to provide facilities-based local exchange services is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

BullsEye's proposed services will provide multiple public benefits by increasing the competitive choices available to users in North Dakota. Enhanced competition in telecommunications services likely will further stimulate economic development in North Dakota. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

## VIII. Conclusion

This Application demonstrates that BullsEye possesses the technical, financial and managerial resources to provide local exchange service in North Dakota

Wherefore, BullsEye respectfully requests that the Commission:

1. grant BullsEye authority to operate as a provider of basic local exchange telecommunications services in the State of North Dakota;
2. grant the waivers requested in this Application; and
3. grant such other relief as it deems necessary and appropriate.

Respectfully submitted,

**BullsEye Telecom, Inc.**



---

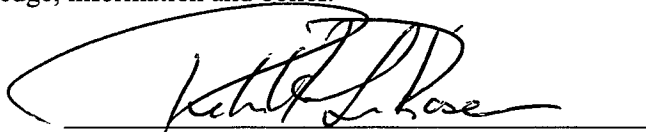
Peter LaRose  
Vice President - Finance  
BullsEye Telecom, Inc.  
25900 Greenfield Road, Suite 300  
Oak park, Michigan 48237

VERIFICATION

STATE OF MICHIGAN

COUNTY OF Oakland

Peter LaRose, being first duly sworn, deposes and says. That he is the Vice President - Finance for BullsEye Telecom, Inc the Applicant in the foregoing Application, that he has read the foregoing Application, knows the contents thereof and is authorized to verify the accuracy of same, and that the statements contained in the Application are true to his best knowledge, information and belief.



Peter LaRose  
Vice President - Finance  
BullsEye Telecom, Inc.  
25900 Greenfield Road, Suite 300  
Oak park, Michigan 48237

Subscribed and sworn to before me this September 30 day of ~~May~~ 2004

  
Notary Public

My commission expires: 9-06-06

JANET E. WARD  
NOTARY PUBLIC OAKLAND CO., MI  
MY COMMISSION EXPIRES Sept 8, 2006

**BULLSEYE TELECOM, INC.**

Exhibit A

Certificate of Incorporation

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify That*

**BULLSEYE TELECOM, INC.**

*was validly incorporated on April 3, 2000, as a Michigan profit corporation,  
and said corporation is validly in existence under the laws of this State.*

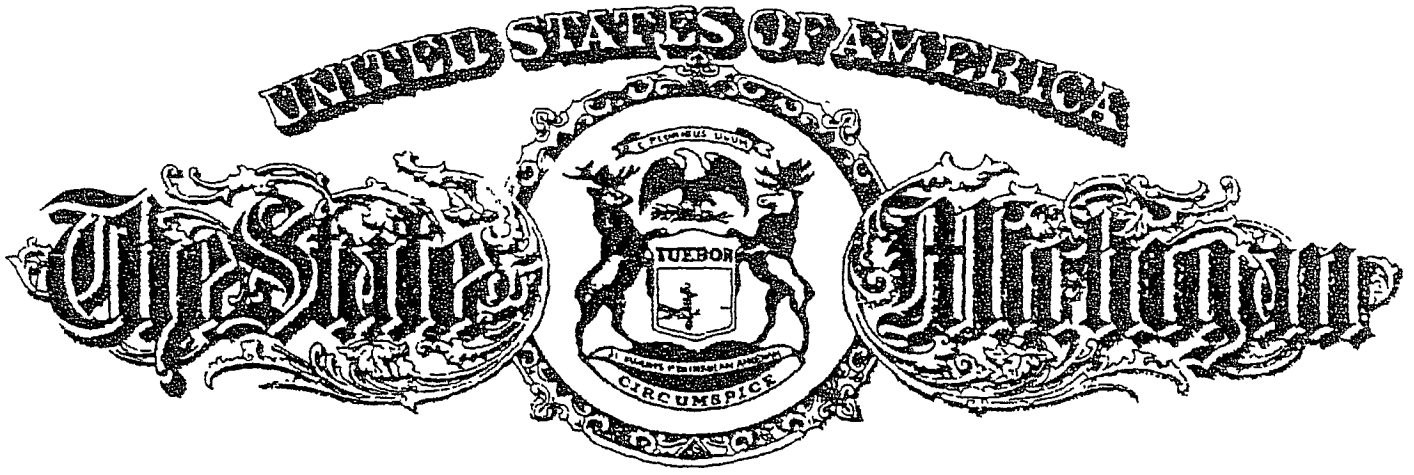
*This certificate is issued to attest to the fact that the corporation is in good standing  
in this office as of this date and is duly authorized to transact business or conduct  
affairs in Michigan and for no other purpose. It is in the usual form, made by me  
as the proper officer, and is entitled to have full faith and credit given it in every  
court and office within the United States.*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 25th day  
of April, 2000.*

, Director

173 0491513

Corporation, Securities and Land Development Bureau



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

**BULLSEYE TELECOM, INC.**

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002

*Andrew L. Mitchell*, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received		(FOR BUREAU USE ONLY)

Name: Brendan J. Cahill  
 Dykema Gossett PLLC  
 Address: 1577 North Woodward, Ste 300  
 Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Corporations**

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

1. The present name of the corporation is:  
  
BT Merger Company
2. The identification number assigned by the Bureau is: 296-45A
3. All former names of the corporation are:  
  
N/A
4. The date of filing the original Articles of Incorporation was: April 3, 2000

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation*

**ARTICLE I**  
**Name**

The name of the corporation is BullsEye Telecom, Inc.

## ARTICLE II Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

## ARTICLE III Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

### Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Recquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

#### Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

**ARTICLE IV**  
**Registered Office and Resident Agent**

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

**ARTICLE V**  
**Limitation of Director Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ARTICLE VI**  
**Compromise, Arrangement, or Plan of Reorganization**

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

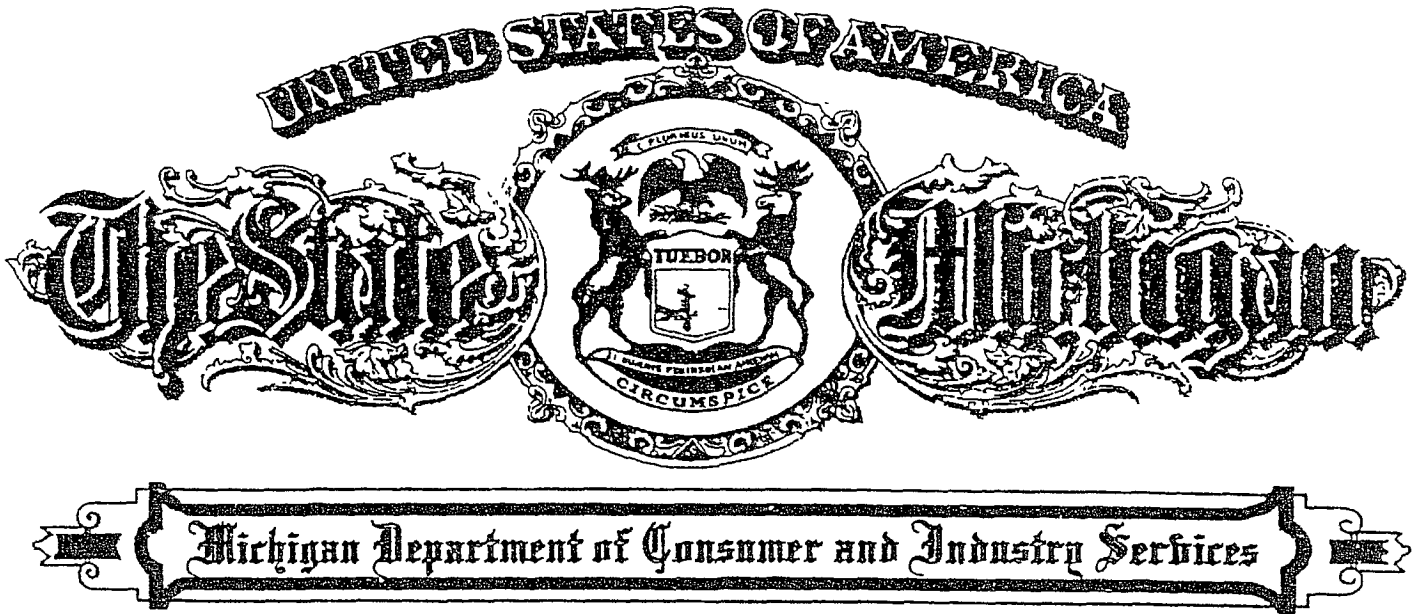
the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

## ARTICLE VII Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BHV250842.1  
ID\BJC



Lansing, Michigan

This is to Certify That

**BULLSEYE TELECOM, INC.**

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002

*Andrew S. Mitchell*, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received		(FOR BUREAU USE ONLY)

Name: Brendan J. Cahill  
 Dykema Gossett PLLC  
 Address: 1577 North Woodward, Ste 300  
 Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

**RESTATED ARTICLES OF INCORPORATION**  
**For use by Domestic Corporations**

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

- The present name of the corporation is:  
 BT Merger Company
- The identification number assigned by the Bureau is: 296-45A
- All former names of the corporation are:  
 N/A
- The date of filing the original Articles of Incorporation was: April 3, 2000

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation*

**ARTICLE I**  
**Name**

The name of the corporation is BullsEye Telecom, Inc.

**ARTICLE II  
Purpose**

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III  
Authorized Capital**

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

**Preferred Stock**

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

#### Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

#### ARTICLE IV

##### Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

#### ARTICLE V

##### Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

#### ARTICLE VI

##### Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and 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 shareholders or class of shareholders, as the case may be, and also on this corporation.

**ARTICLE VII**  
**Corporate Action Without Meeting of Shareholders**

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH250842.1  
ID\BJC

04/20/00 17:52 BULLST TELECOM → 6163498525

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

**BULLSEYE TELECOM, INC.**

*was validly incorporated on April 3, 2000, as a Michigan profit corporation,  
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing  
in this office as of this date and is duly authorized to transact business or conduct  
affairs in Michigan and for no other purpose. It is in the usual form, made by me  
as the proper officer, and is entitled to have full faith and credit given it in every  
court and office within the United States.*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 25th day  
of April, 2000.*

A handwritten signature in black ink, appearing to read "Joseph M. ...", is written over a faint circular seal impression.

, Director

173 0491513

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received		<b>FILED</b> MAY 25 1999	(FOR BUREAU USE ONLY)
		Administrator CORP. SECURITIES & LAND DEV BUREAU	<b>FILED</b> MAY 25 1999 Administrator CORP. SECURITIES & LAND DEV BUREAU 05/20/1999 CSHKELD Trans 01411580 NEDELMAN 12422 Total \$50.00 Crps Org & Filing & LLC amt

Name  
JAMES E. ROMZEK, ESQ.

Address  
3000 TOWN CENTER SUITE 2700

City State Zip Code  
SOUTHFIELD MI 48075

Document will be returned to the name and address you enter above

ARTICLES OF ORGANIZATION

For use by Domestic Limited Liability Companies

(Please read information and instructions on last page)

B 51-309

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:

ARTICLE I

The name of the limited liability company is: ENTERPRISE NETWORK SOLUTIONS, L.L.C.

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company is: PERPETUAL

ARTICLE IV

The address of the registered office is:

3000 TOWN CENTER, SUITE 2700 SOUTHFIELD, Michigan 48075  
(Street Address) (City) (ZIP Code)

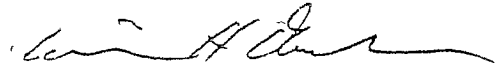
The mailing address of the registered office if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(P O Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: JAMES E. ROMZEK

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed)

Signed this 17 day of MAY, 19 99

  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

WILLIAM H. OBERLIN, MEMBER

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICE CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

06/16/1999 CSALKELD Trans 01461987

NEDELMAN ROMZEK

Table with 2 columns and 2 rows for document tracking.

(FOR BUREAU USE)

12557 Total \$15.00

FILED

JUN 18 1999

Administrator CORP. SECURITIES & LAND DEV BUREAU

05/20/1999 CSALKELD Trans 01411589

Crps Org & Filing & LLC art

NEDELMAN

12422 Total \$10.00

Crps Org & Fi

Form with fields for Name (JAMES E. ROMZEK, ESQ.), Address (3000 TOWN CENTER, SUITE 2700), State (MI), and Zip Code (48075).

EXPIRATION DATE, DECEMBER 31, 2004

CERTIFICATE OF ASSUMED NAME

For use by Corporations, Limited Partnerships and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

The name of the corporation, limited partnership, or limited liability company is: ENTERPRISE NETWORK SOLUTIONS, L.L.C.

The identification number assigned by the Bureau is: 851309

The location of the corporation or limited liability company registered office in Michigan or the office at which the limited partnership records are maintained is: 3000 TOWN CENTER, SUITE 2700 SOUTHFIELD MI 48075

The assumed name under which business is to be transacted is: BULLSEYE TELECOM

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 17 day of MAY, 19 99

By [Signature] (Signature)

WILLIAM H. OBERLIN (Type or Print Name)

MEMBER (Type or Print Title)

MLL

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

JUN 10 1999

ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION James E Romzek

(FOR BUREAU USE ONLY)

FILED

JUN 22 1999

Crps Org & Filing & LLC art

Name JAMES E. ROMZEK, ESQ.		
Address 3000 TOWN CENTER, SUITE 2700		
City SOUTHFIELD	State MI	Zip Code 48075

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

06/10/1999 LHEBB  
Trans 01454982  
B51-309  
12547  
Total \$25.00

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

For use by Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is:

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

2. The identification number assigned by the Bureau is:

B 5 1 - 3 0 9

3. The date of filing of its original articles of organization was: May 25, 1999

4. The location of its registered office is:

3000 Town Center, Suite 2700 Southfield, Michigan 48075

5. Article V of the Articles of Organization is hereby amended to read as follows:

MANAGEMENT OF THE COMPANY WILL BE BY A MANAGEMENT COMMITTEE, WHICH WILL CONSIST OF MANAGERS.

The foregoing amendment to the Articles of Organization was duly adopted on the 27th day of MAY, 19 99 as required by Section 502 of the Act by at least a majority vote of the members or by such other vote as required by the articles of organization or the operating agreement.

Signed this 27th day of MAY, 19 99

By William H. Oberlin (Signature)

WILLIAM H. OBERLIN (Type or Print Name)

Member or Manager (Circle One)

<b>MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU</b> <i>TL</i>		
Date Received <b>MAR 31 2000</b>	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	(FOR BUREAU USE ONLY)
	<i>B. CAHILL</i>	<b>FILED</b>  <b>APR 03 2000</b>
Name <b>Brendan J Cahill, Dykema Gossett PLLC</b> Address <b>1577 N Woodward Ave , Suite 300</b> City <b>Bloomfield Hills</b> State <b>Michigan</b> Zip Code <b>48304</b>		EFFECTIVE DATE- Administrator CORP, SECURITIES & LAND DEV. BUREAU

Document will be returned to the name and address you enter above

*296-45A*

## ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned corporations execute the following Certificate*

### ARTICLE I

#### Name

The name of the corporation is BT MERGER COMPANY ✓

### ARTICLE II

#### Purpose

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan, as amended (the "MBCA").

*TL*  
*# 62 95551 ALL CK*

**ARTICLE III**  
**Authorized Shares**

The total authorized capital stock of the corporation is 50,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows.

**Preferred Stock**

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions

relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

### **Common Stock**

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

## **ARTICLE IV Registered Office and Resident Agent**

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

## **ARTICLE V Limitation of Director Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is

not entitled, (2) intentional infliction of harm on the corporation or its shareholders, (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## **ARTICLE VI**

### **Compromise, Arrangement, or Plan of Reorganization**

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and 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 shareholders or class of shareholders, as the case may be, and also on this corporation.

## **ARTICLE VII**

### **Corporate Action Without Meeting of Shareholders**

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for

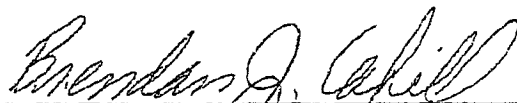
determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

**ARTICLE VIII**  
**Incorporator**

The name and business address of the incorporator is Brendan J. Cahill, Dykema Gossett PLLC, 1577 North Woodward Avenue, Suite 300, Bloomfield Hills, Michigan 48304

I, the incorporator, sign my name this 29th day of March, 2000.

  
Brendan J. Cahill, Incorporator

SSM

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

date received		(for bureau use only)
APR 21 2000		<b>FILED</b>
		APR 21 2000

Name	Brendan J. Cahill		
Address	Suite 300 1577 North Woodward Avenue		
City	State	Zip Code	
Bloomfield Hills, MI		48304	

Administrator  
CORP SECURITIES & LAND DEV BUREAU

*Operation date for the transferred assumed name approval*  
Effective Date: *item 6*

Document will be returned to the name and address you enter above

**CERTIFICATE OF MERGER**

**Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships**

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:*

**1. The Plan of Merger (Consolidation) is as follows:**

a. The name of each constituent entity and its identification number is:

- Enterprise Network Solutions, L.L.C. B51-309
- BT Merger Company 296-45A

b. The name of the surviving corporation and its identification number is:

- BT Merger Company 296-45A

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

- 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

BH250838.2\BJC

HH 802750  
18750

96372  
96356

CF SML  
CE SML

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

- The merger (consolidation) shall be effective on the date of filing.

3. Complete for Profit Corporations Only.

For each constituent stock corporation, state:

<u>Name of Corporation</u>	<u>Designation and number of outstanding shares of each class or series</u>	<u>Indicate class or series of shares entitled to vote</u>	<u>Indicate class or series entitled to vote as a class</u>
BT Merger Company	10,000 shares of Common Stock outstanding	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

- N/A

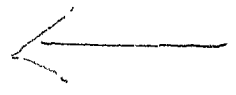
The manner and basis of converting shares are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of

the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to effected by the merger are as follows:

The Restated Articles of Incorporation of BT Merger Company attached to this Certificate of Merger as Exhibit A shall be the Articles of Incorporation of the surviving corporation after the effective time, until thereafter amended.



The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with the law effecting the merger.

(Complete either Section (a) or (b) for each corporation)

(a) N/A

(b) The Plan of Merger was approved by:

\_\_\_\_\_ the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

X the Board of Directors and the shareholders of the following Michigan corporations in accordance with Section 703a of the Act

- BT Merger Company

BT MERGER COMPANY

By:  4/20/00  
Peter K. LaRose, Vice President

4. Complete for any Limited Liability Companies only

Check one of the following:

N/A There are no changes to be made to the Articles of Organization of the surviving limited liability company.

N/A The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The constituent limited liability company is not the surviving entity.

The manner and basis of converting the membership interests are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.


The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 20<sup>th</sup> day of April, 2000

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

By:   
Peter LaRose, Manager

5. **Complete for any Limited Partnership only**

N/A

6. **Complete for Corporations and Limited Liability Companies only**

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

<u>Assumed Name</u>	<u>Corporation and/or LLC transferred from</u>	<u>Expiration Date</u>
BULLSEYE TELECOM	Enterprise Network Solutions, L.L.C.	December 31, 2004

EXHIBIT A

BH250838 2\BJC

<input type="checkbox"/> MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES <input type="checkbox"/> CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		<input type="checkbox"/>
<input type="checkbox"/> Date Received		(FOR BUREAU USE ONLY)
<input type="checkbox"/>		<input type="checkbox"/>
<input type="checkbox"/>		<input type="checkbox"/>
<input type="checkbox"/> Name:	Brendan J. Cahill	<input type="checkbox"/>
<input type="checkbox"/>	Dykema Gossett PLLC	<input type="checkbox"/>
<input type="checkbox"/> Address:	1577 North Woodward, Ste 300	<input type="checkbox"/>
<input type="checkbox"/>	Bloomfield Hills, MI 48304	<input type="checkbox"/>
	EFFECTIVE DATE:	<input type="checkbox"/>

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

**RESTATED ARTICLES OF INCORPORATION  
For use by Domestic Corporations**

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:*

1. The present name of the corporation is:  
  
BT Merger Company
2. The identification number assigned by the Bureau is. 296-45A
3. All former names of the corporation are:  
  
N/A
4. The date of filing the original Articles of Incorporation was: April 3, 2000

*The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation*

**ARTICLE I  
Name**

The name of the corporation is BullsEye Telecom, Inc. ✓

## ARTICLE II

### Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

## ARTICLE III

### Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

#### Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

### **Common Stock**

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

**ARTICLE IV**  
**Registered Office and Resident Agent**

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034 The name of the initial resident agent is Peter K LaRose.

**ARTICLE V**  
**Limitation of Director Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ARTICLE VI**  
**Compromise, Arrangement, or Plan of Reorganization**

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and 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 shareholders or class of shareholders, as the case may be, and also on this corporation.

**ARTICLE VII**  
**Corporate Action Without Meeting of Shareholders**

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH\250842.1  
ID\BJC

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		(FOR BUREAU USE ONLY)
Date Received		
MAY 26 2000		
Name: Brendan J. Cahill	<div style="text-align: center;"> <b>FILED</b>  <b>MAY 26 2000</b>                  Administrator                  CORP., SECURITIES &amp; LAND DEV. BUREAU             </div>	
Address: Dykema Gossett PLLC		
1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304		
EFFECTIVE DATE:		

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**For use by Domestic Profit and Nonprofit Corporations**  
 (Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is:  
  
BullsEye Telecom, Inc.
2. The corporation identification number (CID) assigned by the Bureau is: 296-45A
3. The first paragraph of Article III of the corporation's Restated Articles of Incorporation, as filed on April 28, 2000, is hereby amended to read in its entirety as follows:

**ARTICLE III**  
**Authorized Capital**

The total authorized capital stock of the corporation is 25,000,000 shares of Common Stock and 8,000,000 shares of Preferred Stock.

4. The first recital of the corporation's Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock (\$3.50 Liquidation Value per Share), as filed on April 28 (the "Certificate of Designations"), 2000, is hereby amended to read in its entirety as follows:

76  
 15012.50 ck 97922 a/c

FIRST: The Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), authorize the issuance of 8,000,000 shares of preferred stock (the "Preferred Stock"), in one or more series, and further authorize the Board of Directors of the Corporation to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Articles of Incorporation and to determine with respect to each such series, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, if any, the number of shares to comprise each series, and the qualifications, limitations and restrictions appertaining thereto.

5. Section 1 of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

1. Designation and Number of Shares. There shall be hereby established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 8,000,000 (the "Authorized Series A Preferred Stock").

6. Section 5(b)(iv) of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any Junior Stock except for purchases or redemptions from employees of the Corporation upon terms and in such amounts as set forth pursuant to the Shareholders Agreement, dated on or about April 28, 2000 among the Corporation and certain of its Shareholders, as amended as of May 26, 2000, or in equity incentive plans approved by the Board of Directors in an amount not to exceed \$250,000 per fiscal year and at a price per share not more than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith;

7. Section 6(b)(iii) of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:


(iii) the occurrence of any of the following: (A) the Corporation fails to pay any dividends on Series A Preferred Stock to the extent expressly required

in Section 4; (B) the Corporation fails to redeem the Series A Preferred Stock or pay the Series A Redemption Price of the Series A Preferred Stock in full on any date established for the redemption thereof pursuant to Section 6; (C) the Corporation fails to comply with Section 5(b); (D) the Corporation materially breaches any of the provisions of Article VII or VIII of (1) the Securities Purchase Agreement, dated as of April 28, 2000 among the Corporation and certain investors in the Corporation, or (2) the Securities Purchase Agreement, dated as of May 26, 2000 among the Corporation and certain investors in the Corporation, and any such breach remains uncured for at least ten days after receiving written notice thereof; (E) the Corporation materially breaches the provisions of Section 3.02 of the Corporation's Shareholders Agreement, dated on or about April 28, 2000, as amended as of May 26, 2000, and any such breach remains uncured for at least ten days after receiving written notice thereof; or (F) the Corporation (1) commences any case, proceeding or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it bankrupt or insolvent, or seeking reorganization, composition, extension or other such relief with respect to it or its debts, or seeking appointment of a receiver, trustee, custodian or other similar official for all or substantially all of its assets (a "Bankruptcy Action"), (2) becomes the debtor named in any Bankruptcy Action which results in the entry of an order for relief or any such adjudication or appointment remains undismissed or undischarged for a period of ninety (90) days, or (3) makes a general assignment for the benefit of its creditors, then, in addition to any rights or remedies provided herein or at law or in equity to the holders of the Series A Preferred Stock.

8. The foregoing amendment to the corporation's Restated Articles of Incorporation was duly adopted as of May 26, 2000, by the written consent of the shareholders of the corporation in lieu of a meeting.

\* \* \* \* \*

This Certificate of Amendment was signed as of this 26th day of May, 2000.

By:   
Péter K. LaRose, Vice President

315

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
Date Received	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	(FOR BUREAU USE ONLY)
APR 28 2000	Brendan	102 <b>FILED</b> APR 28 2000
Name: Brendan J. Cahill Dykema Gossett PLLC	Address: 1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304	Administrator CORP, SECURITIES & LAND DEV. BUREAU EFFECTIVE DATE:
DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE		

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**For use by Domestic Profit and Nonprofit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

- The present name of the corporation is:  

BullsEye Telecom, Inc.
- The corporation identification number (CID) assigned by the Bureau is: 296-45A
- Article III of the corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

**ARTICLE III**  
**Authorized Capital**

The total authorized capital stock of the corporation is 19,000,000 shares of Common Stock and 4,000,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows.

**Preferred Stock**

*CP*  
\$16,512<sup>50</sup> 96677 ACRK

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

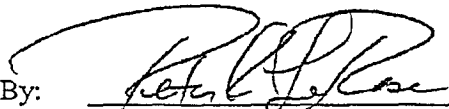
9 Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

#### Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

4. The foregoing amendment to the Articles of Incorporation was duly adopted as of April 27, 2000 by the written consent of the shareholders of the corporation in lieu of a meeting, *in accordance with Section 407(2) of the Act.*

Signed this 27th day of April, 2000.

By:   
Peter K. LaRose, Vice President

515

CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS

of

SERIES A CONVERTIBLE PREFERRED STOCK 282

RECEIVED (\$3.50 LIQUIDATION VALUE PER SHARE)

APR 28 2000

of

Mi Dept. of Consumer & Industry Services  
Corporation, Securities & Land Dev Bureau

BULLSEYE TELECOM, INC.

FILED

APR 28 2000

296-45A

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

Pursuant to Section 302 of the  
Business Corporation Act of the  
State of Michigan

BULLSEYE TELECOM, INC. (hereinafter called the "Corporation"), a corporation organized under and by virtue of the provisions of the Business Corporation Act of the State of Michigan,

DOES HEREBY CERTIFY:

FIRST: The Restated Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), authorize the issuance of 4,000,000 shares of preferred stock (the "Preferred Stock"), in one or more series, and further authorize the Board of Directors of the Corporation to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Articles of Incorporation and to determine with respect to each such series, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, if any, the number of shares to comprise each series, and the qualifications, limitations and restrictions appertaining thereto

SECOND: A resolution providing for and in connection with the issuance of the Preferred Stock was duly adopted by the Board of Directors pursuant to the provisions of the Articles of Incorporation as aforesaid, which resolution provides as follows:

1792753 08  
LIB-CH

WJ  
#2-5096678 acrc 12.50 LBC 9/6/04 pucker

RESOLVED: that the Board of Directors, pursuant to authority vested in it by the provisions of the Articles of Incorporation, as amended (the "Articles of Incorporation"), of BULLSEYE TELECOM, INC. (the "Corporation"), hereby authorizes the issuance of a series of convertible preferred stock ("Convertible Preferred Stock") of the Corporation and hereby establishes the series, the dividends payable thereon, the times and prices of redemption, the amount payable upon liquidation, the conversion rights, the restrictions on the payment of dividends or to retirements of junior stock, the limitations on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, the number of shares to comprise such series, and the qualifications, limitations and restrictions appertaining thereto in addition to those set forth in such Articles of Incorporation (or otherwise provided by law) as follows (the following, referred to hereinafter as "this resolution" or "this Certificate of Designations", is to be filed as part of a Certificate of Designations under Section 302 of the Business Corporation Act of the State of Michigan):

1. Designation and Number of Shares. There shall be hereby established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 4,000,000 (the "Authorized Series A Preferred Stock").

2. Ranking.

(a) Series A Preferred Stock. The Series A Preferred Stock shall, with respect to the payment of dividends, redemption rights, and the distribution of assets upon the occurrence of the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or any other payment or distribution with respect to the capital stock of the Corporation, rank senior to (i) the Common Stock (as defined in Article III of the Articles of Incorporation), and (ii) all shares of each other class or series of capital stock of the Corporation hereafter created which does not expressly rank pari passu with or senior to the Series A Preferred Stock (collectively, the "Junior Stock").

3. Liquidation Preference

(a) Preferential Distributions. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), each holder of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Junior Stock and in the order and manner set forth in this Section 3, the amount of \$3.50 per share (adjusted for any combinations, consolidations, stock splits, stock distributions or stock dividends with respect to such share) for each share of Series A Preferred Stock then held by such holder (the "Series A Liquidation Value").

(b) Priority of Distributions.

(i) Distribution to Series A Preferred Stock. Upon the occurrence of a Liquidation Event, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of all Junior Stock, their respective Series A Liquidation Value; provided, that if the assets and funds to be distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock in proportion to the Series A Liquidation Value each such holder is otherwise entitled to receive pursuant to this Section 3(h)

(ii) Distribution to Junior Preferred Stock. After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Section 3(b)(i) above, the assets of the Corporation legally available for distribution, if any, shall be distributed to any Junior Stock that is Preferred Stock in accordance with the respective certificate or certificates of designation thereof, prior to and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of Common Stock (unless otherwise specified in such certificate or certificates of designation).

(iii) Distribution to Common Stock. After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Section 3(b)(i) above and any payments on any Junior Stock that is Preferred Stock as set forth in Section 3(b)(ii), the assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock in proportion to the respective number of Common Stock actually held by them; provided, that if the assets and funds to be distributed among the holders of Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Common Stock in proportion to the total issued and outstanding shares of Common Stock held by each such holder.

(c) Inclusion of Certain Transactions.

(i) Change of Control. For purposes of this Section 3, if the holders of at least a majority of the shares of Series A Preferred Stock, so elect and there occurs any of the following events (each, a "Change of Control"): (A) the sale of all or substantially all of the assets of the Corporation; (B) any merger, consolidation, share exchange, recapitalization in which the Corporation is not the surviving entity; or (C) any merger, consolidation, share exchange, recapitalization or issuance, sale or transfer of capital stock of the Corporation, in which any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) acquires in one transaction or in a series of transactions beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of fifty-one percent (51%) or more of either (1) the then-outstanding shares of Common Stock (determined on an as-converted and fully diluted basis) or (2) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors, then, in the case of clause (A), (B) or (C), such Change of Control shall be treated as a Liquidation Event with respect to the Series A Preferred Stock and shall entitle the holders of Series A Preferred Stock then outstanding to receive, upon the consummation of such Change of Control, their respective Series A Liquidation Value in cash, except to the extent that the entire proceeds of such Change of Control together with other amounts available for distribution pursuant to this Section 3 are less than the aggregate Series A Liquidation Value then applicable, in which case all such proceeds and other available amounts shall be distributed in accordance with the priorities set forth in Section 3(b) above.

(ii) In the event the requirements of this Section 3(c) are not complied with, the Corporation shall forthwith either:

(A) cause the closing of any such Change of Control transaction to be postponed until such time as the requirements of this Section 3 have been complied with, or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section 3(c)(iii).

1792753 08  
LIB CH

(iii) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending Change of Control not later than twenty (20) days prior to the stockholders' meeting called to approve such Change of Control or on the execution date or effective date (whichever is earlier) of the stockholders' written consent to approve such Change of Control, or twenty (20) days prior to the closing of such Change of Control, whichever is earlier, and shall also notify such holders in writing of the final approval of such Change of Control. The first of such notices shall describe the material terms and conditions of the impending Change of Control and the provisions of this Section 3, and the Corporation shall thereafter give such holders prompt notice of any material changes. The closing of the Change of Control transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, that such periods may be shortened upon the written consent of the holders of a majority of the shares of Series A Preferred Stock that are entitled to such notice rights or similar notice rights.

(d) Determination of Fair Value. Whenever the distribution provided for in this Section 3 shall be payable in securities or property other than cash, the "fair value" of the securities or property to be distributed in such event shall be determined as follows:

(i) Securities not subject to investment letter or other similar restrictions on free marketability:

(A) if the distribution would be payable in securities listed on a national securities exchange or the Nasdaq National Market, the fair value of such securities shall be deemed to be the average of the closing prices of such securities on such exchange or Market for the twenty (20) trading days ending five (5) trading days prior to the date of the closing of the transaction giving rise to such distribution,

(B) if the distribution would be payable in securities actively traded over-the-counter, the fair value of such securities shall be the average of the closing sale prices (or, if there is no sale, the closing bid prices) of such securities for the twenty (20) trading days ending five (5) trading days prior to the date of the closing of the transaction giving rise to such distribution; or

(C) if there is no active public market for the securities to be distributed or if the distribution would be payable in assets or property other than securities, the fair value thereof shall be determined in good faith by the Board of Directors of the Corporation.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) (A), (B) or (C) to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the then outstanding shares of such Series A Preferred Stock. In the event the parties are unable to agree upon the approximate fair market value hereunder, the parties shall resolve any dispute by appointing an expert to determine the fair value. If the parties cannot agree on an expert, then each party shall appoint an expert and each expert shall then agree on a third expert, which third expert shall solely determine such fair market value. provided, that each expert shall be a member of an investment banking firm of national reputation.

1792753 08  
LIB CH

4. Dividends. The holders of Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation legally available therefor, dividends when, as and if declared by the Board of Directors of the Corporation. The Company shall not declare or pay any dividend on any Junior Stock, unless the Corporation simultaneously declares and pays an identical dividend on the shares of Series A Preferred Stock, in which case the Corporation distribute such dividends ratably to the holders of Common Stock, the holders of Series A Preferred Stock and, if so declared by the board of directors of the Corporation, the holders of any Junior Preferred Stock, as a single class, in proportion to the respective number of shares of Common Stock actually held by the holders of Common Stock and the respective number of shares of Common Stock (including any fractional shares) into which the shares of Series A Preferred Stock (and Junior Preferred Stock, if applicable) could be converted as of the record date set for the determination of holders of shares of capital stock entitled to receive payment of a dividend thereon. Except as set forth in the preceding sentence, the Corporation shall have no obligation to declare or pay dividends on the Series A Preferred Stock.

5. Voting Rights.

(a) General Voting Rights. Except as otherwise provided in Section 5(b) below, the holder of each share of Series A Preferred Stock issued and outstanding shall be entitled to the number of votes as is equal to the number of shares of Common Stock into which such holder's shares of Series A Preferred Stock could then be converted at the record date for determination of shareholders entitled to vote for any given vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock, such votes to be counted together with all other shares of stock of the Corporation having general voting power and not separately as a class; provided, that fractional votes by the holders of the Series A Preferred Stock shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest lower whole number.

(b) Series A Preferred Stock Protective Provisions. The Corporation shall not, except as hereinabove expressly provided, without first obtaining the affirmative vote or written consent of the holders of at least a majority of the outstanding shares of Series A Preferred Stock voting together as a separate class:

(i) amend the Articles of Incorporation, to adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred Stock (by recapitalization, merger, consolidation or otherwise);

(ii) authorize, issue or agree to issue, or reclassify any shares of Junior Stock into, any shares or any security convertible into or exercisable for any shares having any preference or priority as to dividends, any other distributions, payments or assets or upon redemption, liquidation, winding up or dissolution superior to or on a parity with any such preference or priority of the Series A Preferred Stock,

(iii) issue any share of Common Stock at a price per share, or any option or other right to acquire any share of Common Stock at an exercise price, that is less than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith, other than shares of Common Stock that are excluded from the definition of Additional Common Shares as set forth in Section 7(c)(1), below;

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any Junior Stock except for purchases or redemptions from employees of the Corporation upon terms and in such amounts as set forth pursuant to the Shareholders Agreement, dated on or about April 28, 2000 among the Corporation and certain of its Shareholders, or in equity incentive plans approved by the Board of Directors in an amount not to exceed \$250,000 per fiscal year and at a price per share not more than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith;

(v) make, authorize or approve any dividend, distribution or stock split upon or with respect to any Junior Stock, other than stock splits of the Common Stock or stock dividends payable solely in shares of Common Stock upon the issued and outstanding shares of Common Stock; or

(vi) effect any Change of Control, as defined in Section 3(c)(i).

(c) Board Matters.

(i) Size and Composition. The Board of Directors of the Corporation shall consist of five (5) members and shall be subject to increase or decrease as provided herein and in the Bylaws of the Corporation. So long as at least 50% of the Authorized Series A Preferred Stock is outstanding, the holders of a majority of the shares of Series A Preferred Stock, voting together as a single class, shall be entitled to elect two (2) members of the Board of Directors and so long as less than 50% but at least 25% of the Authorized Series A Preferred Stock is outstanding, the holders of a majority of the shares of Series A Preferred Stock, voting together as a single class, shall be entitled to elect one (1) member of the Board of Directors (all such directors, the "Series A Directors"). At any time when there is less than 25% of the Authorized Series A Preferred Stock outstanding, the holders of the Series A Preferred Stock shall not have the right to elect any Series A Directors, but shall retain all other voting rights set forth herein. All remaining members of the Board of Directors (including members to be elected after the holders of Series A Preferred Stock are no longer entitled to elect directors as provided herein) shall be elected in the manner provided in the Bylaws of the Corporation.

(ii) Election, Vacancies and Removal of Series A Directors. At any meeting (or in a written consent in lieu thereof) held for the purpose of electing directors at a time when the Series A Preferred Stock is entitled to vote for the election of directors (A) the holder of each share of Series A Preferred stock shall have one vote per share, (B) the presence in person or by proxy (or the written consent) of the holders of a majority of the shares of Series B Preferred Stock then outstanding shall constitute a quorum of the Series A Preferred Stock for the election of directors to be elected solely by the holders of the Series A Preferred Stock and (C) the affirmative vote of such majority of the shares of Series A Preferred Stock present in person or represented by proxy or, in the event of a written consent, a majority of the shares of Series A Preferred Stock then outstanding, shall be required to elect such directors. In the case of any vacancy in the office of a Series A Director, the holders of a majority of the outstanding shares of the Series A Preferred Stock, voting as provided above, may elect a successor or successors to hold the office for the unexpired term of the Series A Director(s) whose place(s) shall be vacant. Any Series A Director may be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of the Series A Preferred Stock as provided above.

1792753 08  
LIB CH

6. Redemption of Series A Preferred Stock.

(a) Mandatory Redemption On December 31, 2006 (the "Series A Mandatory Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the issued and outstanding shares of Series A Preferred Stock at a cash price per share equal to the Series A Liquidation Value (paid on the Series A Mandatory Redemption Date, the "Series A Redemption Price").

(b) Redemption of Series A Preferred Stock at the Election of the Holders. Upon the written election of the holders of a majority of the shares of Series A Preferred Stock pursuant to Section 6(d)(i) at any time after the occurrence of any of the following events or circumstances (each, an "Elective Redemption Event"), the Corporation shall be required to redeem out of funds legally available therefor in accordance with the provisions of this Section 6 all of the outstanding Series A Preferred Stock, at the Series A Redemption Price:

(i) the occurrence of any Change of Control (as defined in Section 3(c)),

(ii) the initial offering and sale by the Corporation of equity securities of the Corporation pursuant to a registration statement filed with the Securities and Exchange Commission, or any successor agency (a "Public Offering") other than a Qualified Public Offering (as defined in Section 7(b)); or

(iii) the occurrence of any of the following: (A) the Corporation fails to pay any dividends on Series A Preferred Stock to the extent expressly required in Section 4; (B) the Corporation fails to redeem the Series A Preferred Stock or pay the Series A Redemption Price of the Series A Preferred Stock in full on any date established for the redemption thereof pursuant to Section 6; (C) the Corporation fails to comply with Section 5(b), (D) the Corporation materially breaches any of the provisions of Article VII or VIII of the Securities Purchase Agreement, dated as of April 28, 2000 among the Corporation and certain investors in the Corporation or the provisions of Section 3.02 of the Corporation's Shareholders Agreement, dated on or about April 28, 2000 and any such breach remains uncured for at least ten days after receiving written notice thereof; or (E) the Corporation: (1) commences any case, proceeding or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it bankrupt or insolvent, or seeking reorganization, composition, extension or other such relief with respect to it or its debts, or seeking appointment of a receiver, trustee, custodian or other similar official for all or substantially all of its assets (a "Bankruptcy Action"), (2) becomes the debtor named in any Bankruptcy Action which results in the entry of an order for relief or any such adjudication or appointment remains undismissed or undischarged for a period of ninety (90) days or (3) makes a general assignment for the benefit of its creditors, then, in addition to any rights or remedies provided herein or at law or in equity to the holders of the Series A Preferred Stock

(c) Not Subject to Call. The Series A Preferred Stock is not subject to redemption at the option of the Corporation.

(d) Manner of Redemption

(i) Redemption Notices; Exercise of Elective Redemptions. Immediately upon the occurrence of an Elective Redemption Event, the Corporation shall deliver written

notice of occurrence of such Elective Redemption Event (an "Elective Redemption Notice") in person, by certified or registered mail, return receipt requested, by overnight mail or by telecopier to each holder of record of Series A Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Corporation. The Corporation may also give such Elective Redemption Notice in the same manner prior to the occurrence of the Elective Redemption Event, which notice shall specify the Elective Redemption Event and the date it is expected to occur. Each holder of Series A Preferred Stock that wishes to exercise such holder's right to elective redemption shall do so by delivering written notice thereof to the Corporation at any time after the earlier of the occurrence of such Elective Redemption Event or the date of such holder's receipt of the Elective Redemption Notice, and not later than ten (10) business days after the later of the occurrence of such Elective Redemption Event or receipt by such holder of such Elective Redemption Notice. If the holders of at least a majority of the Series A Preferred Stock timely exercise their rights to elective redemption, the redemption date for the elective redemption of shares of Series A Preferred Stock ("Elective Redemption Date") shall be the tenth (10th) business day after expiration of the foregoing ten (10) business-day period.

(ii) Designation of Funds On the Mandatory Redemption Date and each Elective Redemption Date (each, a "Redemption Date"), the Corporation shall set aside in trust for the benefit of the holders of the Preferred Stock to be redeemed the funds necessary for such redemption, which funds shall be used to pay the applicable Series A Redemption Price and, if applicable, the Series A Redemption Price for such shares upon the surrender of the related certificates representing such Preferred Stock to the Corporation for such redemption (or such affidavits, indemnity and undertakings as would be necessary to replace any certificate claimed to have been lost, stolen or destroyed).

(iii) Termination of Rights From and after the applicable Redemption Date, unless the Corporation defaults in payment of the Series A Redemption Price or, if applicable, the Series A Redemption Price for the shares of Preferred Stock to be redeemed pursuant hereto, (A) such shares of Preferred Stock tendered shall no longer be deemed outstanding, (B) the rights to receive dividends thereon shall cease to accrue and (C) all rights of the holders of such shares of Preferred Stock shall cease (other than the right to receive payment in full of the applicable redemption price therefor).

(iv) Reinstatement; Continuation of Rights upon Default If the Corporation shall default in the payment of any portion of the applicable redemption price, then, in addition to any other rights and remedies of the holders of the affected shares of Preferred Stock which may be available herein or at law or in equity, the shares of Preferred Stock that were to be redeemed by such portion shall be deemed to have continued to be outstanding, dividends shall have continued to accrue thereon, and such holders shall have all of the rights of a holder thereof, until such time as such default shall no longer be continuing.

(e) Legally Available Funds.

(i) Remedial Action If the Corporation believes that at the time of any Redemption Date, the Corporation would not have sufficient funds of the Corporation legally available for such redemption as required under Section 345 of the Michigan Business Corporation Act or any comparable provision of any succeeding law ("Legally Available Funds") to redeem the shares of Series A Preferred Stock to be redeemed under this Section 6, then the Corporation shall promptly use all reasonable efforts to cause such Legally Available Funds to become available in any manner permitted or contemplated by the Act or any comparable provision of any succeeding law. If, notwithstanding the Corporation's reasonable efforts

pursuant hereto, the Corporation is unable to fulfill such obligation to redeem the shares of Series A Preferred Stock to be redeemed under this Section 6 because of insufficient Legally Available Funds, the Corporation shall give prompt written notice thereof to each holder of shares of Series A Preferred Stock to be redeemed specifying in reasonable detail the nature thereof and the extent, if any, to which the Corporation would be able to fulfill its obligations under this Section 6.

(ii) Holder Options. Upon receipt of notice from the Corporation as provided in Section 6(e)(i) or upon the Corporation's failure to pay the applicable redemption price for any reason on any scheduled Mandatory Redemption Date or Elective Redemption Date, the holders of shares of Series A Preferred Stock representing at least a majority of the shares of Series A Preferred Stock to be redeemed (the "Required Redeeming Holders"), in their sole and absolute discretion, may elect (A) to defer the Redemption Date with respect to the shares of Series A Preferred Stock to have been redeemed until any of the fifth (5<sup>th</sup>) business day after there are sufficient Legally Available Funds to effect such redemption: provided, that, as and to the extent that there are sufficient Legally Available Funds to effect such redemption, the Corporation shall promptly make partial payments of the applicable redemption price first to the holders of the shares of Series A Preferred Stock to be redeemed, pro rata based upon each holder's respective aggregate Series A Redemption Price, in which case there shall be a series of redemptions (in the foregoing priority), each of which shall take place not more than five (5) business days after there are sufficient Legally Available Funds to effect such redemption to an extent that would permit such partial payments of the applicable redemption price in increments of not less than Twenty-Five Thousand Dollars (\$25,000) ("Partially Available Funds"); (B) to require that the Corporation issue a promissory note, in form and substance reasonably satisfactory to the Required Redeeming Holders, to the order of the holders of shares of Series A Preferred Stock to be redeemed, payable on demand at an interest rate equal to the prime rate of leading money center banks as quoted in The Wall Street Journal plus three hundred basis points (3.00%) compounded semi-annually, to the extent that payment in such form rather than in cash would not result in insufficient Legally Available Funds; or (C) in the case of any elective redemption, to declare that, in lieu of the provisions of the preceding sentence, the exercise of the elective redemption rights shall be rescinded in whole or in part and such elective redemption shall so be rescinded with the result that each holder of Series A Preferred Stock may require the Corporation to redeem its shares of Series A Preferred Stock at any time thereafter until the later of (A) with respect to the Series A Preferred Stock, the Series A Mandatory Redemption Date or (B) eighteen (18) months after the date of the foregoing notice of rescission.

7. Conversion of Series A Preferred Stock. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and on or prior to the Redemption Date, if any, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Liquidation Preference by the Conversion Price then in effect. The initial "Conversion Price" for the Series A Preferred Stock shall be \$3.50 per share and shall be subject to adjustment as hereinafter set forth.

(b) Automatic Conversion of Series A Preferred Stock. Each share of Series A Preferred Stock shall automatically be converted into one or more share(s) of Common Stock based upon the then-effective Conversion Price (i) immediately upon the closing of a Public Offering, underwritten on a firm commitment basis by an investment banking firm of national reputation, covering the offer and

1792753 08  
LIB CH

sale to the public of shares of Common Stock for the account of the Corporation with aggregate net proceeds received by the Corporation of at least \$30,000,000 and a price per share equal to an amount no less than three (3) times the initial Conversion Price as set forth in Section 7(a) as adjusted for any stock dividends, combinations or splits with respect to such shares (such an offering, a "Qualified Public Offering"); provided, that any such conversion shall be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering and the holder(s) entitled to receive the Common Stock issuable upon such conversion shall not be deemed to have converted such Series A Preferred Stock until the closing of such sale of securities or (ii) upon the affirmative vote or written consent of the holders of at least a majority of the Series A Preferred Stock to so convert.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the Corporation at such office that such holder elects to convert the same. In the event of an automatic conversion, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of Series A Preferred Stock and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent. The Corporation shall not be obligated to issue certificates evidencing Common Stock issuable upon automatic conversion unless and until the certificates representing the Series A Preferred Stock are surrendered to the Corporation or its transfer agent. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock.

The Corporation shall, as soon as practicable after surrender of the certificates for the Series A Preferred Stock, issue and deliver at the office of the Corporation to such holder of Series A Preferred Stock (i) a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and, if applicable, (ii) cash or a check payable to the holder equal to any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made at the time of surrender of the Series A Preferred Stock to be converted or, in the case of an automatic conversion, as provided in Section 7(b), and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock at such time.

(d) Treatment of Fractional Shares. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after such aggregation, the conversion would result in the issuance of a fractional share of Common Stock, the Corporation shall, in lieu of issuing any fractional shares to which the holder would otherwise be entitled, pay cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(e) Adjustments to Conversion Price.

(i) Special Definitions. For purposes of this Section 7(e), the following definitions shall apply:

(A) "Additional Common Shares" shall mean all Common Stock issued (or, pursuant to Section 7(e)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than Common Stock issued or issuable at any time:

(1) upon conversion of the Series A Preferred Stock;

1792753 08  
LIB CH

- (2) upon exercise of any Employee Option;
- (3) as a dividend or distribution on the Series A Preferred Stock;
- (4) up to 380,000 shares of Common Stock pursuant to the letter agreement, dated August 18, 1999 between the Corporation and Sigma Systems Group Inc. as in effect on April 1, 2000; and
- (5) by way of dividend or other distribution on Common Stock excluded from the definition of Additional Common Shares by the foregoing clauses.

(B) "Convertible Securities" shall mean any evidence of indebtedness, shares or other securities convertible into or exchangeable for Common Stock, whether at any time or upon the occurrence of a stated event or otherwise, other than the Series A Preferred Stock and the Warrants.

(C) "Employee Options" shall mean the Options issued at any time pursuant to the Bullseye Telecom, Inc. 2000 Stock Option Plan.

(D) "Fully-Diluted Basis" shall mean with respect to the Common Stock, as of a particular time and without duplication, the total outstanding shares of Common Stock as of such time, determined by treating all outstanding Options as having been exercised and by treating all Convertible Securities (including Convertible Securities issuable upon exercise of an Option) as having been so converted; provided, that if at any time of determination, the event giving rise to any adjustment hereunder would trigger any anti-dilution rights of such Options or Convertible Securities or otherwise increase the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable, the number of shares of Common Stock deemed to be outstanding immediately after such issuance shall include also such increase in the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable

(E) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities

(F) "Original Issue Date" shall mean April 28, 2000.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price of any share of Series A Preferred Stock shall be made in respect of the issuance or deemed issuance of Additional Common Shares unless the consideration per share for an Additional Common Share issued or deemed to be issued by the Corporation is less than the Conversion Price in effect immediately prior thereto.

(iii) Deemed Issue of Additional Common Shares

(A) Options and Convertible Securities In the event the Corporation, at any time or from time to time after the Original Issue Date, shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible

1792753 08  
LIB CH

Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Common Shares issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, that in any such case in which Additional Common Shares are deemed to be issued:

(1) no further adjustment in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or in the number of shares of Common Stock issuable upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; provided, that no such adjustment in the Conversion Price shall affect shares of Common Stock previously issued upon conversion of Series A Preferred Stock;

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if

(I) in the case of Convertible Securities or Options for Common Stock, the only Additional Common Shares issued, if any, were shares of Common Stock actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(II) in the case of Options for Convertible Securities, the only Convertible Securities issued, if any, were Convertible Securities actually issued upon the exercise of such Options, and the consideration received by the Corporation for the Additional Common Shares deemed to have been issued was the consideration actually received by the Corporation for the issue of all such Options, whether or

1792753 08  
LJB CH

not exercised, plus the consideration actually received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (I) the Conversion Price on the original adjustment date, or (II) the Conversion Price that would have resulted from any issuance of Additional Common Shares between the original adjustment date and such readjustment for which no adjustment was made, and

(5) in the case of any Options which expire by their terms not more than 60 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (3) above

(B) Stock Dividends. In the event the Corporation, at any time or from time to time after the Original Issue Date, shall declare or pay any dividend on the Common Stock payable in shares of Common Stock, then and in any such event, Additional Common Shares shall be deemed to have been issued immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend for purposes of adjusting the Conversion Price; provided, that if such record date is fixed and such dividend is not fully paid, the only Additional Common Shares deemed to have been issued shall be the number of shares of Common Stock actually issued as of the close of business on such record date, and such Conversion Price shall be recomputed accordingly.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Common Shares. In the event the Corporation, at any time after the Original Issue Date, shall issue Additional Common Shares (including Additional Common Shares deemed to be issued pursuant to Section 7(e)(iii)) without consideration or for a consideration per share less than the then-effective Conversion Price, then and in each such event, the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest \$0.001) determined by multiplying the Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding on a Fully Diluted Basis immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Common Shares so issued would purchase at the then-effective Conversion Price and the denominator of which shall be the number of shares of Common Stock outstanding on a fully Diluted Basis immediately after such issue (including the number of such Additional Common Shares so issued); provided, that if the event giving rise to such adjustment would trigger any anti-dilution rights of such Options or Convertible Securities or otherwise increase the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable, then the number of shares of Common Stock deemed to be outstanding immediately after such issuance shall include also such increase in the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable.

(v) Determination of Consideration For purposes of this Section 7(e), the consideration received by the Corporation for the issue of any Additional Common Shares shall be computed as follows:

(A) Cash and Property. Such consideration shall

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation;

(2) insofar as it consists of securities, be computed as set forth in Section 3(d) above;

(3) insofar as it consists of property other than cash or securities, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors, and

(4) in the event Additional Common Shares are issued together with other shares or securities or other assets of the Corporation for consideration so received, be computed as provided in clauses (1) through (3) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Common Shares deemed to have been issued pursuant to Section 7(e)(iii)(A), relating to Options and Convertible Securities, shall be determined by dividing:

(1) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(2) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein or a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustments for Subdivisions or Combinations of Common Stock. In the event that at any time or from time to time the Corporation shall:

(A) subdivide its outstanding shares of Common Stock into a larger number of shares of Common Stock (a "Stock Subdivision"), or

(B) combine its outstanding shares of Common Stock into a smaller number of shares of Common Stock (a "Stock Combination"),

then the Conversion Price in effect immediately prior thereto shall, concurrently with the effectiveness of such event, be (1) proportionately decreased in the case of a Stock Subdivision and (2) proportionately increased in the case of a Stock Combination.

(vii) Adjustments for Other Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for, a determination of holders of Common Stock entitled to receive any distribution payable in securities or other property of the Corporation other than Common Stock and other than as otherwise adjusted in this Section 7, then and in each such event, provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities and other property of the Corporation which they would have received had their shares of Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities and other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 7 with respect to the rights of the holders of the Series A Preferred Stock.

(viii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, merger, share exchange or otherwise (other than a Stock Subdivision or Stock Combination provided for above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization, reclassification, merger, share exchange or other transaction, be appropriately and equitably adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, that number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before such change.

(f) No Impairment of Series A Preferred Stock. In case at any time or from time to time, the Corporation shall take any action affecting its Common Stock, other than an action described above in this Section 7, then, unless in the opinion of the Board of Directors of the Corporation such action will not have a material adverse effect upon the rights of the holders of Series A Preferred Stock (taking into consideration, if necessary, any prior actions which the Board of Directors deemed not to materially adversely affect the rights of the holders), the Conversion Price shall be adjusted in such manner and at such time as the Board of Directors of the Corporation may in good faith determine to be equitable in the circumstances. The Corporation shall not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities, recapitalization or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but shall at all times in good faith assist in the carrying out of all the provisions of this Section 7 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(g) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 7, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of shares of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect and (iii) the number of shares of Common

Stock and the amount, if any, of other property which at the time would be received upon the conversion of shares of Series A Preferred Stock, as applicable

(h) Notices of Record Date. In the event that the Corporation shall propose at any time.

(i) to declare any dividend or distribution upon its Common Stock, whether or not a regular cash dividend or a dividend payable in shares of capital stock and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series, or any other rights;

(iii) to effect any reclassification or recapitalization of its outstanding Common Stock involving a change in the Common Stock; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its property or business, or to liquidate, dissolve or wind up or enter into any share exchange;

then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock:

(A) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above; and

(B) in the case of matters referred to in clauses (iii) and (iv) above, in the event a record date is taken with respect to any such matter, at least twenty (20) days' prior written notice of such record date or, if no such record date is taken, at least twenty (20) days' prior written notice of the date when such matters shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon the occurrence of such event).

Each such written notice shall be delivered personally or sent by commercial overnight courier service, telecopy or first class mail, postage prepaid, addressed to the holders of the Series A Preferred Stock at the address for each holder as shown on the books of the Corporation. Each such notice shall be deemed to be duly given: when delivered by hand, if personally delivered; when delivered by courier, if delivered by commercial overnight courier service; and five (5) business days after being deposited in the mail, postage prepaid, if mailed.

(i) Issue Taxes The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock pursuant hereto, provided, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion

8. No Reissuance of Preferred Stock. No shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase or otherwise shall be reissued, and any such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

IN WITNESS WHEREOF, the undersigned has executed and subscribed this certificate as of April 28, 2000.

BULLSEYE TELECOM, INC.

By:   
Peter K. LaRose, Vice President - Finance

1792753 08  
LIB CH

**BULLSEYE TELECOM, INC.**

Exhibit B

Application for Certificate of Authority to Transact Business in the State of North Dakota  
Original Certificate of Good Standing

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

BULLSEYE TELECOM, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BULLSEYE TELECOM, INC. , a Michigan corporation, authorized to transact business in the State of North Dakota on May 20, 2004, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

**ACCORDINGLY** the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

BULLSEYE TELECOM, INC.

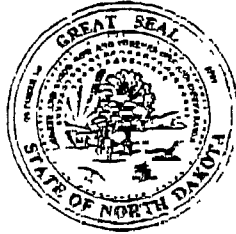
Issued: October 7, 2004

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

# State of North Dakota

## SECRETARY OF STATE



### CERTIFICATE OF AUTHORITY OF

BULLSEYE TELECOM, INC.  
Secretary of State ID#: 12,433,200

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

BULLSEYE TELECOM, INC.

for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, have been received in this office and are found to conform to law.

**ACCORDINGLY** the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

BULLSEYE TELECOM, INC.

to transact business in this State under the name of

BULLSEYE TELECOM, INC.

Issued: May 20, 2004

Handwritten signature of Alvin A. Jaeger in cursive script.

Alvin A. Jaeger  
Secretary of State

BULLSEYE RECEIVED



CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION SECRETARY OF STATE SPN 13100A (13100 + 7974) (7-99)

MAY 20 2004 SEC OF STATE

FOR OFFICE USE ONLY ID # 12,433,200 WVO # 136110 Filed 5-20-04 By NS

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

- 1.A. The application MUST be accompanied by ALL of the following:
- Filing fee of \$125 if a Foreign Business or Professional Corporation
- Filing fee of \$40 if a Foreign Nonprofit Corporation
- Signed Consent of Registered Agent and fee of \$10
- Current ORIGINAL CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE verifying corporate existence certified by the incorporating officer of the state or country of incorporation.
B. The following MAY be required:
- Certification of professional license from the North Dakota licensing board for the profession
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY For reference, see North Dakota Century Code, Section 10-19 1-135 or 10-33-125.

2. Type of corporation applying for Certificate of Authority: (check one)
[X] Foreign Business [ ] Foreign Professional [ ] Foreign Nonprofit

3.A. Name of corporation EXACTLY as it appears on Certificate of Good Standing from state of origin BULLSEYE TELECOM, INC. B. Federal ID # 38-3532242

C. If the corporation chooses to use a name other than its corporate name, that name is a trade name and must be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 3.C.) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

D. If the corporation has been notified by the North Dakota Secretary of State that its corporate name is the same as, or deceptively similar to a name already registered, this application for Certificate of Authority must be accompanied by one of the following: (check one)
[ ] Consent to use of name from the conflicting name holder(s)
[ ] An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:

[ ] Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

4. Complete mailing address of principal executive office which may not only be a post office box (Street/RR, and PO Box if applicable, city, state, zip + 4) 25900 Greenfield Road, Suite 330, Oak Park, Michigan 48237

5.A. STATE or country where incorporated Michigan B. EXACT date incorporated (Month, day, AND year) April 3, 2000 C. Duration of corporation [X] Perpetual [ ] Other (Specify) D. Telephone # (248) 784-2500 E. Toll-free telephone #

6.A. Name of required registered agent in NORTH DAKOTA (SEE INSTRUCTION 6.A.) Corporation Service Company B. Federal ID/social security # of registered agent 510009810

C. Address of registered agent in NORTH DAKOTA which may not only be a post office box number (Street/RR, and PO Box if applicable, city, state, zip + 4) 316 North Fifth Street, Bismarck, ND 58502

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota

LOCAL AND LONG DISTANCE PHONE SERVICE

Table with 7 columns: OFFICE, Check box if officer also serves as director, NAME, Street/RR, PO Box, COMPLETE MAILING ADDRESS (City, State, Zip+4). Rows include PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, DIRECTOR.

9. The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements made to be true. Original signature Date 5/17/04

10. Name of person to contact about this application Peter K. LaRose Daytime telephone # (248) 784-2590

**BULLSEYE TELECOM, INC.**

Exhibit C

Financial Statements

**BULLSEYE TELECOM, INC.**  
BALANCE SHEETS

**Unaudited**  
**ASSETS**

	December 31,	
	2003	2002
<b>Current Assets</b>		
Cash & Cash Equivalents	\$ 5,992,381	\$ 5,227,263
Accounts Receivable - trade, net of allowance for doubtful accounts of \$1,070,977 in 2003 and \$566,651 in 2002	3,183,544	2,198,254
Prepaid Expenses	232,055	186,988
Total Current Assets	9,407,980	7,612,505
 <b>Property, Equipment, and Leasehold Improvements</b>		
At cost, less accumulated depreciation and amortization of \$2,058,797 in 2003 and \$1,104,251 in 2002 (notes 2 and 3)	1,714,477	1,868,022
Total Assets	\$ 11,122,457	\$ 9,480,527

See accompanying notes to financial statements

# BULLSEYE TELECOM, INC.

## BALANCE SHEETS

### Unaudited

#### LIABILITIES AND SHAREHOLDERS' EQUITY

	December 31,	
	2003	2002
<b>Current Liabilities</b>		
Accounts Payable	\$ 929,391	\$ 1,153,680
Deferred Revenue	913,647	761,121
Accrued liabilities (note 7)	5,662,072	4,931,722
Current portion of long term debt (note 3)	45,875	163,972
Capital lease obligations payable (note 4)	249,883	201,107
Accrued liabilities from discontinued operations (note 10)	158,052	248,260
Customer Deposits	76,510	141,518
Total Current Liabilities	<u>\$ 8,035,430</u>	<u>\$ 7,601,380</u>
<b>Long Term Debt (note 3)</b>	-	45,875
<b>Capital lease Obligations Payable Due After One Year (note 4)</b>	259,068	508,950
<b>Shareholders' Equity</b>		
Redeemable, Series A, convertible preferred stock - \$.01 par value; authorized 8,000,000 shares, issued and outstanding 7,157,143 shares; liquidation value of \$25,050,000 (note 6)	24,961,987	24,961,987
Common stock - no par value; authorized 25,000,000 shares; issued and outstanding 10,975,792 shares (note 5)	2,207,216	2,207,216
Accumulated deficit	<u>(24,341,244)</u>	<u>(25,844,881)</u>
Total Shareholders' Equity	<u>2,827,959</u>	<u>1,324,322</u>
Total Liabilities and Shareholders' Equity	<u>\$ 11,122,457</u>	<u>\$ 9,480,527</u>

See accompanying notes to financial statements

**BULLSEYE TELECOM, INC.**  
**STATEMENTS OF OPERATIONS**

**Unaudited**

	Year Ended December 31,	
	2003	2002
<b>Net Sales</b>	\$ 28,907,068	\$ 14,414,623
<b>Cost of Services</b>	11,775,136	7,083,311
<b>Gross Margin</b>	17,131,932	7,331,312
<b>Selling, General and Administrative Expenses</b>	15,650,639	13,184,942
<b>Income/(Loss) From Operations</b>	1,481,293	(5,853,630)
<b>Other Income</b>		
Miscellaneous income	65,548	19,317
Interest income (net)	(38,550)	82,450
Total other income	26,998	101,767
<b>Net Income/(Loss)</b>	\$ 1,508,291	\$ (5,751,863)

See accompanying notes to financial statements

# BULLSEYE TELECOM, INC.

## STATEMENTS OF CASH FLOWS

### Unaudited

	Year Ended	
	December 31,	
	2003	2002
<b>Cash Flows From Operating Activities:</b>		
Net Income/(Loss)	\$ 1,508,291	\$ (5,751,863)
Adjustments.		
Depreciation & amortization	954,546	692,491
Bad debt and credit provision	682,268	321,731
Changes in assets and liabilities.		
Accounts receivable	(1,667,558)	(2,223,533)
Prepaid expenses	(45,066)	105,115
Accounts payable	(224,289)	403,544
Accrued liabilities	566,160	1,111,460
Deferred revenue	152,526	386,766
Customer deposits	(65,008)	(942)
Total adjustments	353,578	796,632
<b>Net cash provided by operating activities</b>	<b>1,861,869</b>	<b>(4,955,231)</b>
<b>Cash Flows From Investing Activities:</b>		
Purchases of capital assets	(801,001)	(371,097)
<b>Cash Flows From Financing Activities:</b>		
Payments on debt	(295,757)	(525,554)
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>765,111</b>	<b>(5,851,882)</b>
<b>Cash and Cash Equivalents - Beginning</b>	<b>5,227,263</b>	<b>11,079,145</b>
<b>Cash and Cash Equivalents - Ending</b>	<b>\$ 5,992,381</b>	<b>\$ 5,227,263</b>

### Schedule of Noncash Investing and Financing Activities

Property and equipment acquired with capital lease obligations payable	\$ -	\$ 724,147
--	------	------------

See accompanying notes to financial statements

**BULLSEYE TELECOM, INC.**  
**STATEMENTS OF SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2003 AND 2002**  
**Unaudited**

	<u>Preferred Stock</u>	<u>Common Stock</u>	<u>Accumulated Deficit</u>	<u>Total</u>
<b>Balance - January 1, 2002</b>	\$ 24,939,984	\$ 2,229,219	\$ (20,093,018)	\$ 7,076,185
<b>Accretion on Preferred Stock (note 6)</b>	22,003	(22,003)	-	-
<b>Net Loss</b>	<u>-</u>	<u>-</u>	<u>(5,751,863)</u>	<u>(5,751,863)</u>
<b>Balance - December 31, 2002</b>	24,961,987	2,207,216	(25,844,881)	1,324,322
<b>Net Income</b>	<u>-</u>	<u>-</u>	<u>1,508,291</u>	<u>1,508,291</u>
<b>Balance - December 31, 2003</b>	24,961,987	2,207,216	(24,336,590)	2,832,613

See accompanying notes to financial statements

**BULLSEYE TELECOM, INC.**

Exhibit D

Profiles of Senior Management Key Personnel

## **BullsEye Telecom, Inc.**

### **Management Profiles**

#### **William H. Oberlin - Chairman and Chief Executive Officer**

William Oberlin, Chairman and Chief Executive Officer, is responsible for providing strategic direction, business development and leadership on technology issues. Prior to joining BullsEye he was Chief Executive Officer of Midcom Communications, which he joined in 1996. From 1988 to 1996 he played a key role in the turnaround of Allnet Communications which was sold to Frontier Communications in 1995. Mr. Oberlin began his career in a series of sales and marketing positions, first at New Jersey Bell and subsequently in senior roles at Sprint, DHL Business Systems and the U.S. operations of Cable and Wireless. He holds a bachelor's degree in economics from Rutgers University.

#### **Peter K. LaRose - Vice President for Finance and Secretary**

Peter LaRose, Vice President for Finance, has served in a number of senior financial positions, primarily in the telecommunications industry. He began his career with Price Waterhouse and Co., where his service included performing audits for foreign subsidiaries of U.S. and Spanish firms. He served as Vice President of Finance and Controller for MCI Communications and as Vice President of Finance for both Winstar Gateway Networks and for Midcom Communications. Mr. LaRose holds a B.S. in Business Administration from Pennsylvania State University and is a Certified Public Accountant.

#### **Bill R. Edwards - Vice President of Service Operations**

Bill Edwards, Vice President of Service Operations, brings twenty years of telecommunications service experience to BullsEye Telecom. His work at BullsEye has included key contributions to the design, development and operation of a highly automated order management, service provisioning and customer service infrastructure. His responsibilities include the continued development and operation of many of the non-IT-related components of the Company's back office.

#### **Rosemary P. Albanese - Vice President of Client Service and Support Systems**

Rosemary P. Albanese, Vice President of Client Service and Support Systems, has over ten years experience in the Inbound/Outbound telemarketing arena overseeing the selling and servicing of several telecommunications clients. She worked at The Faneuil Group from 1992-1998 as the Director of Quality and Change Management where she ensured consistency in processes and procedures for multiple North American call centers, and instituted Best Practices throughout the company. Between 1998-2003, Ms. Albanese served as Vice President of Operations for Telemarketing Concepts. Her responsibilities included the effective and profitable running of all U.S. Call Centers, and the executive guidance for all major company accounts. She also provided all supervisor/management training. At BullsEye, Ms. Albanese is responsible for all Corporate Quality initiatives, Customer Service, billing, Sales Operations and Training. She has a B.A. from Illinois State University.

**BullsEye Telecom, Inc.**

**Management Profiles, (Cont'd.)**

**Scott R. Loney - Vice President of Marketing**

Scott Loney, Vice President of Marketing, began his career at Allnet Communications where helped lead an integrated sales and marketing program focused on dedicated T1 voice and data services. After Allnet, he joined Midcom Communications as Director of Marketing, where he led product management for long distance voice and data services and worked extensively in the field of frame relay, Internet and other packet-switched data services. Mr. Loney also served as a marketing consultant with NET-tel Communications. He earned his MBA at the University of Michigan and holds a BA in History and MA in Telecommunications from Michigan State University.

**Tom Tisko - Vice President of Business Operations**

Tom Tisko, Vice President of Business Operations, began his career in information systems and operations management at Electronic Data Systems Corporation where he was responsible for leading and managing teams of systems engineers in resource allocation, technical guidance and career development. From 1995-1999 he served as Operations Manager, and later as General Manager, of AdVal Communications where he was responsible for the successful operation of order management and billing systems, back-office IT functions and customer service. Mr. Tisko holds a combined BS in Computer Science and Business Administration from Michigan Technological University and an MBA from Golden Gate University.

**BULLSEYE TELECOM, INC.**

Exhibit E

Proposed Service Area Map

BullsEye intends to offer service throughout the State of North Dakota. The Company initially will offer service in the territory currently served by Qwest Corporation.

**BULLSEYE TELECOM, INC.**

Exhibit F

Carriers Offering Similar Services

To the best of Applicant's knowledge and information, the list of other public utilities providing similar service in the State of North Dakota coincides with the list of competitive local exchange carriers (CLECs) which are registered with the North Dakota Public Service Commission, plus incumbent local exchange carriers serving the state (e.g., Qwest Corporation). A list of CLECs registered with the Commission is provided in this Exhibit.

**LOCAL EXCHANGE TELECOMMUNICATIONS CARRIERS  
REGISTERED WITH THE  
NORTH DAKOTA PUBLIC SERVICE COMMISSION  
(As of September 22, 2004)**

A|B|C|D|E|F|G|H|I|J|K|L|M|N|O|P|Q|R|S|T|U|V|W|X|Y|Z|1

ILEC (ETC) - Incumbent Local Exchange Carrier  
CLEC - Competitive Local Exchange Carrier  
F - Facilities Based

R - Reseller  
ETC – Eligible Telecommunications Carrier  
ASP - Access Service Provider

Name of Company	Type of Service	Date Registered
1-800-RECONEX, Inc d/b/a U S Tel Hubbard OR 503-982-5572	CLEC	(R) 3-15-00 (F) 9-25-02
AT&T Communications of the Midwest, Inc Minneapolis MN 612/376-6766, FAX 612-376-6769	CLEC	(R) 3-20-96 (F) 9-25-96
Absaraka Co-operative Telephone Company, Inc Absaraka, ND 701/896-3404	ILEC	(F) (ETC) 12-17-97
Advanced TelCom, Inc Santa Rosa CA 707-284-5000 800-367-2844	CLEC	(R) 9-20-00 (F) 9-20-00
Alticom, Inc Canton MA 781-898-4500, 866-282-4200	CLEC	(R) 12-18-02
ATLAS COMMUNICATIONS, LTD Blue Bell PA 610-940-9040	CLEC	(R) 4-2-97
BEK Communications I Inc Steele ND 701-475-2361, 888-475-2361	CLEC	(F) 7-11-01
BEK Communications Cooperative Steele, ND 701/475-2361	ILEC	(F) (ETC) 12-17-97
BT Communications Sales LLC Reston VA 703-707-4000	CLEC	(R) 12-31-02
CI2, Inc Atlanta GA 770-425-2267, 888-657-3278	CLEC	(R) 10-20-99
Cat Communications International, Inc Roanoke VA 540-265-2555, 800-477-1224	CLEC	(R) 12-3-03
Citizens Telecommunications Company of Minnesota, Inc Stamford CT 203-614-5600	ILEC	(F) 2-7-01 (ETC) 3-28-01

Computer Integrated Communications, Inc Potomac MD 301-983-8476	CLEC	(R) 6-25-91
Computer Network Technology Corporation Minneapolis MN 763-268-6000	CLEC	(R) 12-31-03
Comtech 21, LLC Wallingford CT 877-580-6564	CLEC	(R) 3-17-04
Consolidated Communications Corporation Dickinson ND	CLEC	(R) 8-4-92
Consolidated Communications Networks, Inc Dickinson ND 701/225-6061	CLEC	(R) 2-19-97 (F) 5-28-97/1- 26-00
Consolidated Telcom Dickinson, ND 701/225-6061	ILEC, CLEC	(F) 10-25-00 (ETC) 10-25-00
Contact Communications Riverton WY 307-856-0980	CLEC	3-28-01 (R) 5-23-01 (F)
Covista, Inc Paramus NJ 973-812-11--, 800-805-1000	CLEC	(R) 5-21-03 (F) 7-31-03
DCN, LLC Devils Lake ND 701-662-1700	CLEC	(F) 3-15-00
DIECA Communications, Inc <b>d/b/a Covad Communications Company</b> Santa Clara CA 408-844-7500, 1-888-462-6823	CLEC	(F) 8-2-00
DSLnet Communications, LLC New Haven CT 203-772-1000	CLEC	(R) 7-28-99
Dakota Central Telecommunications Cooperative Carrington, ND 701/652-3184	ILEC	(F) (ETC) 12-17-97
Dakota Central Telecom I, Inc Carrington, ND 701/652-3184	ILEC	(ETC) 12-17-97
DakTel Communications, LLC Carrington ND 701-652-3184	CLEC	(R) 6-8-00 (F) 8-2-00
Dickey Rural Access, Inc Ellendale ND 701/349-3687	ILEC	(F) 11-1-02 (ETC)
Dickey Rural Communications, Inc Ellendale ND 701/349-3687	ILEC	(F) (ETC) 12-17-97

Dickey Rural Telephone Cooperative Ellendale ND 701/349-3687	ILEC	(F) (ETC) 12-17-97
Dickey Rural Services, Inc Ellendale ND 701-349-3687	CLEC	(R) 8-30-00
EASTON TELECOM SERVICES, INC Richfield OH 330-659-6700 800-222-8122	CLEC	(R) 8-6-98
Essential com, Inc Kennebunk ME 888-872-9400, FAX 207-985-2252	CLEC	(R) 4-26-00
Evercom Systems, Inc Irving TX 972-953-4138	CLEC	(R) 9-5-01
Excel Telecommunications, Inc Dallas, TX 214-424-1000, 800-783-2909, FAX 214-424-1510	CLEC	(R) 6-26-96 (F) 5-22-02
Extend America, Inc Bismarck ND 702-255-9500	CLEC	(R) 9-24-03
FairPoint Communications Solutions Corp Charlotte NC 704-414-2500, 888-235-3242	CLEC	(F) 1-25-01
France Telecom Corporate Colutions, L L C Herndon VA 703-375-7325	CLEC	(R) 12-31-03
GE Business Productivity Solutions, Inc Atlanta GA 770-541-5782, FAX 770-541-5703	CLEC	(R) 8-22-01
Global Tel*Link Corporation, Inc Mobile AL 205-479-4500	CLEC	(R) 5-5-98
GLOBCOM INCORPORATED Northbrook IL 888-509- 1422	CLEC	(R) 6-18-03 (F) 9-24-03
Granite Telecommunications, LLC Quincy MA 617-847-1500, 866-847-5500	CLEC	(R) 10-22-03
Griggs County Telephone Co Cooperstown, ND 701/797-3301	ILEC	(F) (ETC) 12-17-97
GROUP LONG DISTANCE, INC Ft Lauderdale FL 770-414-4770	CLEC	(R) 9-25-97
HTC Services, Inc Halstad MN 218-456-2125	CLEC	(F) 2-23-00 (ETC) 2-23-00
Halstad Telephone Company Halstad, MN 218/456-2125	ILEC	(F) (ETC) 12-17-97

Houlton Enterprises, Inc Council Bluffs IA 402-551-8888, 800-957-2640	CLEC	(R) 11-7-01
ICG Telecom Group, Inc Englewood CO 303-414-5000	CLEC	(R) 8-19-98 (F) 12-4-02
IDT America, Corp Neward NJ 973-438-3342 FAX 973-438-1455	CLEC	(F) 9-24-03
IdeaOne Telecom Group LLC Kindred ND	CLEC	(F) 1-27-99
Ignus, Inc Fargo ND 701-280-9040, 888-449-9040	CLEC	(R) 10-24-01
Integra Telecom of North Dakota, Inc Portland OR 503-453-8000, FAX 503-453-8221	CLEC	(R) 5-10-00 (F) 7-19-00
IPVoice Communications, Inc Dallas TX 602-335-1231, 800-556-2538	CLEC	(R) 7-19-00 (F) 9-20-00
Inmate Phone Systems Corporation Van Nuys CA 818- 782-8596	CLEC	(R) 3-10-93
Inter-Community Telephone Company, L L C Nome ND 701/924-8815	ILEC	(F) 8-27-99, 3- 13-02 (ETC) 3-13-02
Intrado Communications Inc Longmont CO 720-494-5800, FAX 720-494-6600	CLEC	(R) 10-3-01 (F) 12-5-01
Ionex Communications North, Inc Addison TX 972-392-4601, 972-392-0654	CLEC	(R) 4-26-00 (F) 4-26-00
James Valley Cooperative Telephone Company Groton SD	ILEC	(F) 12-20-00 (ETC) 12-17-97
KMC Telecom V, Inc Bedminster NJ 908-470-2100	CLEC	(R) 1-24-01 (F) 3-27-02
Kotana Communications, Inc Williston ND 701-774-8001	CLEC	(R) 1-14-92
Legacy Long Distance International, Inc Long Beach CA 800-577-5534, 562-491-1991	CLEC	(R) 12-18-02
Level 3 Communications, LLC Louisville CO 303-926-3000, 402-342-2052	CLEC	(R) 4-14-99 (F) 3-13-02

Loretel Systems, Inc Ada MN 218/784-7171	ILEC	(F) (ETC) 12-17-97
MCI Worldcom Communications, Inc Clinton MS 800-444-3333, 601-460-8600	CLEC	(R) 9-22-99 (F) 9-22-99
MCImetro Access Transmission Services, LLC Vienna VA 703/918-6000	CLEC	(R) 8-6-98
McLeodUSA Telecommunications Services, Inc Cedar Rapids IA 319/364-0000, FAX 319/298-7901	CLEC	(R) 2-12-97 (F) 4-8-98
Maxcess, Inc , Orlando FL 407-513-7700, 888-609-9399, 850 513-1018 dfranklin@maxcess.net	CLEC	(R) 3-29-00 (F) 6-8-00
Metromedia Fiber Network Services, Inc White Plains NY 914-421-6700	CLEC	(F) 7-19-00
Midcontinent Communications <b>Corporate Name:</b> <b>Midco Communications, Inc.</b> Sioux Falls SD 605-334-1200	CLEC	(R) 6-17-98 (F) 8-11-99
Mid-Rivers Telephone Cooperative, Inc Circle MT 406/485-3301	ILEC CLEC	(ETC) 12-17-97 (R) 1-27-99 (F) 4-14-99
Midstate Communications Inc Stanley ND 701/628-2522	ILEC	(F) (ETC) 12-17-97
Midstate Telephone Company Stanley, ND 701/628-2522	ILEC	(F) (ETC) 12-17-97
Minnesota Independent Equal Access Corp Minneapolis MN 952-230-4100	ASP	4-27-92
Missouri Valley Communications, Inc Scobey MT 406-783-5125, 1-866-572-7744, FAX 406-783-5283 nemontel@nemontel.net	ILEC	4-1-03
Moore and Liberty Telephone Company Enderlin ND 701/437-3300	ILEC	(F) (ETC) 12-17-97
NET-tel Corporation Washington D C 202-295-6600	CLEC	(R) 5-26-99
Nemont Telephone Cooperative, Inc Scobey MT 406/783-5654	ILEC	(F) (ETC) 12-17-97

New Access Communications LLC Minneapolis MN 612-321-9717	CLEC	(R) 8-30-00
New Edge Network Inc Vancouver WA 360-693-9009	CLEC	(R) 2-9-00 (F) 3-29-00
Nextel West Corp Reston VA 703-394-3000	CLEC	(R) 8-27-97
Noonan Farmers Telephone Company Noonan ND 701/925-5713	ILEC	(F) (ETC) 12-17-97
North Dakota Big Sky Telecom A Partnership Ansin FL 954-624-8660, 866-811-2528	CLEC	(R) 8-28-03
North Dakota Network Co Minot ND 701-858-1200	CLEC	(R) 10-10-02 (ETC) 7-31-03
North Dakota Telephone Company Devils Lake ND 701/662-1700	ILEC	(F) (ETC) 12-17-97
Northwest Communications Cooperative, a Cooperative Association Ray ND 701/568-3331	ILEC CLEC	(ETC) 12-17-97 (F) 12-1-99
Onvoy, Inc Plymouth MN 612-230-4100, 800-944- 9885	CLEC	(F) 6-4-03
OrbitCom, Inc Sioux Falls, SD 605-373-9336	CLEC	(R) 3-12-03 (F) 3-12-03
Polar Communications Mutual Aid Corporation Park River ND 701/284-7221	ILEC	(F) (ETC) 12-17-97
Polar Telcom, Inc Park River ND 701-284-7221, FAX 701-284-7277	CLEC	(R) 3-25-98 (ETC) 6-3-98
Polar Telecommunications, Inc Park River ND 701/284-7221	ILEC	(F) (ETC) 12-17-97
PREFERRED CARRIER SERVICES, INC Irving TX 214/753-1378, FAX 214/756-6015	CLEC	(R) 4-30-96
Premiere Network Services, Inc DeSoto TX 972-228-8881	CLEC	(F) 3-14-01
QuantumShift Communications, Inc Novato CA 415-893-7180, 888-685-8486	CLEC	(R) 6-6-01
Qwest Corporation	ILEC	(F) 12-6-00

Bismarck, ND 701/222-6952		(ETC) 12-17-97
Qwest Communications Corporation Denver CO 303-672-2734	CLEC	(F) 7-31-04
Qwest Interprise America, Inc Denver CO 303/293-6326	CLEC	(R) 12-4-02
RC Communications, Inc New Effington SD 605-637-5212, 888-668-0877	ILEC	(F) (ETC) 12-17-97
Red River Rural Telephone Association Abercrombie, ND 701/553-8309	ILEC	(F) (ETC) 12-17-97
Red River Telecom, Inc Abercrombie, ND 701/553-8309	ILEC	(F) (ETC) 12-17-97
Reliant Communications, Inc Lake Mary FL 407562- 2000	CLEC	(R) 5-21-03
Reservation Telephone Cooperative Parshall, ND 701/862-3115	ILEC	(F) (ETC) 12-17-97
Roberts County Telephone Cooperative Association of New Effington, South Dakota New Effington, SD 605/637-5211	ILEC	(F) (ETC) 12-17-97
SRT Communications, Inc Minot ND 701/858-5231	ILEC	(F) (ETC) 12-17-97
ServiSense com, Inc Newton MA 617-848-8000, 888-483-3600	CLEC	(R) 7-19-00
Skyland Technologies, Inc Williston ND 701-577-7000, FAX 701-577-7002, 1-800-304-1957	CLEC	(F) 5-5-98 (R) 5-20-98
Southwestern Bell Communications Services, Inc Pleasanton CA 925-468-6209	CLEC	(R) 3-17-04
Sprint Communications Company L P <b>d/b/a US Sprint Communications Limited Partnership</b> Overland Park KS 913/624-4222	CLEC	(R, F) 7-21-92
Talk America Inc <b>d/b/a New Hope Network Services</b> New Hope PA 215-862-1803	CLEC	(R) 6-27-01
TARGET TELECOM INCORPORATED Wayne NJ 201/256-1600	CLEC	(R) 4-26-95

Telcom Billing Services, Inc Brooklyn Park MN 763-503-3029, 877-564-2444	CLEC	(R) 2-12-04
Telera Communications, Inc Campbell CA 408-626-6852	CLEC	(R) 8-30-00 (F) 10-25-00
Turtle Mountain Communications, Inc Langdon, ND 701/256-5156	ILEC	(F) (ETC) 12-17-97
U S Link, Inc Pequot Lakes MN 218-568-4000	CLEC	(F) 2-24-98 (R) 4-8-98
United Communications HUB, Inc Pasadena CA 818-887-6820, 800-862-9970	CLEC	(F) 1-25-01
United Telephone Mutual Aid Corporation Langdon, ND 701/256-5156	ILEC	(F) (ETC) 12-17-97
Universal Access, Inc Chicago IL 312-660-5000	CLEC	(R) 1-12-00 (F) 6-8-00
VAL-ED Joint Venture, L L P <b>d/b/a 702 Communications</b> Moorhead MN 218-287-2192	CLEC	(F) 8-11-99 & 1-26-00 (R) 4- 12-00
VCI Company Lakewood WA 253-973-2476, 800-923-8375	CLEC	(R) 9-22-04
Valley Communications, Inc Nome ND 701-924-8815	CLEC	(R) 11-18-98
VarTec Solutions, Inc Dallas TX 214-424-1000, 800-783-2909, FAX 214-424-1510	CLEC	(R) 8-4-04
VarTec Telecom, Inc <b>d/b/a Clear Choice Communications</b> Dallas TX 214-424-1000	CLEC	(R) 10-24-01 (F) 12-19-01
Venture Communications, Inc Highmore SD 605-852-2224, 1-800-824-7282	ILEC (ETC)	(F) 2-17-99 (ETC) 12-17-97
Verizon Select Services, Inc Irving TX 972-887-4754	CLEC	(R) 9-20-00
WTC Competitive Services, Inc Wolverton MN	CLEC	(F) 8-16-02
West River Cooperative Telephone Company Bison SD	ILEC	9-19-01 ETC
Western CLEC Corporation Bellevue WA 425-586-8700	CLEC	(F) 4-26-00

West River Telecommunications Cooperative Hazen ND 701/748-2211	ILEC	(F) (ETC) 12-17-97
Wolverton Telephone Company Wolverton, MN 218/995-2900	ILEC	(F) (ETC) 12-17-97
XO Communications Services, Inc Reston VA 703-547-2000	CLEC	(R) 9-22-04
Z-Tel Communications, Inc Tampa FL 813-273-6261	CLEC	(R) 4-14-99 (F) 3-14-01

**BULLSEYE TELECOM, INC.**

Exhibit G

Dialing Party Plan

**BullsEye Telecom, Inc.**  
**IntraLATA Presubscription Implementation Plan**  
**Dialing Parity Plan**

**1. PURPOSE**

The purpose of this Dialing Parity Plan ("Plan") is to permit customers to route intraLATA calls automatically, without the use of access codes, to an interexchange carrier ("IXC") of the customer's choice. The IXC chosen by customers must establish itself as an access customer under any applicable tariff that BullsEye Telecom, Inc ("Company") will file prior to launching service in North Dakota. This Plan applies to services which may be made available at a future date using the Company's access facilities. If the Company provides local dial tone service(s) by reselling facilities obtained from Incumbent Local Exchange Carrier(s) ("ILECs"), (a) the Company will implement dialing parity wherever it is made available by the ILEC from whom the Company purchases local dial tone service for resale, and (b) elements of this Plan pertaining to exchange access service orders will not apply.

**II. IMPLEMENTATION**

The Company will notify affected intraLATA IXCs approximately sixty to ninety days prior to the date that the Company expects to begin providing local service in North Dakota and advise that a Presubscription Information Package will be provided upon request. The Presubscription Information Package will explain how exchange access service(s) can be obtained and will include the following:

- End Office names(s)
- End Office Location Common Language Location Identification ("CLLI")
- Equipment type
- NPA/NXX(s)
- LATA
- Implementation Date

Carriers will have the options of offering intraLATA service only or intraLATA and interLATA service and participating in all market area or in a specific market area in North Dakota.

**BullsEye Telecom, Inc.**  
**IntraLATA Presubscription Implementation Plan**  
**Dialing Parity Plan**

**III. CARRIER SELECTION**

When the Company offers facilities-based local dial tone service(s), it will implement a full 2-PIC carrier selection methodology. As stated in Paragraph I above, if the Company provides local dial tone services by reselling facilities obtained from ILECs, it will rely on the ILECs facilities to provide the full 2-PIC capability. With the full 2-PIC methodology, customers will be able to presubscribe to the same or different participating telecommunications carrier(s) for intra and interLATA toll calls. IntraLATA presubscription will be provided on all eligible residence and business lines.<sup>1</sup>

Prior to offering local dial tone services, the Company will establish processes to provide customers with an opportunity to choose their intra and interLATA toll carrier(s). Company contact representatives who communicate with the public, accept orders, and serve in customer service capacities will be trained to explain to customers the availability of 2-PIC equal access, and assist in implementing their initial PIC choice or in changing their PIC for intraLATA and interLATA toll calls. The Company will process intraLATA PIC selections in the same manner and in the same time intervals that apply to interLATA PICs.

---

<sup>1</sup> An example of a customer who would not be eligible for intraLATA presubscription is someone who has a Feature Group A access line.

**BullsEye Telecom, Inc.**  
**IntraLATA Presubscription Implementation Plan**  
**Dialing Parity Plan**

**IV. A CUSTOMER SELECTING A PIC**

When local dial tone services are offered by the Company, customers contacting the Company and requesting local dial tone service will be informed of the opportunity to choose both an intraLATA and interLATA PIC. If requested by customers, the Company will provide a list of IXCs, including the Company, that are access customers and are maintaining a relationship with the Company pursuant to the provisions of the Company access service(s) tariff. The list of participating intraLATA IXCs will be presented to customers in a competitively neutral manner, and IXCs will be identified to customers in random order. The Company contact representatives will not comment on customers' choices of their intraLATA toll carrier.

Company customer contact representatives will process customer initiated request(s) to have the Company established as their intraLATA PIC selection. Customers selecting an intraLATA toll carrier other than the Company will be provided with the selected carrier's toll-free number (if provided to the Company by the carrier).

If new line customers, including customers adding lines (with a separate number), do not select a participating carrier, they will be assigned a "No PIC." Customers who cannot decide upon an intraLATA carrier at the time of order, will have 30 days following placement of their service order to select an intraLATA carrier without charge. In the interim, they will be assigned a No PIC designation. After the 30-day period, the Company will assess a PIC change charge. Customers assigned a NO PIC designation will be required to dial an access code to reach an intraLATA toll carrier's network.

The Company contact representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

**BullsEye Telecom, Inc.**  
**IntraLATA Presubscription Implementation Plan**  
**Dialing Parity Plan**

**V. EXISTING CUSTOMERS**

The Company does not have existing customers affected by dialing parity issues

**VI. CUSTOMERS CHANGING AN INTRALATA PIC**

When local dial tone line services are offered by the Company, customers may contact the Company to change either their inter or intraLATA IXC. The Company customer contact representatives will process customer initiated request(s) to have the Company established as their intraLATA PIC selection. Customers selecting intraLATA toll carriers other than the Company will be provided with the selected carriers toll-free number (if provided to the Company by the carrier).

A PIC change charge will be incurred and billed to a Company customer for each eligible line where an intraLATA PIC change is made. The Company anticipates it will offer IXCs the option of having the intraLATA PIC charge billed to the IXC or the customer.

Company contact representatives will not attempt to dissuade customers from changing their intraLATA PIC and will not discuss alternative carrier rates or services. The Company will not provide customers with Carrier Identification Codes or access code dialing instructions.

**VI. PIC "FREEZES"**

PIC freezes may be provided at any time upon customers' requests. The Company will accept the use of three-way calls among the customer, the Company and an IXC to remove intraLATA PIC freezes. The Company will still follow the verification procedures for PIC changes (e.g., independent third party verification, written letter of agency, electronic authorization) as provided for by the Federal Communications Commission and North Dakota Commission rules. The Company understands that carrier-to-carrier penalties for unauthorized intraLATA toll charges may not be imposed.

**BullsEye Telecom, Inc.**  
**IntraLATA Presubscription Implementation Plan**  
**Dialing Parity Plan**

**VII. CARRIER OBLIGATIONS**

IntraLATA carriers that desire to become Company access customers shall notify the Company via letter or telephone call of their desire to obtain exchange access service information or shall obtain and compete an Access Service Request(s) ("ASRs") form and provide the completed form to the Company and to the owner of the Access Tandem. The Company will send each requesting carrier an information package describing the Company's service, processes and applicable tariffs. Once the Company receives and processes a carrier's ASR, the carrier will be added to the list of participating carriers and, as stated above in Part IV of this Plan, will be identified at random to customers who desire to establish intra and/or interLATA PIC(s). The Company will provide information regarding switches available for Exchange Access Services to IXCs by identifying the switches in NECA Tariff FCC No. 4. In addition, as stated above in Part II of this Plan, the Company will include a list of available switches in its information package provided to each IXC in response to an inquiry.

To be a presubscribed intraLATA toll carrier, a carrier must have a Feature Group D (FGD) or Feature Group D-like trunk. The FGD or FGD-like trunk(s) must be in place or ordered between the carrier's point-of-presence and the incumbent Local Exchange Company Access Tandem(s). Carriers must determine what facilities they need to handle the intraLATA toll traffic and order the necessary facilities.

All originating intraLATA traffic will initially be routed via the incumbent Local Exchange Company ("LEC") Access Tandem(s). Direct trunks between Company switches and carrier location(s) may be provisioned where traffic volumes warrant.

**BullsEye Telecom, Inc.**  
**IntraLATA Presubscription Implementation Plan**  
**Dialing Parity Plan**

**VII. CARRIER OBLIGATIONS (Cont'd.)**

The Company will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Requests from carriers to block traffic or remove customers from their network will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

Carriers will be required to submit PIC changes using the Customer Account Record Exchange ("CARE") format via paper medium. The Company will provide carriers with PIC order confirmation and reject information not using the CARE format. Upon request, specific details regarding CARE will be provided to participating carriers.

For customers who change their local service provider from the incumbent LEC to the Company and retain their incumbent LEC telephone number(s), the Company, as part of the CARE PIC process, will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the Company telephone number.

**BullsEye Telecom, Inc.  
 IntraLATA Presubscription Implementation Plan  
 Dialing Parity Plan**

**VIII. CALL ELIGIBILITY AND DIALING PLAN**

The Company will offer intraLATA presubscription on all calls that are designated as intraLATA toll calls and that originate from Company provided local dial tone lines in North Dakota

Local dial tone line customers of the Company will have calls routed according to the following plan

<b>If a Company dials:</b>	<b>The Call is Handled by/Routed to:</b>
911	PSAP on originating line number
411/555-1212	Company Directory Assistance Operator
0	Company Operator
0+ intraexchange number	IntraLATA Toll Provider
1+ 7 or 10 digits	IntraLATA Toll Provider
0+ 7 or 10 digits interexchange number	InterLATA Toll Provider
10XXX or 101XXXX+ 0-	XXX/XXXX Carrier
10XXX or 101XXXX +0+7 or 10 digits	XXX/XXXX Carrier
10XXX or 101XXXX + 7 or 10 digits	XXX/XXXX Carrier

Company customers originating calls to a carrier Operator by dialing 00- will be routed to the PIC on that customer's line. Customers originating calls to a carrier Operator by dialing an access code (e.g., 10XXX/101XXXX + 0-), will be routed to the XXX/XXXX carrier. In both cases, the carrier's switch is responsible for routing this call to the carrier's Operator or to an announcement.

**IX. ADDITIONAL ELEMENTS OF THE PLAN**

Under the Plan

If a Company customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA IXC, and the intraLATA IXC is unable to produce a Letter of Agency signed by the customer, the PIC will be changed per the customer's request and appropriate penalties will be pursued against the offending carrier as authorized by law.

Commission authorization as a certified intraLATA toll provider is required for a carrier to be placed on an alphabetical list of carriers that are willing to accept intraLATA toll traffic within a particular geographical area in North Dakota.

PU-04-603

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> <li>Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.</li> <li>Print your name and address on the reverse so that we can return the card to you.</li> <li>Attach this card to the back of the mailpiece, or on the front if space permits.</li> </ul>	A. Signature <input checked="" type="checkbox"/> <i>[Signature]</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
	B. Received by (Printed Name) <i>R. Skeeten</i>	C. Date of Delivery <i>12/6/03</i>
1. Article Addressed to <i>Monique Byrnes            Technologies Management Inc            210 N Park Ave            Winter Park FL 32790-0200</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below. <input type="checkbox"/> No	
2. Article Number (Transfer from service label)	7003 2260 0001 3517 9169	
3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.		
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		
PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540		

PU-04-603

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> <li>Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.</li> <li>Print your name and address on the reverse so that we can return the card to you.</li> <li>Attach this card to the back of the mailpiece, or on the front if space permits.</li> </ul>	A. Signature <input checked="" type="checkbox"/> <i>[Signature]</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
	B. Received by (Printed Name) <i>Raymond Skene</i>	C. Date of Delivery <i>1/31/05</i>
1. Article Addressed to <i>Monique Byrnes            Technologies Management Inc            210 N Park Ave            Winter Park FL 32790-0200</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below. <input type="checkbox"/> No	
2. Article Number (Transfer from service label)	7003 2260 0001 3517 9428	
3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.		
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes		
PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540		