

Husch & Eppenger, LLC

Attorneys and Counselors at Law

FILED

MAY 2 2000

750 North Jefferson
Springfield, MO 65802
417.862.6726
417.862.6948 fax

Missouri Public
Service Commission
May 1, 2000

VIA FEDERAL EXPRESS

Mr. Dale Hardy Roberts
Executive Secretary-Chief Regulatory Law Judge
Missouri Public Service Commission
P O Box 360
301 West High Street - Room 530
Jefferson City, MO 65102-0360

RECEIVED²

MAY 02 2000

Records
Public Service Commission

TA-2000-723

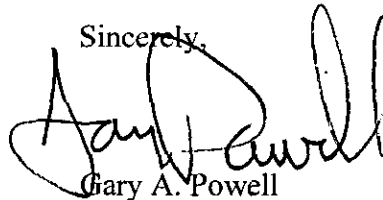
Re: Application of Atlas Mobilfone, Inc., for a Certificate of Service Authority to
Provide Interexchange and Local Exchange Telecommunications Services

Dear Mr. Roberts:

Enclosed please find original and fourteen copies of the Application of Atlas Mobilfone, Inc., for a Certificate of Service Authority to Provide Interexchange and Local Exchange Telecommunications Services for filing with the Commission in the above-referenced matter. This Application is for provision of internet services only.

Thank you for your assistance in processing this filing. Copies are being served on the Office of Public Counsel and General Counsel's office. If there are any questions, please call me at (417) 862-6726.

Sincerely,



Gary A. Powell

Enclosure

cc: Office of Public Counsel
General Counsel's Office
Audrey P. Rasmussen, Esq., Hall, Estill, et al.

200001005

::ODMA\PCDOCS\SPRINGFIELD\61661\1

BEFORE THE PUBLIC SERVICE
COMMISSION OF THE STATE OF MISSOURI

FILED

MAY 2 2000

In the Matter of the Application of)
)
ATLAS MOBILFONE, INC.)
)
For a Certificate of Service Authority to Provide)
Interexchange and Non-switched Local Exchange)
Telecommunications Services in the State of)
Missouri and for Competitive Classification)

Missouri Public
Service Commission

Case No. TA-2000-723

APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY AND
FOR COMPETITIVE CLASSIFICATION

Atlas Mobilfone, Inc. ("Atlas" or "Applicant"), a Missouri corporation, files this application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide facilities-based interexchange and local non-switched exchange telecommunications services in the State of Missouri pursuant to Chapter of the Missouri Revised Statutes;
- (b) grants competitive status to Applicant; and
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo.

In support of its request, Applicant states:

1. Applicant's legal name is Atlas Mobilfone, Inc.. Atlas maintains its principal place of business at:

Atlas Mobilfone, Inc.
1905 S. Glenstone
Springfield, MO 65804
Telephone: (417) 883-1700
Facsimile: (417) 886-0154

A copy of Atlas' Certificate of Formation and Certificate of Authority to Transact Business in the State of Missouri are attached hereto as Exhibit 1.

2. Correspondence or communications pertaining to this application should be directed to Atlas's attorney of record:

Gary A. Powell
Husch & Eppenger
750 North Jefferson
Springfield, MO 65806
Telephone: (417) 862-6726
Facsimile: (417) 862-6948
email: gary.powell@husch.com

and

Audrey P. Rasmussen
Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C.
1120 20th Street NW, North Building, Suite 700
Washington, D.C. 20036
Telephone: (202) 973-1210
Facsimile: (202) 973-1212
email: arasmussen@hallestill.com

with a copy to:

Steven T. Powell
Atlas Mobilfone, Inc.
1905 S. Glenstone
Springfield, MO 65804
Telephone: (417) 883-1700
Facsimile: (417) 886-0154
email: steve@atlascomm.net

3. Description of Services

Atlas seeks authority to provide local exchange dedicated, nonswitched private line service and intrastate interexchange telecommunicationsservices to subscribers to and from all points in the Springfield LATA. Initially, Atlas intends to provide data transmission services only. Atlas will

deploy xDSL technology to provide high-speed, high quality data connections. Atlas proposes to provide service over its own facilities, through the use of unbundled network elements purchased from Southwestern Bell Telephone's ("SWBT's") services. Atlas plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. Atlas will be connected to Atlas's collocated facilities in the incumbent LEC's central offices via DS3 or OC3 interconnects.

Atlas initially intends to target its marketing efforts to business customers with a need for affordable, high bandwidth, high performance, high speed Internet and Intranet data connections. Atlas's data communications services will be available on a full-time basis, 24 hours a day, seven days a week.

Atlas does not intend to provide Alternative Operator Service.

4. Atlas's toll-free-telephone number for customer inquiries is (800) 317-8527.

5. Technical, Managerial & Financial Qualifications

Atlas's management personnel have extensive experience in the telecommunications industry necessary to provide telecommunications services within Missouri. Atlas's officers are well qualified to provide its proposed telecommunications services and to operate the proposed network.

Atlas has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application.

6. Tariff Requirement

Atlas's proposed tariff is being filed simultaneously with this Application; it has a 45-day effective date as required by 4 CSR 240-2.060(4)(H). The tariff contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services. The tariff has a 45-day effective date as required by 4 CSR 240-2.060(4)(H).

7. Classification as a Competitive Company

Atlas also seeks classification as a competitive company, with accompanying reduced regulation, pursuant to Sections 392.361.2 and 392.361.3 RSMo. In determining the classification of an applicant, the Commission may consider such factors as market share, financial resources and name recognition, among others. See In the Matter of the Investigation for the Purpose of Determining the Classification of the Services Provided by Interexchange Telecommunications Companies within the State of Missouri, 30 Mo. P.S.C. (N.S.) 16 (1989); In the Matter of Southwestern Bell Telephone Company's application for Classification of Certain Services as Transitionally Competitive, 1 Mo. P.S.C. 3d 479, 484 (1992). All of the services a competitive company provides must be classified as competitive. Atlas submits that as a new market entrant, it does not have the market share or name recognition to inhibit competition. On the contrary, the Commission's approval of this application will create competition for those ILECs and IXC's that now possess sufficient market share and name recognition to dominate the telecommunications service market in the State of Missouri. Allowing Atlas to compete with established carriers will bring benefits such as lower costs and better service to residents of the State of Missouri. The public interest benefits of competition justify a lesser degree of regulation for competitive telecommunications carriers such as Atlas.

8. Requests for Waiver

Atlas will comply with all applicable statutes and Commission rules, regulations, decisions, and orders governing the provision of Atlas's proposed services. Atlas, however, requests that, at a minimum, the following statutes and regulations be waived at this time consistent with the

Commission's previous decisions regarding other competitive interexchange telecommunications providers:

Statutes

| | |
|------------|---|
| 392.240(1) | - rate making |
| 392.270 | - valuation of property (rate making) |
| 392.280 | - depreciation accounts |
| 392.290 | - issuance of securities |
| 392.310 | - stock and debt issuance |
| 392.320 | - stock dividend payment |
| 392.330 | - issuance of securities, debts & notes |
| 392.340 | - reorganization(s) |

Commission Rules

| | |
|-------------------------|-------------------------------|
| 4 CSR 240-10.020 | - depreciation fund income |
| 4 CSR 240-30.010(2)(c) | - rate schedules |
| 4 CSR 240-30.040 | - Uniform System of Accounts |
| 4 CSR 240-32.030(1)(B) | - exchange boundary maps |
| 4 CSR 240-32.030 (1)(C) | - record keeping |
| 4 CSR 240-32.030(2)* | - in-state record keeping |
| 4 CSR 240-32.050(3) | - local office record keeping |
| 4 CSR 240-32.050(4) | - telephone directories |
| 4 CSR 240-32.050(5) | - call intercept |
| 4 CSR 240-32.050(6) | - telephone number changes |
| 4 CSR 240-32.070(4) | - public coin telephone |
| 4 CSR 240-33.030 | - minimum charge rules |
| 4 CSR 240-33.040(5) | - financing fees |

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

10. Questions concerning the ongoing operations of Atlas following certification should be directed to:

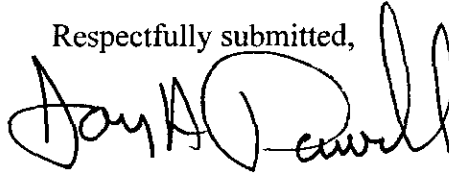
Steven T. Powell
Atlas Mobilfone, Inc.
1905 S. Glenstone
Springfield, MO 65804
Telephone: (417) 883-1700
Facsimile: (417) 886-0154

CONCLUSION

The telecommunications industry is characterized by unprecedented growth and increasing opportunity. Atlas's entry into the telecommunications market will enhance competition in the provision of telecommunications services throughout the State of Missouri, one of the primary goals of both state and federal telecommunications legislation.

WHEREFORE, Atlas Mobilfone, Inc., requests that the Missouri Public Service Commission grant it a Certificate of Service Authority to provide facilities-based and resold local exchange and interexchange telecommunications services, classify Atlas as a competitive company, and grant Atlas a waiver of the statutes and regulations referenced above.

Respectfully submitted,



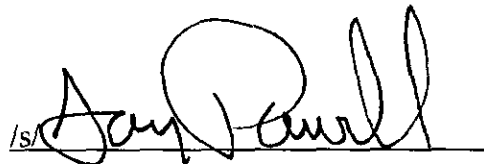
Gary A. Powell
MO Bar #28147
Husch & Eppenger
750 North Jefferson
Springfield, MO 65806
Telephone: (417) 862-6726
Facsimile: (417) 862-6948

Audrey P. Rasmussen
Hall, Estill, Hardwick, Gable, Golden & Nelson, PC
1120 20th Street NW, North Building, Suite 700
Washington, D.C. 20036
Telephone: (202) 973-1210
Facsimile: (202) 973-1212
Counsel for Atlas Mobilfone, Inc.

Dated: May 1, 2000.

Certificate of Service

I hereby certify that a copy of this document has been mailed by first class mail, postage prepaid, to the Office of Public Counsel, 301 W. High Street, Room 250, P O Box 7800, Jefferson City, Missouri 65102, on this 1st day of May, 2000.

/s/ 

No. 00200286

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

ATLAS MOBILFONE, INC.

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

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

Rebecca McDowell Cook
Secretary of State





STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Incorporation

WHEREAS, duplicate originals of Articles of Incorporation of
 ATLAS MOBILEFONE, INC.

.....
 have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General and Business Corporation Law:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare
 ATLAS MOBILEFONE, INC.

.....
 a body corporate, duly organized this day and that it is entitled to all rights and privileges granted corporations organized under The General and Business Corporation Law; that the address of its initial Registered Office in Missouri is

435 SOUTH KIMBROGH

SPRINGFIELD

.....
 that its period of existence is PERPETUAL; and that the amount of its Authorized Shares is

30,000

COMMON

\$1.00 PAR

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 28TH day of APRIL, 1978

James C. Kirkpatrick
 Secretary of State

RECEIVED OF: ATLAS MOBILEFONE, INC.
 FIFTY THREE AND NO-----Dollars, \$53.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

Dorothy M. Miller
 Deputy Collector of Revenue

No. 00200286



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

Articles of Incorporation

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

The undersigned natural person(s) of the age of twenty-one years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is: ATLAS MOBILEPHONE, INC.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: 435 South Kimbragh, Springfield, Missouri 65806

and the name of its initial agent at such address is: MARVIN BRITTON

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

30,000

Common

\$1.00 per share

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

SEE EXHIBIT A

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

APR 28 1978

James C. Kirkpatrick

Corporation Dept. SECRETARY OF STATE

ARTICLE FOUR

The number and class of shares to be issued before the corporation shall commence business, the consideration to be paid therefor and the capital with which the corporation will commence business are as follows:

| No. of Shares | Class | Consideration to be paid | Par Value (or for shares without par value, show amount of consideration paid which will be capital) |
|---------------|--------|-----------------------------|---|
| 500 | Common | \$500.00 | \$1.00 per share |

The corporation will not commence business until consideration of the value of at least Five Hundred Dollars has been received for the issuance of shares.

ARTICLE FIVE

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

| Name | Street | City |
|----------------|---------------------|------------------|
| Marvin Britton | 1056 South Pickwick | Springfield, Mo. |

ARTICLE SIX

The number of directors to constitute the board of directors is Three

ARTICLE SEVEN

The duration of the corporation is perpetual

ARTICLE
EXHIBIT A

No person who shall now or hereafter own shares of stock of the corporation shall have the right or power to pledge, sell, or otherwise dispose of any share or shares of the capital stock of the corporation now owned or hereafter acquired by him without the written consent of all other shareholders, or in the absence of such written consent, without first giving to the corporation at least thirty (30) days' written notice by registered mail of his intention to make a disposition of his stock. Within the thirty (30) day period a meeting of the shareholders shall be called by the corporation. At such meeting all of the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option, which option shall be exercised, if at all, at the time of such meeting. Any shares not purchased by the corporation at such meeting shall be offered to the other shareholders, each of whom shall have the right to purchase such portion of the stock offered for sale as the number of shares owned by him shall bear to the total number of shares owned by all the shareholders other than the offering shareholder; provided, however, that if any shareholder does not purchase his full proportionate share of stock, the unaccepted stock may be purchased by the other shareholders proportionately. The purchase or retirement by the corporation or by the other shareholders shall be at a price equal to the book value of such stock as of the last day of the month preceding the meeting of the shareholders, and such purchase price shall be payable in cash within thirty (30) days after such meeting of the shareholders. If all of the stock of the shareholder desiring to make a disposition thereof is not purchased or retired by the other shareholders of the corporation, then all restrictions imposed by this article upon such portion of stock not purchased or retired shall forthwith terminate. The restrictions imposed by this Article upon the remaining stock of the corporation, however, shall remain in full force and effect.

In the event of the death of any person now or hereafter owning shares of stock of this corporation, all of the stock of such shareholder shall be subject to purchase or retirement. Within ninety (90) days after appointment of the legal representative of such shareholder, or one hundred twenty (120) days after the death of such shareholder, whichever date occurs first, a meeting of shareholders shall be called at which all of the stock of such shareholder subject to purchase or retirement as herein provided, shall be offered for sale in the same manner and upon the same terms and conditions as provided in the preceding paragraph.

The provisions hereof shall be binding upon any executor, administrator, or other legal representative of every shareholder, and upon the successor, transferee, or assignee, of every shareholder in case of the sale or pledge of any share or shares of such stock by such shareholder, his executor, administrator, or legal representative and notice of the provisions hereof shall be embodied in, written, printed, or stamped upon each certificate of stock which is issued, and thereupon shall be a part thereof binding upon each owner thereof, regardless of the manner by which such stock shall be acquired. The corporation may enforce the provisions hereof by injunction or by any other remedy provided by law.

ARTICLE EIGHT

The corporation is formed for the following purposes:

- 1) To sell, service, maintain, lease, rent, mobile telephones, one-way pagers, and radios, and to render radio common carrier services as licensed by the Federal Communications Commission and Missouri Public Service Commission and to do anything, directly or indirectly, incidental thereto.
- 2) To produce, buy sell, lease, install import, distribute, deal and engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.
- 3) To acquire, own, improve, develop, sell, lease, let and convey land, real estate and all property, real and personal, in connection therewith, and to transact any and all other business incidental to or connected with the purpose of this corporation.
- 4) To enter into contracts or agreements in any form whatsoever with manufacturers, distributors, or wholesalers of goods, wares and merchandise, granting to this corporation exclusive or non-exclusive rights of representations, distribution, sale or other handling of the products of said manufacturer, distributor or wholesaler, in any territory.
- 5) To do any and everything necessary or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of the powers hereinabove enumerated, either for itself, or as agents, for any person, firm, or corporation, either alone or in association with other corporations or with any firm or individual; to engage in any other lawful business or operation deemed advantageous or desirable and to do any and everything incidental to, growing out of, or germane to any of the foregoing purposes or objects and to have and exercise all of the powers and rights conferred by the laws of the State of Missouri upon corporations formed under the Act hereinabove referred to, and all acts amendatory thereof, and supplemental thereto, it being expressly provided that the foregoing clauses shall be construed both as objects and powers, and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Missouri, and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general provisions of this corporation.
- 6) To sign, co-sign or guarantee the notes, mortgages, securities or other obligations of other corporations, persons, associations or entities when such would be germane to or in furtherance of the objects and purposes for which the corporation is formed.
- 7) And generally, without prejudice, to the generality of this provision to possess all powers authorized by the General and Business Corporation Act of Missouri, and to do and perform any and every act necessary, suitable and useful and incidental or advisable to or for the accomplishment of any one or more of said objects, or which shall at the time appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

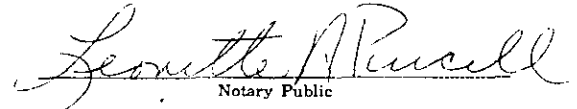
IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 24th day

of April, 1978

Maurin Butten

STATE OF MISSOURI }
COUNTY OF GREENE } ss.

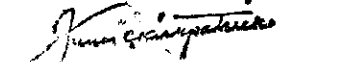
I, Leonette A. Purcell, a notary public,
do hereby certify that on the 26th day of April, 1978 personally appeared
before me, Marvin Britton (and _____),
who being by me first duly sworn, (severally) declared that he is (they are) the person(s) who signed the
foregoing document as incorporator(s), and that the statements therein contained are true.


Notary Public
LEONETTE A. PURCELL
My Commission Expires Sept. 8, 1979

My commission expires 9/8, 1978

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

APR 28 1978


James C. Thompson
Secretary of State



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment

WHEREAS,ATLAS.MOBILFONE,..INC...(FORMERLY:..ATLAS.MOBILEFONE,..INC..)..

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law,

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 14th day of August, 19 78.

James C. Kirkpatrick
Secretary of State

RECEIVED OF:Atlas Mobilfone, Inc.

Fifteen Dollars and no/100----- Dollars, \$ 15.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No.#00200286.....

Dorothy Mae Miller
Deputy Collector of Revenue



State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

Amendment of Articles of Incorporation

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65101

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

(1) The name of the Corporation is ATLAS MOBILFONE, INC.

The name under which it was originally organized was ATLAS MOBILEFONE

(2) An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders
on April 29, 1978.

(3) Article # 1 is amended to read as follows: The name of the corporation shall be changed from Atlas Moiblefone to Atlas Mobilfone, Inc.

FILED AND CERTIFICATE
ISSUED

AUG 14 1978

James C. Kirkpatrick

Corporation Dept. SECRETARY OF STATE

(4) Of the 30,000 shares issued and outstanding, 30,000 of such shares were entitled to vote on such amendment..

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

| Class | Number of Outstanding Shares |
|----------------------|---------------------------------|
| 30,000 common shares | 30,000 |

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

| Class | No. Voted For | No. Voted Against |
|--------|---------------|-------------------|
| 30,000 | 30,000 | none |

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

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

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

IN WITNESS WHEREOF, the undersigned, Marvin Britton
President or

Vice President has executed this instrument and its

Wilma Britton
Secretary or Assistant Secretary has affixed its corporate seal hereto and

attested said seal on the 29th day of April, 19 78

PLACE
CORPORATE SEAL
HERE

(Name of Corporation)

ATTEST:

Wilma Britton
(Secretary or Assistant Secretary)

By Marvin Britton
(President or Vice President)

STATE OF MISSOURI
COUNTY OF GREENE } ss.

I, Maxine Reid, a notary public,

do hereby certify that on this 10 th day of August, 19 78,

personally appeared before me Marvin Britton,

who, being by me first duly sworn, declared that he is the President
Atlas Mobilfone, Inc.
of _____

that he signed the foregoing document as _____ of the corporation, and that the
statements therein contained are true.

Maxine Reid
Notary Public

(NOTARIAL
SEAL)

Maxine Reid Notary Public
Greene County State of Missouri
My Commission Expires June 7, 1982

My commission expires _____

FILED AND CERTIFICATE
ISSUED

AUG 14 1978

James S. [Signature]
Corporation Dept. SECRETARY OF STATE



Pd # 2784

State of Missouri
Judith K. Moriarty, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102
Corporation Division

**Statement of Change of Registered Agent
or Registered Office**

INSTRUCTIONS

The filing fee for this change is \$5.00.

Change must be filed in **DUPLICATE**.

The registered office may be, but need not be, the same as the place of business of the corporation or limited partnership, but the registered office and the business address of the agent must be the same. The corporation or limited partnership cannot act as its own registered agent.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. Forms are available upon request.

RECEIVED

FEB 01 1993

Charter No. 00200286

Judith K. Moriarty
SECRETARY OF STATE

The undersigned corporation or limited partnership, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent "The General and Business Corporation Act of Missouri," or the "Missouri Uniform Limited Partnership Law," represents that:

(1) The name of the corporation/ltl. partnership is:

Atlas Mobilfone Inc

(2) The name of its registered agent before this change is:

Marvin Britton

(3) The name of the new registered agent is: Steven T. Powell

(4) The address, including street number, if any, of its registered office before this change is:

435 S. Kimbrough Springfield Mo 65806

(5) Its registered office (including street number, if any change is to be made) is hereby **CHANGED TO:**

(SAME)

(6) The address of its registered office and the address of the business office of its registered agent, as changed will be identical.

(7) Such change was authorized by resolution duly adopted by the board of directors of the corporation or by the limited partnership.

IN WITNESS WHEREOF, the undersigned corporation or limited partnership has caused this report to be executed in its name by its President or Vice President of the corporation, or General Partner of the limited partnership, and attested to by the assistant secretary if a corporation on the 26th day of January, 1993.

Atlas Mobilfone Inc

Name of corporation or limited partnership

(CORPORATE SEAL)

If no seal, state "none"

By

Steven T. Powell President

President or Vice President of corporation

or

General Partner of limited partnership

Attest:

Aisa Campbell, Asst. Secretary
Secretary or Assistant Secretary
of corporation

FILED
FEB 01 1993

State of

Missouri

County of

Greene

} ss.

Judith K. Dornier
FDI
SECRETARY OF STATE

I, Suzanne M. Rohman, a Notary Public, do hereby certify that on the 28th day of January, 1993, personally appeared before me Steven T. Powell, who declares he/she is the President or Vice President of the corporation, or a General Partner of the limited partnership, executing the foregoing document, and being first duly sworn, acknowledged that he/she signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Suzanne M. Rohman
Notary Public

(Notarial Seal)

My commission expires
Suzanne M. Rohman Notary Public
Greene County State of Missouri
My Commission Expires Aug. 12, 1995

The Secretary of State's Office makes every effort to provide program accessibility to all citizens without regard to disability. If you desire this publication in alternate form because of a disability, please contact the Director of Publications, P.O. Box 778, Jefferson City, Mo. 65102; phone (314) 751-1814. Hearing-impaired citizens may contact the Director by phone through Missouri Relay (800-735-2966). The Corporations Division also maintains a Telecommunications Device for the Deaf (TDD) at (314) 526-5599.