

**FISCHER & DORITY**  
PROFESSIONAL CORPORATION

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March 10, 2000

**FILED<sup>2</sup>**

MAR 10 2000

Missouri Public  
Service Commission

Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 3660  
Jefferson City, Missouri 65102

70-2000-559

RE: PF.Net, LLC-- Notification of Change in Name and Corporate Structure to  
PF.Net Network Services Corp. and *Pro Forma* Corporate Reorganization,  
Case No. TA-99-603

Dear Mr. Roberts:

On behalf of PF.Net Network Services Corp., formerly PF.Net, LLC ("PF.Net" or "Company"), this is to advise the Commission of the following changes with respect to PF.Net: (1) a change in the name and corporate structure from PF.Net, LLC to PF.Net Network Services Corp.; (2) a change in PF.Net's business address; and (3) a change in the organizational structure of the PF.Net companies that is strictly *pro forma* in nature. The *pro forma* reorganization involves the creation of a holding company and ultimate parent company above the Company.

Upon review of the Missouri statutes and Commission rules, it is PF.Net's understanding that prior Commission approval is not required for the name change and reorganization described herein. In the event the Commission determines that approval is required, however, this letter should serve as a request for expedited approval.

**I. Name Change and Address Change**

**A. Name Change**

For corporate reasons, PF.Net, LLC has changed its form of organization from a Delaware limited liability company to a Delaware C-corporation and has changed its name to PF.Net Network Services Corp. PF.Net Network Services Corp. is a Delaware corporation qualified to do business in the state of Missouri. PF.Net's principal offices are located at 1625 B Street, Washougal, Washington 98671. A copy of the Company's corporate documents to reflect the name change and a copy of its Certificate of Authority to Transact Business in the State of Missouri are appended hereto as Exhibit A and B, respectively.

200000821

Dale Hardy Roberts  
March 10, 2000  
Page 2

PF.Net is authorized to provide facilities-based interexchange telecommunications service in Missouri pursuant to the Commission's Order in Case No. TA-99-603, issued on August 6, 1999. PF.Net currently is authorized to provide resold intrastate interexchange telecommunications services in approximately nine states. PF.Net also is authorized to provide domestic interstate interexchange service by virtue of its tariff filed with the Federal Communications Commission ("FCC").

#### **B. Change of Address**

In the interim since PF.Net received its authorization, PF.Net's address (including the address listed in the application for John Warta) has changed. PF.Net's offices now are located at:

PF.Net Network Services Corp.  
1625 B Street  
Washougal, WA 98671  
Telephone: (360) 835-4700  
Facsimile (360) 835-4799

Attached hereto as Exhibit D is a copy of PF.Net's Adoption Notice, which has been revised to reflect the name change to PF.Net Network Services Corp., as well as the address change. These are the only changes that have been made to the tariff. No rates, terms, or conditions contained therein have been modified.

#### **II. Updated Organizational Information**

PF.Net recently determined that it could improve the company's operational efficiency and realize other corporate benefits by reorganizing the company into a holding company structure. Accordingly, the PF.Net companies have recently completed a *pro forma* intracorporate reorganization. Specifically, PF.Net Network Services Corp. (formerly PF.Net, LLC) is now a wholly owned subsidiary of PF.Net Corp., a newly created holding company organized under the laws of the State of Delaware. PF.Net Corp. is, in turn, a wholly owned subsidiary of PF.Net Holdings, Limited, another newly created Delaware holding company. Currently, the ultimate parent company, PF.Net Holdings, is owned and controlled by the same entities that formerly directly owned PF.Net, LLC, and therefore, the reorganization is *pro forma* in nature.<sup>1</sup> For the Commission's

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<sup>1/</sup> As described in PF.Net's application, prior to the corporate reorganization and name change, PF.Net was 50% owned by PF.Telecom, Inc. and 50% owned by Koch Telecom Ventures, Inc., a wholly owned subsidiary of Koch Industries, Inc. As a result of the *pro forma* corporate reorganization, PF.Net is now wholly owned by PF.Net Corp., which in turn is wholly owned by PF.Net Holdings, Limited. PF.Telecom and Koch each currently own 50% of the equity of PF.Net Holdings, Limited.

Dale Hardy Roberts  
March 10, 2000  
Page 3

convenience, an organizational chart reflecting the reorganization and ownership of PF.Net is attached hereto as Exhibit C.

### **III. Public Interest Considerations**

PF.Net has determined that the changes in name and corporate form from PF.Net, LLC to PF.Net Network Services Corp., and the creation of a holding company structure as described above, will be a valuable step in developing PF.Net's telecommunications services and in implementing its ongoing business plan. These changes are strictly *pro forma* in nature, and thus, will not in any way inconvenience or cause harm to customers in Missouri.

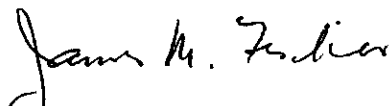
### **IV. Conclusion**

Upon review of the Missouri statutes and Commission rules, it is PF.Net's understanding that prior Commission approval is not required for the corporate changes described above. Absent receipt of written notification to the contrary within thirty (30) days, we will proceed on our understanding that no approval or other formal action with respect to these changes is required by the Commission. This letter is forwarded to the Commission for informational purposes, to be included in the appropriate file.

An original and fourteen (14) copies of this filing are being submitted to the Commission. A copy of the filing is also being hand-delivered or mailed this date to parties of record.

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Sincerely,

  
James M. Fischer

/jr  
Enclosures

cc: Office of the Public Counsel

cc: Office of the Public Counsel

## **EXHIBIT LIST**

- |                  |   |
|------------------|---|
| <b>Exhibit A</b> | Corporate Documents Reflecting Name Change    |
| <b>Exhibit B</b> | Certificate of Authority to Transact Business |
| <b>Exhibit C</b> | Organizational Charts                         |
| <b>Exhibit D</b> | Adoption Notice                               |

**EXHIBIT A**

Certificate of Authority to Transact Business



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65102

Dear Corporation:

We have enclosed the Certificate of Incorporation/ Authority and Articles of Incorporation/Application for Authority which have been filed in this office. We wish you every success in the new business enterprise.

The law requires that the first annual registration report and a franchise tax report be completed and returned to this office as of the due date shown on the report. Some corporations will be exempt from filing the franchise tax report if their outstanding shares and surplus at the date of incorporation/qualification is less than \$200,000. These reports will be sent to the corporation's registered agent within the next few weeks.

The officers of the corporation may wish to familiarize themselves with the Missouri Uniform Securities Act (Chapter 409 RSMo). The act defines a security and provides that it is unlawful for any person to offer or sell any security in the State of Missouri unless it is registered under the Act or the security or transaction is exempted under Section 409.402 of the Act. Additionally, the Act provides that unless the transaction in which a security is offered for sale or sold is exempt from registration, or the person is excluded by definition, such person must be registered as a Securities Agent. This requirement does not apply to not-for-profit corporations.

Please feel free to contact our corporation or the Securities Division if we can be of any further assistance to you.

Sincerely,

REBECCA M. COOK  
Secretary of State

Ltr. #11

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,  
 PE-NET NETWORK SERVICES CORP.

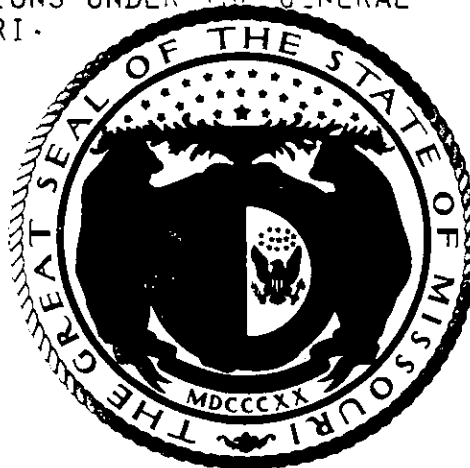
USING IN MISSOURI THE NAME  
 PE-NET NETWORK SERVICES CORP.

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 23RD DAY OF DECEMBER, 1999.

*Rebecca McDowell Cook*  
 Secretary of State



\$155.00



State of Missouri

Rebecca McDowell Cook, Secretary of State

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

**FILED**  
AND CERTIFICATE OF  
AUTHORITY ISSUED

DEC 23 1999

**Application for Foreign Corporation  
for a Certificate of Authority**

*Rebecca McDowell Cook*  
SECRETARY OF STATE

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

(1) The corporation's name is PF.Net Network Services Corp.

and it is organized and existing under the laws of Delaware

(2) The name it will use in Missouri is PF.Net Network Services Corp.

(3) The date of its incorporation was 9/28/99 (month/day/year),  
and the period of its duration is Perpetual

(4) The address of its principal place of business (Address/City/State/Zip)  
1625 B Street, Washougal, Washington 98671

(5) The name and address of its registered agent and office in the State of  
Missouri is (Name, Address, City/State/Zip)  
C T Corporation System, 120 South Central Avenue, Clayton, Missouri 63105

(6) The specific purpose(s) of its business in Missouri are: \_\_\_\_\_  
provision of telecommunications services

(7) The name of its officers and directors and their business addresses are as  
follows:

**Officers** (Name/Address/City/State/Zip)

President See attached list of officers

Vice President \_\_\_\_\_

Secretary \_\_\_\_\_



Treasurer \_\_\_\_\_

Board of Directors (Name/Address/City/State/Zip)

Director \_\_\_\_\_ See attached list of directors

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

\_\_\_\_\_  
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

\_\_\_\_\_  
(Authorized signature of officer or chairman of the board) Vice President 11/30/99  
(Title) (Date)

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

Office of Secretary of State Rebecca McDowell Cook  
600 W. Main and 208 State Capitol, P.O. Box 778, Jefferson City, Missouri 65102  
Telephone: (573) 751-4936

*Information contained in this document was compiled using publications from the Secretary of State's Office*

7/96

**FILED**  
AND CERTIFICATE OF  
AUTHORITY ISSUED

DEC 23 1999

Rebecca McDowell Cook  
SECRETARY OF STATE

**PF.NET NETWORK SERVICES CORP.**

**OFFICER/DIRECTOR RIDER**

**Officers:**

John Warta	President	1625 B Street Washougal, WA 98671
Stephen Irwin	Vice President	c/o Olshan Grundman 505 Park Avenue New York, NY 10022
Phil Wright	Vice President/Secretary/Treasurer	1625 B Street Washougal, WA 98671
Charles Zito	Asst. Secretary	c/o Olshan Grundman 550 Park Avenue New York, NY 10022

**Directors:**

John Warta	1625 B Street Washougal, WA 98671
Stephen Irwin	c/o Olshan Grundman 505 Park Avenue New York, NY 10022
Brian Kwiat	c/o Odyssey Investment 280 Park Avenue, 38th Floor New York, NY 10017
George Damiris	c/o Koch Ventures, Inc. 4111 E. 37th Street North Wichita, KS 67220

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT

PE.NET NETWORK SERVICES CORP.

USING IN MISSOURI THE NAME

PE.NET NETWORK SERVICES CORP.

A DELAWARE CORPORATION FILED ITS EVIDENCE OF INCORPORATION WITH THIS STATE ON THE 23RD DAY OF DECEMBER, 1999, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 23RD DAY OF DECEMBER, 1999.

*Rebecca McDowell Cook*  
Secretary of State



**EXHIBIT B**

Articles of Incorporation Reflecting Name Change

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PF.NET NETWORK SERVICES CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PACWEST FIBER.NET, LLC" TO "PF.NET, LLC", FILED THE FIFTH DAY OF MAY, A.D. 1999, AT 1 O'CLOCK P.M.

CERTIFICATE OF RESTORATION, FILED THE SEVENTEENTH DAY OF JUNE, A.D. 1999, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "PF.NET, LLC" TO "PF.NET HOLDINGS, LIMITED", FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CANCELLATION UPON CONVERSION, FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 4:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "PF.NET HOLDINGS, LIMITED" TO "PF.NET NETWORK SERVICES CORP.", FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1999, AT 4:29 O'CLOCK P.M.

2972175 8100H

001047929



*Edward J. Freel*  
Edward J. Freel, Secretary of State

0227422

AUTHENTICATION:

01-31-00

DATE:

*Office of the Secretary of State*

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RESTATED CERTIFICATE, FILED THE TWENTY-SIXTH DAY OF OCTOBER,  
A.D. 1999, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2972175 8100H

001047929

AUTHENTICATION: 0227422

DATE: 01-31-00

11-30-98

# **CERTIFICATE OF FORMATION**

of

## **PACWEST FIBER.NET, LLC**

This Certificate of Formation of Pacwest Fiber.Net, LLC is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act (6 Del. C. 18-101 et seq.).

1. The name of the limited liability company is Pacwest Fiber.Net, LLC
2. The address of the limited liability company's registered office in the State of Delaware is in the City of Wilmington, County of New Castle at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the limited liability company's registered agent at such address is The Corporation Trust Company.

**IN WITNESS WHEREOF**, the undersigned, acting as an authorized signatory pursuant to Section 18-204 of the Delaware Limited Liability Company Act, has executed this Certificate of Formation of Pacwest Fiber.Net, LLC this 30 day of November, 1998.

By: \_\_\_\_\_

Name: John Warta

Title: Authorized Signatory

06/03/99

09:25

DIV OF CORPS - TECH SUPPORT - CT WILM

NO. 777

002

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 05/03/1999  
991178261 - 2972175

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF  
PACWEST FIBER.NET, LLC**

1. Name of Limited Liability Company: Pacwest Fiber.Net, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows [set forth amendment(s)].

Paragraph 1 of the Certificate of Formation is amended to read as follows:

1. The name of the limited liability company is PF.Net, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 4th day of May, 1999.

  
Signature of Authorized Person: John M. Warts

**CERTIFICATE OF AMENDMENT**

WAB/ACK/1.0/Amendment Receipt



6-17-99 (2)

**CERTIFICATE TO RESTORE TO GOOD STANDING  
FOR A DELAWARE LIMITED LIABILITY COMPANY  
PURSUANT TO TITLE 6, SECTION 18-1107**

1. The name of the Limited Liability Company is PF.Net, LLC.
2. The date the original Certificate of Formation was filed with the Delaware Secretary of State was November 30, 1998.
3. The undersigned Authorized Person of the Limited Liability Company hereby certifies that this Limited Liability Company is paying all annual taxes, penalties and interest due to the State of Delaware.
4. The undersigned Authorized Person hereby requests that this Limited Liability Company be restored to good standing.

  
\_\_\_\_\_  
John Wenta, Authorized Person

9-28-99

**CERTIFICATE OF CANCELLATION  
OF THE CERTIFICATE OF FORMATION  
OF  
PF.NET, LLC**

1. The name of the limited liability company is PF.Net, LLC.
2. The Certificate of Formation of PF.Net, LLC was filed on November 30, 1998.
3. This Certificate of Cancellation of the Certificate of Formation is filed pursuant to Section 18-203 of the Delaware Limited Liability Company Act, by reason of the conversion on the date hereof of PF.Net, LLC into a Delaware corporation pursuant to Section 265 of the Delaware General Corporate Law and as approved by PF.Net, LLC in accordance with Section 18-216 of the Delaware Limited Liability Company Act.
4. The name of the corporation into which PF.Net, LLC has been converted is PF.Net Holdings, Limited.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Cancellation of PF.Net, LLC this 28th day of September 1999.

By: /s/ Stephen Irwin  
Name: Stephen Irwin  
Title: Authorized Officer

9-28-99

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO  
A CORPORATION PURSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION LAW

1. The limited liability company is formed under the jurisdiction of the State of Delaware.
2. The name of the limited liability company immediately prior to filing this Certificate is PF.Net, LLC.
3. The date the limited liability company was first formed is November 30, 1998.
4. The name of the corporation as set forth in the Certificate of Incorporation is PF.Net Holdings, Limited.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of PF.Net, LLC this 28th day of September 1999.

By: /s/ Stephen Irwin  
Name: Stephen Irwin  
Title: Authorized Officer

# **CERTIFICATE OF INCORPORATION**

**OF**

## **PF.NET HOLDINGS, LIMITED**

1. The name of the corporation is PF.Net Holdings, Limited (hereinafter referred to as the "Corporation"), formerly known as PF.Net, LLC, a Delaware limited liability company converted into a Delaware corporation on the date hereof pursuant to the provisions of Section 265 of the Delaware General Corporate Law.
2. The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of all classes of stock which the Corporation is authorized to issue is 100,010,000 shares consisting of:

- (1) 100,000,000 shares of common stock, par value \$.01 per share and
- (2) 10,000 shares of preferred stock, par value \$.01 per share.

The Board of Directors of the Corporation is expressly authorized to provide for the issuance of all or any shares of the preferred stock in one or more classes or series, and to fix for each such class or series such distinctive designations and such powers, preferences and rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the General Corporation Law of the State of Delaware.

5. The number of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws of the Corporation. Election of Directors need not be by written ballot.
6. The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend or repeal the By-laws of the Corporation; *provided, however*, that the Board of Directors may not repeal or amend any By-law that the stockholders have expressly provided may not be amended or repealed by the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the By-laws of the Corporation.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights

and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

8. A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the circumstances set forth in the preceding sentence, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

9. The names and mailing addresses of the incorporators are:

PF Telecom Holdings, LLC  
1701 Broadway St., Suite 358  
Vancouver, WA 98663

Koch Ventures, Inc.  
4111 E. 37<sup>th</sup> Street North  
Wichita, Kansas 67220

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Incorporation of PF.Net Holdings, Limited this 28th day of September 1999.

PF TELECOM HOLDINGS, LLC

By: /s/ John Warta  
Name: John Warta  
Title: Authorized Officer

KOCH VENTURES, INC.

By: /s/ George Daminis  
Name: George Daminis  
Title: Authorized Officer

10-25-99

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
PF.NET HOLDINGS, LIMITED**

PF.Net Holdings, Limited, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

I. The amendments to the Corporation's Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 and have been consented to in writing by all the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware.

II. Article 1 of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"1. The name of the corporation is PF.Net Network Services Corp. (hereinafter referred to as the "Corporation")."

III. Article 4 of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"4. The total number of shares of stock which the Corporation is authorized to issue is 100 shares of common stock, par value \$.01 per share."

Upon the filing of this Certificate of Amendment, each 400,000 outstanding shares of the Corporation's common stock shall be converted into and reconstituted as one (1) share of common stock.

IN WITNESS WHEREOF, PF.Net Holdings, Limited has caused this Certificate to be signed and attested by its duly authorized representative, this 25th day of October, 1999

PF.NET Holdings, Limited

By: /s/ Stephen Irwin  
Title: Authorized Signatory

**RESTATED CERTIFICATE  
OF INCORPORATION  
OF  
PF.Net NETWORK SERVICES CORP.**

PF.Net Network Services Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

I. The name of the corporation is PF.Net Network Services Corp. (hereinafter referred to as the "Corporation"). The Corporation was originally incorporated under the name of PF.Net Holdings, Limited, and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 28, 1999, in connection with the conversion on that date of PF.Net, LLC, a Delaware limited liability company, into the Corporation pursuant to the provisions of Section 265 of the General Corporation Law of the State of Delaware. PF.Net, LLC was originally formed as a Delaware limited liability company under the name "Pacwest Fiber.Net, LLC", and the Certificate of Formation of Pacwest Fiber.Net, LLC was filed with the Secretary of State of the State of Delaware on November 30, 1998.

II Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the Corporation.

III The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

- 1 The name of the corporation is PF Net Network Services Corp. (hereinafter referred to as the "Corporation").
- 2 The registered office of the Corporation is to be located at 1209 Orange Street, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.
- 3 The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware
- 4 The total number of shares of all classes of stock which the Corporation is authorized to issue is 100 shares of common stock, par value \$.01 per share.
- 5 The number of Directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the By-laws of the Corporation. Election of Directors need not be by written ballot.



6. The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend or repeal the By-laws of the Corporation; *provided, however*, that the Board of Directors may not repeal or amend any By-law that the stockholders have expressly provided may not be amended or repealed by the Board of Directors. The stockholders shall also have the power to adopt, amend or repeal the By-laws of the Corporation.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power
8. A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the circumstances set forth in the preceding sentence, shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation of PF.Net Network Services Corp. this 26th day of October 1999.

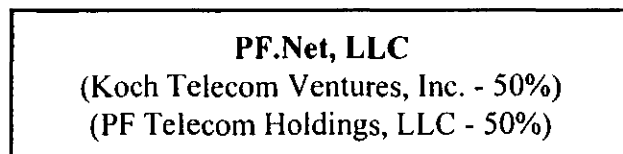
PF.NET NETWORK SERVICES CORP.

By:           /s/ Stephen Irwin            
Name: Stephen Irwin  
Title: Authorized Officer

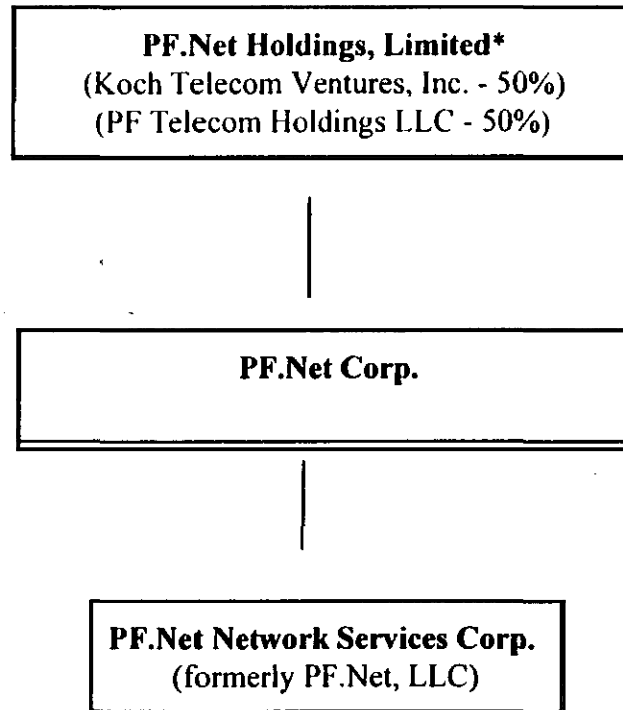
**EXHIBIT C**

Organizational Chart

**Organizational Chart**  
**Pre-Reorganization: Corporate Structure of PF.Net Companies**



**Organizational Chart**  
**Post-Reorganization: Corporate Structure of PF.Net Companies**



**EXHIBIT D**

Adoption Notice

### **ADOPTION NOTICE**

PF.Net, L.L.C. recently changed its name and corporate structure from PF.Net L.L.C. to PF. Net Network Services Corp. PF.Net Network Services Corp. hereby adopts, ratifies and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities or other instruments whatsoever, filed with the Public Service Commission, State of Missouri, by PF.Net, L.L.C.

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Issued: March 10, 2000

Effective: April 10, 2000

Issued by: John Warta  
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