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February 1, 2000

FILED

FEB 4 2000

Missouri Public
Service Commission

Dale Roberts
Chief Regulatory Law Judge
Public Service Commission
State of Missouri
P.O. Box 360
Jefferson City, Missouri 65102

Re: Application and Tariff of AmericaNetworks, Inc.

TA-2000-477

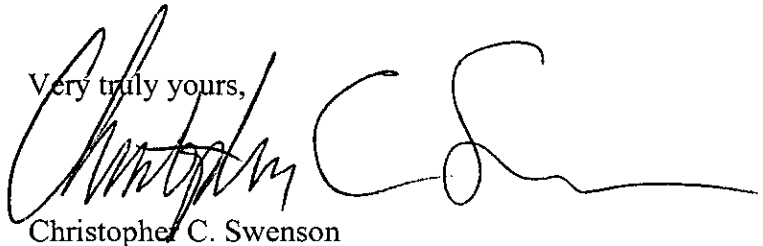
Dear Mr. Roberts:

Enclosed herein please find an original and fourteen (14) copies of AmericaNetworks, Inc.'s application to provide interexchange and local exchange telecommunication services and its proposed Missouri interexchange telecommunications tariff. Based on my conversations with representatives of the Public Service Commission, it is my understanding that the paperwork will be reviewed by the Commission over the next forty-five (45) days and that I will be contacted in the event any modifications or revisions are necessary. If no changes are necessary, I have indicated a February 7, 2000 date of issue with an effective date of March 23, 2000.

Please be advised that this application and tariff do not involve interconnection agreements or competitive local exchange services. AmericaNetworks, Inc. essentially provides interexchange and local exchange telecommunication services on a resale basis and is not a facilities based provider.

Thank you for your attention herein. Please contact me at the above number with any and all questions or comments so that I may discuss them with you and my client to facilitate the tariff becoming effective.

Very truly yours,



Christopher C. Swenson

CCS/lal

Enclosures

cc: James P. Murphy (w/ Enclosures)

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FILED

FEB 4 2000

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the matter of the application of AmericaNetworks,)
Inc. for a certificate of service authority to provide)
interexchange and local exchange telecommunications)
services)

Case No. TA-2000-477

APPLICATION

COMES NOW AmericaNetworks, Inc. ("Applicant"), a Missouri corporation, by and through its undersigned counsel, and files herewith this verified application respectfully requesting that the Missouri Public Utilities Commission ("Commission") issue an order that:

- (a) Grants applicant a Certificate of Service Authority to provide interexchange and local exchange telecommunications services pursuant to Chapter 392 of RSMo. and paragraphs 13-502 (c) and (e) of the Missouri Public Utilities Act.
- (b) Grants competitive status to Applicant.
- (c) Waives certain Commission rules and statutory provisions pursuant to § 392.420, RSMo. 1994.

In support of its request, Applicant states as follows:

1. Applicant is a corporation duly organized and existing under and by virtue of the laws of the State of Missouri. The legal name and principle office of the Applicant are:

AmericaNetworks, Inc.
103 West Lockwood
Suite 4
St. Louis, Missouri 63119
(314) 963-1776

2. A copy of Applicant's Articles of Incorporation and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit 1.
3. The name and address of Applicant's in-state attorney and registered agent is:

Christopher C. Swenson
Lewis, Rice & Fingersh, L.C.
500 North Broadway, Suite 2000
St. Louis, MO 63102

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4. Applicant proposes to provide interexchange and local exchange telecommunications services within Missouri on a resold basis, including Operator assisted, direct dial ("1+"), calling card, debit card, and 800 services. Applicant also proposes to offer dedicated private line services and frame relay service. Applicant proposes to provide its services to prospective customers throughout the State of Missouri. Said services will be provided through the resale of services of other approved and tariffed carriers. Applicant will provide private line services within a local exchange and said services will be limited to the provisions of dedicated, local exchange, private line services and non-competitive local exchange services. Operator services will be offered by the underlying carrier. All calls will be branded under the carrier providing carrier's name with the exception of the travel card, which will be branded AmericaNetworks. All billing services will be provided by Applicant.

5. Applicant's proposed tariff is filed with the application. The proposed tariff, which has a 45 day effective date, contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.

6. Applicant requests classification as a competitive telecommunications company within the State of Missouri. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application will allow greater price and service options for telephone users in the state.

7. Applicant also requests, pursuant to § 392.420, RSMo., that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

392.210	Uniform System of Accounts.
392.240(1)	Rates-reasonable average return on investment.
392.270	Property valuation.
392.280	Depreciation rates.

392.290	Issuance of stocks and bonds.
392.300	Acquisition of Stock
392.310	Issuance of stocks and bonds.
392.320	Issuance of stocks and bonds.
392.330	Issuance of stocks and bonds.
392.340	Reorganization.

4 CSR 240-10.020	Income on depreciation fund investments.
4 CSR 240-30.010 (2) (C)	Posting exchange rates at central offices.
4 CSR 240-30.040 (1-3)	Uniform System of Accounts.
4 CSR 240-32.040 (5) (6)	Uniform System of Accounts.
4 CSR 240-32.030 (1) (B)	Exchange boundary maps.
4 CSR 240-32.030 (1) (C)	Record of access lines.
4 CSR 240-32.030 (2)	Records kept within state.
4 CSR 240-32.050 (3-6)	Telephone directories.
4 CSR 240-32.070 (4)	Coin Telephones.
4 CSR 240-33.030	Inform customers of lowest priced service.
4 CSR 240-33.040 (5)	Finance fee.

Upon information and belief, the above-referenced rules and statutory provisions have been waived to other interexchange carriers in prior cases.

8. Applicant, pursuant to § 386.570, R.S.Mo., will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to the request filed by Applicant.

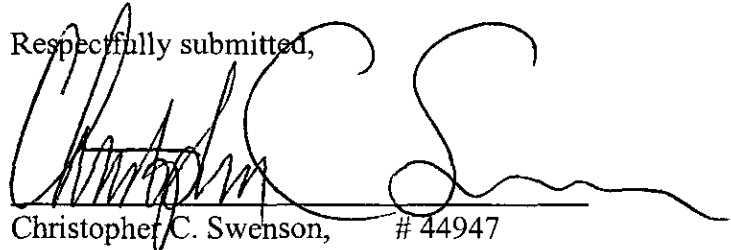
9. Correspondence or communications pertaining to this Application should be addressed to:

James P. Murphy
 President, CEO
 103 W. Lockwood
 Suite 4
 St. Louis, Missouri 63119
 (314) 963-1776

WHEREFORE, Applicant respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide interexchange and local exchange telecommunications services within the State of Missouri. If granted local exchange

authority, such authority will be limited to the provisioning of dedicated, non-switched local exchange private line services. Applicant also requests classification as a competitive telecommunications company. In addition, Applicant requests a waiver of the above-referenced rules and statutory provisions.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Christopher C. Swenson', is written over a horizontal line. The signature is stylized with large, flowing loops.

Christopher C. Swenson, # 44947
Lewis, Rice & Fingersh, L.C.
500 N. Broadway, Suite 2000
St. Louis, Missouri 63102

(314) 444-7600
(314) 612-7786 (Facsimile)

Attorney for Applicant AmericaNetworks, Inc.

02/04/00 09:26 FAX 314 963 7880

AMERICA NETWORKS

02

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

The undersigned, being duly sworn upon his oath, deposes and states that he is the President of Applicant, AmericaNetworks, Inc., and the facts and matters stated in the foregoing Application for a certificate of service authority to provide interexchange and local exchange telecommunications services and accompanying Tariff are true and correct to the best of his knowledge, information and belief.

AMERICANETWORKS, INC.

By: James P. Murphy

JAMES P. MURPHY

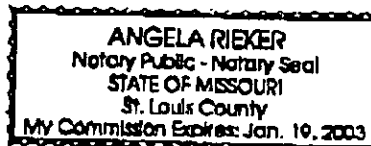
President of AmericaNetworks, Inc.

Subscribed and sworn to before me this 3rd day of February, 2000.

Angela Rieker

Notary Public

My Commission expires:



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
AMERICANETWORKS, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
19TH DAY OF MAY, 1995.

Rebecca McDowell Cook
Secretary of State

\$58.00



FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 19 1995

ARTICLES OF INCORPORATION
OF
AMERICANETWORKS, INC.

Rebecca McDowell Cook
SECRETARY OF STATE

The undersigned, being a natural person of the age of eighteen (18) years or more for the purpose of forming a corporation under The General and Business Corporation Law of Missouri does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is: AmericaNetworks, Inc.

ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT

The address of its initial registered office in the State of Missouri is: 103 West Lockwood, Suite #4, Webster Groves, Missouri 63119, and the name of its initial registered agent at such address is: James P. Murphy.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be Thirty Thousand (30,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, and there shall be no preferences, qualifications, limitations or restrictions whatsoever, nor any special or relative rights in respect to the shares except certain restrictions, if any, on the transfer of the shares as may be agreed upon in writing from time to time by all the shareholders of the corporation.

ARTICLE IV
NO PREEMPTIVE STOCK PURCHASE RIGHTS

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable

for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been re-acquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

ARTICLE V
INCORPORATOR

The name and residence of the incorporator is as follows:

<u>Name</u>	<u>Residence</u>
Martin P. Akins	2356 Menard, #2F St. Louis, Missouri 63104

ARTICLE VI
DIRECTORS

The number of Directors to constitute the first Board of Directors is one (1). Thereafter the number of Directors shall be fixed by, or in the manner provided in the By-Laws of the corporation; any changes shall be reported to the Secretary of State within thirty (30) calendar days of such change.

The name of the individual serving as the initial sole director of the corporation is James P. Murphy.

ARTICLE VII
EXISTENCE

The duration of the corporation is perpetual.

ARTICLE VIII
NATURE OF BUSINESS

The nature of the business or objects or purposes to be conducted, transacted, promoted or carried on by the corporation is:

(a) To provide access to certain computer on-line services, and to conduct marketing, billing, sales and other business activities related thereto.

(b) To invest, lend and deal with moneys of the corporation in any lawful manner, and to acquire by purchase, by the exchange of stock or other securities of the corporation, by subscription or otherwise, and to invest in, to hold for investment or for any other purpose, and to use, sell, pledge or otherwise dispose of, and in general to deal in any interest concerning or enter into any transaction with respect to (including "long" and "short" sales of) any stocks, bonds, notes, debentures, certificates, receipts and other securities and obligations of any government, state, municipality, corporation, association or other entity, including individuals and partnerships and, while owner thereof, to exercise all of the rights, powers and privileges of ownership, including, among other things, the right to vote thereon for any and all purposes and to give consents with respect thereto.

(c) To engage in any lawful act or activity for which corporations may be organized under the General and Business Corporation Law of Missouri.

In addition to the powers and privileges conferred upon the corporation by law and those incidental thereto, the corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business, objects or purposes of the corporation.

ARTICLE IX AMENDMENTS TO BY-LAWS

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal By-Laws for the corporation from time to time.

ARTICLE X PROPERTY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XI
INDEMNIFICATION

A. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably

entitled to indemnity for such expenses which the court shall deem proper.

C. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

D. Any indemnification under Sections A and B of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the shareholders of the Corporation.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

G. The Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Article, including Section F, to any person who is or was a Director, officer, employee or agent, or to any person who is

or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in these Articles of Incorporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Corporation which has been adopted by a vote of the Shareholders of the Corporation, and provided further than no such indemnity shall indemnify any person from or on account of such persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this section G shall be deemed to limit the power of the Corporation under section F of this Article to enact bylaws or to enter into agreements without shareholder adoption of the same.

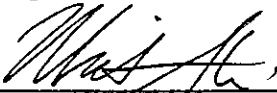
H. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

I. For the purpose of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

J. For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to

be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 19th day of May, 1995.



Martin P. Akins
INCORPORATOR

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 19th day of May, 1995, before me, personally appeared Martin P. Akins, being first duly sworn and to me known to be the person described in and who executed the foregoing Articles of Incorporation, and stated that he executed the same as his own free act and deed as incorporator and that the statements contained herein are true and correct.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year last above mentioned.



NOTARY PUBLIC

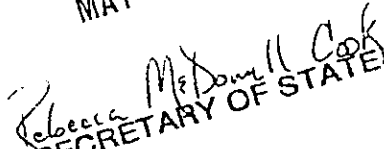
My Commission Expires:

BARBARA E. MILLER
Notary Public - State of Missouri
Commissioned In St. Charles County
My Commission Expires March 14, 1997

[SEAL]

new/new
PWVS-STL: L:\MPAKI\DCMT\14137.1

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
MAY 19 1995



REBECCA McDOWELL COOK
SECRETARY OF STATE