

FISCHER & DORITY
PROFESSIONAL CORPORATION

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March 8, 2000

FILED²

MAR 08 2000

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

Missouri Public
Service Commission

TA-2000-545

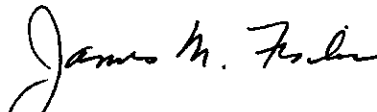
RE: *In re: The Application of PromiseVision Technology, Inc. for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Service Within the State of Missouri*

Dear Mr. Roberts:

Enclosed are the original and fourteen (14) copies of the Application of PromiseVision Technology, Inc. for filing in the above-referenced matter. A copy of the Application has been hand-delivered or mailed this date to parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
Enclosures

cc: Office of the Public Counsel

200000813

FILED³

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

MAR 08 2000

Missouri Public
Service Commission

In re: The Application of)
PromiseVision Technology, Inc.)
for a Certificate of Service Authority to)
Provide Competitive Intrastate Interexchange)
Telecommunications Service Within)
the State of Missouri)

Case No. TA-2000-545

APPLICATION

PromiseVision Technology, Inc. ("PromiseVision") requests a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications services between and among locations within the state of Missouri pursuant to Section 392.410, RSMO 1994.¹ In support of its request, PromiseVision provides the following information:

1. PromiseVision Technology, Inc. is a corporation organized under the laws of Oklahoma. Its principal office is located at:

PromiseVision Technology, Inc.
12211 N. Pennsylvania
Oklahoma City, OK 73120
Telephone: (405) 330-1070
Facsimile: (405) 341-1365
Toll Free: (800) 494-1580

A copy of PromiseVision's Articles of Incorporation and Certificate of Authority to transact business in Missouri are attached as Exhibit I.

¹ All statutory references are to Revised Statutes of Missouri 1994, unless otherwise noted.

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2. PromiseVision is a switchless reseller of interexchange telecommunications services. PromiseVision originates calls via feature group D purchased by PromiseVision's underlying carriers WorldCom/Williams Communications, from the local exchange carrier. The calls are routed over switched access facilities to the nearest underlying carrier's point of presence. The underlying carrier transports the calls to its switch and terminates calls over its own terminating network (feature group or leased facilities).

Resold telecommunications services offered by PromiseVision include outbound presubscribed service and calling card service. Services are provided to both residential and business customers. Intrastate service is offered as an add-on to PromiseVision's interstate service.

PromiseVision's outbound calling service allows customers to place direct dialed calls to interstate and intrastate terminating locations. Calls are placed by dialing 1+ and the destination telephone number, including the area code if applicable.

Billing for direct dialed services provided by PromiseVision will be handled by either the company for large customers or through the LEC for all other customers. The telephone number for customer inquiries and complaints, (800) 494-1580, will be provided by PromiseVision on all customer bills.

3. The Company's target market includes both residential and business customers. Each Customer is charged individually for each call placed through PromiseVision.

4. PromiseVision's underlying carriers are WorldCom/Williams Communications. Calls originate over LEC facilities to the underlying carrier and are switched over the underlying carrier's network facilities. PromiseVision relies on the underlying carrier's technical expertise for the operation, maintenance and supervision of the network.
5. PromiseVision intends to offer service throughout the state of Missouri.
6. PromiseVision possesses the managerial and technical expertise to provide resale interexchange telecommunications services.
7. PromiseVision's tariff is being filed simultaneously with the Application and contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.
8. PromiseVision also requests that the Commission grant it the standard waivers that are normally granted for interexchange carriers in Missouri.
9. PromiseVision requests classification as a competitive telecommunications company operating within the state of Missouri. PromiseVision further requests classification of services described in PromiseVision's tariff as competitive services.
10. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to Section 392.200.

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

12. Correspondence or communications pertaining to this application should be addressed to:

James M. Fischer, Esq.
FISCHER & DORITY, P.C.
101 West McCarty Street, Suite 215
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

Applicant also respectfully requests, pursuant to Section 392.420 (Cum. Supp. 1994), that the Commission suspend, waive or modify the application of the following rules and statutory provisions as they relate to the regulation of the applicant:

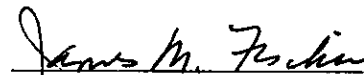
4 CSR 240-10.020	Depreciation fund income
4 CSR 240-30.010(2)(C)	Posting of exchange rates at central operating offices
4 CSR 240-30.040	Uniform system of accounts
4 CSR 240-32.030(1)(B) and (C)	Exchange area maps and records of access lines
4 CSR 240-32.030(2)	In-state record keeping
4 CSR 240-32.050(3) through (6)	Information concerning local service tariffs, maps, directories and telephone numbers
4 CSR 250-32.070(4)	Coin telephones
4 CSR 240-33.030	Minimum charge rules
4 CSR 240-33.040(5)	Finance fee
Section 392.240(1)	Rates--reasonable average return on investment
Section 392.270	Property valuation
Section 392.280	Depreciation rates
Section 392.290	Issuance of securities
Section 392.310	Issuance of stocks and bonds
Section 392.320	Stock dividends
Section 392.330	Issuance of securities, debt and notes
Section 392.340	Reorganization

The above-referenced rules and statutory provisions have been waived with regard to other interexchange carriers in prior cases. These rules or statutory provisions are principally designed to

apply to noncompetitive telecommunications carriers. It would be inconsistent with the goal and purpose of Section 392.530 to apply them to a competitive telecommunications carrier such as the Applicant.

WHEREFORE, PromiseVision Technology, Inc. respectfully requests the Commission to grant it a Certificate of Service Authority to offer intrastate interexchange telecommunications service to the public in the state of Missouri, an order classifying it as a competitive telecommunications company providing competitive service, and for such further orders as the Commission deems appropriate.

Respectfully submitted,



James M. Fischer, Esq. MBN 27543

FISCHER & DORITY, P.C.

101 West McCarty Street, Suite 215

Jefferson City, Missouri 65101

Telephone: (573) 636-6758

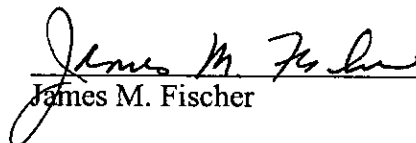
Facsimile: (573) 636-0383

ATTORNEY FOR APPLICANT

CERTIFICATE OF SERVICE

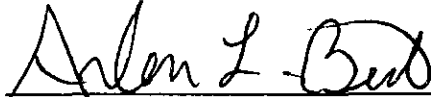
I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, First Class mail, postage prepaid, this 8th day of March 2000, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City MO 65102


James M. Fischer

VERIFICATION

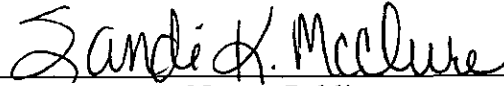
I, Arlen L. Best, acting on behalf of PromiseVision Technology, Inc., first being duly sworn upon oath depose and say I am President; that I have read the above and foregoing petition by me subscribed and know the contents thereof; that said contents are true in substance and in fact, except as to those matters stated upon information and belief, and as to those, I believe same to be true.


Arlen L. Best, President
PromiseVision Technology, Inc.

STATE OF OKLAHOMA)

COUNTY OF OKLAHOMA)

Subscribed and sworn to before me this 3 day of November, 1999.


Notary Public

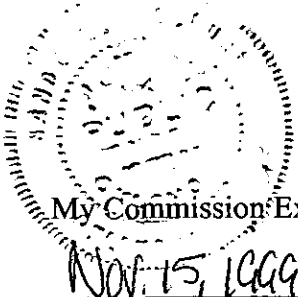


EXHIBIT I

PromiseVision Technology, Inc.

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN MISSOURI

and

ARTICLES OF INCORPORATION

#E00473975

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,

PROMISEVISION TECHNOLOGY, INC.

USING IN MISSOURI THE NAME

PROMISEVISION TECHNOLOGY, INC.

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

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 9th DAY OF SEPTEMBER, 1999.

Rebecca McDowell Cook
Secretary of State



\$155.00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/21/1998
981328183 - 2935658

CERTIFICATE OF INCORPORATION

OF

TELECOMMUNICATIONS SERVICES, INC.

FIRST. The name of this corporation shall be:

TELECOMMUNICATIONS SERVICES, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is THE COMPANY CORPORATION.

THIRD. The purpose or purposes of the corporation shall be: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

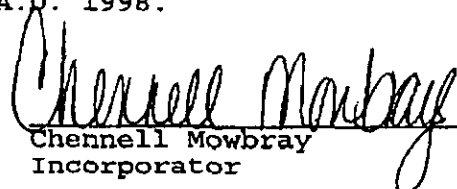
Thirty Million (30,000,000) shares with a par value of One Tenth of One Cent (One Mil) (\$.001) per share, amounting to Thirty Thousand Dollars (\$30,000.00) are Common Stock and Ten Million (10,000,00) shares with a par value of One Tenth of One Cent (One Mil) (\$.001) per share, amounting to Ten Thousand Dollars (\$10,000.00) are Preferred Stock.

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

Chennell Mowbray
The Company Corporation
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twenty-first day of August, A.D. 1998.


Chennell Mowbray
Incorporator

RESTATED CERTIFICATE OF INCORPORATION
OF
TELECOMMUNICATIONS SERVICES, INC.

The present name of the corporation and the name under which the corporation was originally incorporated is Telecommunications Services, Inc. The corporation's original Certificate of Incorporation was filed on August 21, 1998 with the Secretary of State of the State of Delaware. The undersigned hereby certifies that this Restated Certificate of Incorporation was duly adopted and approved by the stockholders of the corporation by written consent and by the directors of the corporation in accordance with the provisions of Sections 228, 245 and 242 of the General Corporation Law of the State of Delaware. Accordingly, the corporation's Certificate of Incorporation shall hereafter read in its entirety as follows:

FIRST: The name of the corporation is CyberSentry, Inc. (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is XL Corporate Services, 101315 East North Street, Dover, Delaware 19901, County of Kent. The name of its registered agent at such address is XL Corporate Services, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (hereinafter referred to as the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is forty million (40,000,000) shares, consisting of thirty million (30,000,000)

shares of common stock, par value \$.001 per share (hereinafter referred to as the "Common Stock"), and ten million (10,000,000) shares of preferred stock, par value \$.001 per share (hereinafter referred to as the "Preferred Stock"). The powers, designations, preferences and relative, participating, optional or other special rights (and the qualifications, limitations or restrictions thereof) of the Common Stock and the Preferred Stock are as follows:

(a) Preferred Stock.

The Board of Directors of the Corporation (hereinafter referred to as the "Board of Directors") is hereby expressly authorized at any time, and from time to time, to create and provide for the issuance of shares of Preferred Stock in one or more series and, by filing a certificate pursuant to the GCL (hereinafter referred to as a "Preferred Stock Designation"), to establish the number of shares to be included in each such series, and to fix the designations, preferences and relative, participating, optional or other special rights of the shares of each such series and the qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, including, but not limited to, the following:

(A) the designation of and the number of shares constituting such series, which number the Board of Directors may thereafter (except as otherwise provided in the Preferred Stock Designation) increase or decrease (but not below the number of shares of such series then outstanding);

(B) the dividend rate for the payment of dividends on such series, if any, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends, if any, shall bear to the dividends payable on any other class or classes of or any other series of capital stock, the conditions and dates upon which such dividends, if any, shall be payable, and whether such dividends, if any, shall be cumulative or non-cumulative;

(C) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(D) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(E) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes of, any other series of any class or classes of capital stock of, or any other security of, the Corporation or any other corporation, and, if provision be made for any such conversion or exchange, the times, prices, rates, adjustments and any other terms and conditions of such conversion or exchange;

(F) the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

(G) the restrictions, if any, on the issue or reissue of shares of the same series or of any other class or series;

(H) the amounts payable on and the preferences, if any, of the shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

(I) any other relative rights, preferences and limitations of that series.

(b) Common Stock.

The Common Stock shall be subject to the express terms of any series of Preferred Stock set forth in the Preferred Stock Designation relating thereto. Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the Corporation for the election of directors and on all other matters on which stockholders of the Corporation are entitled to vote. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in stock or otherwise.

FIFTH: The Board of Directors is hereby authorized to create and issue, whether or not in connection with the issuance and sale of any of its stock or other securities or property, rights entitling the holders thereof to purchase from the Corporation shares of stock or other securities of the Corporation or any other corporation, recognizing that, under certain circumstances, the creation and issuance of such rights could have the effect of discouraging third parties from seeking, or impairing their ability to seek, to acquire a significant portion of the outstanding securities of the Corporation, to engage in any transaction which might result in a change of control of the Corporation or to enter into any agreement, arrangement or understanding with another party to accomplish the foregoing or for the purpose of acquiring, holding, voting or disposing of any securities of the Corporation. The times at which and the terms upon which such rights are to be issued will be determined by the Board of Directors and set forth in the contracts or instruments that evidence such rights. The authority of the Board of Directors with respect to such rights shall include, but not be limited to, determination of the following:

(A) the initial purchase price per share or other unit of the stock or other securities or property to be purchased upon exercise of such rights;

(B) provisions relating to the times at which and the circumstances under which such rights may be exercised or sold or otherwise transferred, either together with or separately from, any other stock or other securities of the Corporation;

(C) provisions which adjust the number or exercise price of such rights or amount or nature of the stock or other securities or property receivable upon exercise of such rights in the event of a combination, split or recapitalization of any stock of the Corporation, a change in ownership of the Corporation's stock or other securities or a reorganization, merger, consolidation, sale of assets or other occurrence relating to the Corporation or any stock of the Corporation, and provisions restricting the ability of the Corporation to enter into any such transaction absent an assumption by the other party or parties thereto of the obligations of the Corporation under such rights;

(D) provisions which deny the holder of a specified percentage of the outstanding stock or other securities of the Corporation the right to exercise such rights and/or cause the rights held by such holder to become void;

(E) provisions which permit the Corporation to redeem or exchange such rights, which redemption or exchange may be within the sole discretion of the Board of Directors, if the Board of Directors reserves such right to itself; and

(F) the appointment of a rights agent with respect to such rights.

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of at least 80 percent of the voting power of the then outstanding Voting Stock (as defined below), voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with this Article FIFTH. For the purposes of this Certificate of Incorporation, "Voting Stock" shall mean the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

SIXTH: (A) In furtherance, and not in limitation, of the powers conferred by law, the Board of Directors is expressly authorized and empowered:

(i) to adopt, amend or repeal the Bylaws of the Corporation, provided, however, that any Bylaws adopted by the Board of Directors under the powers hereby conferred may be amended or repealed by the Board of Directors or by the stockholders having voting power with respect thereto; and

(ii) from time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to inspection of stockholders; and, except as so determined, or as expressly provided in this Certificate of Incorporation or in any Preferred Stock Designation, no stockholder shall have any right to inspect any account, book or document of the Corporation other than such rights as may be conferred by law.

(B) The Corporation may in its Bylaws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by law.

(C) Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80 percent of the voting power of the then outstanding Voting Stock, voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with (i) this Article SIXTH or (ii) Section 2.2, 2.4, 2.5, 2.7 or 2.10 of Article II, Section 3.2, 3.3 or 3.5 of Article III or Article X of the Bylaws of the Corporation.

SEVENTH: (A) Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation to elect additional directors under specified circumstances or to consent to specific actions taken by the Corporation, any action required or permitted to be taken by the stockholders of the Corporation may be taken by consent in writing by such stockholders in accordance with the GCL.

(B) Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation to elect additional directors under specified circumstances, a special meeting of the holders of stock of the Corporation entitled to vote on any business to be considered at any such meeting may be called only by the Chairman of the Board of the Corporation, and shall be called by the Secretary of the Corporation at the request of the Board of Directors pursuant to a resolution adopted by a majority of the total number of directors which the Corporation would at the time have if there were no vacancies (the "Whole Board").

(C) Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of at least 80 percent of the voting power of the then outstanding Voting Stock, voting together as a single class, shall be required to amend, repeal or adopt any provision inconsistent with this Article SEVENTH.

EIGHTH: (A) Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation to elect additional directors under specified circumstances, the number of directors of the Corporation shall be fixed, and may be increased or decreased from time to time, in such a manner as may be prescribed by the Bylaws of the Corporation.

(B) Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

(C) The directors, other than those who may be elected by the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation, shall be divided into three classes and designated as Class I, Class II and Class III. Class I directors shall be initially elected for a term expiring at the first annual meeting of stockholders, Class II directors shall be initially elected for a term expiring at the second annual meeting of stockholders, and Class III directors shall be initially elected for a term expiring at the third annual meeting of stockholders. Members of each class shall hold office until their successors are elected and qualified. Members of each class shall hold office until their successors are elected and qualified. At each succeeding annual meeting of the stockholders of the Corporation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of stockholders held in the third year following the year of their election, and until their successors are elected and qualified.

(D) Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation to elect additional directors under specified circumstances, any director may be removed from office at any time, but

only for cause and only by the affirmative vote of the holders of at least 80 percent of the voting power of the then outstanding Voting Stock, voting together as a single class.

(E) Advance notice of stockholder nominations for the election of directors shall be given in the manner provided in the Bylaws of the Corporation.

(F) Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock as set forth in this Certificate of Incorporation to elect additional directors under specified circumstances, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been elected expires and until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the Whole Board shall shorten the term of any incumbent director.

(G) Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80 percent of the voting power of the then outstanding Voting Stock, voting together as a single class, shall be required to amend, repeal or adopt any provisions inconsistent with this Article EIGHTH.

NINTH: 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 GCL or (iv) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article NINTH shall adversely affect any right or protection of a director of the Corporation existing hereunder in respect of any act or omission occurring prior to such amendment or repeal.

TENTH: Except as may be expressly provided in this Certificate of Incorporation, the Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or a Preferred Stock Designation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by law, and all powers, preferences and rights of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article TENTH, provided, however, that no Preferred Stock Designation shall be amended after the issuance of any shares of the series of Preferred Stock created thereby, except in accordance with the terms of such Preferred Stock Designation and the requirements of law.

IN WITNESS WHEREOF, the undersigned corporation has caused this Restated Certificate of Incorporation to be executed by its duly authorized officer on this 22nd day of January, 1999.

CYBERSENTRY, INC.

By: 

Name: GERALD RESNICK

Title: PRESIDENT