

ARMSTRONG TEASDALE LLP

Attorneys at Law

Sherry L. Doctorian

3405 West Truman Boulevard, Suite 210
Jefferson City, Missouri 65109-5713
Phone: (573) 636-8394
Fax: (573) 636-8457
www.armstrongteasdale.com

September 1, 1999

Mr. Dale Hardy Roberts, Secretary
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

FILED
SEP - 2 1999

TO-2000-209

Missouri Public
Service Commission

**Re: Interconnection Agreement between Southwestern Bell
Telephone Company and Computer Business Sciences, Inc.**

Dear Mr. Roberts:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, enclosed please find for filing on behalf of Computer Business Sciences, Inc., an original and fifteen copies of an Application for Approval of an Interconnection Agreement. Also, please find six copies of the actual Interconnection Agreement between Southwestern Bell Telephone Company and Computer Business Sciences, Inc. I would appreciate it if you could file stamp one copy of each document and return them to me.

Would you please see that a copy of this Application and Interconnection Agreement are provided to the appropriate Commission personnel. A copy of these documents will be hand-delivered this date to the Office of the Public Counsel.

Should you have any questions regarding this filing, please call me. Thank you for your assistance with this matter.

RECEIVED

SEP 01 1999

4:35pm

Records
Public Service Commission

SLD/nh
Enclosure

cc: Office of the Public Counsel
Ms. Deborah S. Arnott

Sincerely,

ARMSTRONG TEASDALE LLP



Sherry L. Doctorian

FILED

SEP 2 1999

Missouri Public
Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of Computer)
Business Sciences, Inc., for Approval of)
Interconnection Agreement Under)
the Telecommunications Act of 1996.)

Case No. 70 - 2000 - 209

**APPLICATION FOR APPROVAL
OF INTERCONNECTION AGREEMENT**

COMES NOW Computer Business Sciences, Inc. (hereinafter "CBS" or "Applicant"), by and through its undersigned counsel, and hereby files its Application for Approval of an Interconnection Agreement (hereinafter "the Agreement") between Southwestern Bell Telephone Company ("SWB") and CBS under the Telecommunications Act of 1996, and in support of its Application, states as follows:

1. Applicant CBS is a corporation duly organized and existing under and by virtue of the laws of the state of Delaware. CBS was incorporated on January 21, 1999 and attached as Exhibit 1 is its Articles of Incorporation and Certificate of Authority to conduct business in the state of Missouri.

2. On or about July 15, 1999, CBS submitted its Application for Certificate of Service Authority to provide basic local and interexchange telecommunications service in the state of Missouri and to classify said service and company as competitive, Case No. TA-2000-32. CBS directs the Missouri Public Service Commission ("Commission") to this earlier filing for additional information, if required, about the company.

3. CBS presents to this Commission for approval an Interconnection Agreement negotiated and executed pursuant to the terms of the Telecommunications Act of 1996. This Agreement was entered into pursuant to Sections 251 and 252 of the Telecommunications Act of

1996 and SWB and CBS executed the Agreement on May 30, 1999. The Agreement contains 50 pages together with several attachments and appendices. There are no outstanding issues between SWB and CBS that need the assistance of mediation or arbitration.

4. All inquiries, correspondence, communications, pleadings, notices, orders and decisions relating to the case should be addressed to:

Sherry L. Doctorian, Esquire
Armstrong Teasdale LLP
3405 West Truman Blvd., Suite 210
Jefferson City, Missouri 65109
Telephone: (573) 636-8394
Facsimile: (573) 636-8457

Deborah Arnott
Regulatory Administrator
Computer Business Sciences, Inc.
80-02 Kew Gardens Road, Suite 5000
Kew Gardens, New York 11415
Telephone: (718) 520-6500 or (8888) 428-8654
Facsimile: (718) 520-0783

5. CBS seeks the Commission's approval of the Agreement, consistent with the provisions of the Telecommunications Act of 1996. The implementation of this Agreement complies fully with Section 252(e) of the Act because the Agreement is consistent with the public interest, convenience and necessity and does not discriminate against any telecommunications carrier. The Agreement promotes diversity in providers, and increases customer choices for telecommunications services.

6. CBS respectfully requests that the Commission grant expeditious approval of this Agreement, without change, suspension or other delay in its implementation. The Agreement is a

bilateral agreement reached as a result of negotiations and compromise between competitors, and intervention by other parties is neither necessary nor appropriate.

7. The statutory standards of review are set forth in Section 252(e) of the Telecommunications Act of 1996 which provides as follows:

(e) APPROVAL BY STATE COMMISSION

- (1) APPROVAL REQUIRED. – Any interconnection agreement adopted by negotiation or arbitration shall be submitted for approval to the State commission. A State commission to which an agreement is submitted to shall approve or reject the agreement, with written findings as to any deficiencies.
- (2) GROUNDS FOR REJECTION. – The State Commission may only reject –
 - (A) an agreement (or any portion thereof) adopted by negotiation under subsection (a) if it finds that –
 - (I) the agreement (or portion thereof) discriminates a telecommunications carrier not a party to the agreement; or
 - (ii) the implementation of such agreement or portion is not consistent with the public interest, convenience, and necessity;

8. The negotiated and executed Agreement is consistent with Chapter 392, RSMo 1994 as amended by SB 507 of the Missouri laws of 1996 which took effect August 28, 1996.

WHEREFORE, for all of the reasons set forth above, CBS respectfully requests that the Commission approve the Interconnection Agreement expeditiously.

Respectfully submitted,



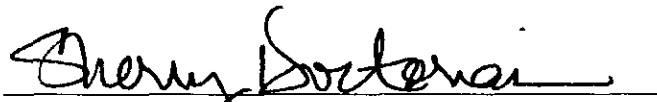
Sherry L. Doctorian MO #34636
ARMSTRONG TEASDALE LLP
3405 West Truman Blvd., Suite 210
Jefferson City, MO 65102-2046
(573) 636-8394
(573) 636-8457 (Facsimile)

Attorneys for Computer Business Sciences, Inc.

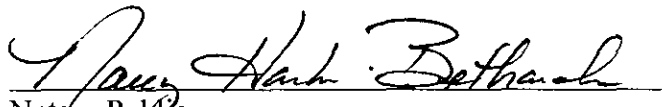
ATTORNEY VERIFICATION

STATE OF MISSOURI)
)ss.
COUNTY OF COLE)

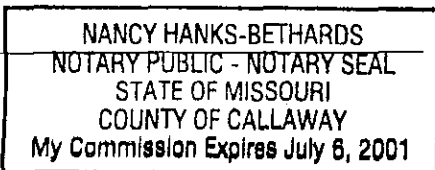
I, Sherry L. Doctorian, being first duly sworn, do hereby certify, depose and state that I am the attorney for Computer Business Sciences, Inc., Applicant in the above-captioned proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant


Sherry L. Doctorian

Subscribed and sworn to before me, a Notary Public, this 1st day of September, 1999.


Notary Public

My Commission Expires:



CERTIFICATE OF SERVICE

I hereby certify that I served a copy of the foregoing document this 1st day of September, 1999, via hand delivery, to the Office of the Public Counsel and to the General Counsel of the Missouri Public Service Commission.

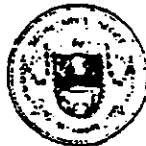

Sherry L. Doctorian

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPUTER BUSINESS SCIENCES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JANUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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

Edward J. Freel, Secretary of State

✓ 2775971 } 8300
991026381

2

AUTHENTICATION: 9534100
DATE: 01-21-99

Exhibit 1

**CERTIFICATE OF INCORPORATION
OF
COMPUTER BUSINESS SCIENCES, INC.**

ARTICLE I

The name of the corporation is Computer Business Sciences, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 1013 Center Rd., Wilmington, DE 19805. The name of the registered agent at such address is Corporation Service Company.

ARTICLE III

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.

ARTICLE IV

The total number of shares of all classes of stock which the corporation has authority to issue is Thirty One Million (31,000,000) shares, consisting of two classes: Thirty Million (30,000,000) shares of Common Stock, \$0.001 par value per share, and One Million (1,000,000) shares of Preferred Stock, \$0.001 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the law of the State of Delaware, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate of designation pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may also be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to a certificate or certificates establishing a series of Preferred Stock.

Except as otherwise expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article IV, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE V

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

ARTICLE VI

A. Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

B. Special meetings of stockholders of the corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the Chief Executive Officer.

ARTICLE VII

Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation or other cause may be filled (a) by the stockholders at any meeting, (b) by a majority of the directors, although less than a quorum, or (c) by a sole remaining director, and directors so chosen shall hold office for a term expiring at the next annual meeting of stockholders at which the term of office of the class to which they have been elected expires, and until their respective successors are elected, except in the case of the death, resignation, or removal of any director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE VIII

A. To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. To the extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the corporation, its stockholders, and others.

C. Neither any amendment nor repeal of any of the foregoing provisions of this Article VIII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VIII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE IX

The name and mailing address of the incorporator is Richard L. Feinstein, 80-20 Kew Gardens Road, Kew Gardens, New York 11415.

The undersigned incorporator hereby acknowledges that the foregoing certificate is his act and deed and that the facts stated herein are true.

Date: January 6, 1999


Richard L. Feinstein

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

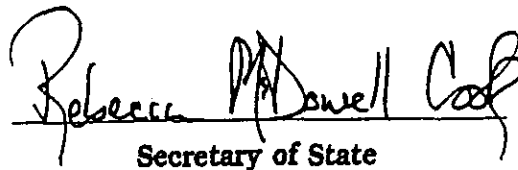
WHEREAS,
COMPUTER BUSINESS SCIENCES, INC.

USING IN MISSOURI THE NAME
COMPUTER BUSINESS SCIENCES, 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 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 17TH DAY OF FEBRUARY, 1999.


Secretary of State

\$155.00

