

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

MONROE BLUFF EXECUTIVE CENTER

601 MONROE STREET, SUITE 301

P. O. BOX 537

JEFFERSON CITY, MISSOURI 65102-0537

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ROBERT K. ANGSTEAD
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH
D. GREGORY STONEBARGER

February 23, 2000

FILED

FEB 23 2000

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: @link Networks, Inc.

TA-2000-521

Dear Judge Roberts:

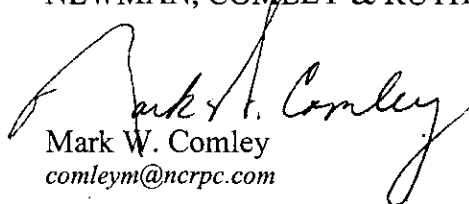
Please find enclosed for filing on behalf of @link Networks, Inc. an original and fourteen copies of an Application for a Certificate of Service Authority and for Competitive Classification, along with a Motion for Protective Order. Attached to the Motion for Protective Order please find the original and six copies of Exhibit 2, which is being filed under seal and should be treated as highly confidential.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
Brian M. McDermott

BEFORE THE PUBLIC SERVICE
COMMISSION OF THE STATE OF MISSOURI

FILED

FEB 23 2000

In the Matter of the Application of

@link Networks, Inc.

for a Certificate of Service Authority to Provide
Basic Local Telecommunications Services
in the State of Missouri
and for Competitive Classification

Missouri Public
Service Commission

Case No. TA-2000-521

**APPLICATION FOR A CERTIFICATE OF SERVICE AUTHORITY AND
FOR COMPETITIVE CLASSIFICATION**

@link Networks, Inc. ("@link" or "Applicant"), a Wisconsin corporation, files this verified Application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide all forms of resold and facilities-based basic local telecommunications services in the State of Missouri pursuant to Chapter 392 of the Missouri Revised Statutes;
- (b) grants competitive status to Applicant; and
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo.

I. The Applicant

1. Applicant is an interexchange telecommunications company with operations in the state of Missouri and other jurisdictions. It previously obtained authority to provide interexchange and non-switched, non-basic local exchange services, pursuant to the Commission Order in Case No. TA-99-150, issued on December 21, 1998.¹ Applicant's legal name is @link Networks, Inc. ("@link" or "Applicant"). Applicant maintains its principal place of business at:

¹ The Applicant's certificate was issued in its former name, Dakota Services, Limited. On December 30, 1999 in Case No. TO-2000-334, the Commission approved Applicant's request to change its name to @link Networks, Inc.

@link Networks, Inc.
361 Centennial Parkway, Suite 250
Louisville, Colorado 80027-1269
Telephone: 720/890-1400
Facsimile: 720/890-1414

2. @link, a Wisconsin corporation, is a direct, wholly owned subsidiary of @link Holdings, Inc., a Delaware corporation. @link is qualified to do business in the State of Missouri. Copies of @link's Certificate of Incorporation and Certificate of Authority to Transact Business in the State of Missouri are attached collectively hereto as Exhibit 1.

3. Correspondence or communications pertaining to this Application should be directed to Applicant's attorneys of record:

Mark W. Comley
NEWMAN, COMLEY & RUTH, P.C.
601 Monroe Street, Suite 301
P. O. Box 537
Jefferson City, Missouri 65102-0537
Telephone: 573/634-2266
Facsimile: 573/636-3306

and:

Kemal Hawa
Brian McDermott
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Telephone: 202/424-7500
Facsimile: 202/424-7645

4. Questions concerning the ongoing operations of @link following certification should be directed to:

Connie Kirkendall, Regulatory Manager
@link Networks, Inc.
2220 Campbell Creek Blvd., Suite 110
Richardson, Texas 75082

5. @link seeks authority to provide resold and facilities-based basic local telecommunications services to subscribers to and from the points in the State of Missouri within the exchanges identified subsequently herein. At this time, @link does not seek to terminate any existing rural exemptions existing under Section 251 of the federal Telecommunications Act of 1996. As mentioned above, Applicant currently has authority to provide interexchange and non-basic, non-switched, local exchange services in the State of Missouri. Applicant's services will be available on a full-time basis, 24 hours a day, seven days a week.

6. @link initially intends to provide data transmission services only, but requests authority to provide all forms of basic local exchange telecommunications services including: (1) Basic Residential Exchange Services (local exchange flat rate, measured rate service, operator access, etc.); (2) Residential Custom and Class Features (call waiting, caller ID, call forwarding, etc.); (3) Basic Business Exchange Services; (4) Business Custom Calling and Class Features; (5) Adjunct Provided Features (voice messaging, etc.); and (6) Business and Residential Ancillary Services (911, directory listing, directory assistance, etc.), so that it may expand its service offerings to include voice services in the future.

II. Section 392.455, RSMo Requirements

A. Financial, Technical and Managerial Resources and Abilities

7. @link possesses the financial qualifications required of applicants for the authority requested herein. @link is financially qualified to provide the services described in this application in the State of Missouri. @link has access to the financing and capital necessary to conduct the telecommunications operations as specified in this application. @link will rely upon its existing personnel, technology and financial resources to provide the services described in this application. Attached hereto under seal as Highly Confidential Exhibit 2 is a copy of @link's audited financial

statement for the year ending May 31, 1999 and a copy of @link's financial statement for the six month period ending November 30, 1999. @link submits that this information concerning its financial condition is highly confidential and therefore is being filed under seal and accompanied by a Motion for Protective Order. This exhibit is offered to demonstrate Applicant's financial ability to operate as a basic local telecommunications service provider in the State of Missouri.

8. @link is technically and managerially qualified to provide basic local exchange services within the State of Missouri. @link has authority to offer interexchange and non-basic, non-switched local exchange services in the State of Missouri. @link Networks, Inc. (formerly known as Dakota Services, Ltd.) is authorized to provide telecommunications service in Alabama, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Massachusetts, Michigan, Minnesota, Mississippi, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, West Virginia, and Wisconsin. Applicant also is authorized to provide data telecommunications service (on an unregulated basis) in Iowa and Wyoming. @link has pending applications for authority to provide telecommunications service in Arizona, Louisiana, Maine, Maryland, and North Carolina. @link has not been denied requested certification in any jurisdiction, nor has it had a permit, license, or certificate revoked by any authority.

9. @link proposes to provide service through its own equipment collocated at ILEC central offices, through the use of unbundled network elements leased from other certificated carriers, and/or through the resale of the service of other carriers. Descriptions of the technical and managerial backgrounds of @link's officers and directors, which demonstrate the extensive telecommunications experience and expertise of @link's management team, are attached hereto as

Exhibit 3.

B. Commission Minimum Service Standards

10. @link's basic local telecommunications services will be equal to or superior to the quality of the basic local telecommunications services that customers in the State of Missouri are currently receiving from the incumbent providers. @link will meet all service standards applicable to telecommunications services, including but not limited to billing, quality of service, and the filing and maintenance of tariffs, except as waived by the Commission.

C. Geographic Area in which Applicant Proposes to Offer Service

11. Attached to this Application as Exhibit 4 is a list of all the exchanges in which Applicant proposes to provide service, including the exchanges of the ILECs presently providing basic local service. @link affirms that its service areas will follow ILEC exchange boundaries and will be no smaller than an exchange.

D. Separate and Distinct Service

12. @link will offer basic local telecommunications service as a separate and distinct service pursuant to Section 392.455(4) RSMo.

E. Equitable Access

13. @link will provide equitable access, as determined by the Commission, for all Missourians within the geographic area in which it will offer basic local services in compliance with Section 392.455(5), RSMo. Supp. 1998.

F. Classification as a Competitive Company

14. @link also seeks classification as a competitive company, with accompanying reduced regulation, pursuant to Section 392.361.2 and 392.361.3, RSMo. In determining the classification of an applicant, the Commission may consider such factors as market share, financial

resources and name recognition, among others. See In the Matter of the Investigation for the Purpose of Determining the Classification of the Services Provided by Interexchange Telecommunications Companies within the State of Missouri, 30 Mo. P.S.C. (N.S.) 16 (1989); In the Matter of Southwestern Bell Telephone Company's application for Classification of Certain Services as Transitionally Competitive, 1 Mo. P.S.C. 3d 479, 484 (1992). All of the services a competitive company provides must be classified as competitive. @link submits that as a new market entrant, it does not have the market share or name recognition to inhibit competition. To the contrary, the Commission's approval of this Application will create competition for those ILECs that now possess sufficient market share and name recognition to dominate the telecommunications service market in the State of Missouri. Allowing @link to compete with existing ILECs, such as SWBT, GTE and Sprint, will bring benefits such as lower costs and better service to residents of the State of Missouri. The public interest benefits of competition justify a lesser degree of regulation for carriers such as @link.

15. @link will comply with all applicable statutes and Commission rules, regulations, decisions, and orders governing the provision of @link's proposed services. @link, however, requests that, at a minimum, the following statutes and regulations be waived at this time consistent with the Commission's previous decisions regarding other telecommunications providers:

Statutes

392.210.2	--	Uniform System of Accounts
392.270	--	valuation of property (rate making)
392.280	--	depreciation accounts
392.290.1	--	issuance of securities
392.300.2	--	acquisition of stock
392.310	--	stock and debt issuance
392.320	--	stock dividend payment
392.330	--	issuance of securities, debts and notes
392.340	--	reorganization(s)

Commission Rules

4 CSR 240-10.020	--	depreciation fund income
4 CSR 240-30.040	--	Uniform System of Accounts
4 CSR 240-35	--	reporting of bypass and customer specific arrangements

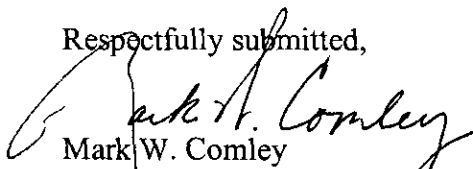
16. @link, consistent with Section 386.570, RSMo, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the @link.

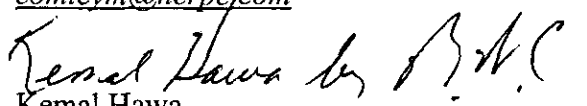
CONCLUSION

The telecommunications industry is characterized by unprecedented growth and increasing opportunity. @link's entry into the telecommunications market will enhance competition in the provision of telecommunications services throughout the State of Missouri, which is one of the primary goals of both state and federal telecommunications legislation. Approval of @link's application for a certificate of service authority to provide basic local telecommunications service is in the public interest.

WHEREFORE, @link Networks, Inc. requests that the Missouri Public Service Commission grant it a Certificate of Service Authority to provide all forms of resold and facilities-based basic local telecommunications services, classify @link as a Competitive Company, and grant @link a waiver of the statutes and regulations referenced above.

Respectfully submitted,


Mark W. Comley
NEWMAN, COMLEY & RUTH, P.C.
601 Monroe Street, Suite 301
P. O. Box 537
Jefferson City, Missouri 65102-0537
Telephone: 573/634-2266
Facsimile: 573/636-3306
comleym@ncrpc.com


Kemal Hawa
Brian McDermott
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
Telephone: 202/424-7500
Facsimile: 202/424-7645

Counsel for @link Networks, Inc.

Certificate of Service

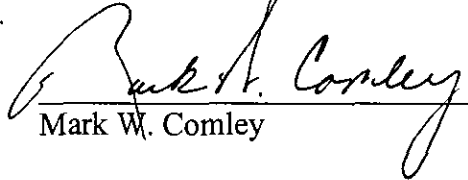
I hereby certify that a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to the Office of Public Counsel, on this 23rd day of February, 2000.


Mark W. Comley

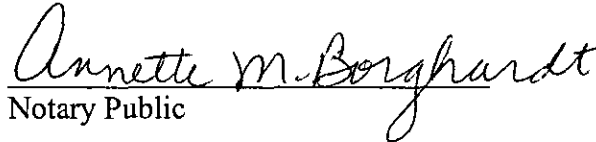
ATTORNEY VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for @link Networks, 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.


Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 23rd day of February, 2000.


Notary Public

My Commission expires:

ANNETTE M. BORGHARDT
Notary Public
State of Missouri
Commission Expires 3/11/02
Cole County, MO

EXHIBITS

- | | |
|------------------|--|
| Exhibit 1 | Articles of Incorporation and
Certificate of Authority to Transact Business |
| Exhibit 2 | Financial Qualifications |
| Exhibit 3 | Managerial Qualifications |
| Exhibit 4 | List of Exchanges |

EXHIBIT 1

**Articles of Incorporation
and
Certificate of Authority to Transact Business**

52 Jan

ARTICLES OF INCORPORATION
OF
DAKOTA SERVICES, LTD.

97 MAR 8 18:00

The undersigned Incorporator hereby adopts the following articles of incorporation for the purpose of forming a corporation (the "corporation") under the Wisconsin Business Corporation Law, ch. 180, Stats.

MAR 06 12:00PM

ARTICLE 1

Name

178323 INCORP-WI

100.00

The name of the corporation is Dakota Services, Ltd.

ARTICLE 2

Authorized Shares

The aggregate number of shares that the corporation shall have authority to issue is 10,000. The corporation's authorized shares shall consist of one class only and shall be designated as common stock ("common stock"), without par value.

ARTICLE 3

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 212 W. Wisconsin Ave. #700, Milwaukee, WI 53203. The name of the corporation's initial registered agent at this address is Glenn A. Hall.

ARTICLE 4

Incorporator

The name and address of the incorporator of the corporation is Glenn A. Hall, 212 W. Wisconsin Ave. #700, Milwaukee, WI 53203.

ARTICLE 5

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE 6

Restrictions on Transfer

If the corporation's shareholders enter into one or more unanimous written agreements with the corporation that impose limitations on the transfer of shares of the corporation's stock or that otherwise provide for the purchase and sale of outstanding

11 N 078727

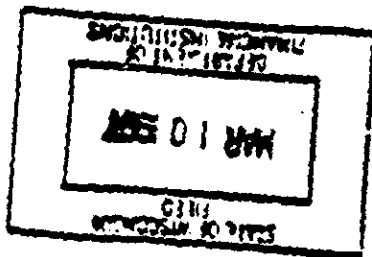
shares upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of shares in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire shares shall be bound by the agreement's terms and provisions as if they were signatories to the agreement.

Dated: March 4, 1997.

Glenn A. Hall
Glenn A. Hall
Incorporator

This document was drafted by
Attorney John A. Tedrow
Joan Miller Carroll, J.C.
212 W. Wisconsin Ave. #212
Milwaukee, WI 53203

9000-100 (177)
 JOHN WILKIN CARROLL
 LAW OFFICE
 110 N. WASHINGTON, CHICAGO, ILL. 60602
 CHICAGO, ILL. 60602



9/00.00
 Ke

Chap. 180



I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department.




Richard L. Dean, Secretary
Department of Financial Institutions

DATE: JUN 24 1999

BY: Robert Kuo

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

ARTICLES OF MERGER

QE

JUN 01 12:00PM
C
153273 DCDRP-MI

100.00

@LINK MERGER SUB, INC. CI 2031896

WITH AND INTO

JUN 01 12:00PM

D

153273 EXPD 25

25.00

DAKOTA SERVICES, LTD. OI 0026872

The undersigned officer of Dakota Services, Ltd., a Wisconsin corporation ("Dakota"), pursuant to Section 180.1105 of the Wisconsin Statutes, hereby certifies as follows:

1. The Plan of Merger by and between @Link Merger Sub, Inc., a Wisconsin corporation ("@Link Merger Sub"), and Dakota (the "Plan of Merger") is attached hereto as Exhibit A and made a part hereof.

2. The Plan of Merger was adopted and approved by the Board of Directors of Dakota as of May 6, 1999 and was approved by the Shareholders of Dakota as of May 27, 1999 in accordance with Section 180.1103 of the Wisconsin Statutes.

3. The Plan of Merger was adopted and approved by the Board of Directors and was approved by the sole shareholder of @Link Merger Sub as of May 27, 1999 in accordance with Section 180.1103 of the Wisconsin Statutes.

4. The Plan of Merger was adopted and approved by the Board of Directors of @Link Holdings, Inc., a Delaware corporation that is the parent corporation of @Link Merger Sub.

5. The proposed merger has complied with all applicable provisions of the laws of the State of Wisconsin.

IN WITNESS WHEREOF, Dakota Services, Ltd. has caused these Articles of Merger to be executed as of May 27, 1999

DAKOTA SERVICES, LTD.

By:


Theodore Lasser, President

This instrument was drafted by:

Peter J. Faust
O'Neil, Cannon & Hollman, S.C.
111 East Wisconsin Avenue, #1400
Milwaukee, Wisconsin 53202

99 MAY 28 PM 12:13

RECEIVED
STATE OF WISCONSIN

EXHIBIT A
PLAN OF MERGER

1. The names of the corporations proposing to merge are Dakota Services, Ltd., a Wisconsin corporation ("Dakota" or the "Surviving Corporation"), and @Link Merger Sub, Inc., a Wisconsin corporation ("@Link Merger Sub"). @Link Merger Sub is a wholly owned subsidiary of @Link Holdings, Inc., a Delaware corporation ("@Link Holdings, Inc.").

2. Subject to the terms and conditions of this Plan of Merger, as of the Effective Time (as defined below), @Link Merger Sub shall be merged with and into Dakota and the separate corporate existence of @Link Merger Sub shall cease (the "Merger"). Dakota shall be the Surviving Corporation and shall continue to be governed by the laws of the State of Wisconsin. The separate corporate existence of Dakota with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger shall be effected in accordance with the applicable provisions of the Wisconsin Business Corporation Law and this Plan of Merger.

3. The Merger shall become effective as of 12:01 a.m. on June 1, 1999 (the "Effective Time").

4. The Articles of Incorporation of Dakota at the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, except that Article 1 shall be amended in its entirety to read as follows:

"The name of the corporation is @Link Networks, Inc."

5. At the Effective Time, each issued and outstanding share of common stock of Dakota shall be extinguished in the Merger, and in consideration thereof, @Link Holdings, Inc. will issue to the shareholders of Dakota 1 share of its Class A Common Stock, par value of .001¢ per share, and 5/8 of one share of its Class B Common Stock, par value of .001¢ per share, for each share of common stock, no par value, of Dakota owned by the shareholders of Dakota (the "Dakota Stock"). The Dakota Stock constitutes all of the issued and outstanding shares of capital stock of Dakota. After these transactions @Link Networks, Inc. f/k/a Dakota will be a wholly-owned subsidiary of @Link Holdings, Inc.

6. Dakota, @Link Merger Sub and @Link Holdings, Inc. intend that the Merger shall constitute a tax-free reorganization within the meaning of Section 368(a)(1)(A) and Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended.

7. This Plan of Merger may be terminated and the Merger may be abandoned at any time before the Effective Time by the Board of Directors of Dakota, @Link Merger Sub or @Link Holdings, Inc. if any such Board of Directors determines that the Merger is not in the best interests of its respective corporation.

125.02

BLINK MERGER SUB, INC.

01 L031896

into

DAKOTA SERVICES, LTD.

01 D026872

- Survivor -

Amends articles of incorporation
of survivor to

CHANGE CORP NAME





DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that

DAKOTA SERVICES, LTD.

is a domestic corporation organized under the laws of this state and that its date of incorporation is March 6, 1997.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on May 7, 1999

A handwritten signature in dark ink, appearing to read "Richard L. Dean".

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: *Robert K. ...*

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that Articles of Merger to the Articles of Incorporation of

DAKOTA SERVICES, LTD.

were filed with this department on June 1, 1999,
changing the name of said corporation to the present name of

@LINK NETWORKS, INC.

I further certify that corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the official seal of the Department
on June 24, 1999




Richard L. Dean, Secretary
Department of Financial Institutions

BY: 

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that articles of merger of

@LINK MERGER SUB, INC., a Wisconsin domestic corporation (non-survivor)

into

DAKOTA SERVICES, LTD., a Wisconsin domestic corporation (survivor)

and changing the name of the survivor to the present name of @LINK NETWORKS, INC.

were duly filed with this department on June 1, 1999.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on JUNE 25, 1999.

A handwritten signature in dark ink, appearing to read "Richard L. Dean".

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: Patricia Weber



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE
JEFFERSON CITY 65102

July 14 1999

C T Corporation System
ATTN: Nicole Krueger
208 S. LaSalle St.
Chicago IL 60604

Re: DAKOTA SERVICES, LTD. (#F00454079)

Dear Corporation:

This is to advise you that on the day shown below we have filed for record in this office a merger between:

@LINK MERGER SUB, INC. (A Wisconsin corp not qualified)

INTO:

DAKOTA SERVICES, LTD. (#F00454079)

This merger was filed in this office on July 14 1999.

The merger was effective in the home state of the survivor on June 1 1999.

The survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$25.00, plus \$1.00 for each additional foreign-corporation qualified in Missouri over two in number. If you did not send us a check for that amount, a bill for the correct amount is being sent to you.

Sincerely,

REBECCA M. COOK
Secretary of State

Corporation Division

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
AMENDED CERTIFICATE OF AUTHORITY
OF A FOREIGN CORPORATION

WHEREAS,

aLINK NETWORKS, INC. D/B/A AT LINK NETWORKS, INC.

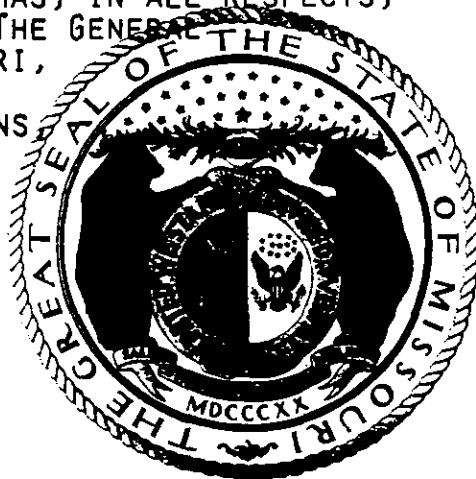
FORMERLY,

DAKOTA SERVICES, LTD.

INCORPORATED UNDER THE LAWS OF THE STATE OF WISCONSIN AND NOW IN EXISTENCE AND IN GOOD STANDING IN SAID STATE, AND QUALIFIED TO TRANSACT BUSINESS IN MISSOURI HAS DELIVERED TO ME, DULY AUTHENTICATED EVIDENCE OF AN AMENDMENT TO ITS ARTICLES OF INCORPORATION AS PROVIDED BY LAW, AND HAS, IN ALL RESPECTS, COMPLIED WITH THE REQUIREMENTS OF THE THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI, GOVERNING AMENDMENTS TO THE ARTICLES OF INCORPORATION OF FOREIGN CORPORATIONS AND IN ACCORDANCE THEREWITH ISSUE THIS CERTIFICATE OF AMENDMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI ON THIS, THE 14TH DAY OF JULY, 1999

Rebecca McDowell Cook
Secretary of State



\$25.00



State of Missouri
Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division **FILED**

AND AMENDED CERTIFICATE OF
AUTHORITY ISSUED

Application for an Amended Certificate of
Authority for a Foreign Corporation JUL 14 1999

(Submit in duplicate with filing fee of \$25.00)

Rebecca McDowell Cook
SECRETARY OF STATE

The below corporation, relating to amending its certificate of authority of Foreign Corporation, does hereby state:

- (1) Its name is: Dakota Services, Ltd.
and is incorporated in the State of: Wisconsin; and it was qualified
in the State of Missouri on April 2, 1998
(month/day/year)
- (2) By appropriate corporate action on: June 1, 1999, the corporation:
(month/day/year)
- (1) Changed its corporate name to: @LINK NETWORKS, INC.
Name it will use in Missouri if new name not available: AT LINK NETWORKS, INC.
- (2) Changed its period of duration to: No Change
- (3) Changed the state or country of its incorporation to: _____
- (3) There is attached hereto a Certificate of the Secretary of State of the State of Wisconsin
relating to the amendment(s), set forth in item 2 above and showing that the Corporation is in existence
and in good standing in said State.
- (4) 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 thereon, the facts stated above are true.

[Signature] President June 15, 1999
(Authorized signature of officer or chairman of the board) (Title) (Date of signature)

Attached is a current certificate attesting to the change, duly authenticated by the secretary of state
or other official having custody of corporate records in the state or country of incorporation.

EXHIBIT 2

Financial Qualifications

[Filed Under Seal]

EXHIBIT 3

Managerial Qualifications

@link Networks, Inc. – Management Team

@link Networks, Inc. (“@link”) has assembled an outstanding and experienced team of industry professionals to achieve its mission of market leadership. @link’s executive team have developed substantial expertise in the telecommunications and data service industry, and have held key technical, marketing and financial positions at leading DSL equipment and CLEC services companies. The following summaries highlight management’s extensive background:

Alexander H. Good, Chairman & Chief Executive Officer

Mr. Good comes to @link Networks from Bell Atlantic with over 15 years of telecommunication experience. As Bell Atlantic's Executive Vice President for Corporate Strategy, Development and Performance Assurance, Mr. Good reported to the Office of the Chairman and was a member of Bell Atlantic's eight-person Executive Committee. He was directly responsible for the corporation's strategic initiatives, mergers and acquisitions, corporate development initiatives, and monitoring performance of all business units. Among his most recent accomplishments were overseeing and heading the integration teams for both the Bell Atlantic/NYNEX and Bell Atlantic/GTE mergers. Prior to this position, he served as Corporate Senior Vice President in the same capacity and as President and Chief Executive Officer of Bell Atlantic International, Inc. Prior to joining Bell Atlantic, he was Senior Vice President of Mobile Telecommunications Technologies Corporation (MTEL) and President of its MTEL International unit. Earlier in his professional career, Mr. Good was appointed by President Reagan to several key positions in the U.S. government, including Assistant Secretary of the Department of Commerce from 1985 to 1988. He also worked with the law firms of O'Melveny & Myers and Jones Day Reavis & Pogue, where his practice focused on matters including international telecommunications and cable television transactions. Mr. Good received an AB from the University of California, Berkeley and a JD from Loyola University School of Law in Los Angeles.

Hank Carabelli, President & Chief Operating Officer

Mr. Hank Carabelli earned a BA in marketing from the University of Michigan and a Masters of Business in Finance from the University of Detroit. Prior to joining @link, he held various positions with Ameritech, including Division Manager of Switching, General Manager of Network Provisioning, and Vice President of Quality Integration. Mr. Carabelli was most recently with ICG Communications, Inc. While there he held key positions including Senior Vice President of Corporate Communications and Chief Operating Officer of Telecom Group. As Chief Operating Officer, he was responsible for Network Operations, Engineering, Service Reliability, Planning, and Process Standards. He oversaw operations serving five market clusters, 6,100 buildings, 1,800 people, and over 5,000 miles of fiber. He also held responsibility for a nationwide fiber backbone serving in excess of 200 POPS and 700 cities.

Raymond O'Brien, Chief Marketing Officer

Mr. O'Brien has nearly 30 years of proven accomplishments in the E-commerce,

telecommunications, and energy industries. He has experience in successfully managing an array of disciplines in large corporations. As the Executive Vice President at Simplexity, Ray helped shape, develop, and manage business development activities, customer care strategies and service provider management. From 1996-1999, as Executive Vice President of Stratoil Energy, Mr. O'Brien increased overall sales by 48%, and market share in target industries by 40%. While Senior Vice President at Skytel Corp. from 1992-1996, he was recognized as one of the top 100 Marketing Executives in the U.S. and won awards for his excellence in direct marketing and advertising effectiveness. Before joining Skytel Corp., Mr. O'Brien held a number of key management positions with Sprint Corp., including President-Eastern Business Market Groups and President-National Sales Division. As President of the National Sales Division, he was responsible for an organization of 2000 people and 1.2 billion dollars in revenue. Mr. O'Brien is a graduate of Syracuse University. He is a state level soccer referee.

Douglas Zolnick – Chief Technology Officer

Mr. Zolnick has over 13 years of experience in the telecommunications industry. His background and expertise is in the areas of multi-service access, transmission, core switching, transparent LAN service, Frame Relay, ISDN, BISDN, SONET, SDH, cell relay, circuit emulation, Internet access and distribution. He has worked with EDS*LINK, EDS video conferencing and GM Infranet IP. He is experienced with ATM, LAN/V LAN switching / routing technologies. He has held assignments across the industry with companies like EDS, Xylan, DSC, and NTIA Institute of Telecommunications Sciences and BDM Corporation. Mr. Zolnick holds a Bachelors Degree in Business with a minor in Electrical Engineering from the University of Colorado and has his EIT certification.

Tim O'Neill, Chief Network Officer

Mr. O'Neill has 20 years of successful experience in the telecommunications industry. Formerly Vice President of Network Operations at NextLink, he was responsible for operations and engineering in SS7, LNP and broadband data networks in 25 cities nationwide. Mr. O'Neill has held officer and director level positions in network architecture, software development, engineering and operations at Time Warner Telecom. He has held key management positions with companies such as Internet Communications, Time Warner Communications, AT&T and Motorola. Mr. O'Neill holds a BSEE from the University of Illinois and a MS in Computer Science with Distinction from the De Paul University in Illinois.

William L. Edwards – Chief Scientist

Mr. Edwards has 18 years of experience in applied research, network architectures, protocols and broadband access. He has worked for Sprint, Bell Labs, Pacific Bell and the Independent Telecommunications Network. He has served as a consultant to the State of Arizona, BDM Corporation, First Pacific Networks and others. His work over the last eight years has focused on strategic technology in applied research of high-speed computer and lightwave networks. He is an

ION patent holder, founding member of the ATM forum and referees / edits technical papers for IEEE. Bill has held positions as McKay visiting professor and adjunct professor in Mathematics, Photonic and Lightwave research and high speed data networks at Texas A&M, the University of Texas, Cal-Berkley and the University of Kansas. He has a BS in mathematics from Brigham Young University, his MS / MBA from National University and a Ph.D. in Mathematical Physics from U.S. International University.

Dan Garvey – Vice President of National Whole Sale Services

Mr. Garvey brings over 12 years of sales and marketing experience to @Link. He was Sales Manager for McLeod USA and was responsible for all aspects of recruiting, hiring, training coaching and managing a regional sales and support staff. Prior to McLeod Mr. Garvey developed and maintained a sales and marketing strategy for the regional interconnect Allcom and marketed telecommunications and data products to enterprise customers for them. Mr. Garvey joined @link as Regional Sales Manager where he structured the current sales staff compensation strategies and many of the early marketing concepts. In his current role with @Link he is responsible for building and directing the National Wholesale Sales organization. His organization is focused on developing long term strategic relationships with ISP's and data network providers that will sell @Link services to their target markets.

Thomas M. Jannsen, CPA – Vice President of Finance

Mr. Jannsen has 22 years of experience in Public Accounting. He was a shareholder and partner in the firm of Jannsen and Co., S.C. Mr. Jannsen provided CPA / consulting services to @Link prior to accepting the position of Vice President of Finance. He has provided strategic direction to @Link in areas of capital formation, operations, finance, leasing and vendor contracts. His public accounting experience has given him cross industry background in telecommunications, real estate and real estate development, advertising, printing, wholesale distribution and manufacturing. Mr. Jannsen has served as chair of the management consulting services committee of CPA America, Inc. Mr. Jannsen is also a member of AICPA and the WICPA, where he serves on the public policy committee. He is involved in ScoutNet 2000 for the local Boy Scouts of America council. He has a BBA in accounting from the University of Wisconsin-Milwaukee.

David R. Bornmann, Vice President of Marketing

Mr. Bornmann is a successful marketing professional with over 13 years of marketing experience in a number of highly competitive industries including information technology, wireless communications and energy. As Vice President of Marketing he has successfully managed all aspects of marketing including: marketing strategy; advertising; public relations; market research; database marketing; corporate communications; web site creation and management; and market analysis. Dave's work history includes a variety of marketing roles for SkyTel, SBC Communications/Cellular One, Andersen Consulting and Statoil Energy. He received an MBA in Marketing from the Kellogg Graduate School of Management at Northwestern University and a BA in Economics from Swarthmore College.

Wayne Bell, Vice President of Product Marketing & Development

Mr. Bell brings over seven years of telecom experience that includes a dynamic range of experience from Network Planning and Engineering, Operations, Sales, and Product Marketing and Development. He has an undergraduate degree in Marketing, as well as a Masters in Business Administration. Other skills that will contribute to the success of @Link include Program and Project Management, Cross-functional team leadership, Process development and improvement, Performance Measurement development, and OSS integration solutions.

Aundra Goodrum, Vice President of Sales

Mr. Goodrum has over 19 years of experience in the telecommunications and computing industries. Mr. Goodrum has held executive level positions in sales and account management with companies including AT&T Bell Laboratories, Bellcore, US WEST and most recently Objective Systems Integrators. He has developed and managed high performance sales organizations and structures and has consistently exceeded business targets. He also developed, implemented and managed the technical training program for a major RBOC targeted at their Data Communications business initiative. He pursued his BS degree in Computer Science from Iona College in Yonkers New York.

Robert Shofi, HR & Organizational Development

Mr. Shofi brings 14 years of Human Resources and Operations experience to @Link. He has been involved with several companies that were in a start up or turn around mode and has experience in the integration of newly acquired companies. Bob has four years of operations experience at the Senior Management level. Responsibilities in that area include sales / service call center development and implementation, model office development and process re-engineering. Mr. Shofi served as Senior Vice President of Corporate Development for Zurich Insurance. In his previous position, Mr. Shofi was Vice President of Operations for a non standard insurance company. Mr. Shofi has his degree in Psychology

EXHIBIT 4

List of Exchanges

@link Networks, Inc. seeks authority in the service territories of the following incumbent local exchange carriers:

Exchanges Served by Southwestern Bell

Adrian	Eldon	Leadwood	Republic
Advance	Elsberry	Lee Summit	Richmond
Agency	Essex	Liberty	Richwoods
Altenburg-Frohn	Eureka	Lilbourne	Risco
Antonia	Excelsior Springs	Linn	Riverview
Archic	Fair Grove	Lockwood	Rogersville
Argyle	Farley	Louisiana	Rushville
Armstrong	Farmington	Macks Creek	Saint Charles
Ash Grove	Fayette	Malden	Saint Clair
Beaufort	Fenton	Manchester	Saint Joseph
Bell City	Ferguson	Marble Hill	Saint Louis
Belton	Festus-Crystal City	Marceline	Saint Marys
Benton	Fisk	Marionville	Sainte Genevieve
Billings	Flat River	Marshall	San Antonio
Bismarck	Florissant	Marston	Sappington
Bloomfield	Frankford	Maxville	Scott Cty
Bloomsdale	Fredericktown	Mehlville	Sedalia
Blue Springs	Freeburg	Meta	Senath
Bonne Terre	Fulton	Mexico	Sikeston
Boonville	Gideon	Moberly	Slater
Bowling Green	Gladstone	Monett	South Kansas City
Bridgeton	Glasgow	Montgomery City	Southville
Brookfield	Grain Valley	Morchouse	Spanish Lake
Camdenton	Gravios Mills	Nashua	Springfield
Campbell	Gray Summit	Neosho	Stanberry
Cape Girardeau	Greenwood	Nevada	Strafford
Cardwell	Hannibal	New Franklin	Tiffany Springs
Carl Junction	Harvester	New Madrid	Trenton
Carrollton	Hayti	Nixa	Tuscumbia
Carthage	Herculaneum-Pevely	Oak Ridge	Union
Caruthersville	Higbee	Oakville	Valley Park
Cedar Hill	High Ridge	Old Appleton	Versailles
Center	Hillsboro	Oran	Vienna
Chaffee	Holcomb	Osage Beach	Walnut Grove
Charleston	Homersville	Overland	Wardell
Chesterfield	Imperial	Pacific	Ware
Chillicothe	Independence	Parkville	Washington
Clarksville	Jackson	Patton	Webb City
Clever	Jasper	Paynesville	Webster Groves
Climax Springs	Joplin	Perryville	Wellsville
Creve Couer	Kansas City	Pierce City	Westphalia
De Soto	Kennett	Pocahontas-New	Willard
De Kalb	Kirksville	Wells	Wyatt
Deering	Kirkwood	Pond	
Delta	Knob Noster	Poplar Bluff	
Dexter	La Monte	Portages des Sioux	
Downing	Ladue	Portageville	
East Prairie	Lake Ozark	Puxico	
East Independence	Lamar	Quilin	
Edina	Lancaster	Raytown	

Exchanges Served by GTE Midwest, Inc.

Alton	Dora	Laddonia	Saint James
Amazonia	Easton	Lawson	Saint Peters
Anapolis	Edgar Springs	Leasburg	Santa Fe
Arcola	El Dorado Springs	Lesterville	Sarcoxie
Ashland	Elkland	Lewistown	Savannah
Augusta	Ellsmore	Licking	Schell City
Aurora	Elmer	Louisburg	Seymour
Ava	Eminence	Lowry City	Shelbina
Avenue City	Everton	Macon	Shelbyville
Avilla	Ewing	Manes	Sheldon
Belgrade	Exeter	Mano	Shell Knob
Belk	Fillmore	Mansfield	Sparta
Bellevue	Foley	Marshfield	Stewartsville
Birch Tree	Fordland	Marthasville	Stoutsville
Bland	Foristell	Maysville	Sturgeon
Blue Eye	Forsyth	Milo	Thayer
Bolckow	Fremont	Monroe City	Theodosia
Boss	Gainesville	Montauk	Thomasville
Bourbon	Galena	Monticello	Timber
Bradleyville	Golden City	Morrison	Trimble
Branson	Gorin	Moscow Mills	Troy
Branson West	Gower	Mount Sterling	Truxton
Brayner	Greenfield	Mount Vernon	Turney
Bronaugh	Groverspring	Mountain Grove	Urbana
Brunswick	Hallsville	Mountain View	Van Buren
Buffalo	Hamilton	Nebo	Vanzant
Bunker	Hartville	New Melle	Vichy
Cabool	Hawk Point	Niangua	Walker
Caledonia	Helena	Norwood	Warrenton
Cameron	Hermann	O'Fallon	Washburn
Canton	Hermitage	Oates	Wasola
Cape Fair	High Hill	Old Monroe	Wayland
Cassville	Highlandville	Osborn	Weaubleau
Caulfield	Holstein	Osceola	Wentzville
Cedar Creek	Houston	Ozark	West Plains
Centerville	Humansville	Palmyra	West Quincy
Centralia	Hunnewell	Paris	Wheatland
Chamois	Hurley	Perry	Whitesville
Clarence	Irondale	Pittsburg	Willow Springs
Clark	Ironton	Plattsburg	Winfield
Clarksdale	Jamestown	Potosi	Winona
Collins	Jenkins	Prairie Home	Woodridge
Columbia	Jerico Springs	Preston	Wright City
Concordia	Jonesburg	Protem	
Conway	Kahoka	Raymondville	
Cosby	Keytesville	Reeds Spring	
Crane	Kidder	Revere	
Cross Timbers	Kimberling City	Roby	
Cuba	Kingston	Rocheport	
Dadeville	Koshonong	Rockaway Beach	
Dalton	La Belle	Rockville	
Dardenne	La Grange	Rosendale	
Defiance	La Plata	Safe	

Exchanges served by Sprint Missouri, Inc. d/b/a Sprint (Sprint)

Appleton City	Orrick
Blackburn	Oterville
Blairstown	Pickering
Brazito	Platte City
Buckner	Pleasant Hill
Butler	Richland
Calhoun	Rolla
California	Russelville
Camden Point	Saint Robert
Centertown	Saint Thomas
Centerview	Salem
Chilhowee	Smithton
Clarksburg	Strasburg
Clinton	Sweet Springs
Coal	Syracuse
Cole Camp	Taos
Craig	Tarkio
Dearborn	Tipton
Deepwater	Urich
Edgerton	Warrensburg
Eugene	Warsaw
Fairfax	Waverly
Ferrelview	Waynesville
Fort Leonard Wood	Wellington
Green Ridge	Weston
Hardin	Windsor
Harrisonville	
Henrietta	
Holden	
Holt	
Holts Summit	
Hopkins	
Houstonia	
Ionia	
Jefferson City	
Kearney	
King City	
Kingsville	
Lake Lotawana	
Lebanon	
Leeton	
Lexington	
Lincoln	
Lonejack	
Malta Bend	
Maryville	
Missouri City	
Montrose	
Mound City	
New Bloomfield	
Newburg	
Norborne	
Oak Grove	
Odessa	