

FISCHER & DORITY
PROFESSIONAL CORPORATION

Attorneys at Law
Regulatory & Governmental Consultants

101 Madison, Suite 400
Jefferson City, MO 65101
Telephone: (573) 636-6758
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James M. Fischer
Larry W. Dority

January 22, 2003

FILED

JAN 22 2003

**Missouri Public
Service Commission**

Secretary of the Commission
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102-0360

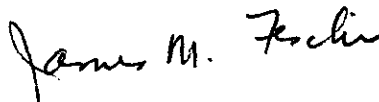
RE: *In the matter of the Application of Convergia, Inc. for a Certificate of Service Authority to Provide Competitive Intrastate Interexchange Telecommunications Services within the State of Missouri*

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter are the original and eight (8) copies of the Application of Convergia, Inc. A copy of the foregoing Application has been hand-delivered or mailed this date to each parties of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
Enclosures

cc: Dana K. Joyce, General Counsel
Office of the Public Counsel

**BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI**

In the Matter of the Application of)
Convergia, Inc. for a Certificate of)
Service Authority to Provide) Case No. _____
Competitive Intrastate Interexchange)
Telecommunications Services within the)
State of Missouri.)

APPLICATION

COMES NOW Convergia, Inc., and 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 392.440, RSMo 2000,¹ an order classifying Applicant as a competitive telecommunications carrier, and an order waiving or suspending certain Commission rules and statutory provisions pursuant to Sections 392.420 and 392.440. In support of its request, Applicant provides the following information:

1. Applicant is a corporation, organized under the laws of the State of Delaware on May 15, 2000. Applicant's principal office is located at:

237 Hymus Blvd.
Pointe Claire, Quebec
H9R 5C7 Canada

Company Contact: Steve Roussos, Chief Financial Officer
Telephone: (514) 693-6300
Facsimile: (514) 693-6354

A copy of Applicant's Articles of Incorporation are attached hereto as **Exhibit A** and incorporated herein by reference. A copy of Applicant's Certificate of Authority to

¹ All citations to statutory sections are to the 2000 Revised Statutes of Missouri, as currently supplemented, unless otherwise indicated.

Transact Business in Missouri is attached hereto as **Exhibit B** and incorporated herein by reference.

2. Applicant is a non-facilities based provider of resold telecommunications services. Applicant proposes to offer a variety of switched and dedicated services, including "1-Plus," toll-free, calling card, and prepaid calling card services to residential and business customer throughout the state of Missouri. Applicant's tariff, containing the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services, is being filed simultaneously with this application and has a forty-five (45) day effective date.

3. Applicant's statutory representation in the state of Missouri is:

CT Corporation System
120 South Central Avenue
Clayton, Missouri 63105

4. Applicant proposes to offer resold switched and dedicated access interexchange telecommunications services throughout the state of Missouri, in accordance with its tariffs as approved by the Commission.

5. Applicant possesses the managerial and technical telecommunications experience necessary to provide interexchange telecommunications services.

6. Applicant possesses the financial capability to provide the requested service.

7. Applicant requests classification as a competitive telecommunications company operating within the state of Missouri. Applicant further requests classification of its services described in its proposed tariff as competitive services.

8. Applicant will not unjustly discriminate among its customers, which discrimination is prohibited pursuant to Section 392.200.

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

10. Applicant does not provide alternative operator services.

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

Stacey Klinzman
Director – Regulatory Compliance
Miller Isar, Inc.
7901 Skansie Ave., Suite 240
Gig Harbor, Washington 98335
Telephone: (253) 851-6700
Facsimile: (253) 851-6474
Email: sklinzman@millerisar.com

and to:

James M. Fischer
Fischer & Dority, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383
Email: jfischerpc@aol.com

12. Applicant also respectfully requests, pursuant to Section 392.420, 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 and 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 240-33.030	-	Minimum charge rules
4 CSR 240-35	-	Bypass
Section 392.210.2	-	Establish uniform system of accounts for annual reports
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 392.300.2	-	Acquisition of stock
Section 392.310	-	Issuance of stocks and debt
Section 392.320	-	Stock dividend payment
Section 392.330	-	Issuance of securities, debt, and notes
Section 392.340	-	Reorganization(s)

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 non-competitive 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.

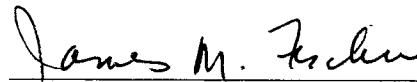
13. Applicant has no annual reports or regulatory assessment fees that are overdue in Missouri.

14. Applicant has no pending actions of final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment, or decision has occurred within three (3) years of the date of this application.

15. Applicant submits that the public interest will be served by Commission approval of Convergia's application because the proposed services will create and enhance competition and expand customer service options consistent with the legislative goals set forth in the federal Telecommunications Act of 1996, and Chapter 392, RSMo 2000. Prompt approval of Convergia's application also will expand the availability of innovative, high quality, and reliable telecommunications services within the state of Missouri.

WHEREFORE, Applicant Convergia, Inc. respectfully requests the Missouri Public Service Commission to grant it a Certificate of Service Authority to provide competitive intrastate interexchange telecommunications services within the state of Missouri; an order classifying it as a competitive telecommunications company providing competitive service; an order suspending, waiving, or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the state of Missouri; and for such further orders as the Commission deems appropriate.

Respectfully submitted,



James M. Fischer, Esq. MBN 27543
E-mail: jfischerpc@aol.com
FISCHER & DORITY, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383

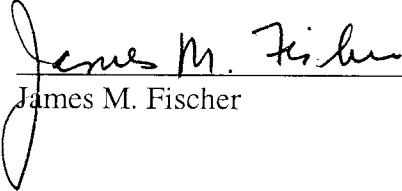
Attorneys for Applicant

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing Application has been hand-delivered or mailed, First Class mail, postage prepaid, this 22nd day of January 2003, to:

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

Dana K. Joyce, General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City MO 65102

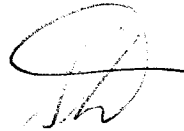


James M. Fischer

VERIFICATION OF APPLICANT

PROVINCE OF QUEBEC)
) ss.
COUNTRY OF CANADA)

I, Steve Roussos, first being duly sworn upon oath, depose and say I am Chief Financial Officer of Convergia, Inc., 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 to those matters stated upon information and belief, and as to those, I believe the same to be true.



Steve Roussos
Chief Financial Officer
Telephone: (514) 693-6300
Facsimile: (514) 693-6354

Subscribed and sworn to before me, a Notary Public on this 7 day of January 2003.



Notary Public

My Commission expires:

for life

**BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI**

In the Matter of the Application of)
Convergia, Inc. for a Certificate of)
Service Authority to Provide)
Competitive Intrastate Interexchange)
Telecommunications Services within the)
State of Missouri.)

Case No. _____

LIST OF EXHIBITS

- | | |
|-----------|---------------------------|
| EXHIBIT A | Articles of Incorporation |
| EXHIBIT B | Certificate of Authority |

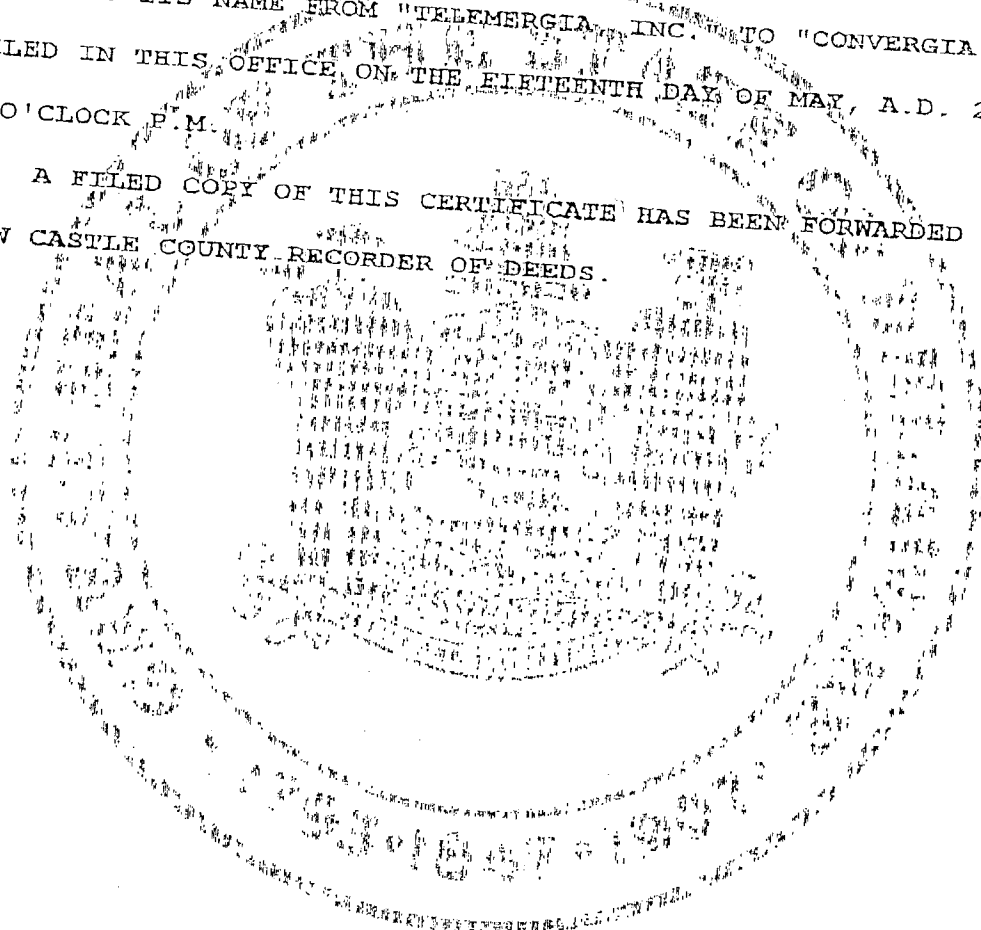
EXHIBIT A

ARTICLES OF INCORPORATION
(Attached)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TELEMERGIA, INC.", CHANGING ITS NAME FROM "TELEMERGIA, INC." TO "CONVERGIA, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2000, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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001247330

AUTHENTICATION: 0439889

DATE: 05-16-00

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
TELEMERGIA, INC.

Pursuant to Section 241 of the General Corporation Law of the State of Delaware, Telemergia, Inc. (the "Corporation"), a Delaware corporation, hereby certifies that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FIRST and inserting in lieu thereof a new Article FIRST to read as follows:

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Convergia, Inc.

2. The Board of Directors of the Corporation, by unanimous written consent, adopted and approved the foregoing amendment; and
3. The Corporation has not received any payment for stock to date.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and executed in its corporate name by Mitchell Weinberg, its Secretary on this 15th day of May, 2000.

Telemergia, Inc.

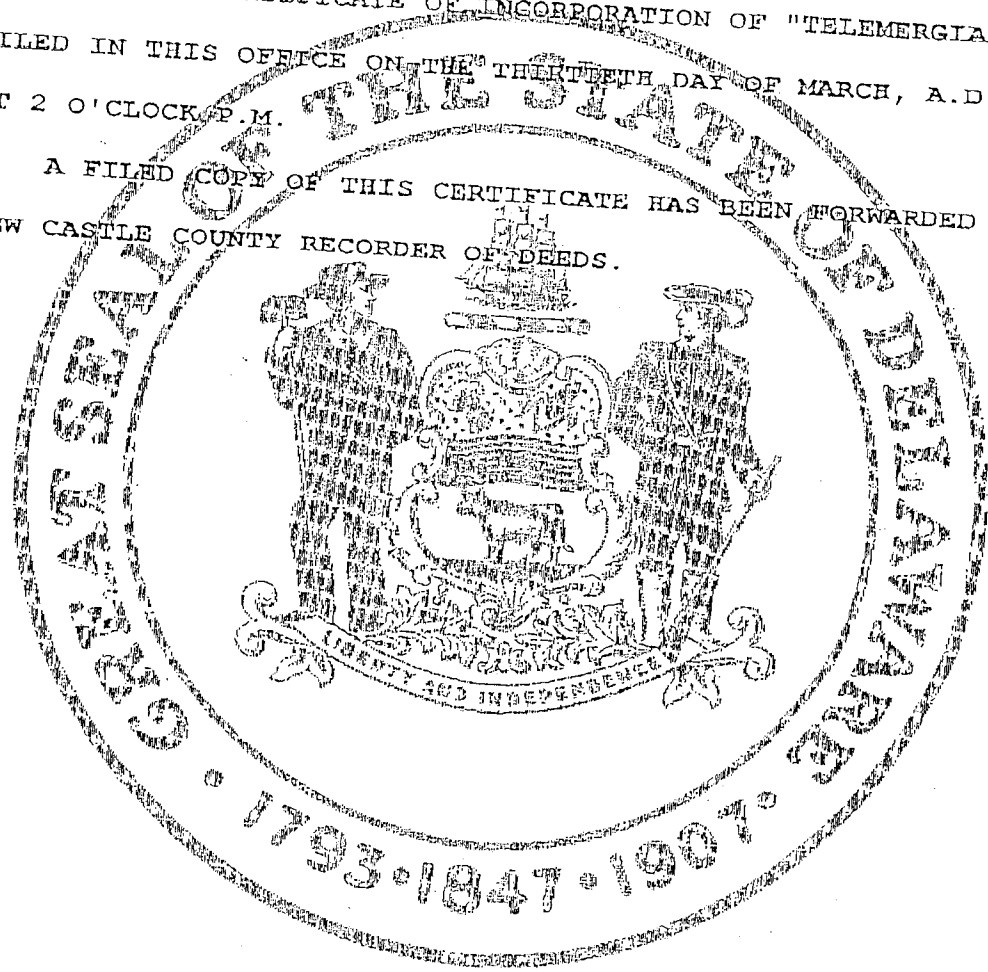
By: Mitchell Weinberg
Name: Mitchell Weinberg
Title: Secretary

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELEMERGIA, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF MARCH, A.D. 2000, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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001163350

AUTHENTICATION: 0352426
DATE: 03-31-00

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CERTIFICATE OF INCORPORATION

OF

TELEMERGIA, INC.

FIRST: The name of the corporation (hereinafter sometimes referred to as the "Corporation") is:

Telemergia, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, New Castle County, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

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.

FOURTH: The aggregate number of all classes of shares which the Corporation shall have the authority to issue is three thousand (3,000) shares of common stock, with no par value.

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any share of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time or from time to time be issued, sold or offered for sale by the Corporation; provided, however, that in connection with the issuance or sale of any such shares or securities, the Board of Directors of the Corporation may, in its sole

FROM LATHAM & WATKINS WASH. DC #4
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discretion, offer such shares or securities, or any part thereof, for purchase or subscription by the holders of shares of the Corporation, except as may otherwise be provided by this Certificate of Incorporation, as amended from time to time.

At all times, each holder of common stock of the Corporation shall be entitled to one vote for each share of common stock held by such stockholder standing in the name of such stockholder on the books of the Corporation.

FIFTH: The name and address of the Incorporator is as follows:

Jennifer A. Kate
Latham & Watkins
1001 Pennsylvania Avenue, NW
Suite 1300
Washington, D.C. 20004

SIXTH: In furtherance and not in limitation of the power conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for the 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 involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transactions from which the director derived an improper personal benefit.

EIGHTH: Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter

FROM LATHAM & ATKINS WASH DC #4
(THU) 3. 30 '00 13:57/13:50/NO. 4261783341 P 6

prescribed by the General Corporation Law of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of March, 2000.

Jennifer A. Kate
Jennifer A. Kate
Incorporator

EXHIBIT B

CERTIFICATE OF AUTHORITY

(Attached)

No. F00506586

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
CONVERGIA, INC.

using in Missouri the name
CONVERGIA, 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, MATT BLUNT, 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 8th day of MARCH, 2002.



Matt Blunt

Secretary of State

\$155.00



State of Missouri
Matt Blunt, Secretary of State

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

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

MAR 08 2002

Application for Certificate of Authority
For a Foreign For-Profit Corporation
(Submit in duplicate with filing fee of \$155.00)

Matt Blunt
SECRETARY OF STATE

- 1. The corporation's name is Convergia, Inc. and it is organized and existing under the laws of Delaware
2. The name it will use in Missouri is Convergia, Inc.
3. The date of its incorporation was March 13, 2000, and the period of its duration is perpetual
4. The address of its principal place of business 237 Hymus Boulevard, Pointe-Claire, Quebec, H9R 5C7 CANADA
5. The name and address of its registered agent and office in the State of Missouri is C T Corporation System 120 South Central Avenue, Clayton, MO. 63105
6. The specific purpose(s) of its business in Missouri are: Any lawful act/activity for which corporation may be organized in Delaware and/or Missouri including telecommunication services.
7. The name of its officers and directors and their business addresses are as follows:
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

In affirmation thereof, the facts stated above are true.
Frederick Miller Chairman of the Board 2/18/02
(Authorized Signature) (Printed Name) (Title) (Date)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONVERGIA, 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 FIRST DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1642060

DATE: 03-01-02