

STATE OF TEXAS  
COUNTY OF COLLIN

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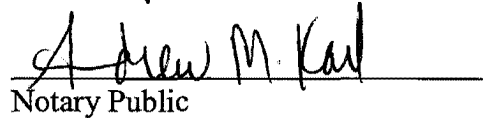
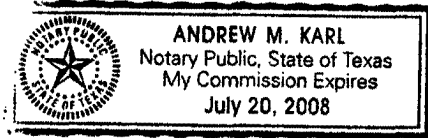
**VERIFICATION**

I, Robert W. McCausland, state that I am Vice President and Secretary of Sage Telecom, Inc., the Applicant to the foregoing Application; that I am authorized to make this Verification on behalf of Sage Telecom, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



Robert W. McCausland  
Vice President and Secretary  
Sage Telecom, Inc.

Sworn and subscribed before me this 31<sup>st</sup> day of August, 2007.



Notary Public

My commission expires July 20, 2008

**LIST OF EXHIBITS**

Exhibit A	Amended and Restated Articles of Incorporation
Exhibit B	Authority to Transact Business as a Foreign Corporation in Utah
Exhibit C	Financial Statements <i>(CONFIDENTIAL - FILED UNDER SEAL)</i>
Exhibit D	Management Biographies
Exhibit E	Chart of Accounts <i>(CONFIDENTIAL - FILED UNDER SEAL)</i>
Exhibit F	5 Year Projection of Expected Operations <i>(CONFIDENTIAL - FILED UNDER SEAL)</i>
Exhibit G	Proposed Local Exchange Tariff
Exhibit H	Proposed Intrastate Access Tariff

**EXHIBIT A**

Amended and Restated Articles of Incorporation

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Roger Williams  
Secretary of State

## Office of the Secretary of State

May 30, 2007

CT Corporation System  
701 Brazos, Ste. 360  
Austin, TX 78701 USA

RE: SAGE TELECOM, INC.  
File Number: 140742400

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It has been our pleasure to file the restated articles for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Statutory Filings Division  
(512) 463-5555

Enclosure



**Office of the Secretary of State**

**CERTIFICATE OF RESTATED ARTICLES  
OF**

**SAGE TELECOM, INC.  
140742400**

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 05/30/2007

Effective: 05/30/2007



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams  
Secretary of State

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SAGE TELECOM, INC.**

FILED  
In the Office of the  
Secretary of State of Texas  
MAY 30 2007  
Corporations Section

Pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act (the "Act"), the undersigned, an officer of Sage Telecom, Inc. (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Sage Telecom, Inc.
2. The Articles of Incorporation of the Corporation, as amended, are hereby amended by striking each Article thereof and by substituting in lieu thereof the Second Amended and Restated Articles of Incorporation hereinafter provided for.
3. This certificate accurately copies the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended hereby and this certificate contains no other change in any provision of the Articles of Incorporation, as amended.
4. Each such amendment has been effected in conformity with the provisions of the Act and by the Corporation's constituent documents.
5. The Articles of Incorporation of the Corporation, as amended and restated herein, were adopted by the Corporation's sole shareholder in accordance with the Act on May 30, 2007 and shall upon the effective date of these Second Amended and Restated Articles of Incorporation, read as follows:

**ARTICLE ONE**

The entity being formed is a business corporation. The name of the corporation is Sage Telecom, Inc. (the "*Corporation*").

**ARTICLE TWO**

The purpose for which the Corporation is organized is the transaction of any and all lawful purposes for which a for-profit corporation may be organized under the Texas Business Corporation Act.

**ARTICLE THREE**

The business address of the registered office of the Corporation is 800 Brazos, Suite 400, Austin, Texas 78701, and the name of the registered agent at such address is National Corporate Research, Ltd.

#### ARTICLE FOUR

The Board of Directors is currently comprised of one director, and the name and address of such person is as follows:

**Name:**

Brian Kushner

**Address:**

805 Central Expressway South  
Suite #100  
Allen, Texas 75013

#### ARTICLE FIVE

The aggregate number of shares of capital stock that the Corporation will have authority to issue is 1,000, all of which will be shares of Common Stock, having no par value.

#### ARTICLE SIX

No shareholder of the Corporation will, solely by reason of holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such shareholder. The Board of Directors may authorize the issuance of, and the Corporation may issue, shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the Corporation.

#### ARTICLE SEVEN

Shareholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

#### ARTICLE EIGHT

Any action that under the provisions of the Texas Business Corporation Act would, but for this Article, be required to be authorized by the affirmative vote of the holders of any specified portion of the shares of the Corporation will require the approval of the holders of a majority of the shares of the Corporation entitled to vote on that matter, notwithstanding the vote required by the Texas Business Corporation Act.

#### ARTICLE NINE

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

## ARTICLE TEN

Any action required or permitted by law, these Second Amended and Restated Articles of Incorporation, or the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed and dated by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Prompt notice of the taking of any action by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders who did not consent in writing to the action.

## ARTICLE ELEVEN

The Corporation will, to the fullest extent permitted by the Texas Business Corporation Act, as the same exists or may hereafter be amended, indemnify any and all persons who are or were serving as director or officer of the Corporation, or who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee or employee of another corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, from and against any and all of the expenses, liabilities or other matters referred to in or covered by the Texas Business Corporation Act. Such indemnification may be provided pursuant to any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the capacity of director or officer and as to action in another capacity while holding such office, will continue as to a person who has ceased to be a director or officer and inure to the benefit of the heirs, executors and administrators of such a person.

If a claim under this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Texas for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Texas nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.



## ARTICLE TWELVE

To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article.

**[Signature page follows]**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 30<sup>th</sup> day of  
May, 2007.

SAGE TELECOM, INC

  
\_\_\_\_\_  
Brian Cashner, President

**EXHIBIT B**

Authority to Transact Business as a Foreign Corporation



Francine Giani  
Executive Director  
Department of Commerce

Jon M. Huntsman, Jr.  
Governor  
State of Utah

Kathy Berg  
Director  
Division of Corporations  
& Commercial Code

**STATE OF UTAH**  
**DEPARTMENT OF COMMERCE**  
***DIVISION OF CORPORATIONS & COMMERCIAL CODE***  
**CERTIFICATE OF REGISTRATION**

NATIONAL REGISTERED AGENTS, INC.  
**SAGE TELECOM, INC.**  
395 W 2900 N  
PLEASANT GROVE UT 84062

Online Access Code  
Code: 4298501



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**Corporation - Foreign - Profit**

This certifies that **SAGE TELECOM, INC.** has been filed and approved on **June 12, 2007** and has been issued the registration number **6650697-0143** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG  
Division Director

\*The Access Code is used for Online Applications used by this Division only.



**State of Utah**  
**DEPARTMENT OF COMMERCE**  
**Division of Corporations & Commercial Code**  
**Application for Authority to Conduct Affairs for a Foreign Corporation**

File Number \_\_\_\_\_

Non-Refundable Processing Fee:	
<input checked="" type="checkbox"/> Profit	\$52.00
<input type="checkbox"/> Nonprofit	\$22.00

JUN 12 2007

**EXPEDITE**

A certification of Good Standing/Existence from the State of Incorporation dated no earlier than ninety (90) days prior to filing with this office is attached to this application. Utah Div. Of Corp. & Comm. Code

1. Exact Corporate Name:	SAGE TELECOM, INC.				
2. A corporation of the state of:	TEXAS	3. Date Incorporated:	JULY 18, 1996		
4. The corporation's period of duration is:	PERPETUAL (usually perpetual)				
5. The address of the corporation's principal office is:	805 CENTRAL EXPRESSWAY SOUTH <small>Street Address Line 1</small> SUITE 100 <small>Street Address Line 2</small> City ALLEN State TX Zip 75013				
6. The Registered Agent in Utah is:	NATIONAL REGISTERED AGENTS, INC.				
7. The address of the registered office in Utah is: <small>Utah Street Address Required, PO Boxes can be listed on the line below the Street Address</small>	395 W. 2900 N <small>Street Address Line 1</small> <small>Street Address Line 2</small> City PLEASANT GROVE State UT Zip 84062				
8. I, <u>JOAN T. PETTY, Assistant Secretary</u> <small>Signature of Registered Agent (Required)</small>	NATIONAL REGISTERED AGENTS, INC., agree to serve as a registered agent for the above-mentioned foreign corporation.				
9. If the name is not available in Utah the corporation shall use as it's name: <i>{Please refer to (U.C.A. 16-10a-1506)}</i>					
10. The corporation commenced or intends to commence business in Utah on:	OCTOBER 15, 2007				
11. The names and addresses of the corporation's officers and directors are:					
<b>Position:</b>	<b>Name</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
President	PLEASE SEE ATTACHED				
Vice-President					
Secretary					
Treasurer					
Director					
Director					
Director					
Other					
12. The business purposes to be pursued in Utah are:	PROVIDE TELECOMMUNICATIONS SERVICES				
<small>Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.</small>					
<u>Kathy W. McCausland</u> <small>Authorized Signer Signature</small>			VICE PRESIDENT AND SECRETARY <small>Title</small>		
<small>Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.</small>					

06-12-07P04:09 RCVD

Mailing/Faxing Information: [www.corporations.utah.gov/contactus.html](http://www.corporations.utah.gov/contactus.html) Division's Website: [www.corporations.utah.gov](http://www.corporations.utah.gov)

State of Utah  
 Department of Commerce  
 Division of Corporations and Commercial Code  
 I hereby certified that the foregoing has been filed and approved on this 10 day of June 2007  
 in this office of this Division and hereby issued This Certificate thereof.  
 Examiner BBF Date 6/14/07  
Kathy Berg  
 Kathy Berg  
 Division Director

Date: 06/13/2007  
 Receipt Number: 2152898  
 Amount Paid: \$808.00



6650697

**SAGE TELECOM, INC.**  
805 CENTRAL EXPRESSWAY SOUTH  
SUITE 100  
ALLEN, TX 75013

OFFICERS

PRESIDENT AND CEO – BRIAN G. KUSHNER  
805 CENTRAL EXPRESSWAY SOUTH, SUITE 100, ALLEN, TX 75013

SENIOR VICE PRESIDENT, CFO – JOHN T. DEBUS  
805 CENTRAL EXPRESSWAY SOUTH, SUITE 100, ALLEN, TX 75013

SENIOR VICE PRESIDENT, COO – JEFFREY S. SEIDEN  
805 CENTRAL EXPRESSWAY SOUTH, SUITE 100, ALLEN, TX 75013

VICE PRESIDENT AND SECRETARY – ROBERT W. MCCAUSLAND  
805 CENTRAL EXPRESSWAY SOUTH, SUITE 100, ALLEN, TX 75013

DIRECTORS

ARA LOVITT  
TWO GREENWICH PLAZA, 1<sup>ST</sup> FLOOR, GREENWICH, CT 06830

RICH PARISI  
TWO GREENWICH PLAZA, 1<sup>ST</sup> FLOOR, GREENWICH, CT 06830

BRIAN G. KUSHNER  
805 CENTRAL EXPRESSWAY SOUTH, SUITE 100, ALLEN, TX 75013

NICHOLAS VANTZELFDE  
805 CENTRAL EXPRESSWAY SOUTH, SUITE 100, ALLEN, TX 75013

06-12-07P04:09 RCVD



## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for SAGE TELECOM, INC. (file number 140742400), a Domestic For-Profit Corporation, was filed in this office on July 18, 1996.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 11, 2007.

06-12-07P04:09 RCV0



A handwritten signature in cursive script that reads "Roger Williams".

Roger Williams  
Secretary of State

**EXHIBIT C**

Financial Statements

***CONFIDENTIAL - FILED UNDER SEAL***



**EXHIBIT D**

Management Biographies

## MANAGEMENT BIOGRAPHIES

**Brian Kushner** serves as the President and CEO of Sage Telecom, Inc., and is the co-founder of CXO, L.L.C., the Dallas-based international interim and turnaround management firm specializing in telecommunications, technology and media. He is also the founder of BGKC, LLC, the predecessor firm to CXO. Prior to Sage, he served as President and CEO of Pacific Crossing Limited, an international carrier with major trans-Pacific subsea fiber optic cables connecting the U.S. and Japan. Over the last nine years, Brian and members of his firm have served as the CEO, CRO, Board members or other C-level interim managers at numerous firms including RCN, Sage Telecom, wine.com, Pacific Crossing, Birch Telecom, VarTec/Excel, Pac-West Telecom, CTC Communications, Intira, OpTel, USOne, Flashnet, and GMAC/TSC. In CXO's advisory practice, they have advised lenders and other stakeholders on significant matters involving Broadwing, Genuity, Allegiance Telecom, New World Networks, XO Communications, Williams Communications, Velocita, Newcomm Wireless, and over fifteen other entities. Prior to CXO and BGKC, Brian founded Recompute, served as an interim executive for MCC and BSG, and spent ten years with BDM International, a defense and systems integration firm. Brian serves on the board of directors of Sage Telecom, Pacific Crossing and Headway Corporate Resources and the advisory board of directors of the College of Natural Sciences of the University of Texas at Austin. Brian has a BS, MS, and PhD in Applied and Engineering Physics, the latter with a minor in Electrical Engineering, all from Cornell University, Ithaca, NY.

**Jeffrey (Jeff) Seiden** serves as the Senior Vice President and Chief Operating Officer of Sage Telecom, Inc., and is a Senior Director at CXO, L.L.C., the Dallas-based international interim and turnaround management firm specializing in telecommunications, technology and media. In addition to his role at Sage, Jeff provides business strategy, merger and acquisition, diligence and global business operation advisory services to CEOs and Boards of Directors of public and private companies through CXO and TechBizDev, Inc. Previously, Jeff held roles as Sr. Vice President of Corporate Development, COO and CIO for Pervasive Software Inc. driving global operations, managing numerous M&A deals up to \$50 million worldwide and integrating acquired businesses. Jeff was the founder, President and CEO of nuLogic Inc., an automation technology company, successfully growing nuLogic for ten years before its acquisition by National Instruments Inc. in 1997. With over twenty-five years of experience in business strategy, management, technology and diligence, Jeff has held executive-level and senior operating positions at: Liaison Tech, Question Technologies, Austin Ventures AVLabs, Cambridge Robotic Systems, Inspex, Inc., and LTX Corporation. Jeff has served as a Director or Technology Board member, published articles on automation and process control, and built offshore development, distribution and support operations in Europe, Japan, and India. Jeff earned his B.S. in Electrical and Computer Engineering, Cum Laude with a minor in Mathematics from Syracuse University.

**John Debus** serves as the Senior Vice President, CFO and Treasurer of Sage Telecom, Inc. and is a Director at CXO, L.L.C., the Dallas-based international interim and turnaround management firm specializing in telecommunications, technology and media. While at CXO, John has served as acting CFO of wine.com, an online, nation-wide wine and specialty gift retailer and has filled various support roles for several turnaround projects. Prior to joining CXO, John has served as CFO of Goodman Networks, a privately held Engineering, Furnishing & Installation Services Company, specializing in the telecommunications sector, including wireline, wireless, outside plant and staffing. John has also served Vice President of Finance & Controller at Allegiance Telecom. While at Allegiance, he participated in raising over \$1.8 billion in their IPO and Senior Note transactions, and was responsible for Treasury Operations with over \$1.0 billion in investments. Other senior positions held include: Director of Financial & Strategic Planning at Greyhound Lines, Director of Financial Planning at US ONE Communications Corp., Manager of Financial Planning at Trescom International, Inc. John earned a Bachelor of Science Degree in Business Administration from the University of Colorado.

**Shahin Sazej** serves as the Senior Vice President of Systems and has over twenty years of Information Technology experience within the telecommunications industry. Most recently, Shahin served as the Chief Information Officer for Supra Telecom, a Florida-based CLEC serving primarily ethnic communities. Prior to Supra, he served as the CIO for Touchstone Systems, Inc., a voice-over-IP based provider, and for Ionex Telecommunications, an integrated communications provider serving small to medium-sized business customers in Texas, Oklahoma, Kansas and Missouri. Shahin received his BS in Computer Science from Stephen F. Austin State University and his MBA from the University of Dallas.

**Robert (Bob) McCausland** serves as the Vice President and Secretary of Sage Telecom, Inc. He joined Sage as Vice President of Regulatory Affairs in 2003 after more than twenty years in telecommunications. Prior to joining Sage, Bob led Allegiance Telecom's Regulatory and Interconnection Department from start-up stage to a mature organization. Through the mid-1990s, he was responsible for MFS Communications Company's ILEC collocations, unbundled loop implementations and, ultimately, inter-company OSS interface management. His career at MFS began after more than ten years at Bell Atlantic where he negotiated early CAP collocation and interconnection arrangements, managed switched and special access product lines, negotiated the company's first region-wide interconnection agreements with wireless carriers, prepared service cost studies, and oversaw various state and federal regulatory functions. He is a graduate of Marshall University in Huntington, West Virginia.

**Mark Orland** joined Sage in 2003 and serves as the Vice President of Information Systems with responsibility for the design, development, and operations of core business systems. Prior to Sage, he served as CIO of Verio, Inc., the largest provider of domain-based websites in the country, and he was a Technical Architect with PageNet responsible for designing the next generation business and provisioning systems. Prior PageNet, Mark led Sprint Corporation's development team for their customer billing system and promotions systems. Prior to Sprint, Mark started his career with Andersen Consulting where he developed his skills as a software developer and DBA working large development projects in the telecommunications and insurance industries. Mark has a B.S. Degree in Computer Science from the University of Illinois and is a certified Project Management Professional.

**Tighe Merelli** joined the Company in May 2006 as Chief Technical Officer. His 25 years in the information technology and telecommunications industries include participation in every major technology evolution from the installation of the first IBM PC's as an entrepreneur in 1981, to the implementation of large corporate networks as engineering manager for Businessland during the late '80s, to creating one of the first truly convergent telecommunications billing systems. He has held positions in technology management including engineering management, Chief Technology Advisor and Chief Information Officer for advanced telecommunications and information technology companies. Tighe is a graduate of Oklahoma State University.

**Ben Miller** serves as Vice President, Corporate Development at Sage Telecom, Inc. and is a Senior Director at CXO, L.L.C., the Dallas-based international interim and turnaround management firm specializing in telecommunications, technology and media. Prior to Sage, Ben has held many operational and transactional roles. He held the position of Director of Business Restructuring and Development at OpTel, Inc., a triple-play telecom provider and was responsible for asset sales to Adelphia Communications, Time Warner and Lucent totaling over \$70 million. Later, Ben served as the Regional General Manager of the Phoenix and San Francisco operations at OpTel's successor company, TVMax. As part of CXO's engagements, Ben has been on the operational and transactional teams at CTC Communications and part of the advisory team on matters involving Genuity and PT Cable, a trans-pacific undersea cable. Most recently, he was a General Manager in Comcast's Colorado operations. Ben received a Bachelor of Arts in English from Columbia University.

**Bob Kimbrell** is Executive Director, Human Resources at Sage Telecom and joined the company in 2006. He is responsible for all aspects of human resources, including talent acquisition and retention, compensation and benefits, training and development, change management, employee relations and organization development. Prior to joining Sage, he held senior leadership roles at leading technology companies including NEC America, Affiliated Computer Services and TransFirst. A human resources veteran with over 20 years' experience, his industry background includes telecommunications, technology-based business services, diversified financial services and aerospace, ranging from Global Fortune 100 to startup companies. He is a graduate of the University of North Texas.

**EXHIBIT E**

Chart of Accounts

***CONFIDENTIAL - FILED UNDER SEAL***

**EXHIBIT F**

5 Year Projection of Expected Operations

***CONFIDENTIAL - FILED UNDER SEAL***

**EXHIBIT G**

Proposed Local Exchange Tariff

**EXHIBIT H**

Proposed Intrastate Access Tariff