

Attachment 2

ARTICLES OF ORGANIZATION
AND CERTIFICATE OF AUTHORITY FOR THE STATE OF ILLINOIS



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0037738-4

05/02/2000

NATIONAL REGISTERED AGENTS INC
208 S LASALLE ST STE 1855
CHICAGO, IL 60604-0000

RE SEVEN BRIDGES COMMUNICATIONS, L.L.C.

DEAR SIR OR MADAM:

APPLICATION FOR AMENDMENT HAS BEEN PLACED ON FILE, AND THE LIMITED LIABILITY COMPANY CREDITED WITH THE REQUIRED FILING FEE.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.25**

January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment may be made by business firm check payable to Secretary of State. (If check is returned for any reason this filing will be void.)

Illinois
Limited Liability Company Act

Amended Application for Admission

Filing Fee (See note)

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 5-2-2000
Assigned File # _____
Filing Fee \$ 0037-738-4
Approved: [Signature] 100 →

This space for use by Secretary of State

FILED

MAY 02 2000

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: FIRST CHOICE COMMUNICATIONS, L.L.C.

2. File number assigned by the Secretary of State: 0037 738 4

3. Federal employer identification number (F.E.I.N.): 63-1239617

4. This amended application is accompanied by a copy of the Articles of Amendment to the Articles of Organization, as evidence of any change, such copy being duly authenticated by the proper officer of the state or country wherein the limited liability company is organized, which certification is not more than 60 days old.

5. The text of the amendment is:
The name of the limited liability company shall be SEVEN BRIDGES COMMUNICATIONS, L.L.C. (the "Company").

6. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this amended application for admission is to the best of my knowledge and belief, true, correct and complete.

Dated 4/11, 00
(Month/Day) (Year)

[Signature]

(Signature)

Frank E. Evans, Manager

(Type or print name and title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

NOTE:

If the only amendment reported is a change in the registered agent and/or registered office, the filing fee is \$25.

If other changes are reported, the filing fee is \$100.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FIRST CHOICE COMMUNICATIONS, L.L.C.", CHANGING ITS NAME FROM "FIRST CHOICE COMMUNICATIONS, L.L.C." TO "SEVEN BRIDGES COMMUNICATIONS, L.L.C.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2000, AT 1 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

3143449 8100

001178304

AUTHENTICATION: 0366507

DATE: 04-07-00

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF
FIRST CHOICE COMMUNICATIONS, L.L.C.

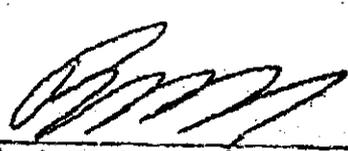
FIRST CHOICE COMMUNICATIONS, L.L.C. (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the Company is FIRST CHOICE COMMUNICATIONS, L.L.C.
2. The Certificate of Formation of the Company is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"ARTICLE I
NAME

The name of the limited liability company shall be SEVEN BRIDGES COMMUNICATIONS, L.L.C. (the "Company")."

Executed on this 7th day of April, 2000.


Benjamin W. Bronston
Authorized Person



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 10, 2000

0037738-4

NATIONAL REGISTERED AGENTS INC
208 S LASALLE ST STE 1855
CHICAGO, IL 60604-0000

RE FIRST CHOICE COMMUNICATIONS, L.L.C.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

Illinois
Limited Liability Company Act

Application for Admission to Transact Business

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 02 10 2000
Assigned File # 0037 738 4
Filing Fee \$400.00
Penalty LB
Approved:

This space for use by
Secretary of State

FILED

FEBRUARY 10, 2000

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

PAID

FEBRUARY 10, 2000

1. Limited Liability Company name: FIRST CHOICE COMMUNICATIONS, L.L.C.
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): 63-1239617

4. Jurisdiction of Organization: Delaware

5. Date of Organization: 12/23/99

6. Period of Duration: perpetual
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

9 East Loockerman Street
(Number) (Street) (Suite)

Dover Delaware 19901 Kent
(City/State) (ZIP Code) (County)

8. Registered agent: National Registered Agents, Inc.
(First Name) (Middle Name) (Last Name)

Registered Office: 208 South LaSalle Street, Suite 1855
(Number) (Street) (Suite.#)

(P.O. Box or c/o are unacceptable) Chicago, County of Cook Illinois 60604
(City) (County) (ZIP Code)

9. The date on which this foreign LLC first did business in Illinois: Upon qualification

LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: *Include the business code # (IRS Form 1065).*

The sale of telecommunications services and products.

11. The limited liability company is managed by:

manager(s)

vested in member(s)

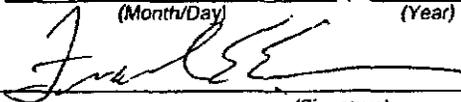
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated _____
(Month/Day) (Year)



(Signature)

(Signature must comply with Section 5-45 of ILLCA)

Frank E. Evans, Manager

(Type or print name and title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF
FIRST CHOICE COMMUNICATIONS, L.L.C.

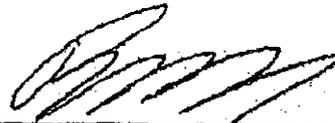
FIRST CHOICE COMMUNICATIONS, L.L.C. (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the Company is FIRST CHOICE COMMUNICATIONS, L.L.C.
2. The Certificate of Formation of the Company is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"ARTICLE I
NAME

The name of the limited liability company shall be SEVEN BRIDGES COMMUNICATIONS, L.L.C. (the "Company")."

Executed on this 7th day of April, 2000.



Benjamin W. Bronston
Authorized Person

State of Delaware

PAGE 1

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 FORMATION OF "FIRST CHOICE COMMUNICATIONS, L.L.C.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 11:15 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3143449 8100

991559904

AUTHENTICATION: 0165355

CERTIFICATE OF FORMATION
OF
FIRST CHOICE COMMUNICATIONS, L.L.C.

The undersigned, desiring to form a limited liability company under the laws of the State of Delaware, does hereby adopt the following Certificate of Formation:

ARTICLE I
NAME

The name of the limited liability company shall be *SEVEN 27 05* **FIRST CHOICE COMMUNICATIONS, L.L.C.** (the "Company").

ARTICLE II
PERIOD OF DURATION

The term for which the Company is to exist as a limited liability company shall commence on the date this Certificate of Formation is filed with the Secretary of State of Delaware, and shall continue until the Company shall be dissolved (a) upon the written consent of all Members; (b) as provided in the Company's Limited Liability Company Agreement; or (c) as may be required by the Delaware Limited Liability Company Act.

ARTICLE III
PURPOSE

The Company is formed to transact any and all lawful business for which a limited liability company made be organized under the Delaware Limited Liability Company Act ("Act"), including, but not limited to the following:

1. Owning and operating an alternative local exchange telecommunications company to provide telecommunications services;

2. Purchasing and reselling tariffed local exchange and toll telecommunications services to the public;

3. Acquiring, owning, buying, selling, investing in, managing, financing, refinancing, exchanging, otherwise disposing of and/or dealing with stocks, securities, partnership interests, limited liability company interests, Certificates of Deposit, mutual funds, commodities, and any and all assets whatsoever, that the Manager may from time to time deem to be in the best interests of the Company;

4. Owning, acquiring, managing, developing, operating, buying, selling, exchanging, encumbering, financing, refinancing, and otherwise dealing with real estate, personal property, and any type of business, as the Manager may from time to time deem to be in the best interests of the Company; and

5. Engaging in any and all activities related or incidental to the foregoing business of the Company.

In furtherance of the business of the Company, the Company shall have all of the rights, powers and authority conferred under or by virtue of the Act and/or under the terms and provisions of the Company's Limited Liability Company Agreement. In the discretion of the Manager, the Company may conduct any additional business which would be legal for a limited liability company to conduct in Delaware or any other jurisdiction in which the Company is operating.

ARTICLE IV
LOCATION OF REGISTERED OFFICE
AND NAME OF REGISTERED AGENT

The initial registered office of the Company shall be at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, in the County of New Castle, and the name of the initial registered agent at such address shall be The Corporation Trust Company.

ARTICLE V
MEMBERS AND ORGANIZER

The names and addresses of the initial Members of the Company are set forth on Exhibit "A" attached to this Certificate. The name of the Organizer of the Company is Frank E. Evans. The address of the Organizer of the Company is set forth on the signature page of this Certificate.

ARTICLE VI
ADDITIONAL MEMBERS

Admission of additional Members shall be governed by the terms and conditions of the Company's Limited Liability Company Agreement.

ARTICLE VII
LIMITED LIABILITY COMPANY AGREEMENT

The Limited Liability Company Agreement of the Company shall be executed or adopted by each Member of the Company and shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or this Certificate.

ARTICLE VIII
CONTINUATION UPON TERMINATION OF MEMBERSHIP

The continuation of the Company upon termination of membership shall be governed by the Company's Limited Liability Company Agreement.

ARTICLE IX
LIABILITIES OF MEMBERS AND MANAGERS

Members and Managers of the Company are not liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation or liability of the Company, whether arising in contract, tort, or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.

ARTICLE X
MANAGEMENT

The Company shall be managed by one (1) manager. Managers need not be Members. The number of Managers may be increased or decreased from time to time in the manner set forth in the Company's Limited Liability Company Agreement; but no decrease shall have the effect of shortening the term of any incumbent Manager. The Manager may be removed and replaced by the Members, as provided in the Company's Limited Liability Company Agreement. The name and business address of the initial Manager is:

Manager's Name

Address

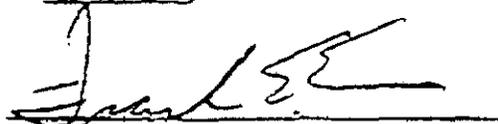
Frank E. Evans

524 Oliver Road
Montgomery, Alabama 36117

ARTICLE XI
AMENDMENTS

Except as otherwise set forth in the Company's Limited Liability Company Agreement, any provision of this Certificate of Formation may be amended only with the consent of a majority in interest of the Members.

IN WITNESS WHEREOF, the undersigned Member, being authorized, caused this Certificate of Formation to be executed this 23rd day of December, 1999.



Frank E. Evans
524 Oliver Road
Montgomery, Alabama 36117

STATE OF ALABAMA

MONTGOMERY COUNTY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Frank E. Evans, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

GIVEN under my hand and official seal this 23rd day of December, 1999.

(SEAL)



Notary Public
My Commission Expires: 9/24/2001

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CERTIFICATE OF FORMATION
OF
FIRST CHOICE COMMUNICATIONS, L.L.C.

EXHIBIT "A"

<u>Members:</u>	<u>Initial Capital Contributions</u>	<u>Membership Interests:</u>
Frank E. Evans 524 Oliver Road Montgomery, Alabama 36117	\$1,000.00	100%