

EXHIBIT 1

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 FORMATION OF "LOCAL TELCOM HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.



3209610 8100

001181732

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0371346

DATE: 04-10-00

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

- **First:** The name of the limited liability company is Local Telcom Holdings, LLC.
- **Second:** The address of its registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington.

The name of its registered agent at such address is Corporation Service Company.

- **Third:** The purpose for which this limited liability company is organized is to engage in any activity within the purpose for which limited liability companies may be organized the State of Delaware, and all such activities shall by such statement be deemed within the purpose of the limited liability company, subject to expressed limitations, if any.

In Witness Whereof, the undersigned have executed this Certificate of Formation of Local Telcom Holdings, LLC this 6th day of April, 2000.

BY:


Authorized Person

NAME: Joel Dichter, Esq.

Type or Print

00035825;1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/07/2000
001181732 - 3209610



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 28, 2000

0044926-1

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

RE LOCAL TELCOM HOLDINGS, LLC

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,

A handwritten signature in cursive script that reads "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

**Illinois
Limited Liability Company Act**

Application for Admission to Transact Business

This space for use by
Secretary of State

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 or-
der, payable to "Secretary of State."

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 08-28-2000
Assigned File # 0044 9261
Filing Fee \$400
Penalty \$
Approved: JW \$

FILED

AUG 28 2000

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: Local Telcom Holdings, LLC
(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.): 13-4113542

4. Jurisdiction of Organization: Delaware

5. Date of Organization: April 7, 2000

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):

485 Madison Avenue _____
(Number) (Street) (Suite)
New York, NY 10022 New York
(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).

To provide telecommunication services.

11. The limited liability company is managed by:

- manager(s)
- vested in member(s)

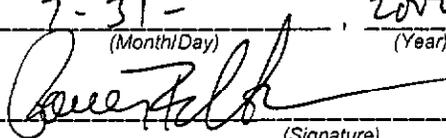
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

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 7-31- 2000
(Month/Day) (Year)



(Signature)

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

Paul Black, Mgr.

(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.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules