

STATE OF ILLINOIS

BEFORE THE ILLINOIS COMMERCE COMMISSION

DIECA Communications, Inc.)
d/b/a Covad Communications Company CA)
)
Application for a certificate of local and)
interexchange authority to operate as a reseller and)
facilities based carrier of telecommunications)
services throughout the)
State of Illinois.)

Docket 11-0612

EXHIBIT A

Articles of Incorporation

COMMONWEALTH OF VIRGINIA



MARK C. CHRISTIE
COMMISSIONER

JAMES C. DIMITRI
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

The attached documents are "the best available" from microfilm.
The original documents submitted for filing were not suitable for
microfilming.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DIECA COMMUNICATONS, INC.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state as follows:

1. The name of the corporation immediately prior to restatement is "DIECA Communications, Inc."
2. The restatement contains an amendment to the articles of incorporation.
3. The text of the Amended and Restated Articles of incorporation is as follows:

"Amended and Restated Articles of Incorporation
of
DIECA Communications, Inc.

I

The name of this corporation is DIECA Communications, Inc.

II

The number of shares the corporation is authorized to issue is 1,000 shares of Common Stock.

III

The corporation's registered office address and name of registered agent is:

CT Corporation System
4701 Cox Road
Suite 301
Glen Allen VA 23060

IV

The corporation is organized as a Public Service Company under the laws of the Commonwealth of Virginia. The purpose of the Corporation is to engage in the business of telecommunications services and all activities related thereto.

4. The restatement was adopted by the corporation on April 15, 2008.

5. The restatement was adopted by unanimous consent of the shareholders.

DATED: April 15, 2008



Sally A. Ward
Assistant Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 16, 2008

The State Corporation Commission has found the accompanying articles submitted on behalf of
DIECA Communications, Inc.

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

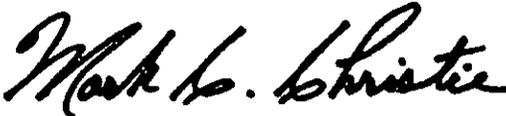
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective April 16, 2008.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of DIECA Communications, Inc. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 18, 2011*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

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EXHIBIT B

Certificate of Authority to Transact Business in Illinois



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 24, 2011

6800-563-9

CSC
801 ADLAI STEVENSON DR
SPRINGFIELD, IL 62703

RE DIECA COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES 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.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM BCA 13.15 (rev. Dec. 2003)
 APPLICATION FOR AUTHORITY TO
 TRANSMIT BUSINESS IN ILLINOIS
 Business Corporation Act

FILED

AUG 24 2011

JESSE WHITE
 SECRETARY OF STATE

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

Remit payment in the form of a cashier's
 check, certified check, money order
 or an Illinois attorney's or CPA's check
 payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6800.5639
 File #

Filing Fee \$ 150 Franchise Tax \$ 2445.99 Penalty/Interest \$ - Total \$ 2595.99 Approved: my
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: DIECA COMMUNICATIONS, INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
 (By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
 transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation VIRGINIA Date of Incorporation 9/26/1997 Period of Duration PERPETUAL

3. (a) Address of the principal office, wherever located: 2220 O'TOOLE AVENUE
SAN JOSE, CA 95131
 (b) Address of principal office in Illinois: NONE
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: Illinois Corporation Service Company
 First Name Middle Initial Last name
 Registered Office: 801 Adlai Stevenson Drive
 Number Street Suite # (A P.O. Box alone is not acceptable.)
Springfield, IL 62703 Sangamon
 City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

SEE ATTACHED SCHEDULE C

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	SEE ATTACHED SCHEDULES SCHEDULES A AND B			
Secretary				
Director				
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

ENGAGE IN PROVIDING TELECOMMUNICATIONS SERVICES AND ALL RELATED ACTIVITIES THEREOF.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON		NONE	1000	100

(If more, attach list)

9. Paid-in Capital: \$ 28,706,804
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 125,163,592
 (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 5,051,776
 (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 103,373,798
 (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 7,930,089

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? NO
 (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated 8/23, 2011
 (Month/Day) (Year)
[Signature]
 (Any Authorized Officer's Signature)
Doug Carlson, Secretary
 (Print Name and Title)

DIECA COMMUNICATIONS, INC.
 (Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

DIECA Communications, Inc.**Officers**

D. Craig Young	Chief Executive Officer	2220 O'Toole Avenue, San Jose, CA 95131
Paul Milley	EVP & Chief Financial Officer	2220 O'Toole Avenue, San Jose, CA 95131
Brett Flinchum	Chief Operating Officer	2220 O'Toole Avenue, San Jose, CA 95131
Dan Foster	President Business Markets	2220 O'Toole Avenue, San Jose, CA 95131
Doug Carlen	SVP General Counsel & Secretary	2220 O'Toole Avenue, San Jose, CA 95131
Brooke Mastin	VP FP&A & Treasurer	2220 O'Toole Avenue, San Jose, CA 95131

July 30, 2011

DIECA Communications, Inc.

Officers

D. Craig Young – 2220 O'Toole Avenue, San Jose, CA 95131
Paul Milley- 2220 O'Toole Avenue, San Jose, CA 95131
Brett Flinchum -2220 O'Toole Avenue, San Jose, CA 95131
Dan Foster - 2220 O'Toole Avenue, San Jose, CA 95131
Doug Carlen - 2220 O'Toole Avenue, San Jose, CA 95131
Brooke Mastin - 2220 O'Toole Avenue, San Jose, CA 95131

Schedule C

States in which DIECA Communications, Inc. is admitted or qualified to transact business

Alaska		Mississippi
Alabama		Montana
Arkansas		North Carolina
Arizona		North Dakota
Colorado		Nevada
Connecticut		New Hampshire
District of Columbia		New Jersey
Delaware		New Mexico
Florida		Nevada
Georgia		Ohio
Hawaii		Oklahoma
Iowa		Pennsylvania
Idaho		Rhode Island
Indiana		South Carolina
Kansas		South Dakota
Kentucky		Tennessee
Louisiana		Texas
Maryland		Utah
Maine		Virginia
Michigan		Vermont
Minnesota		Wisconsin
Missouri		West Virginia
		Wyoming



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 24, 2011

6800-563-9

CSC
801 ADLAI STEVENSON DR
SPRINGFIELD, IL 62703

RE DIECA COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form BCA-4.15/4.20
(Rev. Jan. 2003)

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-9520
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order, payable to
Secretary of State.

Application to Adopt,
Change or Cancel an
Assumed Corporate Name

FILED

AUG 24 2011

**JESSE WHITE
SECRETARY OF STATE**

File #: 6200.5639

DO NOT SEND CASH

This space for use by
Secretary of State.

Date:

Filing Fee: \$ 120
(See Note Below)

Approved: [Signature]

1. Corporate Name: DIECA Communications, Inc.
2. State or Country of Incorporation: Virginia
3. Date Incorporated (if an Illinois corporation) or Date Authorized to Transact Business in Illinois (if a foreign corporation):
8-24 / 2011
Month & Day / Year

Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.

4. Corporation intends to adopt and to transact business under the assumed corporate name of:
Coyad Communications Company CA
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until 8-1 / 2015, the first day of the corporation's anniversary month in the next year evenly divisible by five.
Month & Day / Year

Complete No. 6 if changing or cancelling an assumed corporate name.

6. Corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated August 23 / 2011 DIECA COMMUNICATIONS, INC.
Month & Day / Year / Exact Name of Corporation

[Signature]
Any Authorized Officer's Signature
DOUG CARLEN, SECRETARY
Name and Title (type or print)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with a 0 or 5; \$120 if the current year ends with a 1 or 6; \$90 if the current year ends with a 2 or 7; \$60 if the current year ends with a 3 or 8; or \$30 if the current year ends with a 4 or 9.

The fee for cancelling an assumed corporate name is \$5.

The fee to change an assumed name is \$25.

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EXHIBIT C

Key Management Personnel

D. Craig Young – Chairman and Chief Executive Officer

Craig Young has over 29 years of experience in the telecom and data communications industry. Since joining MegaPath in July 2004, his primary focus has been to create a world class managed IP services company that provides businesses with the ability to easily and securely communicate between their headquarters, employees and business partners.

Young served as Chairman and Chief Executive Officer of Netifice until its merger with MegaPath in 2006. Before this he was with AT&T Canada, serving first as Vice Chairman and Director and later as President. He was the President and CEO of MetroNet Communications until their merger with AT&T in 1999. Before MetroNet, Young served as President and Chief Operating Officer of Brooks Fiber, a pioneer local exchange carrier that was acquired by WorldCom for approximately \$3 billion in 1998. From 1980 to 1995, Young held various high level executive positions at Ameritech Customer Business Services, US West Communications and Executone Information Systems.

Young earned his Bachelor of Science degree in business administration from California State University, Chico.

Paul Milley – Chief Financial Officer

Paul Milley has over 20 years of experience in finance, treasury, banking, planning, investor relations, information systems and controllership activities for both public and private companies. He joined the company in October 2001 and is responsible for finance and administration.

Prior to joining MegaPath, Milley was the SVP and CFO of OnCommand Corporation (OCC), which provides entertainment software and technologies to the hospitality industry. While in this capacity, he helped OCC increase earnings by over 60 percent through product enhancements, new technology deployment, tighter controls and expense efficiencies. Milley's previous titles include VP and CFO of 3DO Corporation, SVP and CFO of ComputerLand Corporation, as well as positions in all levels of finance at other software and consulting organizations.

Milley earned his Bachelor of Arts degree from the University of Michigan and his MBA from the Darden School at the University of Virginia.

Dan Foster – President, Business Markets

Dan Foster has over 15 years experience in telecom and data communications industry. He has been with MegaPath since 2000, where he has been responsible for the leadership of the sales, marketing, and product divisions.

Prior to joining the company, Foster was President and CEO of Phoenix Networks. Previously, he served as Vice President of Consumer Markets at Rhythms NetConnections, where he managed the company's entree and growth in the consumer market. Prior to Rhythms, Foster was a Partner and Vice President of Marketing for Analysis Group, Inc., a leading international management-consulting firm,

where he consulted for both start-up and established companies to create and implement strategies in the telecommunications, Internet, high-tech, and consumer product industries.

Foster received dual engineering and liberal arts degrees from Tufts University and graduated from the Harvard Business School executive PMD program.

Brett Flinchum – Chief Operating Officer

Brett Flinchum is Chief Operating Officer, leading the teams responsible for Operations, Software and Information Systems, Network Engineering and Project Management. Flinchum joins the company through the merger with Covad, where he was Chief Operations Officer. During his tenure at Covad, Flinchum led the team that established the first working line-sharing DSL service in the U.S. and led Covad's first-to-market consumer ADSL offering. Previously he served as part of a change management, turn-around organization at U.S. West, now Qwest Communications, where he was responsible for re-architecting the business, repositioning the cost structure, and improving customer satisfaction. Prior to U.S. West, Flinchum was with First Union Corporation (now Wachovia), First Citizens Bank and IBM.

Flinchum earned his Bachelor of Arts in Economics from Davidson College, North Carolina, and his MBA from the Fuqua School of Business at Duke University.

Doug Carlen – General Counsel

Doug Carlen oversees legal, regulatory and legislative affairs. He possesses a deep knowledge of the business and regulatory environments in which MegaPath operates.

Carlen joins the company through the merger with Covad, where he served as SVP and General Counsel. Previously, Carlen served as Vice President, Corporate and Legal Affairs at Covad and since September 1999 was a key part of Covad's legal team. Before joining Covad, he was with Greene Radovsky Maloney & Share where he specialized in corporate law. Carlen earned his Bachelor of Arts from the University of Southern California and his law degree from Hastings College of the Law.

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EXHIBIT E

ITAC and UTAC Forms

MEMBERSHIP APPLICATION AND AGREEMENT
ILLINOIS TELECOMMUNICATIONS ACCESS CORPORATION

Name of Applicant: DIECA Communications, Inc. d/b/a Covad Communications Company CA
Address of Applicant: 2220 O'Toole Ave.
San Jose, CA 95131

Name, title, address and telephone number of responsible individual with applicant to whom communications should be sent:

Katherine K. Mudge
Director, State Affairs & ILEC Relations
2111 W. Braker Ln., Suite 100
Austin, Texas 78758
Phone: (512) 794-6197

The applicant hereby applies for membership in the Illinois Telecommunications Access Corporation ("Corporation"), an Illinois non-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the corporation, the corporation will accept and execute this application in the space provided below, and will return and executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as defined in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-703 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-703 of the PUA (including income there from and appreciation thereon) as the Commission may from time to time order or as the corporation may from time to time request in accordance with orders of the Commission.

Dated: Aug. 29, 2011

By: Kat

Title: Director, State Affairs & ILEC Relations

SPACE BELOW TO BE COMPLETED BY ITAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Illinois Telecommunications Access Corporation

By: _____

Please submit completed form to:

Illinois Telecommunications Access Corporation Title: _____

3001 Montvale Drive
Suite D
Springfield, IL 62704
217-698-4170 (V/TTY)
217-698-0942 (Fax)
nhostick@itactty.org
pabren@aol.com

MEMBERSHIP APPLICATION AND AGREEMENT
UNIVERSAL TELEPHONE ASSISTANCE CORPORATION

Name of Applicant: DIECA Communications, Inc. d/b/a Covad Communications Company CA

Address of Applicant: 2220 O'Toole Ave.
San Jose, CA 95131

Name, title, address and telephone number of responsible individual with applicant to whom communications should be sent:

Katherine K. Mudge
Director, State Affairs & ILEC Relations
2111 W. Braker Ln., Suite 100
Austin, Texas 78758
Phone: (512) 794-6197

The applicant hereby applies for membership in the Universal Telephone Assistance Corporation ("Corporation"), an Illinois not-for-profit corporation. Upon the applicant's execution of this application and submission of this application to the Corporation, the Corporation will accept and execute this application in the space provided below, and will return an executed copy of this application to the applicant.

In support of its application for membership, the applicant states and agrees as follows:

1. Applicant is a telecommunications carrier providing local service as defined in the Illinois Public Utilities Act ("PUA").
2. Applicant agrees that it will be subject to, and have those rights and obligations set forth in, the By-laws of the corporation as adopted by the Corporation's board of directors and approved by the Illinois Commerce Commission ("Commission"), as now in effect and as amended from time to time in the future.
3. Applicant acknowledges that the corporation is subject to the continuing supervision of and regulation by the Commission, and that the rights and obligations of each member may change as a result of this supervision and regulation.
4. To the extent from time to time approved by the Commission, the applicant delegates to the corporation authority to make such actions on behalf of the applicant as shall be necessary for the applicant to comply with its obligations under Section 13-301.1 of the PUA.
5. Applicant agrees to pay such portions of the monies collected by or on behalf of the applicant under and pursuant to Section 13-301.1 of the PUA (including income therefrom and appreciation thereon) as the Commission may from time to time order or as the corporation may from time to time request in accordance with orders of the Commission.

Dated: Aug - 29, 2004
By: Katf
Title: Director, State Affairs ; ILEC Relation

SPACE BELOW TO BE COMPLETED BY UTAC ONLY

Acceptance: The above application and agreement is hereby accepted and the applicant is hereby accepted for membership in the corporation.

Date: _____

Universal Telephone Assistance Corporation

By: _____

Title: _____