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Davis Wright Tremaine LLP

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ARIZONA CORPORATION COMMISSION
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March 21, 2001

Arizona Corporation Commission

DOCKETED

MAR 28 2001

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(112) 731

ACCT/PERS.

ARIZONA CORPORATION COMMISSION

Michael P. Kearns
Director/Deputy Executive Secretary
Arizona Corporation Commission
Utilities Division
1200 West Washington
Phoenix, AZ 85007-2996

DOCKETED BY	<i>plj</i>
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Re: Notice of Corporate Name Change for Advanced TelCom Group, Inc.

Dear Mr. Kearns,

This letter serves to notify the Arizona Corporation Commission ("Commission") of a corporate name change for the company known as "Advanced TelCom Group, Inc." Advanced TelCom Group, Inc. recently received a certificate of authority in this name in the state of Arizona, Docket No. T-03842A-00-0130, to operate as an interexchange and competitive local exchange telecommunications services company.

Pursuant to discussion with Mr. Kevin Mosier, we understand that the Commission requires a letter of notification to inform the Commission of the name change. This letter is intended to fully satisfy these regulatory requirements.

Advanced TelCom Group, Inc. has received approval from the Secretary of State in Arizona to change its name to "Advanced TelCom, Inc." Advanced TelCom, Inc. also has received approval from the Secretary of State to register the names "ATG" and "Advanced TelCom Group" as a fictitious or "d.b.a." names. Copies of the certificates of approval from the Secretary of State are attached to this letter as proof of these actions.

The name change is the only corporate name change to report. No other changes to either the corporate or financial organization of the certificated company have occurred.

Mr. Michael Kearns
March 21, 2001
Page 2



Reasons for the Corporate Name Change

The certificated company known as Advanced TelCom Group, Inc. is an operating company of a Delaware corporation formerly known as "ATG Group, Inc." On June 16, 2000, ATG Group, Inc. received approval from the Office of the Secretary of State in Delaware to change its name to "Advanced TelCom Group, Inc." The Delaware corporation sought and received authority to change its name in preparation for a planned public offering of stock.

Since the names "Advanced TelCom Group, Inc." and "ATGI" have been used in the nationwide market by the operating companies, this name has public recognition. Consequently, the Delaware corporation legally adopted the name "Advanced TelCom Group, Inc." in order to issue stock in a publicly recognized name.

Since the Delaware corporation assumed the legal name of the certificated, operating company in Arizona, a legal name change is also necessary for the certificated, operating company. Consequently, the certificated company in Arizona sought and received approval to change its name from "Advanced TelCom Group, Inc." to "Advanced TelCom, Inc." and to register the fictitious names of "ATG" and "Advanced TelCom Group."

Please update the Commission's records as appropriate. Please acknowledge receipt of this filing by date-stamping and returning the extra copy of this letter of notice in the self-addressed, stamped envelope provided for this purpose.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in cursive script, appearing to read 'Traci A. Grundon'.

Traci A. Grundon

TAG/jan

Enclosures

cc: Kath Thomas

CARL J. KUNASEK
CHAIRMAN

JIM IRVIN
COMMISSIONER

WILLIAM A. MUNDELL
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR, CORPORATIONS DIVISION

November 24, 2000

Re: ADVANCED TELCOM, INC.

This letter concerns the document checked below which was filed on November 20, 2000

- () Articles of Amendment
- () Articles of Restatement
- () Articles of Merger
- () Application for New Authority
- () Articles of Domestication

This document must be published within sixty (60) days after the above-referenced filing date in a newspaper of general circulation in the county of the known place of business, for three (3) consecutive publications. An affidavit evidencing the publication must be filed with the Commission within ninety (90) days of the date of filing. For your convenience we have attached a list of known qualified newspapers for publishing.

The commission is aware of its backlog, and will take into consideration the filing date and the approval date if publication is not returned within the ninety (90) day time frame.

Theresa Tittle (602) 542-0778
Examiner
Corporations Division

If you have any questions, please call the Corporations Division Phoenix (602) 542-3135,
Tucson 520-628-6560 or toll free (Arizona residents only) at 1-800-345-5819
For more information contact our web site, at the address indicated below.

Approther.wpd
Revised 03/00

AZ. CORP. COMMISSION
DELIVERED

NOV 20 2000

FILED BY Jeri Little

TERM 11/20/2000

DATE 11/20/2000

F-0938456-8

ADVANCED TELCOM, INC.

AZ. CORP. COMMISSION
DELIVERED

DO NOT PUBLISH
THIS SECTION

AUG 17 2000 APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

FILED BY
TERM
DATE

The name of the corporation is: Advanced TelCom Group, Inc.
A(n) Delaware Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
 The period of our duration.
 The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

Advanced TelCom, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____(FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 1st day of July, 1998 and the period of its duration is: perpetual.

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

c/o Corporation Service Company

1013 Centre Road

Wilmington, Delaware 19805

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

National Corporate Research, Ltd.

815 North First Avenue, Suite 4

Phoenix, AZ 85003

DO NOT PUBLISH
THIS SECTION

5.b. Indicate to which
address the Annual
Report should be mailed.

6. If the purpose of your
corporation has any
limitations with regard to
this section, so indicate.
If not, state no
limitations.

Name:
Address:
City, State, Zip:
Name:
Address:
City, State, Zip:
Name:
Address:
City, State, Zip:

8. The total number of
authorized shares cannot
be "zero" or "N/A".
Include authorized, not
issued shares in this
section.

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5055 E. Broadway Blvd., Suite C-214

Tucson, AZ 85711

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 _____ or 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

Provide telecommunications services

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

See attached [title]

[title]

[title]

8. The foreign corporation is authorized to issue 100 shares, itemized as follows: (Attach additional sheets if necessary.)

100 shares of common [class or series] stock at
_____ no par value or par value of \$.0001 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

CF:0024
Rev. 10/99

9. The foreign corporation has issued 100 shares, itemized as follows:
100 shares of common [class or series] stock at _____ no par value or par value of \$.0001 per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Provide telecommunication services

DATED this 17 day of July, 2000.

Advanced TelCom, Inc.

[Name of Corporation]

Executed by [Signature]

Thomas A. Grina, Senior VP & CFO

[print name] [title]

PHONE (800) 367-2844 FAX _____

[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 17th day of July, 2000.

Signature

Fran Wagner, Asst. Secry.
[Print Name]

Officer of former Advanced TelCom Group, Inc.
now **Advanced TelCom, Inc.**

Officers:

Clifford G. Rudolph – Chairman, Chief Executive Officer and Secretary
Robert T. Warstler – President, Chief Operating Officer
Michael R. Black – President Western Division
Thomas A. Grina – Senior Vice President, Chief Financial Officer
Curtis Wheeling – Senior Vice President, Chief Technical Officer
Katherine Klein – Senior Vice President, Corporate Development and Strategic Planning
Charlene Curry – Vice President Finance and Treasurer
Eric Russell – Vice President and Controller

Directors:

Robert Benbow
Clifford Rudolph
John Watkins
Blair P. Whitaker

All above listed Officers and Directors can be reached at 110 Stony Point Road, Second Floor,
Santa Rosa, California 95401.

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Advanced TelCom, Inc.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

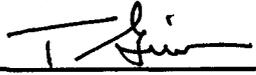
Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31.

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY(30) DAYS OF THE DELIVERY DATE.

BY  BY _____

PRINT NAME Thomas A. Grina PRINT NAME _____

TITLE Senior VP & CFO DATE 8/12/00 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations
Rev: 2/98