

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

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WASHINGTON, D.C. 20036

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NEW YORK, NY

TYSONS CORNER, VA

LOS ANGELES, CA

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TOKYO, JAPAN

02-431-4P ACN²⁸

FILE

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(202) 955-9792

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E-MAIL: nlevertt@kelleydrye.com

February 15, 2002

PUCO
2002 FEB 19 AM 9:49
RECEIVED

Mr. Gary Vigorito, Secretary
Public Utilities Commission of Ohio
Attention: Docketing Division, 10th Floor
180 East Broad Street
Columbus, Ohio 43215-3793

Re: Application of KMC Telecom III, Inc.'s Name Change to KMC Telecom III LLC

Dear Mr. Vigorito:

On behalf of KMC Telecom III, Inc., we respectfully advise the Public Utilities Commission of Ohio ("Commission") that KMC Telecom III, Inc. has been converted, in accordance with Delaware law, into a limited liability company, and accordingly, its name changed to KMC Telecom III LLC (together with KMC Telecom III, Inc., referred to herein as "KMC III"). In conjunction with this transaction, attached please find an Ohio Form 845, along with the required attachments.

KMC III is currently authorized to provide facilities-based and resold, switched, local exchange services in the State of Ohio.¹ KMC III was formed as a Delaware corporation to do business in various states where it is authorized to provide telecommunications services as described above. Its sole shareholder is KMC Telecom Holdings, Inc., a Delaware corporation ("KMC Holdings"). KMC III's technical, financial and managerial qualifications to provide telecommunication services are a matter of public record, provided to the Commission in connection with its certification application.

On December 31, 2001, for corporate and business reasons, KMC Holdings converted KMC III and certain of its other subsidiaries into Delaware limited liability companies

¹ KMC III was approved to provide telecommunications service in Ohio on April 29, 1999 in Case No. 99-171-TP-ACE.

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
J. [Signature]
Date received 2/19/02
Technician

("LLCs").² Under Delaware law, the conversion of a Delaware corporation into a Delaware LLC is treated as a continuation of the original corporate entity and the date of commencement of existence for the LLC is the same date that the corporation was originally formed. All of the assets, rights, liabilities and obligations of the corporation become the assets, rights, liabilities and obligations of the LLC as a matter of law.³

Given the fact that there is no change in the identity of the legal entity resulting from the conversion of a Delaware corporation into a Delaware LLC, such conversion is most appropriately treated as a name change. Although KMC III, the corporation, has changed its legal form, it is not transferring any assets to a different legal entity or taking on new debt. KMC Holdings has exchanged its 100% stock interest in the corporation for all of the ownership interests in the limited liability company, so no ownership interests in KMC III are passing to new parties, and there is no change in control of KMC III.

Moreover, the conversion into a limited liability company will be perfectly transparent to customers as it does not involve any change in the rates, terms or conditions of the services previously provided to customers by KMC III, or in the facilities used to provide such service. Management and operating personnel are not changing and the contact persons for both customers and regulatory agencies remain the same. Because the actual entity remains the same, there is no carrier change charge assessed in connection with this event. Consequently, this "metamorphosis" of the corporation into an LLC is, for regulatory and most other purposes, nothing more than a name change, and a minor one at that, as KMC Telecom III, Inc. is merely becoming KMC Telecom III LLC.

Given the insignificant nature of the name change, there is no potential for customer confusion and it is respectfully requested that any otherwise applicable requirement for customer notification be waived.⁴ This situation does not warrant incurring the considerable expense of providing notice to all customers and such notice would not provide the customers with any needed information as this change is not likely to cause any confusion.

It is the Company's understanding that if no action is taken by the Commission in thirty days, this transaction will be automatically approved.

Enclosed please find an original, ten (10) copies, and a duplicate of this filing. We respectfully request that the duplicate be date stamped and returned to the undersigned in the

² A copy of the corporate documents resulting in the formation of the limited liability company is attached hereto as **Exhibit B**.

³ Most states have similar provisions for the conversion of corporations into limited liability companies.

⁴ In the event a customer notification should be required, KMC III would propose to use a bill insert.

enclosed, self-addressed, postage paid envelope. It is our understanding that no fee is required in connection with this filing, if this understanding is incorrect, please contact the undersigned. In addition, it is requested that copies of any correspondence related to this matter also be sent to Michael Duke, Director of Government Affairs, KMC Telecom Holdings, Inc., 1755 North Brown Road, Lawrenceville, GA 30043. Finally, please do not hesitate to contact the undersigned counsel if you have any questions or concerns. Thank you for your kind assistance with this matter.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'Nick Leverett', written over a horizontal line.

Nicholaus G. Leverett
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
(202) 955-9600

Counsel to KMC Telecom III LLC

Enclosures

FILE

**PUBLIC UTILITIES COMMISSION OF OHIO
LOCAL EXCHANGE CARRIER
REGISTRATION FORM
EFFECTIVE: July 15, 1997**

RECEIVED-DOCKETING DIV
2002 FEB 10 AM 9:49
PUCO

In the Matter of the Application of)
KMC Telecom III LLC, to offer Resold and Facilities-)
Based Local Exchange, Competitive Access and)
Interexchange Telecommunications Services)

Case No. 99-171-TP-ACE

Name of Registrant(s) Current name: KMC Telecom III LLC Former Name: KMC Telecom III, Inc.
Address of Registrant(s) 1755 North Brown Road, Lawrenceville, Georgia 30043
Contact Person(s): Michael Duke, Director of Government Affairs Phone- (678) 985-62166 Fax (678) 985-6213
Date January 10, 2002 TRF Docket No. _____ TP -TRF

Motion for protective order included with filing? ☐ Yes, ☒ No

Request for waiver(s) included with filing? ☒ Yes, ☐ No [EXHIBIT A]

NOTE: This form must accompany all applications filed by NECs. ILECs should utilize the appropriate form based on each ILEC's currently applicable regulatory framework. However, an ILEC must use this form if it has been granted tariff filing parity pursuant to Section VI.L. of the guidelines established in Case No. 95-845-TP-COI, or if the ILEC is filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. It is preferable not to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.

I. Indicate the reason for submitting this form (check only one):

- ☐ 1. (AAC) Application to Amend Certificate to expand Serving Area (30-day approval, 7 copies)
- ☐ 2. (ABN) Abandonment of all Services (NOT automatic, 10 copies)
- ☐ 3. (ACE) New Operating Authority (60-day approval, 7 copies)
- ☐ 4. (ACO) Application to Change Ownership (30-day approval, 10 copies)
- ☒ 5. (ACN) Application to Change Name (30-day approval, 10 copies)
- ☐ 6. (AEC) Application to Establish, Revise, or Cancel a Contract (30-day approval, 7 copies)
 - ☐ End User ☐ Carrier-to-carrier Contract Amendment to an agreement approved in a NAG or ARB case
- ☐ 7. (AMT) Merger (NOT automatic, 10 copies)
- ☐ 8. (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 15 copies)
- ☐ 9. (ATA) Application for Tariff Amendment (Automatic timeframes vary with type of ATA filing--see below)
 - a. ☐ New End User Service which has been preceded by a 30-day prefiling with Staff and OCC (0-day filing, 10 copies)
 - b. ☐ New Carrier-to-Carrier Service which has been preceded by a 30-day prefiling with Staff and OCC (0-day filing, 10 copies)
 - c. ☐ Change in Terms and Conditions (30-day approval, 10 copies)
 - d. ☐ Withdrawal of Service (30-day approval, 10 copies)
 - e. ☐ Filing at Staff's Direction (30-day approval, 10 copies)
 - f. ☐ Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
- ☐ 10. (ATC) Application to Transfer Certificate (NOT automatic, 7 copies)
- ☐ 11. (ATR) Application to Conduct a Transaction Between Utilities (NOT automatic, 10 copies)
- ☐ 12. (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 15 copies)
- ☐ 13. (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- ☐ 14. Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- ☐ 15. Introduction or Extension of Promotional Offering
- ☐ 16. New Price List Rate for Existing Service
- ☐ 17. Designation of Registrant's Process Agent(s)
- ☐ 18. Update to Registrant's Maps

II. Indicate which of the following exhibits have been filed. The numbers (corresponding to the list above) indicate, at a minimum, the types of cases in which the exhibit is required:

- ☐ A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based) (3)
- ☐ Statement affirming that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio. (3)
- ☐ List of names, addresses, and phone numbers of officers and directors, or partners. (3,4,7,10)
- ☐ Brief description of service(s) proposed. (3)
- ☐ Explanation of whether applicant intends to provide ☐ resold services, ☐ facilities-based services, or XX both resold and facilities-based services. (3)
- ☐ Explanation as to whether NEC currently offers IXC services under separate CTS authority, and whether it will be including those services within its NEC filing, or maintaining such IXC services under a separate affiliate. (3)
- ☐ Explanation of how the proposed services in the proposed market area are in the public interest. (3)
- ☐ Description of the proposed market area. (3)
- ☐ Description of the class of customers (e.g., residence, business) that the applicant intends to serve. (3)
- ☐ Documentation attesting to the applicant's financial viability, including, at a minimum, a pro forma income statement and a balance sheet. If the pro forma income statement is based upon a certain geographical area(s) or information in other jurisdictions, please indicate. (3)
- ☐ Documentation attesting to the applicant's technical expertise relative to the proposed service offering(s) and proposed service area. (3)
- ☐ Explanation of the applicant's managerial expertise relative to the proposed service offering(s) and proposed service area. (3)
- ☐ Documentation indicating the applicant's corporate structure and ownership. (3)
- ☐ Information regarding any similar operations in other states. (3)
- ☐ Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the USOA. (3)
- ☐ Verification of compliance with any affiliate transaction requirements. (3)
- ☐ Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users. (3,8, 10)
- ☐ Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. (1-2,4,6,8-10,12-15)
- ☐ Copy of revised tariff sheets & price lists, marked as Exhibit B. (1-2,4,6,8-10,12-15)
- ☐ Specify which notice procedure has been utilized: 0 real time; or 0 newspaper. NOTE: Price list increases must be within an approved range of rates. (8-9,15)
- ☐ Copy of real time or newspaper notice which has been provided to customers. (2,4,6,9c-f, 10, 15)
- ☐ Copy of customer education and information material for new residential services. (8)
- ☒ Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is ☐ business; ☐ residence; ☐ or both. Also indicate whether it is a ☐ switched ☐ or dedicated service. Include this information in either the cover letter or Exhibit C. (1-2,4-6,9-10,12-15) **Included in Cover Letter.**
- ☐ Explanation as to which service areas company currently has an approved interconnection or resale agreement. (1,3, 9)
- ☐ Explanation as to whether rates are derived through (check all applicable): ☐ interconnection agreement, ☐ retail tariffs, or ☐ resale tariffs. (3)
 - ☐ List of Ohio counties or exchanges the applicant intends to serve within 24 months of obtaining authorization. (1,3)
- ☐ List of Ohio counties specifically involved or affected. (2,4,6,9-10,12)
- ☐ Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). (3,4,6,9c-f,10) In transfer of certificate cases, the transferee's good standing must be established.
- ☐ Maps depicting the proposed serving and calling areas of the applicant. (1,3,7,10)
 - ☐ **If Mirroring ILEC** exchanges for both serving area and local calling areas: • **Serving area** must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular ILEC/NEC territory, and listing the involved counties. • **Local calling areas** must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges.
 - ☐ **If Self-defining** serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • **Serving Area** must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved counties. • **Local Calling Areas** must be described in the tariff through textual delineation and dear maps. Maps for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
- ☐ Other information requested by the Commission staff.

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

Mandatory requirements for all basic local exchange providers:

- ☒ Sales tax
☐ Deposits [THE COMPANY WILL NOT REQUIRE CUSTOMER DEPOSITS]
☒ Disconnection of Service
☒ 1+

Service requirements for a NEC's provision of certain services (check all applicable):

- ☒ Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service
☒ Emergency Services Calling Plan
☒ Alternative Operator Service (AOS) requirements
☒ Limitation of Liability Language
☒ Termination Liability Language
☐ Service Connection Assistance (SCA) and Telephone Service Assistance (TSA)
☒ Resale of Service [Required for facilities-based NECs]
☒ Local Number Portability [Required for facilities-based]

IV. List names, titles, phone numbers, and addresses of those persons authorized to make and/or verify filings at the Commission on behalf of the applicant:

Attorneys:

Nicholaus G. Leverett

Kelley Drye & Warren LLP

1200 19th Street N.W. Ste. 500, Washington, D.C. 20036 (202) 995-9600

Officer:

Michael Duke, Director, Regulatory Affairs, KMC Telecom, Inc., 1755 North Brown Road,

Lawrenceville, Georgia 30043 Tel: (678) 985-7900; Fax: (678) 985-6213

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

V. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Michael Duke, Director, Regulatory Affairs, KMC Telecom, Inc., 1755 North Brown Road,

Lawrenceville, Georgia 30043 Tel: (678) 985-7900; Fax: (678) 985-6213

VERIFICATION

I, Nicholaus G. Leverett verify that I have utilized, verbatim, the Commission's Local Exchange Carrier Registration Form effective July 15, 1997 and that all of the information submitted here, and all additional information submitted in connection with this case is true and correct to the best of my knowledge.


(Signature)*

(Date)

* A verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Registration Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio

Attention: Docketing Division

180 East Broad Street

Columbus, OH 43215-3793

EXHIBIT A

CUSTOMER NOTIFICATION WAIVER REQUEST **AND PROPOSED ORDER**

BEFORE THE
PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of)
KMC Telecom III LLC For a Name Change)
of its Certificate Public Convenience and)
Necessity to Provide Resold and Facilities)
Based Local Exchange, Competitive Access and)
Interexchange Services, in the State of Ohio)

Case No. _____

MOTION FOR WAIVER OF CUSTOMER NOTIFICATION

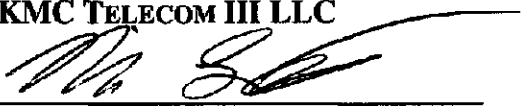
KMC Telecom III LLC. ("KMC III"), by its attorneys, hereby files this Motion for Waiver of Customer Notification with the Public Utilities Commission of Ohio ("PUCO"), pursuant to Ohio Administrative Code §4901-1-24. In support of this Motion, KMC III submits its Memorandum of Law and proposed Order granting its Motion.

WHEREFORE, KMC III respectfully requests that the PUCO grant its Motion for Waiver of Customer Notification.

Respectfully submitted,

KMC TELECOM III LLC

By: _____


Nicholaus G. Leverett
Kelley Drye & Warren
1200 19th Street, N.W. – Fifth Floor
Washington, D.C. 20036
(202) 955-9600
Its Attorney

In the Matter of the Application of)
KMC Telecom III LLC For a Name Change)
of its Certificate Public Convenience and) Case No. _____
Necessity to Provide Resold and Facilities)
Based Local Exchange, Competitive Access and)
Interexchange Services, in the State of Ohio)

KMC Telecom III LLC ("KMC III"), by its attorneys, hereby files this Memorandum of Law in Support of its Motion for Waiver Customer Notification Requirements for Telephone Companies ("Motion"), with the Public Utilities Commission of Ohio ("PUCO"), pursuant to Ohio Administrative Code §4901-1-24.

- DC01/LEVEN/170571.1

with a copy to:

Michael Duke
Director of Government Affairs
KMC Telecom Holdings, Inc.,
1755 North Brown Road,
Lawrenceville, GA 30043
(678) 985-6266

3. KMC III submits this Motion and Memorandum of Law as **Exhibit A** to its Form 845 Application to Change Name ("Application Form"). The instant Memorandum is an inseparable part of the Application Form, and is being filed in conjunction KMC III's Application.

4. Although KMC III, the corporation, has changed its legal form, it is not transferring any assets to a different legal entity or taking on new debt. KMC Holdings has exchanged its 100% stock interest in the corporation for all of the ownership interests in the limited liability company, so no ownership interests in KMC III are passing to new parties, and there is no change in control of KMC III. Moreover, the conversion into a limited liability company will be perfectly transparent to customers as it does not involve any change in the rates, terms or conditions of the services previously provided to customers by KMC III, or in the facilities used to provide such service. Management and operating personnel are not changing and the contact persons for both customers and regulatory agencies remain the same. Because the actual entity remains the same, there is no carrier change charge assessed in connection with this event. Consequently, this "metamorphosis" of the corporation into an LLC is, for regulatory and most other purposes, nothing more than a name change, and a minor one at that, as KMC Telecom III, Inc. is merely becoming KMC Telecom III LLC.

5. Given the insignificant nature of the name change, there is no potential for customer confusion and it is respectfully requested that any otherwise applicable requirement for customer notification be waived. This situation does not warrant incurring the considerable expense of providing notice to all customers and such notice would not provide the customers with any needed information as this change is not likely to cause any confusion.

6. Because of the burdensome requirements that would be imposed and the lack of useful information to be gained by the Commission or Customers through the application of this requirement to the Applicant, KMC III hereby requests a waiver of the Customer Notification Requirements.

WHEREFORE, KMC TELECOM III LLC respectfully requests that the PUCO grant its Motion for Waiver of Customer Notification Requirements in the State of Ohio.

Respectfully submitted,

KMC TELECOM III LLC

By: 

Nicholaus G. Leverett
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
Telephone: (202) 955-9600
Facsimile: (202) 955-9792
Its Attorneys

EXHIBIT B

Conversion Document



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/15/2002	200201501076	REGISTRATION OF FOREIGN LIMITED LIABILITY CO (LFA)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM
17 S. HIGH STREET
ATTN: CARIE STOVER
COLUMBUS, OH 43215

STATE OF OHIO

Ohio Secretary of State, J. Kenneth Blackwell

1288890

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

KMC TELECOM III LLC

and, that said business records show the filing and recording of:

Document(s)

REGISTRATION OF FOREIGN LIMITED LIABILITY CO

Document No(s):

200201501076



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 14th day of January, A.D.
2002.

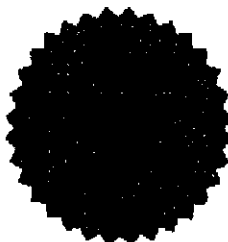
J. Kenneth Blackwell
Ohio Secretary of State

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KMC TELECOM III LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2978388 8300

AUTHENTICATION: 1534015

010678091

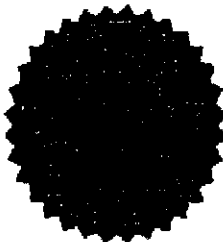
DATE: 12-31-01

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "KMC TELECOM III, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "KMC TELECOM III, INC." TO "KMC TELECOM III LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 2 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1534014

2978388 8100V

010678091


DATE: 12-31-01

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY**

It is hereby certified that:

1. The name of the corporation immediately prior to the filing of this Certificate is KMC Telecom III, Inc.
2. The date the Certificate of Incorporation was filed is December 14, 1998.
3. The original name of the corporation as set forth in the Certificate of Incorporation is KMC Telecom III, Inc.
4. The name of the limited liability company into which the corporation is being converted is KMC Telecom III LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, I do execute this Certificate and affirm and acknowledge, under penalties of perjury, that this Certificate is my act and deed and that the facts stated herein are true, this 31 day of December, 2001.

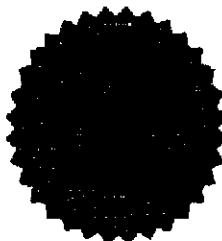

Name: _____
Title: Constance Loosemore
Vice President, Treasurer

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "KMC TELECOM III LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 2 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/31/2001
010678091 - 2978388

CERTIFICATE OF FORMATION**OF****KMC TELECOM III LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company under the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company is KMC Telecom III LLC (the "Company").

SECOND: The address of the registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, 19801, in the City of Wilmington. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The sole member of the Company (the "Sole Member") shall be responsible for the management of the Company. The Sole Member shall have the right, power and authority to manage, direct and control all of the business and affairs of the Company, to transact on behalf of the Company, to sign for the Company or on behalf of the Company or otherwise bind the Company.

FOURTH: The Sole Member shall have full, exclusive, and complete discretion, power and authority, subject in all cases to the other provisions of this Certificate of Formation and the requirements of applicable law, to delegate to one or more persons the management, control, administration, and operation of the business and affairs of the Company. Such delegation shall be as provided in such documentation as the Sole Member shall determine. Any such delegation shall not cause the Sole Member to cease to be the sole member of the Company.

FIFTH: The Sole Member may appoint individuals with or without such titles as it may elect, including the titles of President, Vice President, Treasurer, and Secretary, to act on behalf of the Company with such power and authority as the Sole Member may delegate in writing to any such persons.

SIXTH: To the fullest extent permitted by applicable law, the Company shall indemnify and hold harmless the Sole Member of the Company and directors, officers, employees and agents of the Sole Member of the Company from and against any and all claims and demands whatsoever.

DEC 31 2001 11:33 FR

TO *203572500679130 P.10

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on
the 31 day of December, 2001.


Minsong Liang, Authorized Person