



210 N. Park Ave.
Winter Park, FL
32789

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Winter Park, FL
32790-0200

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2004 OCT 15 AM 9:53

IDAHO PUBLIC
UTILITIES COMMISSION

October 14, 2004
Overnight Delivery

NEW CASE

BUL-T-04-01

Ms. Jean D. Jewell, Secretary
Idaho Public Utilities Commission
472 West Washington
Statehouse
Boise, ID 83720-0074

RE: Application of **BullsEye Telecom, Inc.** for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Exchange and Resale Interexchange Telecommunications Services within the State of Idaho

Dear Ms. Jewell:

Enclosed are the original and three (3) copies of the application, including proposed Local Exchange and Access Services tariffs, of BullsEye Telecom, Inc. for a Certificate of Public Convenience and Necessity to Provide Facilities-based Local Exchange and Resale Interexchange Telecommunications Services within the State of Idaho.

One (1) copy of the confidential proprietary financial statements and a listing of stockholders of the Company are submitted under Seal as Confidential. Please handle in accordance with your established procedures for confidential material.

Please acknowledge receipt of this filing by returning a date-stamped copy of this letter in the return envelope provided for this purpose.

If you or your staff have any questions regarding this application, please contact me at (407) 740-8575 or via email at mbyrnes@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Monique Byrnes
Consultant to
BullsEye Telecom, Inc.

MB/sp

cc: D. Gonos - BullsEye
file: BullsEye - ID Local
BullsEye - ID Access
tms: idf0400

RECEIVED
FILED



BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION 0694 OCT 15 AM 9:53

IDAHO PUBLIC
UTILITIES COMMISSION

Application of)
BullsEye Telecom, Inc.)
Provide Facilities-based Local Exchange)
and Resale Interexchange Telecommunications)
Service Throughout Idaho)

Case No. BUL-T-04-01

NEW CASE

**APPLICATION FOR CERTIFICATE OF PUBLIC
CONVENIENCE AND NECESSITY TO PROVIDE
FACILITIES-BASED LOCAL AND RESALE INTEREXCHANGE
TELECOMMUNICATIONS SERVICES**

Pursuant to Title 62 of the Idaho Code and IDAPA 31.01.111, BullsEye Telecom, Inc. ("BullsEye") respectfully requests that the Idaho Public Utilities Commission ("Commission") to grant the Company a Certificate of Public Convenience and Necessity to provide local exchange and interexchange telecommunications services within the State of Idaho.

In support of its Application, BullsEye submits the following:

1. Introduction

BullsEye is requesting authority to provide basic resold and facilities-based local exchange services and resold interexchange service to both residence and business customers throughout Idaho in all exchanges which are not exempt from competition. Bullseye plans to offer local exchange services primarily via an unbundled network element platform (UNE-P) through interconnection agreements with incumbent local exchange carriers ("LECs"). Interexchange services will be an adjunct to the local exchange services that the Company is requesting authority to provide statewide. Should its Application be granted, BullsEye plans to commence offering service immediately upon the establishment of the appropriate and necessary arrangements with the incumbent LECs.

II. Description of the Applicant

- (a) BullsEye Telecom, Inc. is incorporated in the State of Michigan. The main address of the corporation is:

BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone: (248) 784-2500
Facsimile: (248) 784-2501
Toll Free: (877) 638-2855
Website: www.bullseyetelecom.com

- (b) All correspondence, notices, inquiries and other communications regarding this Application should be addressed to:

Monique Byrnes
Consultant to BullsEye Telecom, Inc.
Technologies Management, Inc.
P.O. Box 200
Winter Park, Florida 32789
Telephone: (407) 740-8575
Facsimile: (407) 740-0613
Email: mbyrnes@tminc.com

- (c) The Applicant is a Michigan Corporation, authorized by the Idaho Secretary of State to transact business within the State of Idaho.
- (d) The Company's Registered Agent in Idaho is:

Corporation Service Company
1401 Shoreline Drive, Suite 2
Boise, Idaho 83702

- (e) Officers and Directors

Officers and Directors of BullsEye Telecom, Inc. are provided as Exhibit C.

- (f) Stockholders

Stockholders holding a 5% or greater interest in the Company are provided as Exhibit D, which is filed as Confidential.

- (g) BullsEye is a telecommunications company that is authorized to provide local exchange and interexchange services in Alabama, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Texas, Virginia, Washington, West Virginia.

III. Exhibits

In support of this Application, the following exhibits are attached hereto:

- Exhibit A - Certificate of Incorporation;
- Exhibit B - Certificate of Authority to Transact Business in the State of Idaho;
- Exhibit C - Officers and Directors
- Exhibit D - Stockholders
- Exhibit E - Financial Statements
- Exhibit F - Profiles of Senior Management Key Personnel
- Exhibit G - Proposed service area map (Rule 112(c))
- Exhibit H - Proposed Local Exchange Tariff
- Exhibit I - Proposed Access Services Tariff

IV. Financial, Technical and Managerial Qualifications

BullsEye possesses the managerial, technical and financial ability to provide local telecommunications service in the State of Idaho. BullsEye has the financial resources to enable the Company to successfully provide local and interexchange telecommunications service in the State of Idaho and the management team in place to manage this operations.

IV.A. Financial Qualifications

- (a) By utilizing its current customer service, operations and management workforce and infrastructure supporting its resold and facilities-based local exchange and resold interexchange operations, BullsEye is financially and otherwise capable and qualified to offer and maintain all of its tariffed services in its territories.
- (b) The costs of Idaho operations will consist of leasing UNE-P and additional administrative and sales overhead. BullsEye is already operating as a local exchange and interexchange carrier in several states. The incremental administrative and sales costs are not projected to be significant for the Company. No new funds or capital will be required to expand the Company's services in Idaho.
- (c) BullsEye provides its financial statements as proof of its financial stability to provide the required services within the State of Idaho as Exhibit C. Exhibit C is filed as Confidential.

IV.B. Managerial Qualifications

- (a) BullsEye possesses managerial qualifications to operate a Competitive Local Exchange Carrier within the State of Idaho. Biographical summaries of the managerial experience of key members of the BullsEye team are found in Exhibit D.

IV.C. Technical Qualifications

- (a) BullsEye's services will satisfy the minimum standards established by the Commission. The Company will file and maintain tariffs in the same manner and form as required of incumbent local exchange telecommunications companies with which BullsEye seeks to compete.
- (b) BullsEye has experience operating as a local exchange provider in several states and possesses considerable telecommunications expertise. Based on the Company's experience and proven track record, BullsEye is certainly technically qualified to provide local exchange service in Idaho.

V. Customer Service

BullsEye understands the importance of effective customer service for local service consumers. The company has a toll free customer service telephone number that is available with live operator response 24 hours per day, 7 days per week. BullsEye's toll free telephone number for customer inquiries, complaints and repair is 877-638-2855. In addition, customers may contact the Company in writing at the headquarters address.

The contact for resolution of customer complaints with the Commission is:

Mary Lou Barney – Customer Advocate
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237
Telephone: (248) 784-2507
Facsimile: (248) 784-2501
Email: bedwards@bullseyetelecom.com

VI. Service Description and Anticipated Service Date

BullsEye proposes to provide resold and facilities-based local exchange and resold interexchange services through the combination of its own facilities and the resale of other carriers' facilities and network elements. The Company intends to offer service immediately upon certification and approval of its interconnection agreement.

BullsEye's primary market is business customers. The Company intends to provide network bundled telecommunications services which would include long distance service, local exchange service, and selected custom calling features. In addition, the Company ensures customer access to emergency services such as 911/E911, operator services and directory assistance.

BullsEye intends to offer service in the geographic areas currently served by Qwest Communications. BullsEye will mirror the basic local calling scopes of the incumbent local exchange companies.

VI. Public Interest Standard

Grant of BullsEye's Application to provide facilities-based local exchange and resold interexchange services is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

BullsEye's proposed services will provide multiple public benefits by increasing the competitive choices available to users in Idaho. Enhanced competition in telecommunications services likely will further stimulate economic development in Idaho. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

VIII. Waivers and Regulatory Compliance

BullsEye has reviewed all of the Commission's rules applicable to competitive local exchange service and interexchange service providers and agrees to comply with those rules except to the extent the rules are explicitly waived for BullsEye or for all carriers in the same class. Specifically, BullsEye requests exemption from the following rule:

(a) Reporting Requirements

BullsEye further requests waivers of any reporting requirements which, although applicable to incumbent LECs, are not applicable to competitive providers such as BullsEye because such requirements: (1) are not consistent with the demands of the competitive market; and (2) they constitute an undue burden on a competitive provider, thereby requiring an inefficient allocation of its limited resources. In addition, BullsEye reserves the right to seek any regulatory waivers which may be required for BullsEye to compete effectively in the Idaho local exchange services market.

IX. Conclusion

This Application demonstrates that BullsEye Telecom, Inc. possesses the technical, financial and managerial resources to provide local exchange and interexchange service in Idaho.

Wherefore, BullsEye Telecom, Inc. respectfully requests that the Commission:

1. grant BullsEye authority to operate as a provider of resold and facilities-based basic local exchange and resold interexchange telecommunications services within the State of Idaho;
2. grant the waivers requested in this Application; and
3. grant such other relief as it deems necessary and appropriate.

Respectfully submitted,

BullsEye Telecom, Inc.

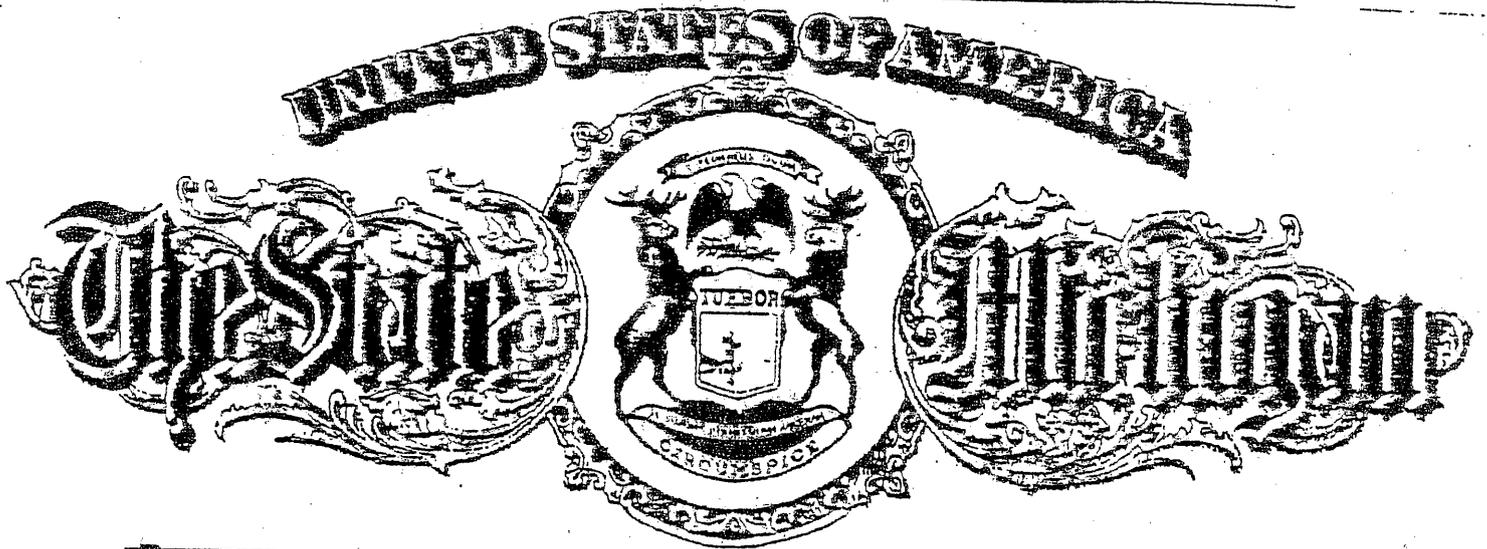
A handwritten signature in black ink, appearing to read "Peter LaRose", written over a horizontal line.

Peter LaRose
Vice President - Finance
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, MI 48237

BULLSEYE TELECOM, INC.

Exhibit A

Articles of Incorporation



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

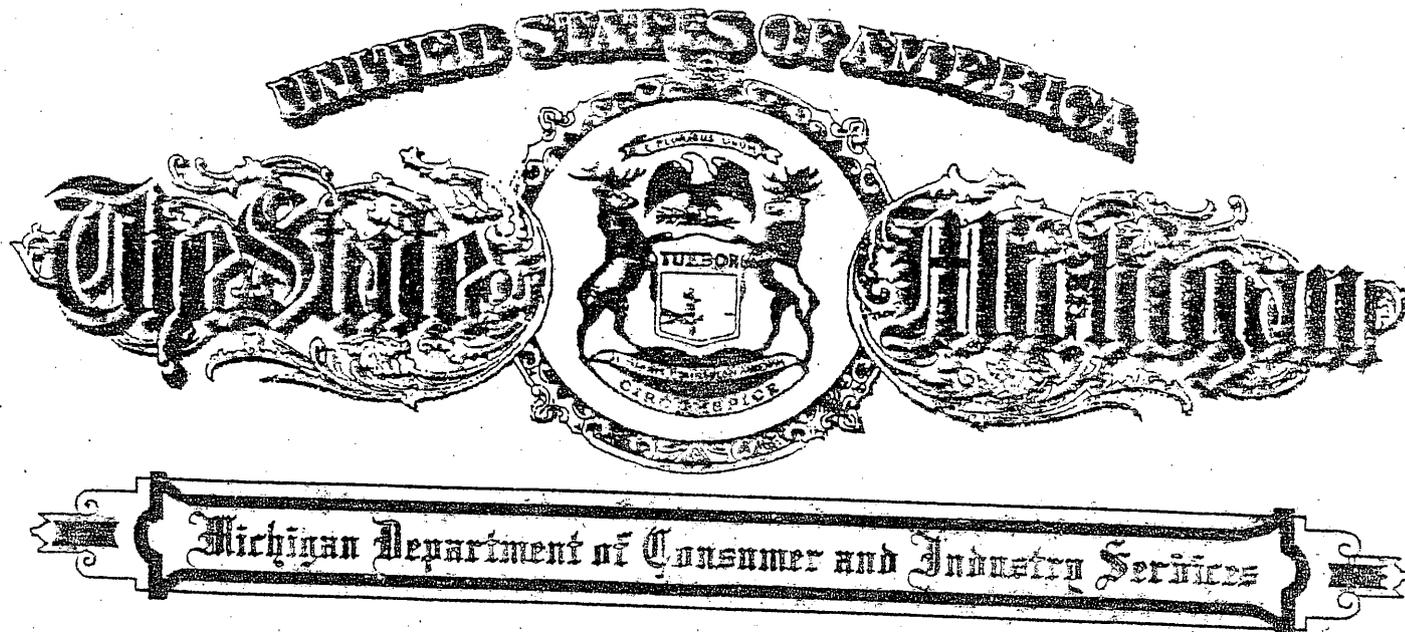
BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 25th day of April, 2000.

. Director



Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002

Andrew S. Mitchell, Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

(FOR BUREAU USE ONLY)

Name: Brendan J. Cahill
Dykema Gossett PLLC
Address: 1577 North Woodward, Ste 300
Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Corporations

Pursuant to the provisions of Act 254, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:

BT Merger Company

2. The identification number assigned by the Bureau is:

296-45A

3. All former names of the corporation are:

N/A

4. The date of filing the original Articles of Incorporation was:

April 3, 2000

The following Restated Articles of Incorporation supersedes the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

ARTICLE I

Name

The name of the corporation is BullsEye Telecom, Inc.

**ARTICLE II
Purpose**

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III
Authorized Capital**

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Rescquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV
Registered Offices and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V
Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI
Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

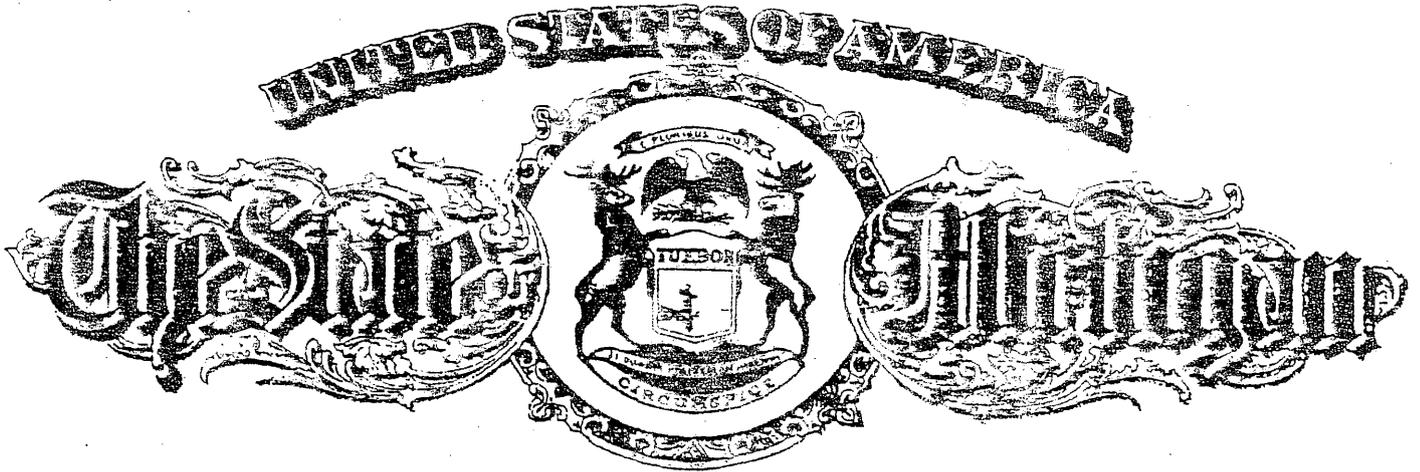
the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH250842.1
IDV BJC



Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002

Andrew G. Mitchell, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received		(FOR BUREAU USE ONLY)

Name: Brendan J. Cahill
 Dykema Gossett PLLC
 Address: 1577 North Woodward, Ste 300
 Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:
 BT Merger Company
2. The identification number assigned by the Bureau is: 296-45A
3. All former names of the corporation are:
 N/A
4. The date of filing the original Articles of Incorporation was: April 3, 2000

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

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Name

The name of the corporation is BullsEye Telecom, Inc.

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Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

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The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

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Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Recquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

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Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V

Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI

Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

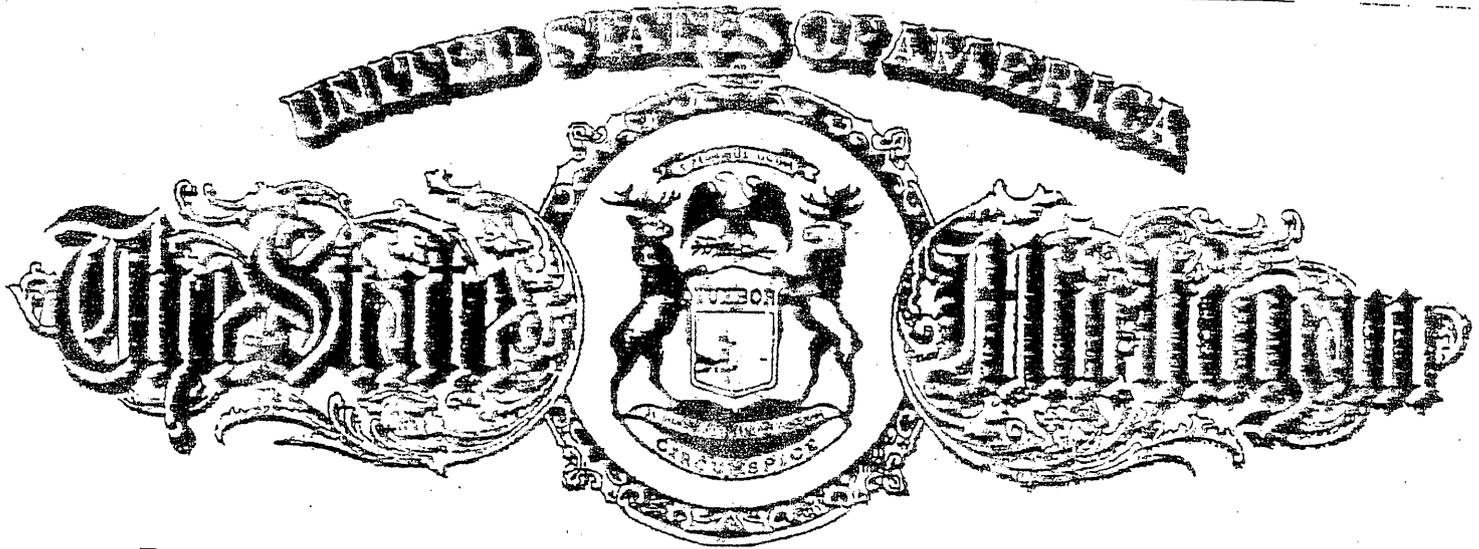
the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH250842.1
(D) BJC



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 25th day
of April, 2000.

, Director

173 0491513

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received	

FILED

(FOR BUREAU USE ONLY)

MAY 25 1999

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

FILED

MAY 25 1999

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

05/20/1999 SOUTHFIELD

Trans 01411580

REBELMAN

12422

Total \$50.00

Corps Org & Filing & LLC art

Name JAMES E. ROMZEK, ESQ.		
Address 3000 TOWN CENTER SUITE 2700		
City SOUTHFIELD	State MI	Zip Code 48075

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
(Please read information and instructions on last page)

B 51-309

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:

ARTICLE I

The name of the limited liability company is: ENTERPRISE NETWORK SOLUTIONS, L.L.C.

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company is: PERPETUAL

ARTICLE IV

The address of the registered office is:

3000 TOWN CENTER, SUITE 2700 SOUTHFIELD , Michigan 48075
(Street Address) (City) (ZIP Code)

The mailing address of the registered office if different than above:

_____, Michigan _____
(P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: JAMES E. ROMZEK

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

Signed this 17 day of MAY, 19 99


(Signature)

(Signature)

(Signature)

WILLIAM H. OBERLIN, MEMBER

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICE
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

06/16/1999 CSARKELD
Trans 01461987

NEDELMAN ROMZEK

12557
Total \$15.00

Crps Org & Filing & LLC art

FILED

JUN 18 1999

Administrator
CORP. SECURITIES & LAND DEV. BUREAU
05/20/1999 CSARKELD
Trans 01411589

NEDELMAN
12422
Total \$10.00

Crps Org & Fi

EXPIRATION DATE: DECEMBER 31, 2004

Received		

Name: JAMES E. ROMZEK, ESQ.
 Address: 3000 TOWN CENTER, SUITE 2700
 State: MI Zip Code: 48075
 SOUTHFIELD

Document will be returned to the name and address you enter above

CERTIFICATE OF ASSUMED NAME
For use by Corporations, Limited Partnerships and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

The name of the corporation, limited partnership, or limited liability company is:
 ENTERPRISE NETWORK SOLUTIONS, L.L.C.

The identification number assigned by the Bureau is:
 851309

The location of the corporation or limited liability company registered office in Michigan or the office at which the limited partnership records are maintained is:
 3000 TOWN CENTER, SUITE 2700 SOUTHFIELD MI 48075
(Street Address) (City) (State) (ZIP Code)

The assumed name under which business is to be transacted is:
 BULLSEYE TELECOM ✓

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 17 day of MAY, 19 99

By William H. Oberlin
(Signature)

WILLIAM H. OBERLIN
(Type or Print Name)

MEMBER
(Type or Print Title)

MUC

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU

Date Received

JUN 10 1999

ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION James E Romzek

(FOR BUREAU USE ONLY)

FILED

JUN 22 1999

Crps Org & Filing & LLC art

Name JAMES E. ROMZEK, ESQ.		
Address 3000 TOWN CENTER, SUITE 2700		
City SOUTHFIELD	State MI	Zip Code 48075

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

06/10/1999 11:48:00
Trans 01454362
B51-309
18547
Total \$25.00

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

For use by Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is:

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

2. The identification number assigned by the Bureau is:

B 5 1 - 3 0 9

3. The date of filing of its original articles of organization was: May 25, 1999

4. The location of its registered office is:

3000 Town Center, Suite 2700 Southfield, Michigan 48075

5. Article V of the Articles of Organization is hereby amended to read as follows:

MANAGEMENT OF THE COMPANY WILL BE BY A MANAGEMENT COMMITTEE, WHICH WILL CONSIST OF MANAGERS.

The foregoing amendment to the Articles of Organization was duly adopted on the 27th day of MAY, 19 99 as required by Section 502 of the Act by at least a majority vote of the members or by such other vote as required by the articles of organization or the operating agreement.

Signed this 27th day of MAY, 19 99

By [Signature] (Signature)

WILLIAM H. OBERLIN

(Type or Print Name)

Member or Manager

(Circle One)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU TB		
Date Received MAR 31 2000	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION	(FOR BUREAU USE ONLY)
	B. CAHILL	FILED APR 03 2000
Name: Brendan J. Cahill, Dykema Gossett PLLC Address: 1577 N. Woodward Ave., Suite 300 City: Bloomfield Hills State: Michigan Zip Code: 48304		EFFECTIVE DATE: Administrator CORP. SECURITIES & LAND DEV. BUREAU

Document will be returned to the name and address you enter above

296-45A

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned corporations execute the following Certificate.

ARTICLE I

Name

The name of the corporation is BT MERGER COMPANY ✓

ARTICLE II

Purpose

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan, as amended (the "MBCA").

TB
62⁵⁰ 95551 acc CK

ARTICLE III
Authorized Shares

The total authorized capital stock of the corporation is 50,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.
5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.
6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.
7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions

relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV

Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V

Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is

not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI

Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII

Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for

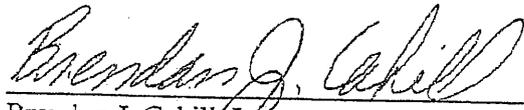
determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

ARTICLE VIII
Incorporator

The name and business address of the incorporator is Brendan J. Cahill, Dykema Gossett PLLC, 1577 North Woodward Avenue, Suite 300, Bloomfield Hills, Michigan 48304.

I, the incorporator, sign my name this 29th day of March, 2000.


Brendan J. Cahill, Incorporator

SSM

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

date received		(for bureau use only)
APR 21 2000		FILED
		APR 21 2000

Name Brendan J. Cahill		
Address Suite 300 1577 North Woodward Avenue		
City Bloomfield Hills, MI	State	Zip Code 48304

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Expiration date for the transferred assumed name application
Effective Date: *Jan 6*

Document will be returned to the name and address you enter above

CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. **The Plan of Merger (Consolidation) is as follows:**
 - a. The name of each constituent entity and its identification number is:
 - Enterprise Network Solutions, L.L.C. B51-309
 - BT Merger Company 296-45A
 - b. The name of the surviving corporation and its identification number is:
 - BT Merger Company 296-45A
- Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:
- 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

BH250838.2\BJC

MI 803750
187.50
96372
96356 cc CF SMC

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

- The merger (consolidation) shall be effective on the date of filing.

3. Complete for Profit Corporations Only.

For each constituent stock corporation, state:

<u>Name of Corporation</u>	<u>Designation and number of outstanding shares of each class or series</u>	<u>Indicate class or series of shares entitled to vote</u>	<u>Indicate class or series entitled to vote as a class</u>
BT Merger Company	10,000 shares of Common Stock outstanding	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

- N/A

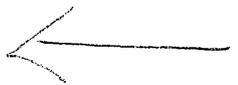
The manner and basis of converting shares are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of

the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to effected by the merger are as follows:

The Restated Articles of Incorporation of BT Merger Company attached to this Certificate of Merger as Exhibit A shall be the Articles of Incorporation of the surviving corporation after the effective time, until thereafter amended.



The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with the law effecting the merger.

(Complete either Section (a) or (b) for each corporation)

(a) N/A

(b) The Plan of Merger was approved by:

_____ the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

X the Board of Directors and the shareholders of the following Michigan corporations in accordance with Section 703a of the Act.

- BT Merger Company

BT MERGER COMPANY

By:

 4/20/02
Peter K. LaRose, Vice President

4. Complete for any Limited Liability Companies only

Check one of the following:

N/A There are no changes to be made to the Articles of Organization of the surviving limited liability company.

N/A The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The constituent limited liability company is not the surviving entity.

The manner and basis of converting the membership interests are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 20th day of April, 2000

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

By: 
Peter LaRose, Manager

BH250838.2\BJC

5. Complete for any Limited Partnership only

N/A

6. Complete for Corporations and Limited Liability Companies only

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

<u>Assumed Name</u>	<u>Corporation and/or LLC transferred from</u>	<u>Expiration Date</u>
BULLSEYE TELECOM	Enterprise Network Solutions, L.L.C.	December 31, 2004

EXHIBIT A

BH250838.21 BJC

<input type="checkbox"/> MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES <input type="checkbox"/> CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
<input type="checkbox"/> Date Received		<input type="checkbox"/> (FOR BUREAU USE ONLY)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> Name:	Brendan J. Cahill Dykema Gossett PLLC	
<input type="checkbox"/> Address:	1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304	
		<input type="checkbox"/> EFFECTIVE DATE:
<input type="checkbox"/> DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE		

RESTATED ARTICLES OF INCORPORATION
For use by Domestic Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:

BT Merger Company

2. The identification number assigned by the Bureau is: 296-45A

3. All former names of the corporation are:

N/A

4. The date of filing the original Articles of Incorporation was: April 3, 2000

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

ARTICLE I
Name

The name of the corporation is BullsEye Telecom, Inc. ✓

ARTICLE II

Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III

Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.
2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.
3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.
4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Recquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV
Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V
Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI
Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII
Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

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MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU	
Date Received	(FOR BUREAU USE ONLY)
MAY 26 2000	FILED MAY 26 2000 Administrator CORP, SECURITIES & LAND DEV. BUREAU
Name: Brendan J. Cahill Dykema Gossett PLLC Address: 1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304	
EFFECTIVE DATE:	
DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE	

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:

BullsEye Telecom, Inc.
2. The corporation identification number (CID) assigned by the Bureau is: 296-45A
3. The first paragraph of Article III of the corporation's Restated Articles of Incorporation, as filed on April 28, 2000, is hereby amended to read in its entirety as follows:

ARTICLE III
Authorized Capital

The total authorized capital stock of the corporation is 25,000,000 shares of Common Stock and 8,000,000 shares of Preferred Stock.

4. The first recital of the corporation's Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock (\$3.50 Liquidation Value per Share), as filed on April 28 (the "Certificate of Designations"), 2000, is hereby amended to read in its entirety as follows:

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FIRST: The Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), authorize the issuance of 8,000,000 shares of preferred stock (the "Preferred Stock"), in one or more series, and further authorize the Board of Directors of the Corporation to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Articles of Incorporation and to determine with respect to each such series, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, if any, the number of shares to comprise each series, and the qualifications, limitations and restrictions appertaining thereto.

5. Section 1 of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

1. Designation and Number of Shares. There shall be hereby established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 8,000,000 (the "Authorized Series A Preferred Stock").

6. Section 5(b)(iv) of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any Junior Stock except for purchases or redemptions from employees of the Corporation upon terms and in such amounts as set forth pursuant to the Shareholders Agreement, dated on or about April 28, 2000 among the Corporation and certain of its Shareholders, as amended as of May 26, 2000, or in equity incentive plans approved by the Board of Directors in an amount not to exceed \$250,000 per fiscal year and at a price per share not more than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith;

7. Section 6(b)(iii) of the corporation's Certificate of Designations is hereby amended to read in its entirety as follows:

(iii) the occurrence of any of the following: (A) the Corporation fails to pay any dividends on Series A Preferred Stock to the extent expressly required

in Section 4; (B) the Corporation fails to redeem the Series A Preferred Stock or pay the Series A Redemption Price of the Series A Preferred Stock in full on any date established for the redemption thereof pursuant to Section 6; (C) the Corporation fails to comply with Section 5(b); (D) the Corporation materially breaches any of the provisions of Article VII or VIII of (1) the Securities Purchase Agreement, dated as of April 28, 2000 among the Corporation and certain investors in the Corporation, or (2) the Securities Purchase Agreement, dated as of May 26, 2000 among the Corporation and certain investors in the Corporation, and any such breach remains uncured for at least ten days after receiving written notice thereof; (E) the Corporation materially breaches the provisions of Section 3.02 of the Corporation's Shareholders Agreement, dated on or about April 28, 2000, as amended as of May 26, 2000, and any such breach remains uncured for at least ten days after receiving written notice thereof; or (F) the Corporation (1) commences any case, proceeding or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it bankrupt or insolvent, or seeking reorganization, composition, extension or other such relief with respect to it or its debts, or seeking appointment of a receiver, trustee, custodian or other similar official for all or substantially all of its assets (a "Bankruptcy Action"), (2) becomes the debtor named in any Bankruptcy Action which results in the entry of an order for relief or any such adjudication or appointment remains undismitted or undischarged for a period of ninety (90) days, or (3) makes a general assignment for the benefit of its creditors, then, in addition to any rights or remedies provided herein or at law or in equity to the holders of the Series A Preferred Stock.

8. The foregoing amendment to the corporation's Restated Articles of Incorporation was duly adopted as of May 26, 2000, by the written consent of the shareholders of the corporation in lieu of a meeting.

This Certificate of Amendment was signed as of this 26th day of May, 2000.

By: 
Peter K. LaRose, Vice President

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MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU	
Date Received APR 28 2000	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION <i>Brendan</i> 1032 FILED APR 28 2000 Administrator CORP. SECURITIES & LAND DEV. BUREAU EFFECTIVE DATE:
Name: Brendan J. Cahill Dykema Gossett PLLC Address: 1577 North Woodward, Ste 300 Bloomfield Hills, MI 48304	
DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE	

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

- The present name of the corporation is:

BullsEye Telecom, Inc.
- The corporation identification number (CID) assigned by the Bureau is: 296-45A
- Article III of the corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE III
Authorized Capital

The total authorized capital stock of the corporation is 19,000,000 shares of Common Stock and 4,000,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

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1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

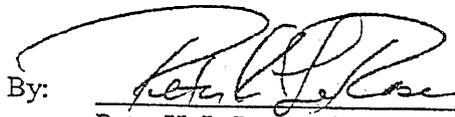
Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

4. The foregoing amendment to the Articles of Incorporation was duly adopted as of April 27, 2000 by the written consent of the shareholders of the corporation in lieu of a meeting, *in accordance with Section 407(2) of the Act.*

Signed this 27th day of April, 2000.

By:



Peter K. LaRose, Vice President

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CERTIFICATE OF DESIGNATIONS, PREFERENCES AND RIGHTS

of

SERIES A CONVERTIBLE PREFERRED STOCK *2B2*

RECEIVED (\$3.50 LIQUIDATION VALUE PER SHARE)
APR 28 2000

MI Dept. of Consumer & Industry Services
Corporation, Securities & Land Dev. Bureau

of

BULLSEYE TELECOM, INC.

FILED

APR 28 2000

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

296-45A

Pursuant to Section 302 of the
Business Corporation Act of the
State of Michigan

BULLSEYE TELECOM, INC. (hereinafter called the "Corporation"), a corporation organized under and by virtue of the provisions of the Business Corporation Act of the State of Michigan,

DOES HEREBY CERTIFY:

FIRST: The Restated Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation"), authorize the issuance of 4,000,000 shares of preferred stock (the "Preferred Stock"), in one or more series, and further authorize the Board of Directors of the Corporation to provide by resolution for the issuance of shares of Preferred Stock in one or more series not exceeding the aggregate number of shares of Preferred Stock authorized by the Articles of Incorporation and to determine with respect to each such series, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, if any, the number of shares to comprise each series, and the qualifications, limitations and restrictions appertaining thereto.

SECOND: A resolution providing for and in connection with the issuance of the Preferred Stock was duly adopted by the Board of Directors pursuant to the provisions of the Articles of Incorporation as aforesaid, which resolution provides as follows:

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RESOLVED: that the Board of Directors, pursuant to authority vested in it by the provisions of the Articles of Incorporation, as amended (the "Articles of Incorporation"), of BULLSEYE TELECOM, INC. (the "Corporation"), hereby authorizes the issuance of a series of convertible preferred stock ("Convertible Preferred Stock") of the Corporation and hereby establishes the series, the dividends payable thereon, the times and prices of redemption, the amount payable upon liquidation, the conversion rights, the restrictions on the payment of dividends or to retirements of junior stock, the limitations on the creation of indebtedness or the issuance of stock of equal or prior rank, the voting rights thereon, the number of shares to comprise such series, and the qualifications, limitations and restrictions appertaining thereto in addition to those set forth in such Articles of Incorporation (or otherwise provided by law) as follows (the following, referred to hereinafter as "this resolution" or "this Certificate of Designations", is to be filed as part of a Certificate of Designations under Section 302 of the Business Corporation Act of the State of Michigan):

1. Designation and Number of Shares. There shall be hereby established a series of Preferred Stock designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be 4,000,000 (the "Authorized Series A Preferred Stock").

2. Ranking.

(a) Series A Preferred Stock. The Series A Preferred Stock shall, with respect to the payment of dividends, redemption rights, and the distribution of assets upon the occurrence of the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation or any other payment or distribution with respect to the capital stock of the Corporation, rank senior to (i) the Common Stock (as defined in Article III of the Articles of Incorporation), and (ii) all shares of each other class or series of capital stock of the Corporation hereafter created which does not expressly rank pari passu with or senior to the Series A Preferred Stock (collectively, the "Junior Stock").

3. Liquidation Preference.

(a) Preferential Distributions. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary (a "Liquidation Event"), each holder of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Junior Stock and in the order and manner set forth in this Section 3, the amount of \$3.50 per share (adjusted for any combinations, consolidations, stock splits, stock distributions or stock dividends with respect to such share) for each share of Series A Preferred Stock then held by such holder (the "Series A Liquidation Value").

(b) Priority of Distributions.

(i) Distribution to Series A Preferred Stock. Upon the occurrence of a Liquidation Event, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of all Junior Stock, their respective Series A Liquidation Value; provided, that if the assets and funds to be distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series A Preferred Stock in proportion to the Series A Liquidation Value each such holder is otherwise entitled to receive pursuant to this Section 3(h).

(ii) Distribution to Junior Preferred Stock. After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Section 3(b)(i) above, the assets of the Corporation legally available for distribution, if any, shall be distributed to any Junior Stock that is Preferred Stock in accordance with the respective certificate or certificates of designation thereof, prior to and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of Common Stock (unless otherwise specified in such certificate or certificates of designation).

(iii) Distribution to Common Stock. After the payment of the full liquidation preference of the Series A Preferred Stock as set forth in Section 3(b)(i) above and any payments on any Junior Stock that is Preferred Stock as set forth in Section 3(b)(ii), the assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Common Stock in proportion to the respective number of Common Stock actually held by them; provided that if the assets and funds to be distributed among the holders of Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Common Stock in proportion to the total issued and outstanding shares of Common Stock held by each such holder.

(c) Inclusion of Certain Transactions.

(i) Change of Control. For purposes of this Section 3, if the holders of at least a majority of the shares of Series A Preferred Stock, so elect and there occurs any of the following events (each, a "Change of Control"): (A) the sale of all or substantially all of the assets of the Corporation; (B) any merger, consolidation, share exchange, recapitalization in which the Corporation is not the surviving entity; or (C) any merger, consolidation, share exchange, recapitalization or issuance, sale or transfer of capital stock of the Corporation, in which any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) acquires in one transaction or in a series of transactions beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act) of fifty-one percent (51%) or more of either (1) the then-outstanding shares of Common Stock (determined on an as-converted and fully diluted basis) or (2) the combined voting power of the then outstanding voting securities of the Corporation entitled to vote generally in the election of directors, then, in the case of clause (A), (B) or (C), such Change of Control shall be treated as a Liquidation Event with respect to the Series A Preferred Stock and shall entitle the holders of Series A Preferred Stock then outstanding to receive, upon the consummation of such Change of Control, their respective Series A Liquidation Value in cash, except to the extent that the entire proceeds of such Change of Control together with other amounts available for distribution pursuant to this Section 3 are less than the aggregate Series A Liquidation Value then applicable, in which case all such proceeds and other available amounts shall be distributed in accordance with the priorities set forth in Section 3(b) above.

(ii) In the event the requirements of this Section 3(c) are not complied with, the Corporation shall forthwith either:

(A) cause the closing of any such Change of Control transaction to be postponed until such time as the requirements of this Section 3 have been complied with; or

(B) cancel such transaction, in which event the rights, preferences and privileges of the holders of Series A Preferred Stock shall revert to and be the same as such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in Section 3(c)(iii).

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(iii) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending Change of Control not later than twenty (20) days prior to the stockholders' meeting called to approve such Change of Control or on the execution date or effective date (whichever is earlier) of the stockholders' written consent to approve such Change of Control, or twenty (20) days prior to the closing of such Change of Control, whichever is earlier, and shall also notify such holders in writing of the final approval of such Change of Control. The first of such notices shall describe the material terms and conditions of the impending Change of Control and the provisions of this Section 3, and the Corporation shall thereafter give such holders prompt notice of any material changes. The closing of the Change of Control transaction shall in no event take place sooner than twenty (20) days after the Corporation has given the first notice provided for herein or sooner than ten (10) days after the Corporation has given notice of any material changes provided for herein; provided, that such periods may be shortened upon the written consent of the holders of a majority of the shares of Series A Preferred Stock that are entitled to such notice rights or similar notice rights.

(d) Determination of Fair Value. Whenever the distribution provided for in this Section 3 shall be payable in securities or property other than cash, the "fair value" of the securities or property to be distributed in such event shall be determined as follows:

(i) Securities not subject to investment letter or other similar restrictions on free marketability:

(A) if the distribution would be payable in securities listed on a national securities exchange or the Nasdaq National Market, the fair value of such securities shall be deemed to be the average of the closing prices of such securities on such exchange or Market for the twenty (20) trading days ending five (5) trading days prior to the date of the closing of the transaction giving rise to such distribution;

(B) if the distribution would be payable in securities actively traded over-the-counter, the fair value of such securities shall be the average of the closing sale prices (or, if there is no sale, the closing bid prices) of such securities for the twenty (20) trading days ending five (5) trading days prior to the date of the closing of the transaction giving rise to such distribution; or

(C) if there is no active public market for the securities to be distributed or if the distribution would be payable in assets or property other than securities, the fair value thereof shall be determined in good faith by the Board of Directors of the Corporation.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i) (A), (B) or (C) to reflect the approximate fair market value thereof, as mutually determined by the Corporation and the holders of at least a majority of the then outstanding shares of such Series A Preferred Stock. In the event the parties are unable to agree upon the approximate fair market value hereunder, the parties shall resolve any dispute by appointing an expert to determine the fair value. If the parties cannot agree on an expert, then each party shall appoint an expert and each expert shall then agree on a third expert, which third expert shall solely determine such fair market value; provided, that each expert shall be a member of an investment banking firm of national reputation.

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4. Dividends. The holders of Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation legally available therefor, dividends when, as and if declared by the Board of Directors of the Corporation. The Company shall not declare or pay any dividend on any Junior Stock, unless the Corporation simultaneously declares and pays an identical dividend on the shares of Series A Preferred Stock, in which case the Corporation distribute such dividends ratably to the holders of Common Stock, the holders of Series A Preferred Stock and, if so declared by the board of directors of the Corporation, the holders of any Junior Preferred Stock, as a single class, in proportion to the respective number of shares of Common Stock actually held by the holders of Common Stock and the respective number of shares of Common Stock (including any fractional shares) into which the shares of Series A Preferred Stock (and Junior Preferred Stock, if applicable) could be converted as of the record date set for the determination of holders of shares of capital stock entitled to receive payment of a dividend thereon. Except as set forth in the preceding sentence, the Corporation shall have no obligation to declare or pay dividends on the Series A Preferred Stock.

5. Voting Rights.

(a) General Voting Rights. Except as otherwise provided in Section 5(b) below, the holder of each share of Series A Preferred Stock issued and outstanding shall be entitled to the number of votes as is equal to the number of shares of Common Stock into which such holder's shares of Series A Preferred Stock could then be converted at the record date for determination of shareholders entitled to vote for any given vote, or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock, such votes to be counted together with all other shares of stock of the Corporation having general voting power and not separately as a class; provided, that fractional votes by the holders of the Series A Preferred Stock shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest lower whole number.

(b) Series A Preferred Stock Protective Provisions. The Corporation shall not, except as hereinabove expressly provided, without first obtaining the affirmative vote or written consent of the holders of at least a majority of the outstanding shares of Series A Preferred Stock voting together as a separate class:

(i) amend the Articles of Incorporation, to adversely alter or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, the Series A Preferred Stock (by recapitalization, merger, consolidation or otherwise);

(ii) authorize, issue or agree to issue, or reclassify any shares of Junior Stock into, any shares or any security convertible into or exercisable for any shares having any preference or priority as to dividends, any other distributions, payments or assets or upon redemption, liquidation, winding up or dissolution superior to or on a parity with any such preference or priority of the Series A Preferred Stock;

(iii) issue any share of Common Stock at a price per share, or any option or other right to acquire any share of Common Stock at an exercise price, that is less than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith, other than shares of Common Stock that are excluded from the definition of Additional Common Shares as set forth in Section 7(e)(i), below;

(iv) redeem, repurchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any Junior Stock except for purchases or redemptions from employees of the Corporation upon terms and in such amounts as set forth pursuant to the Shareholders Agreement, dated on or about April 28, 2000 among the Corporation and certain of its Shareholders, or in equity incentive plans approved by the Board of Directors in an amount not to exceed \$250,000 per fiscal year and at a price per share not more than the fair market value per share of such Common Stock as determined by the board of directors of the Corporation in good faith;

(v) make, authorize or approve any dividend, distribution or stock split upon or with respect to any Junior Stock, other than stock splits of the Common Stock or stock dividends payable solely in shares of Common Stock upon the issued and outstanding shares of Common Stock; or

(vi) effect any Change of Control, as defined in Section 3(c)(i).

(c) Board Matters.

(i) Size and Composition. The Board of Directors of the Corporation shall consist of five (5) members and shall be subject to increase or decrease as provided herein and in the Bylaws of the Corporation. So long as at least 50% of the Authorized Series A Preferred Stock is outstanding, the holders of a majority of the shares of Series A Preferred Stock, voting together as a single class, shall be entitled to elect two (2) members of the Board of Directors and so long as less than 50% but at least 25% of the Authorized Series A Preferred Stock is outstanding, the holders of a majority of the shares of Series A Preferred Stock, voting together as a single class, shall be entitled to elect one (1) member of the Board of Directors (all such directors, the "Series A Directors"). At any time when there is less than 25% of the Authorized Series A Preferred Stock outstanding, the holders of the Series A Preferred Stock shall not have the right to elect any Series A Directors, but shall retain all other voting rights set forth herein. All remaining members of the Board of Directors (including members to be elected after the holders of Series A Preferred Stock are no longer entitled to elect directors as provided herein) shall be elected in the manner provided in the Bylaws of the Corporation.

(ii) Election, Vacancies and Removal of Series A Directors. At any meeting (or in a written consent in lieu thereof) held for the purpose of electing directors at a time when the Series A Preferred Stock is entitled to vote for the election of directors (A) the holder of each share of Series A Preferred stock shall have one vote per share, (B) the presence in person or by proxy (or the written consent) of the holders of a majority of the shares of Series B Preferred Stock then outstanding shall constitute a quorum of the Series A Preferred Stock for the election of directors to be elected solely by the holders of the Series A Preferred Stock and (C) the affirmative vote of such majority of the shares of Series A Preferred Stock present in person or represented by proxy or, in the event of a written consent, a majority of the shares of Series A Preferred Stock then outstanding, shall be required to elect such directors. In the case of any vacancy in the office of a Series A Director, the holders of a majority of the outstanding shares of the Series A Preferred Stock, voting as provided above, may elect a successor or successors to hold the office for the unexpired term of the Series A Director(s) whose place(s) shall be vacant. Any Series A Director may be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of the Series A Preferred Stock as provided above.

6. Redemption of Series A Preferred Stock.

(a) Mandatory Redemption. On December 31, 2006 (the "Series A Mandatory Redemption Date"), the Corporation shall redeem, out of funds legally available therefor, all of the issued and outstanding shares of Series A Preferred Stock at a cash price per share equal to the Series A Liquidation Value (paid on the Series A Mandatory Redemption Date, the "Series A Redemption Price").

(b) Redemption of Series A Preferred Stock at the Election of the Holders. Upon the written election of the holders of a majority of the shares of Series A Preferred Stock pursuant to Section 6(d)(i) at any time after the occurrence of any of the following events or circumstances (each, an "Elective Redemption Event"), the Corporation shall be required to redeem out of funds legally available therefor in accordance with the provisions of this Section 6 all of the outstanding Series A Preferred Stock, at the Series A Redemption Price:

(i) the occurrence of any Change of Control (as defined in Section 3(c));

(ii) the initial offering and sale by the Corporation of equity securities of the Corporation pursuant to a registration statement filed with the Securities and Exchange Commission, or any successor agency (a "Public Offering") other than a Qualified Public Offering (as defined in Section 7(b)); or

(iii) the occurrence of any of the following: (A) the Corporation fails to pay any dividends on Series A Preferred Stock to the extent expressly required in Section 4; (B) the Corporation fails to redeem the Series A Preferred Stock or pay the Series A Redemption Price of the Series A Preferred Stock in full on any date established for the redemption thereof pursuant to Section 6; (C) the Corporation fails to comply with Section 5(b); (D) the Corporation materially breaches any of the provisions of Article VII or VIII of the Securities Purchase Agreement, dated as of April 28, 2000 among the Corporation and certain investors in the Corporation or the provisions of Section 3.02 of the Corporation's Shareholders Agreement, dated on or about April 28, 2000 and any such breach remains uncured for at least ten days after receiving written notice thereof; or (E) the Corporation: (1) commences any case, proceeding or other action under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it bankrupt or insolvent, or seeking reorganization, composition, extension or other such relief with respect to it or its debts, or seeking appointment of a receiver, trustee, custodian or other similar official for all or substantially all of its assets (a "Bankruptcy Action"), (2) becomes the debtor named in any Bankruptcy Action which results in the entry of an order for relief or any such adjudication or appointment remains undismissed or undischarged for a period of ninety (90) days or (3) makes a general assignment for the benefit of its creditors, then, in addition to any rights or remedies provided herein or at law or in equity to the holders of the Series A Preferred Stock.

(c) Not Subject to Call. The Series A Preferred Stock is not subject to redemption at the option of the Corporation.

(d) Manner of Redemption.

(i) Redemption Notices: Exercise of Elective Redemptions. Immediately upon the occurrence of an Elective Redemption Event, the Corporation shall deliver written

notice of occurrence of such Elective Redemption Event (an "Elective Redemption Notice") in person, by certified or registered mail, return receipt requested, by overnight mail or by telecopier to each holder of record of Series A Preferred Stock, such notice to be addressed to each such holder at its address as shown by the records of the Corporation. The Corporation may also give such Elective Redemption Notice in the same manner prior to the occurrence of the Elective Redemption Event, which notice shall specify the Elective Redemption Event and the date it is expected to occur. Each holder of Series A Preferred Stock that wishes to exercise such holder's right to elective redemption shall do so by delivering written notice thereof to the Corporation at any time after the earlier of the occurrence of such Elective Redemption Event or the date of such holder's receipt of the Elective Redemption Notice, and not later than ten (10) business days after the later of the occurrence of such Elective Redemption Event or receipt by such holder of such Elective Redemption Notice. If the holders of at least a majority of the Series A Preferred Stock timely exercise their rights to elective redemption, the redemption date for the elective redemption of shares of Series A Preferred Stock ("Elective Redemption Date") shall be the tenth (10th) business day after expiration of the foregoing ten (10) business-day period.

(ii) Designation of Funds. On the Mandatory Redemption Date and each Elective Redemption Date (each, a "Redemption Date"), the Corporation shall set aside in trust for the benefit of the holders of the Preferred Stock to be redeemed the funds necessary for such redemption, which funds shall be used to pay the applicable Series A Redemption Price and, if applicable, the Series A Redemption Price for such shares upon the surrender of the related certificates representing such Preferred Stock to the Corporation for such redemption (or such affidavits, indemnity and undertakings as would be necessary to replace any certificate claimed to have been lost, stolen or destroyed).

(iii) Termination of Rights. From and after the applicable Redemption Date, unless the Corporation defaults in payment of the Series A Redemption Price or, if applicable, the Series A Redemption Price for the shares of Preferred Stock to be redeemed pursuant hereto, (A) such shares of Preferred Stock tendered shall no longer be deemed outstanding, (B) the rights to receive dividends thereon shall cease to accrue and (C) all rights of the holders of such shares of Preferred Stock shall cease (other than the right to receive payment in full of the applicable redemption price therefor).

(iv) Reinstatement: Continuation of Rights upon Default. If the Corporation shall default in the payment of any portion of the applicable redemption price, then, in addition to any other rights and remedies of the holders of the affected shares of Preferred Stock which may be available herein or at law or in equity, the shares of Preferred Stock that were to be redeemed by such portion shall be deemed to have continued to be outstanding, dividends shall have continued to accrue thereon, and such holders shall have all of the rights of a holder thereof, until such time as such default shall no longer be continuing.

(e) Legally Available Funds.

(i) Remedial Action. If the Corporation believes that at the time of any Redemption Date, the Corporation would not have sufficient funds of the Corporation legally available for such redemption as required under Section 345 of the Michigan Business Corporation Act or any comparable provision of any succeeding law ("Legally Available Funds") to redeem the shares of Series A Preferred Stock to be redeemed under this Section 6, then the Corporation shall promptly use all reasonable efforts to cause such Legally Available Funds to become available in any manner permitted or contemplated by the Act or any comparable provision of any succeeding law. If, notwithstanding the Corporation's reasonable efforts

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pursuant hereto, the Corporation is unable to fulfill such obligation to redeem the shares of Series A Preferred Stock to be redeemed under this Section 6 because of insufficient Legally Available Funds, the Corporation shall give prompt written notice thereof to each holder of shares of Series A Preferred Stock to be redeemed specifying in reasonable detail the nature thereof and the extent, if any, to which the Corporation would be able to fulfill its obligations under this Section 6.

(ii) Holder Options. Upon receipt of notice from the Corporation as provided in Section 6(e)(i) or upon the Corporation's failure to pay the applicable redemption price for any reason on any scheduled Mandatory Redemption Date or Elective Redemption Date, the holders of shares of Series A Preferred Stock representing at least a majority of the shares of Series A Preferred Stock to be redeemed (the "Required Redeeming Holders"), in their sole and absolute discretion, may elect (A) to defer the Redemption Date with respect to the shares of Series A Preferred Stock to have been redeemed until any of the fifth (5th) business day after there are sufficient Legally Available Funds to effect such redemption; provided, that, as and to the extent that there are sufficient Legally Available Funds to effect such redemption, the Corporation shall promptly make partial payments of the applicable redemption price first to the holders of the shares of Series A Preferred Stock to be redeemed, pro rata based upon each holder's respective aggregate Series A Redemption Price, in which case there shall be a series of redemptions (in the foregoing priority), each of which shall take place not more than five (5) business days after there are sufficient Legally Available Funds to effect such redemption to an extent that would permit such partial payments of the applicable redemption price in increments of not less than Twenty-Five Thousand Dollars (\$25,000) ("Partially Available Funds"); (B) to require that the Corporation issue a promissory note, in form and substance reasonably satisfactory to the Required Redeeming Holders, to the order of the holders of shares of Series A Preferred Stock to be redeemed, payable on demand at an interest rate equal to the prime rate of leading money center banks as quoted in The Wall Street Journal plus three hundred basis points (3.00%) compounded semi-annually, to the extent that payment in such form rather than in cash would not result in insufficient Legally Available Funds; or (C) in the case of any elective redemption, to declare that, in lieu of the provisions of the preceding sentence, the exercise of the elective redemption rights shall be rescinded in whole or in part and such elective redemption shall so be rescinded with the result that each holder of Series A Preferred Stock may require the Corporation to redeem its shares of Series A Preferred Stock at any time thereafter until the later of (A) with respect to the Series A Preferred Stock, the Series A Mandatory Redemption Date or (B) eighteen (18) months after the date of the foregoing notice of rescission.

7. Conversion of Series A Preferred Stock. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share and on or prior to the Redemption Date, if any, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series A Liquidation Preference by the Conversion Price then in effect. The initial "Conversion Price" for the Series A Preferred Stock shall be \$3.50 per share and shall be subject to adjustment as hereinafter set forth.

(b) Automatic Conversion of Series A Preferred Stock. Each share of Series A Preferred Stock shall automatically be converted into one or more share(s) of Common Stock based upon the then-effective Conversion Price (i) immediately upon the closing of a Public Offering, underwritten on a firm commitment basis by an investment banking firm of national reputation, covering the offer and

sale to the public of shares of Common Stock for the account of the Corporation with aggregate net proceeds received by the Corporation of at least \$30,000,000 and a price per share equal to an amount no less than three (3) times the initial Conversion Price as set forth in Section 7(a) as adjusted for any stock dividends, combinations or splits with respect to such shares (such an offering, a "Qualified Public Offering"); provided, that any such conversion shall be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering and the holder(s) entitled to receive the Common Stock issuable upon such conversion shall not be deemed to have converted such Series A Preferred Stock until the closing of such sale of securities or (ii) upon the affirmative vote or written consent of the holders of at least a majority of the Series A Preferred Stock to so convert.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the Corporation at such office that such holder elects to convert the same. In the event of an automatic conversion, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of Series A Preferred Stock and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent. The Corporation shall not be obligated to issue certificates evidencing Common Stock issuable upon automatic conversion unless and until the certificates representing the Series A Preferred Stock are surrendered to the Corporation or its transfer agent. No fractional shares of Common Stock shall be issued upon conversion of the Series A Preferred Stock.

The Corporation shall, as soon as practicable after surrender of the certificates for the Series A Preferred Stock, issue and deliver at the office of the Corporation to such holder of Series A Preferred Stock (i) a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and, if applicable, (ii) cash or a check payable to the holder equal to any cash amounts payable as the result of a conversion into fractional shares of Common Stock. Such conversion shall be deemed to have been made at the time of surrender of the Series A Preferred Stock to be converted or, in the case of an automatic conversion, as provided in Section 7(b), and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock at such time.

(d) Treatment of Fractional Shares. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after such aggregation, the conversion would result in the issuance of a fractional share of Common Stock, the Corporation shall, in lieu of issuing any fractional shares to which the holder would otherwise be entitled, pay cash equal to the fair market value of such fractional share on the date of conversion, as determined in good faith by the Board of Directors.

(e) Adjustments to Conversion Price.

(i) Special Definitions. For purposes of this Section 7(e), the following definitions shall apply:

(A) "Additional Common Shares" shall mean all Common Stock issued (or, pursuant to Section 7(e)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than Common Stock issued or issuable at any time:

(1) upon conversion of the Series A Preferred Stock;

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- (2) upon exercise of any Employee Option;
- (3) as a dividend or distribution on the Series A Preferred Stock;
- (4) up to 380,000 shares of Common Stock pursuant to the letter agreement, dated August 18, 1999 between the Corporation and Sigma Systems Group Inc. as in effect on April 1, 2000; and
- (5) by way of dividend or other distribution on Common Stock excluded from the definition of Additional Common Shares by the foregoing clauses.

(B) "Convertible Securities" shall mean any evidence of indebtedness, shares or other securities convertible into or exchangeable for Common Stock, whether at any time or upon the occurrence of a stated event or otherwise, other than the Series A Preferred Stock and the Warrants.

(C) "Employee Options" shall mean the Options issued at any time pursuant to the Bullseye Telecom, Inc. 2000 Stock Option Plan.

(D) "Fully-Diluted Basis" shall mean with respect to the Common Stock, as of a particular time and without duplication, the total outstanding shares of Common Stock as of such time, determined by treating all outstanding Options as having been exercised and by treating all Convertible Securities (including Convertible Securities issuable upon exercise of an Option) as having been so converted; provided, that if at any time of determination, the event giving rise to any adjustment hereunder would trigger any anti-dilution rights of such Options or Convertible Securities or otherwise increase the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable, the number of shares of Common Stock deemed to be outstanding immediately after such issuance shall include also such increase in the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable.

(E) "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities.

(F) "Original Issue Date" shall mean April 28, 2000.

(ii) No Adjustment of Conversion Price. No adjustment in the Conversion Price of any share of Series A Preferred Stock shall be made in respect of the issuance or deemed issuance of Additional Common Shares unless the consideration per share for an Additional Common Share issued or deemed to be issued by the Corporation is less than the Conversion Price in effect immediately prior thereto.

(iii) Deemed Issue of Additional Common Shares.

(A) Options and Convertible Securities. In the event the Corporation, at any time or from time to time after the Original Issue Date, shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities entitled to receive any such Options or Convertible

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Securities, then the maximum number of shares of Common Stock (as set forth in the instrument relating thereto without regard to any provisions contained therein for a subsequent adjustment of such number) issuable upon the exercise of such Options or, in the case of Convertible Securities and Options therefor, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Common Shares issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date; provided, that in any such case in which Additional Common Shares are deemed to be issued:

(1) no further adjustment in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) if such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or in the number of shares of Common Stock issuable upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities; provided, that no such adjustment in the Conversion Price shall affect shares of Common Stock previously issued upon conversion of Series A Preferred Stock;

(3) upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities which shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(I) in the case of Convertible Securities or Options for Common Stock, the only Additional Common Shares issued, if any, were shares of Common Stock actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities which were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(II) in the case of Options for Convertible Securities, the only Convertible Securities issued, if any, were Convertible Securities actually issued upon the exercise of such Options, and the consideration received by the Corporation for the Additional Common Shares deemed to have been issued was the consideration actually received by the Corporation for the issue of all such Options, whether or

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not exercised, plus the consideration actually received by the Corporation upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) no readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount which exceeds the lower of (I) the Conversion Price on the original adjustment date, or (II) the Conversion Price that would have resulted from any issuance of Additional Common Shares between the original adjustment date and such readjustment for which no adjustment was made; and

(5) in the case of any Options which expire by their terms not more than 60 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (3) above.

(B) Stock Dividends. In the event the Corporation, at any time or from time to time after the Original Issue Date, shall declare or pay any dividend on the Common Stock payable in shares of Common Stock, then and in any such event, Additional Common Shares shall be deemed to have been issued immediately after the close of business on the record date for the determination of holders of any class of securities entitled to receive such dividend for purposes of adjusting the Conversion Price; provided, that if such record date is fixed and such dividend is not fully paid, the only Additional Common Shares deemed to have been issued shall be the number of shares of Common Stock actually issued as of the close of business on such record date, and such Conversion Price shall be recomputed accordingly.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Common Shares. In the event the Corporation, at any time after the Original Issue Date, shall issue Additional Common Shares (including Additional Common Shares deemed to be issued pursuant to Section 7(e)(iii)) without consideration or for a consideration per share less than the then-effective Conversion Price, then and in each such event, the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest \$0.001) determined by multiplying the Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding on a Fully Diluted Basis immediately prior to such issue plus the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of Additional Common Shares so issued would purchase at the then-effective Conversion Price and the denominator of which shall be the number of shares of Common Stock outstanding on a fully Diluted Basis immediately after such issue (including the number of such Additional Common Shares so issued); provided, that if the event giving rise to such adjustment would trigger any anti-dilution rights of such Options or Convertible Securities or otherwise increase the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable, then the number of shares of Common Stock deemed to be outstanding immediately after such issuance shall include also such increase in the number of shares of Common Stock subject to such Options or into which such Convertible Securities are convertible or exchangeable.

(v) Determination of Consideration. For purposes of this Section 7(e), the consideration received by the Corporation for the issue of any Additional Common Shares shall be computed as follows:

(A) Cash and Property. Such consideration shall:

(1) insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation;

(2) insofar as it consists of securities, be computed as set forth in Section 3(d) above;

(3) insofar as it consists of property other than cash or securities, be computed at the fair market value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(4) in the event Additional Common Shares are issued together with other shares or securities or other assets of the Corporation for consideration so received, be computed as provided in clauses (1) through (3) above, as determined in good faith by the Board of Directors.

(B) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Common Shares deemed to have been issued pursuant to Section 7(e)(iii)(A), relating to Options and Convertible Securities, shall be determined by dividing:

(1) the total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein for a subsequent adjustment of such consideration) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities, by

(2) the maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein or a subsequent adjustment of such number) issuable upon the exercise of such Options or the conversion or exchange of such Convertible Securities.

(vi) Adjustments for Subdivisions or Combinations of Common Stock. In the event that at any time or from time to time the Corporation shall:

(A) subdivide its outstanding shares of Common Stock into a larger number of shares of Common Stock (a "Stock Subdivision"), or

(B) combine its outstanding shares of Common Stock into a smaller number of shares of Common Stock (a "Stock Combination"),

then the Conversion Price in effect immediately prior thereto shall, concurrently with the effectiveness of such event, be (1) proportionately decreased in the case of a Stock Subdivision and (2) proportionately increased in the case of a Stock Combination.

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(vii) Adjustments for Other Distributions. In the event the Corporation at any time or from time to time makes, or fixes a record date for, a determination of holders of Common Stock entitled to receive any distribution payable in securities or other property of the Corporation other than Common Stock and other than as otherwise adjusted in this Section 7, then and in each such event, provision shall be made so that the holders of Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities and other property of the Corporation which they would have received had their shares of Series A Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities and other property receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 7 with respect to the rights of the holders of the Series A Preferred Stock.

(viii) Adjustments for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, merger, share exchange or otherwise (other than a Stock Subdivision or Stock Combination provided for above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization, reclassification, merger, share exchange or other transaction, be appropriately and equitably adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, that number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before such change.

(f) No Impairment of Series A Preferred Stock. In case at any time or from time to time, the Corporation shall take any action affecting its Common Stock, other than an action described above in this Section 7, then, unless in the opinion of the Board of Directors of the Corporation such action will not have a material adverse effect upon the rights of the holders of Series A Preferred Stock (taking into consideration, if necessary, any prior actions which the Board of Directors deemed not to materially adversely affect the rights of the holders), the Conversion Price shall be adjusted in such manner and at such time as the Board of Directors of the Corporation may in good faith determine to be equitable in the circumstances. The Corporation shall not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities, recapitalization or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation but shall at all times in good faith assist in the carrying out of all the provisions of this Section 7 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(g) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 7, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of shares of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect and (iii) the number of shares of Common

Stock and the amount, if any, of other property which at the time would be received upon the conversion of shares of Series A Preferred Stock, as applicable.

(h) Notices of Record Date. In the event that the Corporation shall propose at any time:

(i) to declare any dividend or distribution upon its Common Stock, whether or not a regular cash dividend or a dividend payable in shares of capital stock and whether or not out of earnings or earned surplus;

(ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series, or any other rights;

(iii) to effect any reclassification or recapitalization of its outstanding Common Stock involving a change in the Common Stock; or

(iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its property or business, or to liquidate, dissolve or wind up or enter into any share exchange;

then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock:

(A) at least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in clauses (iii) and (iv) above; and

(B) in the case of matters referred to in clauses (iii) and (iv) above, in the event a record date is taken with respect to any such matter, at least twenty (20) days' prior written notice of such record date or, if no such record date is taken, at least twenty (20) days' prior written notice of the date when such matters shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon the occurrence of such event).

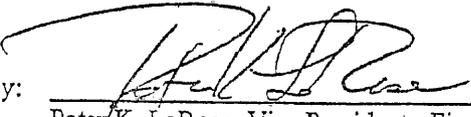
Each such written notice shall be delivered personally or sent by commercial overnight courier service, telecopy or first class mail, postage prepaid, addressed to the holders of the Series A Preferred Stock at the address for each holder as shown on the books of the Corporation. Each such notice shall be deemed to be duly given: when delivered by hand, if personally delivered; when delivered by courier, if delivered by commercial overnight courier service; and five (5) business days after being deposited in the mail, postage prepaid, if mailed.

(i) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock pursuant hereto; provided, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

8. No Reissuance of Preferred Stock. No shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase or otherwise shall be reissued, and any such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

IN WITNESS WHEREOF, the undersigned has executed and subscribed this certificate as of April 28, 2000.

BULLSEYE TELECOM, INC.

By: 
Peter K. LaRose, Vice President - Finance

BULLSEYE TELECOM, INC.

Exhibit B

Certificate of Authority to Transact Business within the State of Idaho

State of Idaho

Office of the Secretary of State

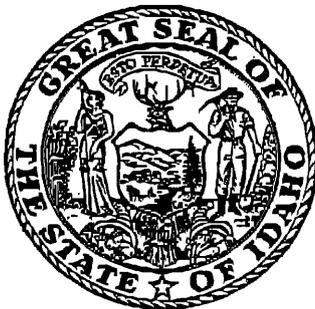
**CERTIFICATE OF AUTHORITY
OF
BULLSEYE TELECOM, INC.**

File Number C 154737

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 17 May 2004



Ben Yursa

SECRETARY OF STATE

By *[Signature]*

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is: BULLSEYE TELECOM, INC.
- The name which it shall use in Idaho is: BULLSEYE TELECOM, INC.
- It is incorporated under the laws of: MICHIGAN
- Its date of incorporation is: APRIL 3, 2000
- The address of its principal office is: 25900 GREENFIELD ROAD, SUITE 330, OAK PARK, MICHIGAN 48237
- The address to which correspondence should be addressed, if different from item 5, is: _____
- The street address of its registered office in Idaho is: 1401 Shoreline Dr., Suite 2, Boise, ID 83702
and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
PLEASE SEE ATTACHED LISTS		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 5/12/04

Signature: *Peter K. Larose*

Typed Name: PETER K. LAROSE

Capacity: VICE PRESIDENT, FINANCE

Customer Acct #: _____
(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
05/17/2004 05:00
CK: 10256 CT: 179301 BH: 745623
1 @ 100.00 = 100.00 AUTH PRO # 2

C154737

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Rev/05/07/2002

BULLSEYE TELECOM, INC.

Exhibit C

Officers and Directors

BullsEye Telecom, Inc.

Officers and Directors

All officers and directors can be reached at the Company's headquarters location: 25900 Greenfield Road, Suite 330, Oak Park, Michigan 48237 (248) 784-2500

Officers

William H. Oberlin
Chairman and Chief Executive Officer

Peter K. LaRose
Vice President - Finance, Treasurer & Secretary

Scott R. Loney
Vice President - Marketing

Thomas F. Tisko
Vice President - Business Operations

Bill R. Edwards
Vice President - Service Operations

Rosemary Albanese
Vice President - Client Services

Directors

William H. Oberlin
Chairman & CEO

L. Watts Hamrick
Director

Stephen J. Eley
Director

C. Alan Peyser
Director

John Zrno
Director

BULLSEYE TELECOM, INC.

Exhibit D

Stockholders

The Company's Stockholders are filed under separate Seal as Confidential.

BULLSEYE TELECOM, INC.

Exhibit E

Financial Statements

The Company's Financial Statements are filed under separate Seal as Confidential.

BULLSEYE TELECOM, INC.

Exhibit F

Profiles of Senior Management Key Personnel

BULLSEYE TELECOM, INC.

Management Profiles

William H. Oberlin - Chairman and Chief Executive Officer

William Oberlin, Chairman and Chief Executive Officer, is responsible for providing strategic direction, business development and leadership on technology issues. Prior to joining BullsEye he was Chief Executive Officer of Midcom Communications, which he joined in 1996. From 1988 to 1996 he played a key role in the turnaround of Allnet Communications which was sold to Frontier Communications in 1995. Mr. Oberlin began his career in a series of sales and marketing positions, first at New Jersey Bell and subsequently in senior roles at Sprint, DHL Business Systems and the U.S. operations of Cable and Wireless. He holds a bachelor's degree in economics from Rutgers University.

Peter K. LaRose - Vice President for Finance and Secretary

Peter LaRose, Vice President for Finance, has served in a number of senior financial positions, primarily in the telecommunications industry. He began his career with Price Waterhouse and Co., where his service included performing audits for foreign subsidiaries of U.S. and Spanish firms. He served as Vice President of Finance and Controller for MCI Communications and as Vice President of Finance for both Winstar Gateway Networks and for Midcom Communications. Mr. LaRose holds a B.S. in Business Administration from Pennsylvania State University and is a Certified Public Accountant.

Bill R. Edwards - Vice President of Service Operations

Bill Edwards, Vice President of Service Operations, brings twenty years of telecommunications service experience to BullsEye Telecom. His work at BullsEye has included key contributions to the design, development and operation of a highly automated order management, service provisioning and customer service infrastructure. His responsibilities include the continued development and operation of many of the non-IT-related components of the Company's back office.

Rosemary P. Albanese - Vice President of Client Service and Support Systems

Rosemary P. Cooter, Vice President of Client Service and Support Systems, has over ten years experience in the Inbound/Outbound telemarketing arena overseeing the selling and servicing of several telecommunications clients. She worked at The Faneuil Group from 1992-1998 as the Director of Quality and Change Management where she ensured consistency in processes and procedures for multiple North American call centers, and instituted Best Practices throughout the company. Between 1998-2003, Ms. Cooter served as Vice President of Operations for Telemarketing Concepts. Her responsibilities included the effective and profitable running of all U.S. Call Centers, and the executive guidance for all major company accounts. She also provided all supervisor/management training. At BullsEye, Ms. Cooter is responsible for all Corporate Quality initiatives, Customer Service, billing, Sales Operations and Training. She has a B.A. from Illinois State University.

BULLSEYE TELECOM, INC.

Management Profiles, (Cont'd.)

Scott R. Loney - Vice President of Marketing

Scott Loney, Vice President of Marketing, began his career at Allnet Communications where helped lead an integrated sales and marketing program focused on dedicated T1 voice and data services. After Allnet, he joined Midcom Communications as Director of Marketing, where he led product management for long distance voice and data services and worked extensively in the field of frame relay, Internet and other packet-switched data services. Mr. Loney also served as a marketing consultant with NET-tel Communications. He earned his MBA at the University of Michigan and holds a BA in History and MA in Telecommunications from Michigan State University.

Tom Tisko - Vice President of Business Operations

Tom Tisko, Vice President of Business Operations, began his career in information systems and operations management at Electronic Data Systems Corporation where he was responsible for leading and managing teams of systems engineers in resource allocation, technical guidance and career development. From 1995-1999 he served as Operations Manager, and later as General Manager, of AdVal Communications where he was responsible for the successful operation of order management and billing systems, back-office IT functions and customer service. Mr. Tisko holds a combined BS in Computer Science and Business Administration from Michigan Technological University and an MBA from Golden Gate University.

BULLSEYE TELECOM, INC.

Exhibit G

Proposed Service Area Map

BullsEye seeks statewide authority to offer its services.