

Lance J.M. Steinhart, P.C.
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Alpharetta, Georgia 30005

RECEIVED
2007 JUL 13 AM 9:19
IDAHO PUBLIC
UTILITIES COMMISSION

Also Admitted in New York
and Maryland

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Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

July 12, 2007

VIA OVERNIGHT DELIVERY

Ms. Jean D. Jewell
Idaho Public Utilities Commission
Secretary
472 West Washington Street
Boise, Idaho 83702

GCG-T-07-01

Re: Global Capacity Group, Inc.

Dear Ms. Jewell:

Enclosed please find for filing an original and three (3) copies of Global Capacity Group, Inc.'s Application for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based/UNE Local Exchange telecommunications services within the State of Idaho. The company has no local exchange customers at this time in the State of Idaho and this is a new filing.

APPLICANT HAS ALSO ENCLOSED ONE (1) COPY OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY", AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Global Capacity Group, Inc.

cc: Jonathan Wynne-Evans

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

RECEIVED

2007 JUL 13 AM 9:20

IDAHO PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE)
APPLICATION OF)
Global Capacity Group, Inc.)
for a Certificate of Public)
Convenience and Necessity to)
Provide)
Local Exchange Telecommunications)
Services Within the)
State of Idaho)

CASE NO.

GCG-T-07-01

APPLICATION AND REQUEST FOR AUTHORITY

Application is hereby made to the Idaho Public Utilities Commission for a Certificate of Public Convenience and Necessity authorizing Global Capacity Group, Inc., ("Applicant" or "Global Capacity") to provide local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665 in Case No. GNR-T-96-4. The following general information and exhibits are furnished in support thereof:

- 1.) Applicant's legal name, address of its principal offices and telephone number are:

Global Capacity Group, Inc.
730 N Post Oak, Suite 400
Houston, Texas 77027
(713) 529-2219

The Applicant has no office located in the State of Idaho. The Applicant intends to provide resold and facilities-based local exchange service utilizing unbundled network elements (“UNEs”) or UNE equivalents. Such services will be provided by utilizing the facilities incumbent local exchange carriers (“LECs”).

2.) Applicant is incorporated in the State of Texas and is in good standing under the laws of that state. In addition, the Company is authorized to do business as a foreign Global Capacity in the State of Idaho. Attached as Exhibit 1 to this Application is a copy of the Company's Articles of Incorporation. A copy of Applicant's certificate of authority to transact business in Idaho is attached hereto as Exhibit 2.

3.) The name and business address of Applicant's registered agent for service in Idaho are:

TCS Corporate Services, Inc.
5527 Kendall Street
Boise, Idaho 83706

4.) The names and addresses of the ten common stockholders of Applicant Owning the Greatest Number of Shares of Common Stock and the Number of Such Shares Owned by Each are:

<u>Name and Address</u>	<u>Shares Owned</u>	<u>Percentage of All Shares Issued & Outstanding</u>	<u>Percentage of Voting Control</u>
Capital Growth Systems, Inc.	21,734,030	100%	100%

Address: All of the shareholders can be reached through the company at the address listed in 1.) above.

5.) The names, addresses and ownership of Applicant's Officers and Directors are:

Officers:

Patrick C. Shutt	Chief Executive Officer
George A. King	President
Robert Pollan	Chief Operating Officer
John Abraham	Vice President
David Walsh	Vice President
Darin P. McAreavey	Chief Financial Officer and Treasurer

Directors:

Bob Geras
 Phil Kenny
 Douglas Stukel
 Lee Wiskowski
 David Beamish

Each can be reached at Applicant's primary place of business and telephone number as follows:

Global Capacity Group, Inc.
 730 N Post Oak, Suite 400
 Houston, Texas 77027
 (713) 529-2219

6.) The Name and Address of Any Corporation, Association, or Similar Organization Holding a 5% or Greater Ownership or Management Interest in Applicant are as follows:

See answer to 4. above.

7.) The names and addresses of Subsidiaries Owned or Controlled by Applicant are as follows:

Not applicable.

8.) Applicant initially proposes to provide resold local exchange services and to purchase unbundled network elements provided by existing LECs: Qwest North, Qwest South, and Verizon. Applicant has no current plans to install facilities in Idaho but may do so in the future, however, the nature and extent of the facilities to be utilized has yet to be determined. Applicant intends to provide all forms of intrastate local exchange and interexchange telecommunications services including:

1. Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Prepaid and Postpaid calling cards;
- D. Directory Assistance; and
- E. Frame Relay and other data services.

2. Local Exchange:

- A. Local Exchange Services for business and residence customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including local dial tone and custom calling features.
- B. Switched local exchange services such as flat-rated and measure-rated local services; vertical services, Direct Inward and Outward Dialed trunks, carrier access, public and semi-public coin telephone services, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.

Applicant seeks authority to resell and provide facilities-based/UNE local and interexchange services initially throughout the State where provided by incumbent LECs, however, Applicant does not intend to service areas serviced by any LECs which are eligible for a small or rural carrier exemption pursuant to Section 251 of the Federal Telecom Act of 1996. Applicant has no current plans to install facilities in Idaho.

Copies of Applicant's Statement of Cash Flows and Profit & Loss Statement for the period ending December 31, 2006 and Balance Sheet as of December 31, 2006, Exhibit 3, are being filed in a separately sealed envelope marked "Confidential and Proprietary".

10.) A map showing where Applicant is proposing to provide service is attached hereto as Exhibit 4.

11.) A copy of Applicant's illustrative tariff is attached hereto as Exhibit 5. Applicant will file its proposed tariff establishing its proposed services and charges upon completion of interconnection and upon receipt of certification by the Commission.

12.) Questions concerning this application and Applicant's tariff should be directed to Applicant's representative:

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (Email)

Customer Complaints and Inquiries are to be addressed to:

Joanne Solis
730 N Post Oak, Suite 400
Houston, Texas 77027
(800) 226-4244 (Customer Service)

- 13.) Applicant has not initiated interconnection or resale negotiations.
- 14.) Applicant has reviewed the laws and regulations of this Commission governing local exchange telecommunications services in Idaho and will provide service in accordance with all laws, rules and regulations to the extent they are not preempted by the Federal Act.
- 15.) Applicant will not require advance payments or deposits, therefore, no escrow account is being filed.

WHEREFORE, Global Capacity Group, Inc., requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing Global Capacity Group, Inc., to provide resold and facilities-based/UNE local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111.

Respectfully submitted this 12th day of July, 2007.

GLOBAL CAPACITY GROUP, INC.

By: _____

Lance J.M. Steinhart
Attorney for
GLOBAL CAPACITY GROUP, INC.

LIST OF EXHIBITS

EXHIBIT 1	ARTICLES OF INCORPORATION
EXHIBIT 2	CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS
EXHIBIT 3	FINANCIAL INFORMATION
EXHIBIT 4	SERVICE AREA MAP
EXHIBIT 5	ILLUSTRATIVE TARIFF

EXHIBIT 1 - ARTICLES OF INCORPORATION



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Global Capacity Group, Inc.
Filing Number: 800036361

Articles of Incorporation	December 12, 2001
Change of Registered Agent/Office	February 19, 2003
Public Information Report (PIR)	December 31, 2003
Public Information Report (PIR)	December 31, 2004
Articles of Amendment	August 22, 2005
Public Information Report (PIR)	December 31, 2005
Early Election to Adopt Code	December 12, 2006
Certificate of Merger	December 12, 2006
Public Information Report (PIR)	December 31, 2006

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 21, 2007.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GLOBAL CAPACITY GROUP, INC.

FILED
In the Office of the
Secretary of State of Texas
AUG 22 2005
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is *Global Capacity Group, Inc.*

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on August 22, 2005: to change the registered office and registered agent of the Corporation and to increase the number of shares of common stock the Corporation shall have the authority to issue.

The following amendment alters Article 2 of the original Articles of Incorporation. Article 2 is amended to read in its entirety as follows:

“ARTICLE 2

The street address of the initial registered office of the Corporation is 3900 Essex Lane, Suite 640, Houston, Texas 77027, and the name of the registered agent of the Corporation is David P. Walsh.”

The following amendment alters Article 4 of the original Articles of Incorporation. Article 4 is amended to read in its entirety as follows:

“ARTICLE 4

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred thousand (100,000) shares of common stock, each share having no par value and having the right to vote and being identical with all other shares of common stock.”

The following amendments are in addition to the original or amended Articles of Incorporation and the full text of the provisions added are as follows:

"ARTICLE 8

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and in the shareholders entitled to vote for the election of directors."

"ARTICLE 9

No director and no officer of the Corporation shall be disqualified by reason of his office from dealing with or contracting with the Corporation, either as vendor, seller, purchaser, vendee, buyer, mortgagee, mortgagor, or otherwise; and no transaction of this Corporation shall be void or voidable by reason of the fact that the director or officer or any firm in which a director or officer of this Corporation is a member, or any corporation of which a director or officer of this Corporation is a shareholder or a director or officer, is in any way interested in such transaction."

"ARTICLE 10

At each election for directors, every shareholder entitled to vote at such election shall have the right to vote in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected. It is prohibited for any shareholder to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by his shares shall equal, or by distributing such votes on such principle among any number of such candidates."

"ARTICLE 11

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in a director's capacity as a director, except that this Article 11 does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by statute; or

- (e) an act related to an unlawful stock repurchase or payment of a dividend.”

“ARTICLE 12

A. The Corporation shall indemnify its directors and its former directors and the Corporation may indemnify its officers and its former officers against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of being or having been an officer or director, and shall advance to them or reimburse them for expenses incurred in connection therewith, to the maximum extent permitted by law. The Corporation may indemnify other employees, agents or persons against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of having been an employee or agent or having acted for the Corporation and may advance to them or reimburse them for expenses incurred in connection therewith to the maximum extent permitted by law.

B. A person may be indemnified under this Article 12 against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding and (2) shall not be made with respect to any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

C. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

D. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, sole proprietorship, trust, other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Texas Business Corporation Act.

E. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation (1) create a trust fund, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation, or (4) establish a letter of credit, guaranty or surety arrangement."

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 1,000; the number of shares entitled to vote thereon was 1,000.

ARTICLE FOUR

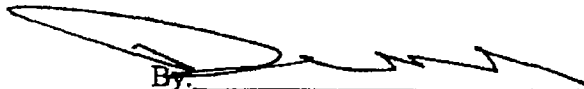
The number of shares voted FOR said amendments was 1,000; the number of shares voted AGAINST said amendments was zero.

ARTICLE FIVE

The foregoing amendment has been approved in the manner required by the Texas Business Corporation Act and the constituent documents of the Corporation.

DATED: August 8th, 2005

GLOBAL CAPACITY GROUP, INC.

By: 

David P. Walsh, President

STATE OF TEXAS

§

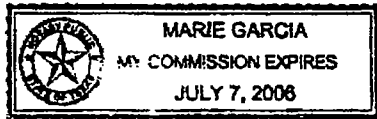
COUNTY OF HARRIS

§

§

Before me, a notary public, on this day personally appeared David P. Walsh known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct and that he executed the foregoing document for the purposes and in the capacities therein stated and as the act and deed of *Global Capacity Group, Inc.*, a Texas corporation.

Given under my hand and seal of office this 8 th day of August, 2005.



Marie Garcia

NOTARY PUBLIC IN AND FOR
THE STATE OF T E X A S

05-102
(Rev. 9-04/23)

a. T Code ■ 13196

3333

b. ■

**TEXAS FRANCHISE TAX
PUBLIC INFORMATION REPORT**
MUST be filed to satisfy franchise tax requirements

Corporation name and address
GLOBAL CAPACITY GROUP, INC.
3900 ESSEX LANE, SUITE 640
HOUSTON, TX 77027

Do not write in the space above

c. Taxpayer identification number 17529700738	d. Report year 2005
--------------------------------------------------	------------------------

a. PIR / IND ■ 1, 2, 3, 4

Secretary of State file number or, if none, Comptroller unchartered number

Item k on Franchise Tax Report, Form 05-142 **0800036361**

If the preprinted information is not correct, please type or print the correct information.

The following information MUST be provided for the Secretary of State (S.O.S.) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

Please sign below!

Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

Blacken this circle completely if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.

Corporation's principal office
3900 ESSEX LANE, SUITE 640, HOUSTON, TX 77027

Principal place of business
SAME

SECTION A. Name, title and mailing address of each officer and director.

NAME DAVID P. WALSH	TITLE PRES/SECT	DIRECTOR <input checked="" type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS 3900 ESSEX LANE, SUITE 640, HOUSTON, TX 77027			
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			
NAME	TITLE	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS			

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

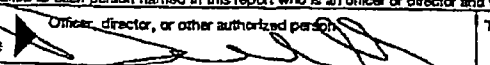
Name of owned (subsidiary) corporation NONE	State of incorporation	Texas SOS file number	Percentage interest
Name of owned (subsidiary) corporation	State of incorporation	Texas SOS file number	Percentage interest

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation NONE	State of incorporation	Texas SOS file number	Percentage interest
----------------------------------------------------	------------------------	-----------------------	---------------------

Registered agent and registered office currently on file. (See instructions if you need to make changes.)
Agent: **DAVID P. WALSH**
Office: **3900 ESSEX LANE, SUITE 640**
HOUSTON, TX 77027

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corporation or limited liability company or a related corporation.

Sign here  Title **President** Date **7-11-05** Daytime phone (Area code and number) **713-529-2219**

480001
11-02-04

CCH

05200130379

13196

05-102
(12-05/25)
a. T Code

3333

b. ■

This report MUST be filed to satisfy franchise tax requirements

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

Do not write in the space above

c. Taxpayer identification number 17529700738	d. Report year 2006
---------------------------------------------------------	-------------------------------

Corporation name and address

**GLOBAL CAPACITY GROUP, INC.
3900 ESSEX LANE, SUITE 640
HOUSTON, TX 77027**

a. PIR / IND 1 4

Secretary of State file number or, if none, Comptroller unchartered number

Rate & on Franchise Tax Report, Form 05-142 **0800036361**

Please mark through any incorrect information, and type or print the correct information.

The following information MUST be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

- X this circle if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.



Corporation's principal office

3900 ESSEX LANE, SUITE 640, HOUSTON, TX 77027

Principal place of business

SAME

Please sign below! Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

SECTION A. Name, title, and mailing address of each officer and director.

NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
DAVID P. WALSH	PRES/SECT	<input checked="" type="checkbox"/> YES	
MAILING ADDRESS 3900 ESSEX LANE, SUITE 640, HOUSTON, TX 77027			
		<input type="checkbox"/> YES	
		<input type="checkbox"/> YES	
		<input type="checkbox"/> YES	
		<input type="checkbox"/> YES	

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation or limited liability company	State of inc./ organization	Texas SOS file number	Percentage interest
NONE			

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation or limited liability company	State of inc./ organization	Texas SOS file number	Percentage interest
NONE			

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: **DAVID P. WALSH**

Office: **3900 ESSEX LANE, SUITE 640
HOUSTON, TX 77027**

X this circle if you need forms to change this information. Changes can also be made on-line at <http://www.sos.state.tx.us/corp/socda/index.shtml>

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this, or a related, corporation or limited liability company.

sign here Officer, director, or other authorized person

Title **President**

Date **6-23-06**

Daytime phone (Area code and number) **713-522-2219**

590001
02-20-08

CCH

05108150167

Form 808
(Revised 01/06)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: See Instructions



FILED
This space reserved for office
In the Office of the
Secretary of State of Texas

DEC 12 2006

Early Adoption of the
Business Organizations Code
By an Existing Domestic Entity

Corporations Section

Entity Information

The name of the domestic entity is:

Global Capacity Group, Inc.

The date of formation of the entity is: 12-12-01

The file number issued to the entity by the secretary of state is: 800036361

Entity Type

(Select the entity type by checking the appropriate box below.)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company

- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

Election to Adopt

The domestic entity voluntarily elects to adopt and become subject to the Texas Business Organizations Code by filing this statement with the secretary of state.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 12-11-06

David P. Walsh, President

Signature and title of authorized person (see instructions)

RECEIVED
DEC 12 2006
Secretary of State

Form 622
(Revised 01/06)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



This space reserved for office use.

Certificate of Merger
Combination Merger
Business Organizations Code

FILED
In the Office of the
Secretary of State of Texas
DEC 12 2006
Corporations Section

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

Global Capacity Group, Inc.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

TX USA The file number, if any, is 800036361
State Country Texas Secretary of State file number

Its principal place of business is 730 N. Post Oak Road, Suite 400 Houston TX
Address City State

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the names of the organization. The new name is set forth below.

Name as Amended

Party 2

Global Capacity Merger Sub, Inc.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

TX USA The file number, if any, is 800719158
State Country Texas Secretary of State file number

Its principal place of business is 1021 W. Adams Street, Suite 103 Chicago IL
Address City State

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____ It is organized under the laws of _____
Specify organizational form (e.g., for-profit corporation)

Form 622
RECEIVED

DEC 12 2006

Secretary of State

The file number, if any, is _____
State Country Taxes Secretary of State file number

Its principal place of business is _____
Address City State

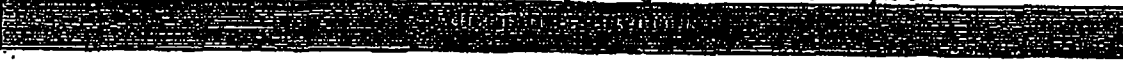
- The organization will survive the merger. The organization will not survive the merger.
- The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended



- The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.



By checking the following boxes, each domestic filing entity certifies that:

- A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.
- On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger.

If a filing entity is to survive the merger, complete either A or B. If B is selected, provide relevant information in the space provided.



- A. No amendments to the certificates of formation of any filing entity that is a party to the merger are effected by the merger.
- B. The plan of merger effected changes or amendments to the certificate of formation of

Global Capacity Group, Inc.
Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

SEE EXHIBIT A, ATTACHED HERETO.



The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name			Jurisdiction			Entity Type (See instructions)			
Principal Place of Business Address				City		State		Zip Code	

Name			Jurisdiction			Entity Type (See instructions)			
Principal Place of Business Address				City		State		Zip Code	

Name			Jurisdiction			Entity Type (See instructions)			
Principal Place of Business Address				City		State		Zip	

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____
Name of domestic entity
 was not required by the provisions of the BOC.

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.



The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 11, 2006

GLOBAL CAPACITY GROUP, INC.

Merging Entity Name

[Signature] President

Signature and title of authorized person

GLOBAL CAPACITY MERGER SUB, INC.

Merging Entity Name

[Signature] CEO

Signature and title of authorized person

Merging Entity Name

Signature and title of authorized person

EXHIBIT A

AMENDMENT TO CERTIFICATE OF FORMATION

OF

GLOBAL CAPACITY GROUP, INC.

The Certificate of Formation of Global Capacity Group, Inc., a Texas corporation (the "Corporation") shall be, and it hereby is, amended as follows:

1. Article 2 of the Certificate of Formation of the Corporation shall be, and it hereby is, revised to read as follows:

"ARTICLE 2

The street address of the registered office of the Corporation is 1614 Sidney Baker Street, Kerrville, Texas 78028 and the name of the registered agent of the Corporation is National Registered Agents, Inc."

2. Article 11 of the Certificate of Formation of the Corporation shall be, and it hereby is, revised to read as follows:

"ARTICLE 11

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in a director's capacity as a director, except as provided by law, including but not limited to, the provisions of Section 7.001 of the Texas Business Organizations Code."

3. Article 12 of the Certificate of Formation of the Corporation shall be, and it hereby is, revised to read as follows:

"ARTICLE 12

A. The corporation shall indemnify its directors and its former directors and the Corporation shall indemnify its officers and its former officers against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of being or having been an officer or director, and shall advance to them funds for expenses incurred in connection therewith, to the maximum extent permitted by law including, but not limited to, the provisions of Chapter 8 of the Texas Business Organizations Code. The Corporation may indemnify other employees, agents or persons against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of having been an employee or agent or having acted for the Corporation and may advance to them or reimburse them for expenses incurred in connection therewith to the maximum extent permitted by law, including but not limited to, the provisions of Chapter 8 of the Texas Business Organizations Code.

