

Revised Exhibit G-1

**Form of Certificate of Incorporation for All of the Reorganized
Subsidiaries Other Than Allegiance Telecom of Virginia, Inc.;
InterAccess Telecommunications Corporation and Virtualis Systems, Inc.**

RESTATED CERTIFICATE OF INCORPORATION
OF

_____, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is _____.*
The date of filing of its original Certificate of Incorporation with the Secretary of State was _____.

(*If the name has been changed, add: "and the name under which the corporation was originally incorporated is _____.")

2. The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended hereby to read as herein set forth below in full.

3. On May 14, 2003, the Corporation filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**") in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"). This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 245 and 303 of the Delaware General Corporation Law and the order, dated [____], 2004 of the Bankruptcy Court, confirming the Corporation's Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code.

IN WITNESS WHEREOF, said _____
has caused this Certificate to be signed by _____,
its _____, this ____ day of _____,
_____.

By _____

**RESTATED CERTIFICATE OF INCORPORATION
OF
[NAME OF CORPORATION]**

FIRST: The name of the corporation (hereinafter called the “Corporation”) is [NAME].

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The nature of the business and the purposes to be conducted and promoted by the Corporation, shall be (a) the sale of telecommunications, data, and internet-related services and (b) any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is as follows:

2,000 shares of Common Stock, \$0.01 par value

FIFTH: The Corporation shall not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code (the “*Bankruptcy Code*”); provided, however, that this Article FIFTH: (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect only for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The business of the Corporation shall be conducted by the officers of the Corporation under the supervision of the Board of Directors.

2. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. No election of Directors need be by written ballot.

3. The Board of Directors of the Corporation may adopt, amend or repeal the Bylaws of the Corporation at any time after the original adoption of the Bylaws according to Section 109 of the General Corporation Law of the State of Delaware; provided, however, that any amendment to provide for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an amendment to this Certificate of Incorporation, in an initial Bylaw, or in a Bylaw adopted by the stockholders of the Corporation entitled to vote.

EIGHTH: The Corporation may, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article NINTH.

TENTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article 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.

Revised Exhibit G-2

**Form of Certificate of Incorporation for
Reorganized InterAccess Telecommunications Corporation**

FORM **BCA 10.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832
<http://www.cyberdriveillinois.com>

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

_____ File # _____ Filing Fee: \$50.00 Approved: _____
_____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____

1. CORPORATE NAME: _____ (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on _____, _____, _____
(Month & Day)
_____ in the manner indicated below. ("X" one box only)
(Year)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

(NEW NAME)

All changes other than name, include on page 2
(over)

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

The Articles of Incorporation are deleted in their entirety and are amended to read as follows:

Article 1: The name of the Corporation is _____.

Article 2: The name and address of the Registered Agent are Illinois Corporation Service Company, 801 Adlai Stevenson Drive, Springfield, Illinois 62703. The Registered Agent is located in Sangamon County.

Article 3: The purpose for which the corporation is organized is to engage in any lawful activity for which a corporation may be organized pursuant to the Illinois Business Corporation Act.

Article 4:

Class: Common

Number of Shares Authorized: 1,000

Number of Shares Issued: 100

Article 5: The Corporation shall not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code"); provided, however, that this Article 5: (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect only for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

On May 14, 2003, the Corporation filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Bankruptcy Court has jurisdiction over this matter pursuant to Sections 105(a) and 1142 of the Bankruptcy Code. This Amended and Restated Articles of Incorporation was duly adopted in accordance with Section 10.40 of the Illinois Business Corporation Act and the order, dated _____, 2004 of the Bankruptcy Court, confirming the Corporation's Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code.

Revised Exhibit G-3

**Form of Certificate of Incorporation for
Reorganized Allegiance Telecom of Virginia, Inc.**

RESTATED ARTICLES OF INCORPORATION
OF

* * * * *

1. The name of the corporation is _____.

2. The text of the restated Articles is set forth below:

Article 1: The name of the corporation is _____.

Article 2: The number of shares the corporation is authorized to issue is 2,000 shares of common stock.

Article 3: The Corporation shall not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code"); provided, however, that this Article 3: (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect only for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

Article 4: The name of the registered agent is CT Corporation System, a foreign stock corporation authorized to transact business in Virginia.

Article 5: The corporation's registered office address is 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802, and is located in Henrico County.

3. On May 14, 2003, the Corporation filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). This Amended and Restated Articles of Incorporation was duly adopted in accordance with Section 13.1-711 of the Virginia Stock Corporation Act and the order, dated [_____], 2004 of the Bankruptcy Court, confirming the Corporation's Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code.

IN WITNESS WHEREOF, said corporation has caused these Restated Articles of Incorporation to be signed by _____, its _____, this ____ day of _____, 2004.

By: _____

Revised Exhibit G-4

**Form of Certificate of Incorporation
for Reorganized Virtualis Systems, Inc.**

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION), a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Article 1: The name of the Corporation is _____.

Article 2: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California General Corporation Law ("GCGL").

Article 3: The name in the State of California of this Corporation's agent for service of process is CT Corporation System.

Article 4: This Corporation is authorized to issue only one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is 1,000.

Article 5: The Corporation shall not issue nonvoting capital stock to the extent prohibited by Section 1123 of Title 11 of the United States Code (the "Bankruptcy Code"); provided, however, that this Article 5: (a) will have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) will have such force and effect only for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect.

3. On May 14, 2003, the Corporation filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). This Amended and Restated Articles of Incorporation was duly adopted in accordance with Sections 910 and 1400 of the CGCL and the order, dated [____], 2004 of the Bankruptcy Court, confirming the Corporation's Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

_____ *(Signature of President)*
(Typed Name of President), President
_____ *(Signature of Secretary)*
(Typed Name of Secretary), Secretary

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