

Exhibit D

Form of Reorganized STFI Certificate of Incorporation

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SHARED TECHNOLOGIES INC.**

SHARED TECHNOLOGIES INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

1. The name of the corporation is Shared Technologies Inc. (the “**Corporation**”). The Corporation was originally incorporated in Delaware under the name Shared Technologies Allegiance, Inc., and the date of filing of its original Certificate of Incorporation with the Secretary of State of Delaware was June 14, 2002. Effective November 27, 2002, Allegiance CPE, Inc. merged with and into Shared Technologies Allegiance, Inc. On April 16, 2004, the Corporation changed its name from Shared Technologies Allegiance, Inc., via an amendment to its certificate of incorporation.
2. 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 DGCL and the order, dated [____], 2004 of the Bankruptcy Court (the “**Confirmation Order**”), confirming the Corporation’s Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the “**Plan**”).
3. Effective upon the “Initial Effective Date” (as defined in the Plan) and pursuant to the Confirmation Order, each share of the Corporation’s Class A Common Stock, par value \$0.01 per share, and any other shares of capital stock of the Corporation issued and outstanding at any time prior to the “Initial Effective Date” of the Plan, shall be cancelled and extinguished.
4. The text of the Certificate of Incorporation of the corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I

NAME

The name of the corporation is Shared Technologies, Inc. (the “*Corporation*”).

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended from time to time (the “*DGCL*”).

ARTICLE III

REGISTERED AGENT

The address of the Corporation’s registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, and the name of the Corporation’s initial registered agent at such address is Corporation Service Company.

ARTICLE IV

CAPITALIZATION

Section 4.1 Authorized Capital Stock. The total number of shares of all classes of capital stock which the Corporation is authorized to issue is 11,000,000 shares, consisting of 10,000,000 shares of common stock, par value \$0.01 per share (the “*Common Stock*”), and 1,000,000 shares of preferred stock, par value \$0.01 per share (the “*Preferred Stock*”).

Section 4.2 Preferred Stock.

(a) The Preferred Stock may be issued from time to time in one or more series as may be determined by the Corporation’s Board of Directors (the “*Board*”). The Board is hereby expressly authorized to provide for the issuance of shares of Preferred Stock in one or more series and to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and relative, participating, optional and other special rights, if any, of each such series and the qualifications, limitations and restrictions thereof, as shall be stated in the resolution(s) adopted by the Board providing for the issuance of such series and included in a certificate of designations (a “*Preferred Stock Designation*”) filed pursuant to the DGCL.

(b) The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders of Preferred Stock is required pursuant to another provision of this Certificate of Incorporation (this “*Certificate*”), including any Preferred Stock Designation.

Section 4.3 Common Stock.

(a) The holders of shares of Common Stock shall be entitled to one vote for each such share of Common Stock held of record on the applicable record date on each matter properly submitted to a vote of the stockholders. Except as otherwise required by law or this Certificate (including any Preferred Stock Designation), at any annual or special meeting of the stockholders the Common Stock shall have the exclusive right to vote for the election of directors and on all other matters properly submitted to a vote of the stockholders. Notwithstanding the foregoing, except as otherwise required by law or this Certificate (including a Preferred Stock Designation), holders of Common Stock shall not be entitled to vote on any amendment to this Certificate (including any amendment to any Preferred Stock Designation) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together with the holders of one or more other such series, to vote thereon pursuant to this Certificate (including any Preferred Stock Designation.)

(b) Subject to the rights of the holders of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Corporation) when, as and if declared thereon by the Board from time to time out of any assets or funds of the Corporation legally available therefor and shall share equally on a per share basis in such dividends and distributions.

(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, and subject to the rights of the holders of Preferred Stock in respect thereof, the holders of shares of Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

Section 4.4 Power to Sell and Purchase Shares. Subject to the requirements of law and the terms of any outstanding series of Preferred Stock, the Corporation shall have the power to issue and sell all or any part of any shares of any class of stock herein or hereafter authorized to such persons, and for such consideration, as the Board may from time to time, in its discretion, determine.

ARTICLE V

LIMITATION ON NONVOTING STOCK

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 V: (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 VI
DIRECTORS

Section 6.1 Board Powers. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. In addition to the powers and authority expressly conferred upon the Board by statute, this Certificate or the By-Laws (the "*By-Laws*") of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such By-Laws had not been adopted

Section 6.2 Election. Unless and except to the extent that the By-Laws shall so require, the election of directors need not be by written ballot.

Section 6.3 Initial Directors. Upon the filing of this Certificate, the powers of the incorporator shall terminate. The names and mailing addresses of the persons who are to serve as the initial directors until the first annual meeting of stockholders of the Corporation and such director's successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

ARTICLE VII
BY-LAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the By-Laws by the affirmative vote of a majority of the total number of directors that the Corporation would have if there were no vacancies. The By-Laws also may be adopted, amended, altered or repealed at any annual meeting of the stockholders or at any special meeting thereof by the affirmative vote of the holders of a majority of the Corporation's voting stock issued and outstanding and entitled to vote thereat. The Corporation may, in its By-Laws, confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board by applicable law.

ARTICLE VIII

LIMITED LIABILITY; INDEMNIFICATION

Section 8.1 Limitation of Personal Liability. No director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such Directors shall be liable under Section 174 of Title 8 of the DGCL or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Any repeal or modification of this Section 8.1 will not adversely affect any right or protection of a director of the Corporation in respect of any act or omission occurring in whole or in part prior to such repeal or modification.

Section 8.2 Indemnification.

(a) Right to Indemnification.

Each individual who was or is a party or is threatened to be made a party to or is otherwise involved in, any action, suit or proceeding, whether pending or threatened, whether civil, criminal, administrative or investigative and whether brought by or in the right of the Corporation or otherwise (a "*Proceeding*"), by reason of the fact that such individual is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation and is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "*Indemnitee*"), shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the DGCL, as same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including, without limitation, attorneys' fees and expenses, judgments, fines, excise taxes or penalties pursuant to the Employee Retirement Income Security Act of 1974, as amended, and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith. The right to indemnification shall extend to the heirs, executors, administrators and estate of any such director or officer. Without limiting the generality or the effect of the foregoing, the Corporation may adopt By-Laws, or enter into one or more agreements with any individual, that provide for indemnification greater or otherwise different than that provided in this Section 8.2 or the DGCL, and any such agreement approved by a majority of the Board will be a valid and binding obligation of the Corporation regardless of whether one or more members of the Board, or all members of the Board, are parties thereto or to similar agreements. Notwithstanding anything to the contrary in this Section 8.2, in the event that the Corporation enters into a contract with any individual providing for indemnification of such individual, the provisions of that contract will exclusively govern the Corporation's obligations in respect of indemnification for or advancement of fees or disbursements of that individual's attorney(s) and any other professional engaged by that individual. Any amendment or repeal of, or adoption of any provision inconsistent with, this Section 8.2 will not adversely affect any right or protection existing hereunder, or arising out of

events occurring or circumstances existing, in whole or in part, prior to such amendment, repeal or adoption, and no such amendment, repeal or adoption will affect the legality, validity or enforceability of any contract entered into or right granted prior to the effective date of such amendment, repeal or adoption.

(b) Right to Advancement of Expenses.

The right to indemnification conferred in paragraph (a) of this Section 8.2 may include the right to be paid by the Corporation the expenses (including, without limitation, attorneys' fees and expenses) reasonably incurred in defending any such Proceeding in advance of its final disposition (an "*Advancement of Expenses*"); provided, however, that, an Advancement of Expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (an "*Undertaking*"), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (a "*Final Adjudication*") that such Indemnitee is not entitled to be indemnified for such expenses under Section 8.2 or otherwise. The rights to indemnification and to the Advancement of Expenses conferred in paragraphs (a) and (b) of this Section 8.2 shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director or officer and shall inure to the benefit of the Indemnitee's heirs, executors, administrators and estate.

(c) Right of Indemnitee to Bring Suit.

If a claim under paragraphs (a) and (b) of this Section 8.2 is not paid in full by the Corporation within 60 calendar days after a written claim has been received by the Corporation, except in the case of a claim for an Advancement of Expenses, in which case the applicable period shall be 20 calendar days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the Indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (a) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnitee to enforce a right to an Advancement of Expenses) it shall be a defense that, and (b) any suit brought by the Corporation it shall be entitled to recover such expenses upon a Final Adjudication that, the Indemnitee has not met any applicable standard for indemnification set forth in the DGCL. In any suit brought by the Indemnitee to enforce a right to indemnification or to an Advancement of Expenses hereunder, or brought by the Corporation to recover an Advancement of Expenses pursuant to the terms of an Undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such Advancement of Expenses, under this Section 8.2 or otherwise shall be on the Corporation.

(d) Non-Exclusivity of Rights.

The rights to indemnification and to the Advancement of Expenses conferred in this Section 8.2 (a) will not be exclusive of any other right which any individual may have or hereafter acquire under any statute, this Certificate of Incorporation, the By-Laws of the Corporation, any agreement, any vote of stockholders or disinterested directors, or otherwise (b) will be applicable to matters otherwise within its scope whether or not such matters arose or arise before or after the adoption of this Section 8.2.

(e) Insurance.

The Corporation may maintain insurance, at its expense, to protect the Corporation and any director, manager, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expenses, liability or loss, whether or not the Corporation would have the power to indemnify such individual against such expense, liability or loss under the DGCL.

(f) Indemnification of Employees and Agents of the Corporation.

The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the Advancement of Expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Section 8.2 with respect to the indemnification and Advancement of Expenses of directors and officers of the Corporation.

ARTICLE IX

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate (including any Preferred Stock Designation), and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by this Certificate, the By-Laws or the DGCL; and except as set forth in Article VIII, all rights, preferences and privileges herein conferred upon stockholders, directors or any other persons by and pursuant to this Certificate in its present form or as hereafter amended are granted subject to the right reserved in this Article.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Amended and Restated Certificate of Incorporation as of _____, 2004.

SHARED TECHNOLOGIES, INC.

By: /s/

Name:

Title: