



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@telfile.com

October 9, 2001

VIA FEDERAL EXPRESS

Ms. Susan Hutcherson
Kentucky Public Service Commission
Filings Division
211 Sower Boulevard
Frankfort, KY 40601

05161100
0510

RECEIVED
OCT 10 2001
KENTUCKY
PUBLIC SERVICE
COMMISSION

Re: TDI Communications, Inc.

Dear Ms. Hutcherson:

Enclosed for filing and approval, please find one original and ten (10) copies of TDI Communications, Inc.'s application for Authority to Operate as a Reseller of Interexchange Telephone Service throughout the State of Kentucky.

At your earliest convenience, please date stamp the copy of this cover letter and return to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions or require additional information, please contact me at your convenience.

Sincerely,

Anel Encarnacion
Director, Business Affairs

Enc.
AE/2112-19/46573

00046573;1

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF)
TDI COMMUNICATIONS, INC.) NO. _____)
FOR AUTHORITY TO OPERATE AS A RESELLER OF)
INTEREXCHANGE TELEPHONE SERVICE)
THROUGHOUT KENTUCKY)

TDI Communications, Inc. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariff in accordance with 807 KAR 5:011.

1. The name, address, telephone number, fax number and toll free number of the applicant corporation are:

Name: TDI Communications, Inc.
Address: 322 East 50th Street
New York, NY 10022
Telephone: (212) 588-1180
Fax: (212) 588-1191
Toll Free: (888) 800-5236

2. A copy of the Company's Certificate and Articles of Incorporation are collectively attached hereto as **Exhibit 1** and its Kentucky Certificate of Authority to transact business is attached hereto as **Exhibit 2**.
3. The name, address, telephone number, fax number and toll free number of the responsible contact person(s) for customer complaints and regulatory issues:

Customer Service Contact:

Name: Mr. Eyal Yechezkell
President
Address: 322 East 50th Street
New York, NY 10022
Telephone: (212) 588-1180
Fax: (212) 588-1191
Toll Free: (888) 800-5236

Regulatory Contact:

Name: Mr. Eyal Yechezkell
President
Address: 322 East 50th Street
New York, NY 10022
Telephone: (212) 588-1180
Fax: (212) 588-1191
Toll Free: (888) 800-5236

4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached hereto as **Exhibit 3**.
5. The Company does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. The Company's proposed tariff is attached hereto as **Exhibit 4**.
7. The names and usual business addresses of the corporation's current officers and directors are as follows:

| | | |
|-------------------------|--------------|--|
| Chief Executive Officer | Itai Kathein | 322 East 50 th Street New York, NY 10022 |
|-------------------------|--------------|--|

| | | |
|-----------|-----------------|--|
| President | Eyal Yechezkell | 322 East 50 th Street New York, NY 10022 |
|-----------|-----------------|--|

WHEREFORE, TDI Communications, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant to it the authority to engage in the resale of interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 27th day of September, 2001.

TDI Communications, Inc.

By: _____

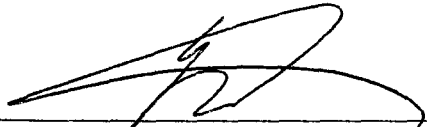


David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Tel. (212) 546-9090
Representative of TDI Communications, Inc.

STATE OF NEW YORK)
)ss
COUNTY OF NEW YORK)

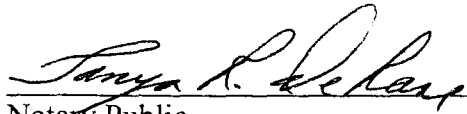
VERIFICATION

I, Eyal Yechezkel, declare that I am the President of TDI Communications, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application and I declare that they are true and correct. In addition, I hereby assert my willingness to comply with all the rules and regulations that the Public Service Commission of the Commonwealth of Kentucky may lawfully impose upon TDI Communications, Inc.'s provision of service.




Eyal Yechezkel

Sworn to me before, the undersigned Notary Public on this the 13 day of September, 2001.



Notary Public



Print or Type Name

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973858
Qualified in New York County
Commission Expires Nov. 19, 2002

Exhibit 1

CERTIFICATE OF INCORPORATION

OF

TDI Communications, Inc.

The undersigned does hereby form and establish a corporation under the provisions of the General Corporation Law of the State of Delaware, and for that purpose does certify as follows:

ARTICLE I: The name of the corporation shall be:

TDI Communications, Inc.

(hereinafter the "corporation").

ARTICLE II: The registered office of this corporation in the State of Delaware is Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477 and its registered agent at that address is Corporations & Companies, Inc., Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

ARTICLE III: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware; and shall have perpetual existence.

ARTICLE IV: The amount of the authorized capital stock of this corporation is 1,500 shares of "no par value" stock, or stock without any fixed par value. All of the said stock is common stock of one class.

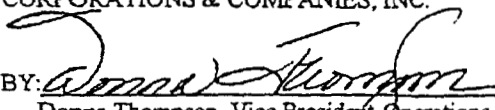
ARTICLE V: The name and address of the incorporator are: Corporations & Companies, Inc., a Delaware corporation, Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

ARTICLE VI: A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE VII: The stockholders and directors shall have the power to hold their meetings, to have an office or offices, to keep the books, documents and papers of the corporation outside of the State of Delaware at such places as might from time to time be designated by the by-laws or resolutions of the directors or stockholders, except as otherwise required by the laws of Delaware.

ARTICLE VIII: The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is the act and deed of Corporations & Companies, Inc. and the facts herein are true, pursuant to 8 DeL.C. §103(b)(2) and accordingly have hereunto caused this Certificate to be executed by the Vice President of Corporations & Companies, Inc. this 11th day of July, 2001.

CORPORATIONS & COMPANIES, INC.

BY: 
Donna Thompson, Vice President-Operations
Two Greenville Crossing, Suite 300A
4001 Kennett Pike
P. O. Box 4477
New Castle County
Wilmington, Delaware 19807-0477

IN THE PRESENCE OF:

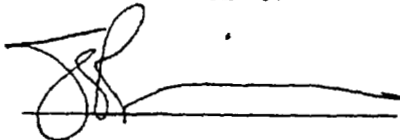


Exhibit 2

**COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE**



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

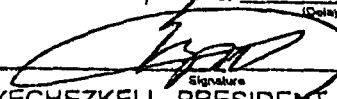
1. The corporation is a business corporation (KRS 271B), a nonprofit corporation (KRS 273) a professional service corporation (KRS 274).
2. The name of the corporation is TDI COMMUNICATIONS, INC.
3. The name of the corporation to be used in Kentucky is TDI COMMUNICATIONS, INC.
(If "real name" is unavailable for use)
4. DELAWARE is the state or country under whose law the corporation is incorporated.
5. JULY 11, 2001 is the date of incorporation and the period of duration is _____
6. The street address of the corporation's principal office is 322 EAST 50TH STREET, NY, NY 10022
7. The street address of the corporation's registered office in Kentucky is

| | | | |
|---|---------------------|----------------------|-------------------------|
| <u>400 West Market Street, Suite 1800</u> | <u>Louisville</u> | <u>KY</u> | <u>40202</u> |
| <small>Street</small> | <small>City</small> | <small>State</small> | <small>Zip Code</small> |

 and the name of the registered agent at that office is National Registered Agents, Inc.
Street City State Zip Code
8. The names and usual business addresses of the corporation's current officers and directors are as follows:

| | |
|------------------------------------|---|
| President <u>EYAL YECHZKELL</u> | <u>322 EAST 50TH STREET, NY, NY 10022</u> |
| Vice President <u>ITAI KATHEIN</u> | <u>322 EAST 50TH STREET, NY, NY 10022</u> |
| Secretary _____ | _____ |
| Treasurer _____ | _____ |
| Directors <u>EYAL TECHZKELL</u> | <u>322 EAST 50TH STREET, NY, NY 10022</u> |
| <u>ITAI KATHEIN</u> | <u>322 EAST 50TH STREET, NY, NY 10022</u> |

(Attach a continuation sheet, if necessary)
9. If a professional service corporation, all the individual shareholders, not less than one half of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.
10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
11. This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)



 EYAL YECHZKELL, PRESIDENT
Signature

Type or Print Name & Title
 Date: JULY 31, 2001

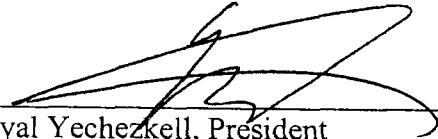
National Registered Agents, Inc.
Type or print name of registered agent
 _____, consent to serve as the registered agent on behalf of the corporation.
 National Registered Agents, Inc.
 By: Teresa Mayor
Signature of Registered Agent
Teresa Mayor, Secretary
Type or Print Name & Title

0520706.09
John Y. Brown III
Secretary of State
Received and Filed
08/10/2001 10:26 AM
Fee Receipt: \$90.00
 ipayne - P101

Exhibit 3


AFFIDAVIT

I, Eyal Yechezkel, President of TDI Communications, Inc., do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.



Eyal Yechezkel, President
TDI Communications, Inc.

Sworn to and subscribed before me
this 13 day of September, 2001.



Notary Public

My Commission Expires: _____

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973858
Qualified in New York County
Commission Expires Nov. 19, 2002

Exhibit 4