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PUBLIC SERVICE
COMMISSION

Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE INFORMATIONAL FILING OF)
INTERACTIVE MARKETING TECHNOLOGIES, INC.)
FOR AUTHORITY TO OPERATE AS A RESELLER OF) No. _____
~~INTEREXCHANGE AND LOCAL EXCHANGE~~)
TELEPHONE SERVICE THROUGHOUT KENTUCKY)

05158100

Interactive Marketing Technologies, Inc. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011.

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

Interactive Marketing Technologies, Inc.
1260 Pacific Avenue
Erlanger, KY 41018
859-905-1100

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority attached hereto as **Exhibits A and B**.

3. The name, street address, telephone and fax number of the responsible contact person (s) for customer complaints and regulatory issues:

Customer Service Contact:

Melissa Higgins, Manager
1260 Pacific Avenue
Erlanger, KY 41018
Ph. 859-905-1100
Fax 859-905-1101

Regulatory Contact

Terri Wheeler, Director
1260 Pacific Avenue
Erlanger, KY 41018
Ph. 540-554-8524
Fax 540-554-8526

4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as **Exhibit C**.
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 as **Exhibit D**.
7. A sample company bill is attached as **Exhibit E**.

WHEREFORE, Interactive Marketing Technologies, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of local exchange and interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 29th day of January, 2001.

Interactive Marketing Technologies, Inc.

By: Terri G. Wheeler

Terri G. Wheeler
Interactive Marketing Technologies, Inc.
1260 Pacific Avenue
Erlanger, KY 41018
Ph. 540 554-8524
Fax 540 554-8526

EXHIBIT A

Articles of Incorporation

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The name of the corporation is:

Interactive Marketing Technologies, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To develop and market interactive telecommunications and marketing software and related technology; to be a partner in any general or limited partnership; to own and operate assets both real and personal; and to carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporations Law of the Commonwealth of Massachusetts, whether or not related to those referred to hereinabove.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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ARTICLE III

The types and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	200,000	Common:	n/a	n/a
Preferred:	n/a	Preferred:	n/a	n/a

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

N/A

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

N/A

ARTICLE VI

*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Addendum to Article VI attached hereto and made a part hereof.

*If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Interactive Marketing Technologies, Inc.
Addendum to Article VI of Articles of Organization

- (a) All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided by law. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend or repeal the By-Laws of the corporation in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the stockholders, and subject to the power of the stockholders to amend or repeal any By-Law adopted by the Board of Directors.
- (b) The corporation shall have the power to be a partner in any business enterprise which this corporation would have the power to conduct by itself. The corporation may carry on any business, operation or activity through a wholly or partly owned subsidiary.
- (c) The corporation, by vote of a majority of the stock outstanding and entitled to vote thereon, may (i) authorize any amendment to its Articles of Organization pursuant to Section 71 of Chapter 156B of the Massachusetts General Laws, as amended from time to time, (ii) authorize the sale, lease or exchange of all or substantially all of its property assets, including its goodwill, pursuant to Section 75 of Chapter 156B of the Massachusetts General Laws, as amended from time to time, (iii) approve an agreement or merger or consolidation pursuant to Section 78 of Chapter 156B of the Massachusetts General Laws, as amended from time to time and (iv) voluntarily dissolve the corporation pursuant to Section 100 of Chapter 156B of the Massachusetts General Laws.
- (d) The corporation may only by unanimous vote of the stock outstanding and entitled to vote thereon, sell, transfer, convey, abandon, mortgage or otherwise encumber any of the assets of the corporation. All transfers or encumbrances performed without such consent shall be null and void and without effect.
- (e) Meetings of the stockholders of the corporation may be held anywhere in the United States of America.
- (f) Except as otherwise provided below, each Director and Officer of the corporation, including those who had so served but are no longer such, and any such person serving or having served at the request of the corporation as Director or Officer of another organization in which it owns shares or of which it is a creditor, shall be indemnified by the corporation against all expenses and costs which may be reasonably incurred or paid by him in connection with any claim, action or threatened action, suit or proceeding (civil, criminal or other, including appeals) in which he may be involved by reason of his being or having been such Director or Officer, made or brought against him by reason of any act or omission, or alleged act or omission (including all such antedating the adopting of this Article)

by him in any or each such capacity, and also against all expenses and costs which may be reasonably incurred or paid by him (other than to the corporation for its account) in reasonable settlement of any such claim, action, suit or proceeding.

The corporation shall provide no indemnification with respect to any matter as to which any such Director or Officer shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation. The corporation shall provide no indemnification with respect to any matter settled or compromised, pursuant to a consent decree or otherwise, unless such settlement or compromise shall have been approved as in the best interest of the corporation.

The determination as to whether a settlement is or was in the best interest of the corporation shall be made by (i) a disinterested majority of the Board of Directors or (ii) the holders of a majority of the outstanding stock entitled to elect Directors, voting as a single class, exclusive of any stock owned by any interested Director, Officer or other person.

As used in this Article, the terms "Director," "Officer" and "Person" include their respective heirs, executors, administrators and legal representatives, and an "interested" Director, Officer or person is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

Such indemnification may include, at the discretion of those Directors not directly the subject of such claim, action, suit or proceeding (though less than a quorum), payment by the corporation in advance of expenses to be incurred in defending a civil or criminal action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification.

- (g) No current or former director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director, to the extent such liability is imposed by applicable law, (i) for a breach of the director's duty of loyalty to the corporation of its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Massachusetts General Laws Chapter 156B, or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing

provisions of this Paragraph (g) which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

- (h) Except as otherwise provided by law, no stockholder shall have any right to examine any property or any books, accounts or other writings of the corporation if there is reasonable ground for belief that such examination will for any reason be adverse to the interests of the corporation, and a vote of the directors refusing permission to make such examination and setting forth that in the opinion of the directors such examination would be adverse to the interest of the corporation shall be prima facie evidence that such examination would be adverse to the interests of the corporation. Every such examination shall be subject to such reasonable regulations as the directors may establish in regard thereto.
- (i) The purchase or other acquisition or retention by the corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock. Upon any reduction of capital stock, no stockholder shall have any right to demand any distribution from the corporation, except as and to the extent that the stockholders shall have provided at the time of authorizing such reduction.
- (j) A director who has a financial, family or other interest in a contract or other transaction may be counted for purposes of establishing the existence of a quorum at a meeting of the board of directors (or of a committee of the board of directors) at which action with respect to the transaction is taken and may vote to approve the transaction and any related matters.

A contract or other transaction which a director or officer has a financial, family or other interest shall not be void or voidable for that reason, if any one of the following is met:

- (1) The material facts as to the director's or officer's interest are disclosed or are known to the board of directors or committee of the board of directors acting on the transaction, and the board or committee authorizes, approves or ratifies the transaction by the affirmative vote of a majority of the disinterested directors (or, if applicable, the sole disinterested director) on the board of directors or committee, as the case may be, even though the disinterested directors be less than a quorum; or
- (2) The material facts as to the director's or officer's interest are disclosed or are known to the holders of the shares of the corporation's capital stock then entitled to vote for directors, and such holders, voting such shares as a single class, by a majority of the votes cast on the question, specifically authorize, approve or ratify the transaction; or

- (3) The transaction was fair to the corporation as of the time it was entered into by the corporation.

A failure to meet any of the requirements in subparagraphs (1), (2), or (3) shall not create an inference that the transaction is void or voidable for that reason.

- (k) The directors shall have the power to fix from time to time their own compensation.

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The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later EFFECTIVE DATE is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is not a permanent part of the Articles of Organization and may be changed only by filing the appropriate form provided therefor.

ARTICLE VIII

a. The street address of the principal office of the corporation in Massachusetts is: (post office boxes are not acceptable)

16 Coltsway, Wayland, Massachusetts 01778

b. The name, residence and post office address (if different) of the directors and officers of the corporation are:

NAME	RESIDENCE	POST OFFICE ADDRESS
President: James Paul Williams, Jr.	16 Coltsway Wayland, MA 01778	
Treasurer: James Paul Williams, Jr.	16 Coltsway Wayland, MA 01778	
Clerk: James Paul Williams, Jr.	16 Coltsway Wayland, MA 01778	
Directors: James Paul Williams, Jr.	16 Coltsway Wayland, MA 01778	

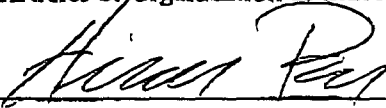
c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent of the corporation, if any, is: N/A

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 22 day of November, in the year 19 95.



Hiram N. Pan, Esq.
Hanify & King
~~One Federal Street~~
Boston, MA 02110

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF
THE COMMONWEALTH

ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

1995 NOV 22 PM 3:40

REGISTRATION DIVISION

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200 having been paid, said articles are deemed to have been filed with me this 22nd day of NOVEMBER 19 95.

Effective date: _____



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar, or no par stock, shall be deemed to have a par value of one dollar per share.

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Hiram N. Pan, Esquire

Hanify & King, Professional Corporation

One Federal Street, 13th Floor

Boston, Massachusetts 02110-2007

Telephone: (617) 423-0400

EXHIBIT B

Kentucky Certificate of Authority



**John Y. Brown III
Secretary of State**

Certificate of Authorization

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

INTERACTIVE MARKETING TECHNOLOGIES, INC.

, a corporation organized under the laws of the state of Massachusetts, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on October 9, 2000.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 16th day of January, 2001.

John Y. Brown, III

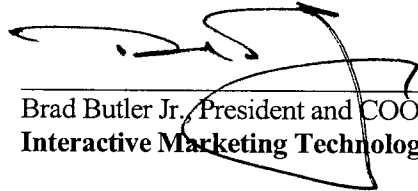
JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
Rlong/0503381

EXHIBIT C

Notarized Statement

AFFIDAVIT

I, Brad Butler, President and Chief Operating Officer of Interactive Marketing Technologies, 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.



Brad Butler Jr., President and COO
Interactive Marketing Technologies, Inc.

Sworn to and subscribed before me this 25 day of January, 2001.

Kris K. Simmons
Notary Public

My Commission Expires:

**KRIS KAMERON SIMMONS
NOTARY PUBLIC STATE OF OHIO
MY COMMISSION EXPIRES
DECEMBER 6, 2004**

EXHIBIT D

Proposed Interexchange Tariff