

762-1271



TELEGOM 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

September 26, 2001

VIA FEDERAL EXPRESS

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

RECEIVED
SEP 27 2001
PUBLIC SERVICE
COMMISSION

05160800

Re: Telegenius, Inc.

Dear Ms. Hutcherson:

Enclosed for approval and filing, please find one original and ten (10) copies of Telegenius, Inc.'s Informational Filing for Authority to Operate as a Reseller of Interexchange Telephone Service in 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,

Alice Rodriguez
Alice Rodriguez
Project Manager

Enc.

2112-11/46515

00046516:1

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

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

Telegenius, 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: Telegenius, Inc.
Address: 2901 Ridgelake Drive, Suite 212
Metairie, LA 70002
Telephone: (504) 831-5090
Fax: (504) 838-6220
Toll Free: (888) 750-1187

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: Ms. Kellie S. Webb
President
Address: 2901 Ridgelake Drive, Suite 212
Metairie, LA 70002
Telephone: (504) 831-5090
Fax: (504) 838-6220
Toll Free: (888) 750-1187

Regulatory Contact:

Name: Ms. Kellie S. Webb
President
Address: 2901 Ridgelake Drive, Suite 212
Metairie, LA 70002
Telephone: (504) 831-5090
Fax: (504) 838-6220
Toll Free: (888) 750-1187

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 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:

President/Director	Kellie S. Webb	2901 Ridgelake Drive, Suite 212 Metairie, LA 70002
Secretary/Director	Lisa A, Wagon	2901 Ridgelake Drive, Suite 212 Metairie, LA 70002

WHEREFORE, Telegenius, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant 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 26th day of September, 2001.

Telegenius, 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 Telegenius, Inc.

STATE OF LOUISIANA)
)ss
PARISH OF JEFFERSON)

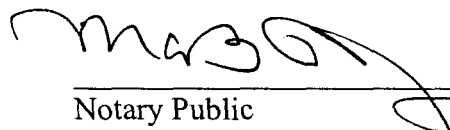
VERIFICATION

I, Kellie S. Webb, declare that I am the President of Telegenius, 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 Telegenius, Inc.'s provision of service.

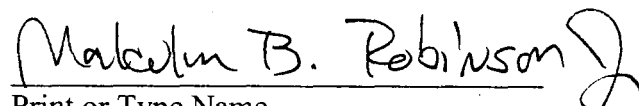


Kellie S. Webb

Sworn to me before, the undersigned Notary Public on this the 19th day of June, 2001.



Notary Public



Print or Type Name

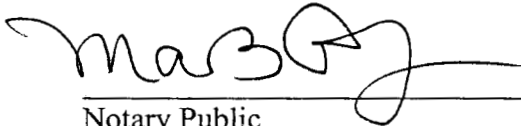
AFFIDAVIT

I, Kellie S. Webb, President of Telegenius, 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.



Kellie S. Webb, President
Telegenius, Inc.

Sworn to and subscribed before me
this 19th day of June, 2001.



Notary Public

My Commission Expires: at death

EXHIBIT 1

IN THE NAME AND BY THE AUTHORITY OF THE



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, JOHN Y. BROWN III, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof. now in my

UNITED STATES OF AMERICA
State of Louisiana



Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Organization and Initial Report of
TELEGENIUS, INC.

Domiciled at METAIRIE, LOUISIANA,

Was filed and recorded in this Office on April 18, 2001,

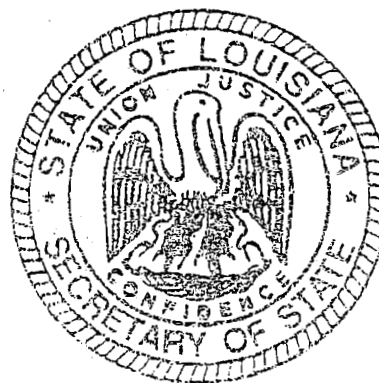
And all fees having been paid as required by law, the limited liability company is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 22.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

April 18, 2001

Jox McKeithen

TRO 35075378D
Secretary of State



ARTICLES OF INCORPORATION
OF
TELEGENIUS, INC.

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF JEFFERSON

BE IT KNOWN that on this March 9, 2001 personally came and appeared, before me, the undersigned Notary Public, the subscriber(s) hereto, of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of the Louisiana Business Corporations Law, they do hereby organize themselves, their successors and assigns, into a corporation pursuant of that law, under and in accordance with the following articles of incorporation:

ARTICLE I.

A. Corporate Name

The name of this corporation is: **TELEGENIUS, INC.**

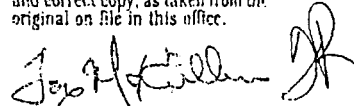
B. Incorporators

The names and addresses of the incorporator(s) are:

Kellie S. Webb
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

Lisa Wagnon
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true
and correct copy, as taken from the
original on file in this office.



Fox McKeithen
Secretary of State

APR 18 '01

C. Registered Agent & Registered Office

The registered office of this corporation is
2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

The registered agent is:

Malcolm B. Robinson, Jr., 3545 N. I-10 Service Road, Suite 106, Metairie, LA 70002

ARTICLE II.

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

ARTICLE III.

The duration of this corporation shall be in perpetuity.

ARTICLE IV.

Authorized Capital:

A. The total authorized capital stock of this corporation is 1000 SHARES, no par value.

B. Shareholders shall have pre-emptive rights. Fractional shares may be issued. No transfer of any of the shares of this Corporation shall be binding upon it unless a

transfer is made in accordance with the Articles of Incorporation and the By-laws of this Corporation and recorded in the books thereof.

C. The total authorized number of shares in this corporation shall be as follows:
1000 shares.

D. The capital stock of this Corporation may be reduced by purchase and/or redemption of said shares from the stockholders, or those shares that may, from time to time, be held as treasury stock, by a vote of a majority of the members of the Board of Directors of the Corporation. The consideration for such reduction and/or redemption shall be determined by a majority vote of the members of the Board of Directors. Such reduction and/or redemption may be made by the use of money or other property representing capital assets or borrowed money of the Corporation provided that after the reduction of the capital stock is duly effected, the actual value of the assets of the Corporation shall still exceed the amount of its debts and liabilities plus the amount of its capital stock so reduced.

E. Notwithstanding any other provisions of these articles, the Corporation may purchase its own shares out of surplus available for dividends with money or other property representing capital assets or borrowed money of the Corporation, at such price and consideration, and for such purpose as may be deemed fitting and appropriate by a vote of a majority of the members of the Board of Directors.

F. This corporation will not commence business until it has received the sum of \$1,000.00 for the initial issuance of its shares of stock.

ARTICLE V.

The stockholders hereby elect and wish to avail themselves of Section 1244 of the Internal Revenue Code.

ARTICLE VI.

Directors:

A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in and all of the business and affairs of this corporation shall be managed by, a board of not less than one (1), no more than five (5), directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the directors.

B. The board of directors shall have authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the shareholders to change or repeal the by-laws so made.

C. The Board shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from doing so by the applicable laws, or by the articles of incorporation, or by the by-laws of the corporation.

D. The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided in the by-laws, and shall take place on March 9, 2001 in each year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning one year from this date, or unless or otherwise

provided in the by-laws.

E. The Shareholders meetings shall be held and regulated by the provisions of the Business Corporation Law of the State of Louisiana

F. The number, classification, qualifications, terms of office, manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties of the directors, may be from time to time fixed, changed, increased, or reduced by the by-laws.

G. Until otherwise provided in the by-laws, any directors absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director, filed with the secretary.

ARTICLE VII.

Purchase and Redemption of Shares

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided with the Louisiana Business Corporations Law, or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be re-issued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE VIII.

Capital Surplus and Dividends

The board of directors shall have the power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as is permitted and provided by the Louisiana Business Corporations Law, or other applicable law.

ARTICLE IX.

Amendments to Articles of Incorporation

Changes in the rights of holders of shares of stock of any class shall be made by a majority vote or written consent, of the shareholders given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are otherwise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Louisiana Business Corporations Law, may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

ARTICLE X.

Sale and Other Transfers of Stock

A. No stock in this corporation shall be transferred unless the stock shall have been first offered for sale to the corporation, and, if the corporation shall fail or refuse to accept the offer, to each of the other shareholders of this corporation. The offeree shall have an option to purchase the stock to be transferred at the same price and on the same terms and conditions as the offeror shall have been offered by a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the

price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each stockholder at the address listed on the corporate books. The right to transfer stock shall not exist until the corporation and all existing shareholders either refuse in writing the offer so made, or waive the requirement of an offer in writing, or until they fail for a period of thirty (30) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the corporation.

B. Should the corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desire to exercise it, in the proportions in which these stockholders hold stock in the corporation.

C. After the expiration of the option period, no transfers at a price less than has been offered to the corporation and the other stockholders, or on terms or conditions varying from those stated in the letter notifying the corporation and the stockholders of a proposal to transfer, shall be valid, until the right shall have been offered to the corporation and the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholder who proposes to transfer his stock.

D. The stockholders in this corporation may make agreements, either in by-laws or by a shareholder agreement, between themselves relative to the purchase, among themselves, of the stock of this corporation, in the event of death, insanity, retirement or disability of any stockholder, and in the event of a transfer of his stock by donation to the stockholder's spouse and linear descendants. A copy of any such agreement shall be filed with the Secretary or Secretary-Treasurer of this corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, administrators, legatees, executors and assigns.

E. Except as to a transfer on death or a gift of the stock of a stockholder to his spouse or linear descendants (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of any nature whatsoever shall have any effect as related to the corporation or its stockholders, nor shall it be valid in any fashion until the option period provided above shall have expired.

ARTICLE XI

Indemnification of Members of Board of Directors

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the corporation and/or by reason of his alleged acts or omissions as such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of

Directors whether or not he continues to be such director or officer at the time such expenses are incurred, provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own bad faith, reckless disregard of his duties, gross negligence or willful misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors of the corporation the director or officer against whom such claims or liability is asserted has not been guilty of bad faith, reckless disregard of his duties, gross negligence or willful misconduct. The foregoing right if indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. Except as hereinabove limited, directors and officers shall be entitled to all protection that they can legally be afforded them any other rights to which they may be entitled as a matter of law.

ARTICLE XII

Reversions

Cash, property, or share dividends, shares issuable to Shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the Shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such Shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease.

THUS DONE AND PASSED, in my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Catherine Davenport

Kellie S. Webb
Kellie S. Webb

Nery Carabasis

Lisa Wagnon
Lisa Wagnon

Notary Public
NOTARY PUBLIC

INITIAL REPORT

STATE OF LOUISIANA
PARISH OF Articles Incorporation Data:DB File not open

To: Secretary of State
State of Louisiana
Corporations Division
State Capitol
Baton Rouge, Louisiana

Location and Post Office Address of the Corporation:

TELEGENIUS, INC.
2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

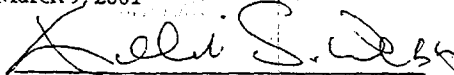
Name and Address of Its Registered Agent:

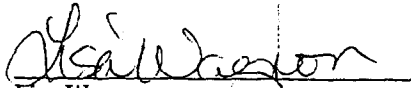
Malcolm B. Robinson, Jr.
3545 N. I-10 Service Road
Suite 106
Metairie, LA 70002

Name and Address of the First Director(s):

Kellie S. Webb
Lisa Wagnon

Dated at Gretna, Louisiana, this March 9, 2001


Kellie S. Webb


Lisa Wagnon

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

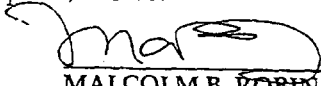
To: Secretary of State
Corporations Department
State of Louisiana

STATE OF LOUISIANA
PARISH OF JEFFERSON

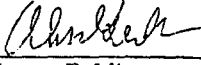
On this March 9, 2001 , personally came and appeared

MALCOLM B. ROBINSON, JR.,

who is known to me, and who, being duly sworn, acknowledged to me that
he/she does hereby accept appointment as the Registered Agent of TELEGENIUS,
INC. which is a Corporation authorized to transact business in the State of Louisiana
pursuant to the provisions of Title 12, Chapter 1, 2 and 3.


MALCOLM B. ROBINSON, JR.

SWORN TO AND SUBSCRIBED
before me, Notary, on the day, month
and year first above set forth.



Notary Public


EXHIBIT 2

EXHIBIT 3

STATE OF LOUISIANA)
) SS.
PARISH OF JEFFERSON)

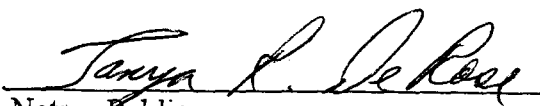
INTRASTATE SERVICE STATEMENT

I, Kellie S. Webb, Esq., President of Telegenius, Inc., hereby affirm that Telegenius, Inc. has not provided or collected for intrastate service in the State of Kentucky prior to filing the enclosed Notice of Intent to provide Competitive Interexchange Carrier services in the State. Telegenius, Inc. does not seek to provide operator-assisted services to traffic aggregators as defined in Administrative Case No. 330.



Kellie S. Webb

Sworn to before me this
20th day of September, 2001.



Notary Public

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

EXHIBIT 4