

**AA Tele-Com**

2863 Northlake Blvd. Suite #2  
Lake Park, FL 33403

Phone 561-841-8020  
Fax 561-882-0606

050909700  
0505

May 19, 2000

Public Service Commission Of Kentucky  
211 Sower Blvd.  
PO box 615  
Frankfort, Kentucky 40601

**RECEIVED**

MAY 30 2000

PUBLIC SERVICE  
COMMISSION

Address +  
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To Whom It May Concern

This letter and package are being presented to your office for the purpose of licensing our company to do business in Kentucky as a competitive local exchange company. We are a Reseller and are not facility based at this time. I have enclosed the required statements and 5 copies of our tariff. If there is anything else you need please don't hesitate to contact me at the numbers listed above. Thank you for your time and consideration.

Sincerely,



Kevin D. Clarke

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May 19, 2000

Public Service Commission Of Kentucky  
211 Sower Blvd.  
PO box 615  
Frankfort, Kentucky 40601

R.E. CLEC Authorization to Operate in Kentucky

This is to notify the commission that Alternative Access Telephone Communication Corp. has not provided or collected for interstate service in Kentucky.

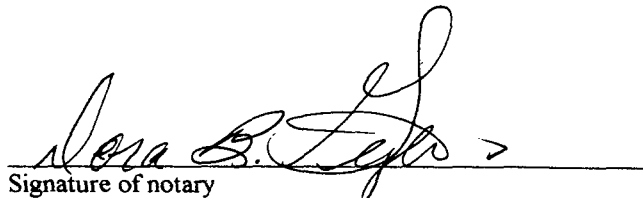
This is also to state that Alternative Access Telephone Communications Corp. is not seeking to provide operator assisted services.

Sincerely,

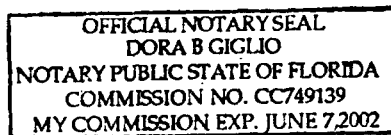


Kevin D. Clarke

Sworn to and subscribed before me this 23<sup>rd</sup> day of May, 2000

  
Signature of notary

(Notary Stamp)



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May 19, 2000


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PO box 615  
Frankfort, Kentucky 40601

R.E. CLEC Authorization to Operate in Kentucky

Utility Contact for Complaints and Regulatory issues.

Alternative Access Telephone Communications Corp.  
dba AA Tele-Com  
2863 Northlake Blvd. Suite #2  
Lake Park, FL 33403  
Attention Kevin D. Clarke  
877-841-8020  
561-882-0606 fax

Sincerely,



Kevin D. Clarke

9 OCT 17 11:10:06  
FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**ALTERNATIVE ACCESS TELEPHONE**  
**COMMUNICATIONS CORP.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **ALTERNATIVE ACCESS TELEPHONE COMMUNICATIONS CORP.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2863 Northlake Boulevard, Lake Park, Florida 33403 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Kevin D. Clarke
Vice-President(s):	Clifton L. Clarke and Nancy C. Clarke
Secretary:	Caren E. Clarke
Treasurer:	Cathi M. Clarke

whose addresses shall be the same as the principal office of the Corporation.



**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Kevin D. Clarke  
Clifton L. Clarke  
Caren E. Clarke  
Cathi M. Clarke  
Nancy C. Clarke

whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



**ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



**ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

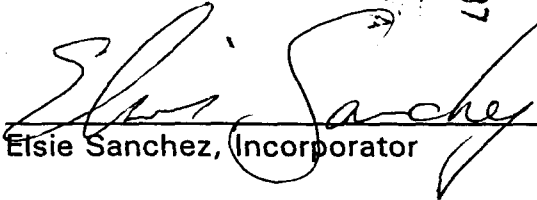
**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this OCT 17 1997.

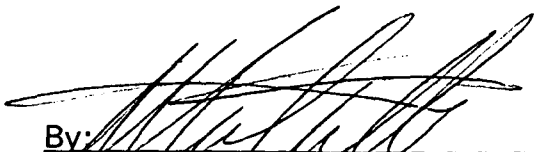
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Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer®

By:   
Natalia Utrera, Vice President







FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 17, 1997

AMERILAYWER  
343 ALMERIA AVENUE  
CORAL GABLES, FL 33134

The Articles of Incorporation for ALTERNATIVE ACCESS TELEPHONE COMMUNICATIONS CORP. were filed on October 17, 1997 and assigned document number P97000089494. Please refer to this number whenever corresponding with this office regarding the above corporation.

**PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.**

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.**

**A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.**

**SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.**

Should you have any questions regarding corporations, please contact this office at the address given below.

Loria Poole, Corporate Specialist  
New Filings Section

Letter Number: 997A00050747

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314