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PUBLIC SERVICE  
COMMISSION

BEFORE THE  
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE §  
INFORMATIONAL FILING OF §  
**ENVISAGE, INC.** FOR AUTHORITY §  
TO OPERATE AS A RESELLER OF §  
INTEREXCHANGE TELEPHONE SERVICES §  
AND A PROVIDER OF OPERATOR SERVICES §  
THROUGHOUT THE STATE OF KENTUCKY §

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2225762-1 0530  
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**COMES NOW**, Envisage, Inc. ("Applicant" or the "Company") and submits the following information to the Public Service Commission of Kentucky ("Commission") in accordance with the provisions of Administrative Case No. 359, and submits its proposed tariff in accordance with 807 KAR 5:011.

1. The name, address, and contact telephone numbers of Applicant are:

Envisage, Inc.  
16620-B San Pedro  
San Antonio, Texas 78232  
(210) 402-5301 Main  
(210) 402-5369 Fax

2. Applicant is a corporation organized under the laws of the State of Texas. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority are attached hereto as **Exhibits "A" and "B,"** respectively.
3. Applicant's officers have extensive managerial, financial and technical experience with which to provide the telecommunications services under the authority requested. The Company's management personnel represent a broad spectrum of business and technical disciplines, possessing many years of individual and aggregate telecommunications experience. In support of the Company's managerial and technical ability to provide the services for which authority is sought herein, Applicant submits a list of Applicant's officers along with a

description of the background and experience of same as **Exhibit "C."** Applicant submits that it has the financial ability to provide the proposed services.

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

**For customer complaints:** Terry R. Houston  
President & C.O.O.  
Envisage, Inc.  
16620-B San Pedro  
San Antonio, TX 78232  
(210) 402-5301  
(210) 402-5369 Fax  
(800) 890-0080 Toll-free

**For regulatory matters:** Same as above.

5. A notarized statement that the Company has not provided or collected for intrastate telecommunications services in Kentucky prior to filing its application and tariff is attached as **Exhibit "D."**
6. Applicant seeks authority to operate as a non-facilities-based reseller of interexchange telecommunications services to the public on a statewide basis. Applicant seeks authority to provide a full range of direct dial (1+) interexchange services, including MTS, WATS, 8XX, Calling Card, Debit Card and similar competitive service offerings. Applicant does not intend to provide 900, 976 or 700 services.
7. The Company also seeks authority to provide alternate operator services in Kentucky. Accordingly, the Company agrees to comply with all requirements set forth upon operator service providers as set forth in Administrative Case No. 330.
8. The Company's proposed tariff, which sets forth the rates, terms and conditions for the provision of its services, is attached hereto as **Exhibit "E."** The Company

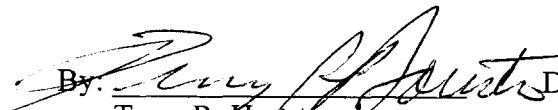
respectfully requests that this tariff filing be declared effective thirty (30) days after the date of filing of this application.

9. The Company will not render bills directly to end users for telecommunications services. The Company will utilize the services of a third-party billing clearinghouse to bill calls for telecommunications services directly onto end user local telephone statements. A sample bill rendered through the Company's billing clearinghouse is attached hereto as **Exhibit "F."**
10. Applicant will abide by all rules and regulations governing resellers and operator service providers that the Commission has promulgated or may promulgate in the future, unless application of such rules and regulations is specifically exempted or waived by the Commission.

**WHEREFORE**, the Company respectfully requests that the Commission grant it authority on an expedited basis to operate as a reseller of interexchange telecommunications services and as a provider of operator services in Kentucky in accordance with applicable laws, rules and regulations currently in effect or hereinafter enacted by the Commission. The Company further requests that the Commission approve its tariff effective upon thirty (30) days from the date of filing of this application, or on the date of an order granting authority, whichever is earlier.

Respectfully submitted,

**ENVISAGE, INC.**

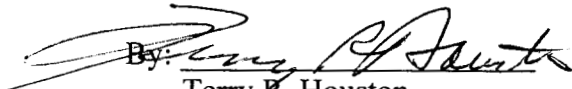
By:  Date: \_\_\_\_\_  
Terry R. Houston  
President & C.O.O.

VERIFICATION OF APPLICANT

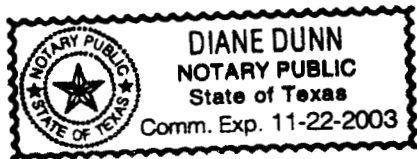
STATE OF TEXAS           §  
  §  
COUNTY OF BEXAR       §


I, Terry R. Houston, being first duly sworn, state that I am President and Chief Operating Officer of Envisage, Inc., the Applicant herein; that I have reviewed the matters set forth in the application and exhibits and the statements contained therein, and verify that the statements contained therein are true and correct to the best of my knowledge, except as to those which are stated on information or belief, and as to those matters I believe them to be true.

**ENVISAGE, INC.**

By:            Date: \_\_\_\_\_  
Terry R. Houston  
President & C.O.O.

SWORN AND SUBSCRIBED TO BEFORE ME ON THIS 11 DAY OF  
DECEMBER, 2001.



By:   
Notary Public, State of Texas  
My Commission Expires: 11-22-03

# EXHIBIT “A”

ENVISAGE, INC.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ENVISAGE, INC.**

**ARTICLE ONE**

ENVISAGE, INC., a Texas corporation, pursuant to the provisions of Article 4.07 of the Texas Business Corporation Act, hereby adopts amended and restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and as further amended by such restated articles of incorporation as hereinafter set forth and which contain no other change in any provision thereof.

**ARTICLE TWO**

The following amendments to the articles of incorporation were adopted by the shareholders of the Corporation on FEBRUARY 28, 2001:

(1) Article VI of the articles of incorporation is amended to change the registered office and the registered agent of the Corporation. The amendment alters or changes Article VI of the amended articles of incorporation and the full text of each provision altered is as follows:

"ARTICLE VI.

Registered Office and Agent

Section 1. Registered Office. The post office address of the registered office of the Corporation is 1825 Upland, Houston, Texas 77043.

Section 2. Registered Agent. The name of its registered agent for service at such address is Timothy G. Dixon."

(2) Article VII of the articles of incorporation is amended to change the number of Directors constituting the Board of Directors. The amendment alters or changes Section 2 of Article VII of the amended articles of incorporation and the full text of each provision altered is as follows:

"ARTICLE VII

Section 2. The number of Directors which shall constitute the whole Board of Directors shall not be fewer than one (1) as determined and fixed in accordance with the bylaws of the Corporation."

(3) Article IX of the articles of incorporation is amended to deny shareholders any rights to cumulative voting as to any matter. The amendment alters or changes Article IX of the amended articles of incorporation and the full text of each provision altered is as follows:

"ARTICLE IX

Cumulative Vote

No shareholder of the corporation shall have the right of cumulative voting at any election of Directors or upon any other matter."

(4) Article X of the articles of incorporation is amended to deny shareholders any rights, pre-emptive or otherwise, to acquire any securities of the corporation. The amendment alters or changes Article X of the amended articles of incorporation and the full text of each provision altered is as follows:

"ARTICLE X

Pre-emptive Rights

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable."

(5) The articles of incorporation are amended to expressly permit the Corporation to take action (i) by the vote or concurrence of the holders of at least 51% of the outstanding shares entitled to vote and (ii) without a meeting of the shareholders if a consent (or consents) in writing, setting forth the action so taken, is (or are) signed by shareholders having not less than the minimum number of votes necessary to take such action. The amendment is an addition to the amended articles of incorporation and the full text of each provision added is as follows:

"ARTICLE XIII

Notwithstanding any provisions of the Texas Business Corporation Act to the contrary, the vote or concurrence of the holders of at least fifty-one percent (51 %) of the outstanding shares entitled to vote, or any class or series thereof, shall be required with respect to any action taken by the shareholders of the corporation.

Any action required or which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so

taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Every written consent signed by the holders of less than all the shares entitled to vote with respect to the action that is the subject of the consent shall bear the date of the signature of each shareholder who signs the consent and shall be delivered to the corporation and to those shareholders who did not consent in writing to the action in the manner set forth in Article 9.10 of the Texas Business Corporation Act."

### ARTICLE THREE

Each such amendment made by the restated articles of incorporation has been effected in conformity with the provisions of the Texas Business Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles of incorporation were duly adopted by the shareholders of the Corporation on the 28<sup>th</sup> day of FEBRUARY, 2001.

### ARTICLE FOUR

The number of shares outstanding was 90,000, and the number of shares entitled to vote on the restated articles of incorporation as so amended was 90,000. All of the shareholders have signed a written consent to the adoption of such restated articles of incorporation as so amended pursuant to Article 9.10 and any written notice required by Article 9.10 has been given.

### ARTICLE FIVE

The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation which accurately copy the entire text thereof and as amended as set forth above:

## ARTICLES OF INCORPORATION OF ENVISAGE, INC.

### ARTICLE I.

The name of the Corporation is ENVISAGE, INC.

### ARTICLE II.

The period of its duration is perpetual.

### ARTICLE III.



The purposes for which the Corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

#### ARTICLE IV.

##### Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is Fourteen Million (14,000,000) shares of stock, being 11,750,000 shares of common stock; 1,000,000 of Preferred Class "A" stock, and 1,250,000 shares of Preferred Class "B" stock. All shares shall be of No Par Value.

#### ARTICLE V.

##### Restriction on Commencement of Business

The Corporation shall not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

#### ARTICLE VI.

##### Registered Office and Agent

Section 1. Registered Office. The post office address of the registered office of the Corporation is 1825 Upland, Houston, Texas 77043.

Section 2. Registered Agent. The name of its registered agent for service at such address is Timothy G. Dixon.

#### ARTICLE VII.

Section 1. Initial Board of Directors. The number of the Directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as Directors until the first meeting of the shareholders, or until their successor or successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas Craig Takas	187 Evergreen Falls Drive Houston, Texas 77084
Daniel Lee Ritz, Jr.	20615 Denford Ct. Katy, Texas 77450

Section 2. The number of Directors which shall constitute the whole Board of Directors shall not be fewer than one (1) as determined and fixed in accordance with the bylaws of the Corporation.

#### ARTICLE VIII.

The name and address of the incorporator of the Corporation is: Luke C. Carrabba, 450 Gears Rd., Suite 625, Houston, Texas 77067.

#### ARTICLE IX.

##### Cumulative Vote

No shareholder of the corporation shall have the right of cumulative voting at any election of Directors or upon any other matter.

#### ARTICLE X.

##### Pre-emptive Rights

No holder of securities of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any securities of the corporation now or hereafter authorized to be issued, or securities held in the treasury of the corporation, whether issued or sold for cash or other consideration or as a dividend or otherwise. Any such securities may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

#### ARTICLE XI.

##### Directors' and Officers' Indemnity

Every Director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any claim or proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, officer, or employee of the Corporation, or any settlement thereof, whether or not he is a Director, officer, or employee at the time such expenses are incurred, except in such cases wherein the Director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, or employee may be

entitled.

## ARTICLE XII.

### Amend Bylaws

Except as may be otherwise provided in the Bylaws, the Board of Directors of this Corporation is expressly authorized to alter, amend, or repeal the Bylaws or to adopt new Bylaws of this Corporation, without any action on the part of the shareholders; but the Bylaws made by the Directors and the power so conferred may be altered or repealed by the shareholders.

## ARTICLE XIII.

Notwithstanding any provisions of the Texas Business Corporation Act to the contrary, the vote or concurrence of the holders of at least fifty-one percent (51%) of the outstanding shares entitled to vote, or any class or series thereof, shall be required with respect to any action taken by the shareholders of the corporation.

Any action required or which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted. Every written consent signed by the holders of less than all the shares entitled to vote with respect to the action that is the subject of the consent shall bear the date of the signature of each shareholder who signs the consent and shall be delivered to the corporation and to those shareholders who did not consent in writing to the action in the manner set forth in Article 9.10 of the Texas Business Corporation Act.

Dated 28 day of FEBRUARY, 2001.

ENVISAGE, INC.

By: T. Craig Takas  
Thomas Craig Takas, President

# EXHIBIT “B”

ENVISAGE, INC.

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 do 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 271A)  a professional service corporation (KRS 274)

2. The name of the corporation is Envisage, Inc.

3. The name of the corporation to be used in Kentucky is \_\_\_\_\_  
(if "real name" is unavailable for use)

4. Texas is the state or country under whose law the corporation is incorporated.

5. March 3, 1999 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is 16620-B San Pedro, San Antonio, TX 78232

7. The street address of the corporation's registered office in Kentucky is 455 South Fourth Avenue, Ste. 688, Louisville, KY 40202-2509  
and the name of the registered agent at that office is Stephen A. Schwager, Esq.

8. The names and usual business addresses of the corporation's current officers and directors are as follows:  
President Please refer to Exhibit "A" attached.  
Vice President \_\_\_\_\_  
Secretary \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Directors \_\_\_\_\_

(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 (month/year))

*Terry R. Houston*  
Signature

Terry R. Houston, Pres. & COO  
Type or Print Name & Title

Date: October 11, 20 01

I, Stephen A. Schwager, Esq. consent to serve as the registered agent on behalf of the corporation

*Stephen A. Schwager*  
Signature of Registered Agent

Stephen A. Schwager  
Type or Print Name & Title

22,485.09  
John Y. Brown III  
Secretary of State  
RECEIVED AND FILED  
OCT 11 12 50 PM  
Fee Receipt: \$90.00  
Private - P101

Exhibit "A"

**Envisage, Inc.**  
A Texas Corporation  
Taxpayer Number: 76-0610202

**OFFICERS**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
Timothy G. Dixon	Chief Executive Officer	1825 Upland Houston, Texas 77043
Terry R. Houston	President Chief Operating Officer	16620-B San Pedro San Antonio, Texas 78232
Joyce Dixon	Secretary	1825 Upland Houston, Texas 77043

**DIRECTORS**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>
Timothy G. Dixon	Director	1825 Upland Houston, Texas 77043

# EXHIBIT “C”

ENVISAGE, INC.

## **ENVISAGE, INC.**

### **Experience of Key Management**

#### **Timothy G. Dixon** – Chairman & Chief Executive Officer

Mr. Dixon brings over 20 years of business management experience from a wide range of industries to the Company. Mr. Dixon founded Construction LTD in 1981, and has grown that business from start-up to “Top 25” status among general contractors in the Houston, Texas area. Construction LTD generates over \$80 million in revenues from commercial, institutional, educational and government construction projects. Mr. Dixon is also a partner in Vista Analytics, L.L.C., a financial advisory and backoffice service provider firm with \$1.5 billion in assets under management. Mr. Dixon is also a major shareholder of Hyperdynamics Corporation, a publicly-traded concern that provides multi-faceted integration and Web-based platforms and solutions to businesses, and is also an AT&T-authorized backbone reseller.

#### **Terry R. Houston** – President & Chief Operating Officer

Mr. Houston brings close to 30 years of direct telecommunications experience to the Company. He has previously managed several large telecommunications companies, helping to design and implement national sales and marketing plans. In 1997, he co-founded U.S. Operators, Inc., an operator services provider with national operations, where he most recently served as Executive Vice President and COO. Mr. Houston founded Long Distance Network, Inc. in 1989, serving as Chairman & CEO until that company was acquired in 1994. Prior to that, Mr. Houston was Vice President of Sales for Claydesta Communications, Inc. for two years, where he successfully increased sales from \$32 million to \$65 million during his tenure. Mr. Houston’s experience also includes serving as Vice President of Sales & Customer Service for Metromedia Long Distance, Inc., where he managed sales to a level of \$170 million.



# EXHIBIT “D”

ENVISAGE, INC.



# EXHIBIT "E"

ENVISAGE, INC.

**TARIFF**

**ENVISAGE, INC.**

**INTEREXCHANGE AND  
OPERATOR-ASSISTED  
TELECOMMUNICATIONS SERVICES**

This tariff applies to the Interexchange and Operator-Assisted Telecommunications Services furnished by **Envisage, Inc.** between one or more points in the State of Kentucky. This tariff is on file with the Kentucky Public Service Commission. Copies may be inspected, during normal business hours, at Envisage's office at 16620-B San Pedro, San Antonio, Texas 78232.

Issued: \_\_\_\_\_

Issued by: Terry R. Houston, President & COO  
Envisage, Inc.  
16620-B San Pedro  
San Antonio, Texas 78232

Effective: \_\_\_\_\_