

Telecommunications  
E Commerce  
Technology  
Corporate & Finance  
Trademarks  
Proprietary Rights  
Complex Litigation  
General Business Law

# The Helein Law Group, LLLP

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January 26, 2005

## Via Overnight Courier

Helen Helton, Executive Secretary  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40601

**Re: *In the Matter of the Information Filing of UCN, Inc. for Authority to Operate as a Reseller and Facilities-Based Provider of Local Exchange Telephone Service Throughout Kentucky***

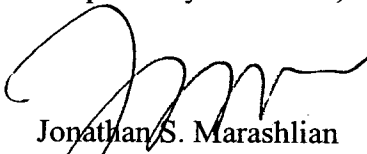
Dear Ms. Helton:

On behalf of UCN, Inc. ("UCN"), transmitted herewith is an original plus ten (10) copies of its Information Filing for Authority to Operate as a Reseller and Facilities-Based Provider of Local Exchange Telephone Service Throughout Kentucky.

An additional copy of this letter is also enclosed, to be date-stamped and returned in the postage-prepaid envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,

  
Jonathan S. Marashlian  
Regulatory Counsel

JSM/sr  
Enclosures

RECEIVED  
JAN 27 2005  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

05054710  
0505  
pending

5. The company does not seek authority to provide operator assisted service to traffic aggregators as defined in Administrative Code No. 330.
6. The company's proposed local exchange tariff is attached as **Exhibit D**.
7. A sample Company bill is attached as **Exhibit E**.

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

Respectfully submitted this 26<sup>th</sup> day of January, 2005.

UCN, Inc.

By: 

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The Helein Law Group, LLLP  
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**EXHIBIT A**

Articles of Incorporation

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "UCN, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRTEENTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

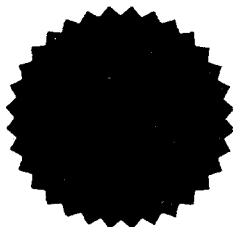
CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BUI, INC." TO "BUYERSONLINE.COM, INC.", FILED THE NINETEENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BUYERSONLINE.COM, INC." TO "BUYERS UNITED, INC.", FILED THE



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3016691 8100H

AUTHENTICATION: 3467337

040808801

DATE: 11-09-04

# Delaware

PAGE 2

The First State

FIRST DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF  
DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2002.

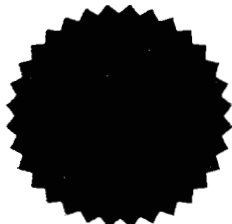
CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF  
DECEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 2002.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BUYERS  
UNITED, INC." TO "UCN, INC.", FILED THE THIRTIETH DAY OF JUNE,  
A.D. 2004, AT 4:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTEENTH DAY OF  
JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3016691 8100H

AUTHENTICATION: 3467337

040808801

DATE: 11-09-04

COMMONWEALTH OF KENTUCKY  
TREY GRAYSON  
SECRETARY OF STATE



0543007.09  
Trey Grayson  
Secretary of State  
Received and Filed  
08/25/2004 1:58:10 PM  
Fee Receipt: \$40.00  
Chance  
P102

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority 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. BUYERS UNITED, INC.  
(Name of corporation or fictitious name adopted for use in Kentucky)

Is a corporation organized and existing under the laws of the state or country of Delaware  
and received authority to transact business in Kentucky on August 21, 2002

3. The corporation's name in the state or country of incorporation has been changed to  
UCN, INC.

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

4. The corporation's period of duration has been changed to no change

5. The corporation's state or country of incorporation has been changed to no change

6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Kim Partridge  
Signature

Kim Partridge, corporate secretary  
Type or Print Name & Title

Date: July 24, 2004