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TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

OF COUNSEL
THOMPSON BENNETT
JOHN T. PETERS, JR.
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

August 10, 2002

Helen Helton, Executive Director
Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

RE: All-Star Acquisition Corporation

Dear Ms. Helton:

Enclosed herewith for filing with the Kentucky Public Service Commission please find an original and three (3) copies of the above captioned corporation's NOTICE OF INTENT TO PROVIDE SERVICE within the State of Kentucky.

Enclosed you will find an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Should you have any questions, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker

PDC/tlb

enc

RECEIVED

SEP 11 2002

PUBLIC SERVICE
COMMISSION

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0510

**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
ALL-STAR ACQUISITION CORPORATION**

ALL-STAR ACQUISITION CORPORATION submits this notice of intent to provide long distance telecommunications services, including operator services, to customers within the Commonwealth of Kentucky.

1. The name, address and telephone number of the company is:

ALL-STAR ACQUISITION CORPORATION
1151 Seven Locks Road
Potomac, MD 20854
800-313-2677

2. Articles of Incorporation - See **Exhibit A**.
3. Authorization to Conduct business in Kentucky - See **Exhibit B**.
4. Representative for ongoing operations and correspondence:

Questions concerning this application and tariff should be directed to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (269) 381-8844
Facsimile: (269) 381-8822

Company Contact:

Christine Greene
1151 Seven Locks Road
Potomac, MD 20854
Telephone: (800) 313-2677

Customer Service:

Customer Service (Commission contact: James Morgan)
1151 Seven Locks Road
Potomac, MD 20854
Toll Free: (800) 313-2677

5. ALL-STAR ACQUISITION CORPORATION has not provided service in Kentucky prior to filing this notice of intent. See notarized statement attached hereto as **Exhibit C**.
6. ALL-STAR ACQUISITION CORPORATION does not intend to provide operator assisted calling to its presubscribed Customers.
7. The proposed tariff of ALL-STAR ACQUISITION CORPORATION is submitted to become effective 30 days after the date of this filing. See **Exhibit D**.

WHEREFORE, ALL-STAR ACQUISITION CORPORATION requests that the Public Service Commission 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 10th day of September, 2002.

ALL-STAR ACQUISITION CORPORATION

By: 

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.

Its: Attorneys

EXHIBIT A

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ALL-STAR ACQUISITION CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3451678 8100

020535409

AUTHENTICATION: 1951960

DATE: 08-23-02

Delaware

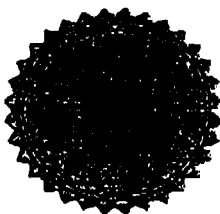
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALL-STAR ACQUISITION CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALL-STAR ACQUISITION CORPORATION" WAS INCORPORATED ON THE THIRTIETH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3451678 8300

AUTHENTICATION: 1957820

020535414

DATE: 08-23-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/30/2001
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CERTIFICATE OF INCORPORATION
of
All-Star Acquisition Corporation

THE UNDERSIGNED, Jeffrey L. Poersch, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto and known, identified and referred to as the "DGCL"), hereby certifies that:

FIRST. Name. The name of the Corporation (which is hereinafter called the "Corporation") is:

All-Star Acquisition Corporation

SECOND. Registered Office and Agent. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. Purpose. (a) The purposes for which and any of which the Corporation is formed and the business and objects to be carried on and promoted by it are:

(1) To engage in any lawful acts or activities for which corporations may be organized under the DGCL.

(2) To do and perform all acts necessary or desirable to carry out any of the foregoing purposes

(3) To engage in any other lawful act or activity for which corporations may be organized under DGCL, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

(b) The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of this Certificate of Incorporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the DGCL.

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FOURTH. Authorized Capital (a) The total number of shares of capital stock of all classes that the Corporation shall have authority to issue is one thousand (1,000) shares, all of which shares shall initially be classified as common stock, \$0 par value per share (the "**Common Stock**"). The Board of Directors of the Corporation (the "**Board of Directors**") may, by resolution or resolutions, classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation.

(1) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(2) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends, including dividends payable in shares of another class of the Corporation's stock, may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(3) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of stock hereafter classified or reclassified having a preference on distributions in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

(c) Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Article FOURTH and to the limitations prescribed by the DGCL: (1) to classify and reclassify any of the shares of capital stock of the Corporation, including, without limitation, the classification or reclassification of any unissued shares of such stock into a class or classes of preferred stock, preference stock, special stock or other stock, (2) to authorize the issuance of one or more of such classes of stock and, with respect to each such class, (3) to fix by resolution or resolutions providing for the issue of such class, the voting powers, full or limited, if any, of the shares of such class, the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof.

FIFTH. Term. The Corporation is to have perpetual existence.

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SIXTH. Management of the Affairs of the Corporation. (a) The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all the powers of the Corporation and do all such lawful acts and things that are not conferred upon or reserved to the stockholders by law, by this Certificate or by the By-laws of the Corporation (the "By-laws").

(b) The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of its directors and stockholders:

(1) The Board of Directors shall have the power to make, alter, amend, change or repeal the By laws by the affirmative vote of a majority of the members of the Board of Directors then in office. In addition, the By-laws may be made, altered, amended, changed or repealed by the stockholders of the Corporation upon the affirmative vote of the holders of at least 51% of the outstanding capital stock entitled to vote thereon.

(2) The number of directors of the Corporation shall initially be one, which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than the minimum number permitted by the DGCL now or hereafter in force. The name and address of the person who shall serve as the Initial director of the Corporation is:

Ram Mukunda
1151 Seven Locks Road
Potomac, MD 20854

(3) The Board of Directors is hereby empowered to 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 or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(4) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(5) The Board of Directors of the Corporation shall, consistent with applicable law, have power in its sole discretion to determine from time to time in accordance with sound accounting practice or other reasonable valuation methods what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation

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such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefor, at such times and to the stockholders of record on such dates as it may, from time to time, determine, and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized to do so by resolution of the Board of Directors.

(6) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in this Certificate.

(c) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of this Certificate, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the DGCL now or hereafter in force. The Corporation may in its By-laws confer powers upon the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

SEVENTH. Limitation on Liability. No director of the Corporation shall be personally liable to the Corporation or to any stockholder of the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

If the DGCL or any other statute of the State of Delaware hereafter is amended to authorize the further elimination or limitation of the liability of directors of the Corporation, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the statutes of the State of Delaware, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation on the liability of a director provided by the foregoing provisions of this Article SEVENTH.

Any repeal of or amendment to this Article SEVENTH shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or amendment.

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EIGHTH. Meetings of Stockholders. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide.

NINTH. Corporate Records. The books of the Corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or the President or in the By-laws.

TENTH. Right to Amend. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate and in any certificate amendatory hereof, including amendments changing the terms or contract rights, as expressly set forth in this Certificate, of any of the Corporation's outstanding stock by classification, reclassification or otherwise, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders or others hereunder or thereunder are granted subject to this reservation.

ELEVENTH. Indemnification. (a) The Corporation shall, to the fullest extent permitted by Section 145 of the DGCL, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

(b) Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this Article ELEVENTH, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

(c) The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation as provided in the By-laws.

(d) The indemnification rights provided in this Article ELEVENTH (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article ELEVENTH.

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(e) No amendment of this Certificate or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

TWELFTH. Incorporator. The name and mailing address of the sole incorporator is Jeffrey I. Poersch, Esq., c/o Startec Global Operating Company, 1151 Seven Locks Road, Potomac, Maryland 20854.

THIRTEENTH. The Corporation expressly elects not to be governed by Section 203 of the DGCL.

This Certificate shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation pursuant to the DGCL, does make, file and record this Certificate of Incorporation and does hereby certify that the facts herein stated are true, and accordingly hereto sets his hand this 30th day of October, 2001.


Jeffrey I. Poersch, Incorporator

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EXHIBIT B

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

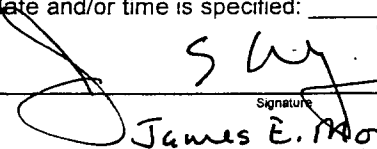


APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the corporation named below and for that purpose submits the following statements:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is
ALL-STAR ACQUISITION CORPORATION
- The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)
- Delaware is the state or country under whose law the corporation is incorporated.
- October 30, 2001 is the date of incorporation and the period of duration is perpetual
- The street address of the corporation's principal office is
1151 Seven Locks Road, Potomac, MD 20854
Street City State Zip Code
- The street address of the corporation's registered office in Kentucky is
6010 Brownsboro Park Boulevard, Suite H, Louisville, KY 40207
Street City State Zip Code
and the name of the registered agent at that office is
Stephen A. Schwager
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President Christine Greene 1151 Seven Locks Road, Potomac, MD 20854
Vice President _____
Secretary James E. Greene 1151 Seven Locks Road, Potomac, MD 20854
Treasurer Christine Greene 1151 Seven Locks Road, Potomac, MD 20854
Directors Christine Greene 1151 Seven Locks Road, Potomac, MD 20854
(Attach a continuation sheet, if necessary)
- 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.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)



Signature
James E. Morgan Secretary
Type or Print Name & Title
Date: August 27, 2002

I, Stephen A. Schwager, consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

Signature of Registered Agent
Stephen A. Schwager
Type or Print Name & Title

EXHIBIT C

AFFIDAVIT

STATE OF MICHIGAN)
) ss
COUNTY OF KALAMAZOO)

Patrick D. Crocker, Attorney for ALL-STAR ACQUISITION CORPORATION, first being duly sworn on oath, deposes and says as follows:

1. ALL-STAR ACQUISITION CORPORATION has neither provided nor collected money from customers within Kentucky for intrastate telecommunication services.
2. ALL-STAR ACQUISITION CORPORATION does not seek to provide operator assisted services to traffic aggregators.

Respectfully Submitted,

ALL-STAR ACQUISITION CORPORATION

By: _____

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
Its: Attorney

The foregoing instrument was acknowledged before me this 10th day of September 2002 by Patrick Crocker

Cheryl R. Adams
Notary Public Comm. expires: 6-24-05

EXHIBIT D

REGULATIONS AND SCHEDULE OF CHARGES
APPLICABLE TO INTERCITY TELECOMMUNICATIONS SERVICES
WITHIN THE STATE OF KENTUCKY
ALL-STAR ACQUISITION CORPORATION

Filed with PUBLIC SERVICE COMMISSION
OF KENTUCKY
PO Box 615
Frankfort, KY 40602
Toll Free: 1-800-772-4636

DATE OF ISSUE: September 10, 2002

DATE EFFECTIVE: October 11, 2002

ISSUED BY: Christine Greene, President
ALL-STAR ACQUISITION CORPORATION
1151 Seven Locks Road
Potomac, MD 20854

BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION
IN CASE NO. _____ DATED _____