

**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
ONE COMMUNICATIONS SYSTEMS, INC.**

05051000
0505
PENDING

One Communications Systems, Inc. submits this notice of intent to provide local exchange services to customers within the Commonwealth of Kentucky.

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

**One Communications Systems, Inc.
1004 West 5th Street, Bldg. B
London, KY 40741
Telephone: (606) 877-3584
Facsimile: (606) 877-9070**

RECEIVED

NOV 12 1999

PUBLIC SERVICE
COMMISSION

2. **Articles of Incorporation – See Attachment I**
3. **One Communications Systems, Inc. has not provided service in Kentucky prior to filing this notice of intent. See notarized statement in Attachment II.**
4. **One Communications Systems, Inc. intends to provide operator assisted calling to its pre-subscribed customers. In so doing, it is possible that it may provide service to traffic aggregators. In the event that the Company provides service to traffic aggregators, it will comply with Commission's mandates in Administrative Case No. 330.**
5. **The proposed tariffs of One Communications Systems, Inc. are submitted to become effective 30 days after the date of this filing. See Attachment III**

Signed:


Charles L. Culton, President

ATTACHMENT I

**One Communications Systems, Inc.
1004 W. 5th Street, Bldg. B
London, KY**

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF
ONE COMMUNICATIONS SYSTEMS, INC.

RECEIVED & FILED
C-5000
Oct 28 11 15 AM '99

KNOW ALL MEN BY THESE PRESENTS, that I, Charles L. Culton, Incorporator, the undersigned, do hereby file these articles for the purpose of forming a corporation under the laws of the Commonwealth of Kentucky.

JOHN Y. BROWN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
Charles L. Culton

ARTICLE I - NAME

The name of the proposed corporation shall be ONE Communications Systems, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Kentucky Business Corporation Act found in Chapter 271B of the Kentucky Revised Statutes.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares, which the corporation shall have authority to issue, shall be one thousand (1,000) shares of common stock with no par value. Such common capital stock shall have unlimited voting rights and each share shall be entitled to one vote per share.

ARTICLE V - PRINCIPAL OFFICE, REGISTERED OFFICE, AND
REGISTERED AGENT

The address of the principal office and initial registered office of the corporation shall be 1004 West Fifth Street, Bldg. B., London, Kentucky 40741, and the name of its initial registered agent at such address is Charles L. Culton.

ARTICLE VI – DIRECTOR LIABILITY

The personal liability of each director to the corporation and/or to its shareholders or other individuals shall be limited to monetary damages for breach of his or her duties as a Director, and further, only for the transaction, act, omission, or vote as follows:


- (i) Any transaction in which the Director's personal financial interest is in conflict with the financial interest of the corporation or its shareholders;
- (ii) Acts or omissions not in good faith or which involve intentional misconduct, or are known to the Director to be in violation of law;
- (iii) Any vote for or assent to an unlawful distribution to shareholders prohibited under KRS 271(B).8-330; and
- (iv) Any transaction from which the Director derived an improper personal benefit.

No limit herein on Director liability shall be construed to impose a greater liability, whether monetary or otherwise, upon any director for any transaction, act, omission, or vote greater than that imposed upon such Director by the Kentucky Business Act.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator is Charles L. Culton, with an address of P.O. Box 596, Danville, Kentucky 40423-0596.

EXECUTED IN TRIPLICATE ORIGINALS by Charles L. Culton, Incorporator, on this the 28 day of October, 1999.



Charles L. Culton

STATE OF KENTUCKY

COUNTY OF Boyle


Subscribed and sworn to before me and acknowledged by CHARLES L.

CULTON, in the foregoing State and County on this the 28th day of

October, 1999.

My commission

expires: February 7, 2001


Notary Public, State at Large

This instrument prepared by:

Charles L. Culton

Charles L. Culton
P.O. Box 596
Danville, KY 40423-0596

ATTACHMENT II

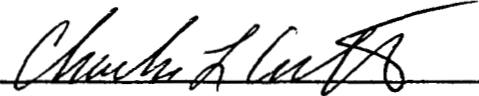
**One Communications Systems, Inc.
1004 W. 5th Street, Bldg. B.
London, KY 40741**

STATEMENT OF PREVIOUS SERVICE

BEFORE THE PUBLIC SERVICE COMMISSION OF KENTUCKY

AFFIDAVIT

The undersigned attests that One Communications Systems, Inc. has not provided service in the Commonwealth of Kentucky prior to the filing of this Notice of Intent to provide service.

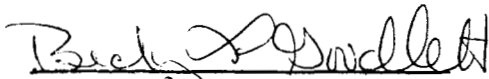


Charles L. Culton, President

Commonwealth of Kentucky

County of Boyle

Subscribed and sworn to before me and acknowledged by Charles L. Culton, in the forgoing State and County on this the 11th day of November, 1999.



Notary Public

My Commission expires: 11-6-03

ATTACHMENT III

**One Communications Systems, Inc.
1004 West 5th Street, Bldg. B
London, KY 40741**

PROPOSED TARIFF