

FOSTER & MALISH, L.L.P.

ATTORNEYS AT LAW

MARK FOSTER†
CHRISTOPHER MALISH
†BOARD CERTIFIED ADMINISTRATIVE LAW
TEXAS BOARD OF LEGAL SPECIALIZATION

A REGISTERED LIMITED LIABILITY PARTNERSHIP
1403 WEST SIXTH STREET
AUSTIN, TEXAS 78703
(512) 476-8591
FAX (512) 477-8657
EMAIL: fostermalish@austin.tx.com

GOVERNMENTAL AFFAIRS CONSULTANTS:
MARTA GREYTOK**
HARRY M. SNYDER‡
‡ADMITTED IN KENTUCKY ONLY
**NOT ADMITTED TO PRACTICE LAW

April 9, 2002

0505 2170-0505 (PENDING)
Already On
222 05217-0510 - Active
(9500)

VIA OVERNIGHT DELIVERY

Kentucky Public Service Commission
Mr. Tom Dorman
Executive Director
211 Sower Blvd.
Frankfort, Kentucky 40601

RECEIVED

APR 10 2002

PUBLIC SERVICE
COMMISSION

Re: AccuTel of Texas, Inc. dba 1-800-4-A-PHONE

Dear Mr. Dorman:

Enclosed please find an original and five copies of AccuTel's application for authority to operate as a reseller of interexchange and local exchange telephone service throughout Kentucky. Please file stamp one copy and return it to our office in the self addressed UPS envelope.

If there are any questions or concerns regarding the attached application, please contact our office.

Very truly yours,

Angela Castilleja

Angela Castilleja
Office Administrator

Enclosures

COPY

Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE §
INFORMATIONAL FILING OF §
ACCUTEL OF TEXAS, INC. d/b/a §
1-800-4-A-PHONE FOR §
AUTHORITY TO OPERATE AS A §
RESELLER OF INTEREXCHANGE §
AND LOCAL EXCHANGE TELEPHONE §
SERVICE THROUGHOUT KENTUCKY §

No. _____

AccuTel of Texas, Inc., d/b/a 1-800-4-A-PHONE hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011.

1. The name, post office address, telephone and fax number of the applicant corporation are:

AccuTel of Texas, Inc.
d/b/a 1-800-4-A-PHONE
7900 Carpenter Freeway
Dallas, Texas 75247
(214) 630-6700
(214) 630-6759/fax
(800) 4-A-PHONE

2. A copy of the Company's Articles of Incorporation is attached as Exhibit A, and a copy of the Company's Kentucky Certificate of Authority and Certificate of Assumed are attached hereto as Exhibit B.

3. The name, street address, telephone and fax numbers of the responsible contact person(s) for customer complaints and regulatory issues:

Customer Service Contact:

Sharon Litke
AccuTel of Texas, Inc.
d/b/a 1-800-4-A-PHONE
7900 Carpenter Freeway
Dallas, Texas 75247
(214) 630-6700
(214) 630-6759/fax
(800) 4-A-PHONE

Regulatory Contact:

Kit Morris
AccuTel of Texas, Inc.
d/b/a 1-800-4-A-PHONE
7900 Carpenter Freeway
Dallas, Texas 75247
(214) 630-6700
(214) 630-6759/fax
(800) 4-A-PHONE

4. The company has not provided or collected for intrastate service in Kentucky prior to filing its tariff. A notarized statement verifying this statement is attached as Exhibit C.
5. The Company does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
6. The Company's proposed tariff are attached as Exhibits D.
7. A sample Company bill is attached as Exhibit E.

WHEREFORE, AccuTel of Texas, Inc., d/b/a 1-800-4-A-PHONE requests that the Public Service Commission of the Commonwealth 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 the 9th day of April, 2002.

AccuTel of Texas, Inc.
d/b/a 1-800-4-A-PHONE



Mark Foster
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657/fax

EXHIBIT A
Articles of Incorporation



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for ACCUTEL OF TEXAS, INC. (filing number: 142267600), a Domestic Business Corporation, was filed in this office on November 20, 1996.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on January 15, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

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ARTICLES OF INCORPORATION
OF
AccuTel of Texas, Inc.

FILED
In the Office of the
Secretary of State of Texas
NOV 20 1996
Corporations Section

We, the undersigned natural persons of the age of eighteen years or more, who are citizens of the State of Texas, acting as Incorporators of a Corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is ACCUTEL OF TEXAS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The Corporation is organized for the purpose of providing all types of telecommunication services.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is 2,500 shares of common stock of par value of \$10.00 each. Each share has identical rights and privileges in every respect.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one thousand

dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

Shareholders shall be granted the pre-emptive rights to acquire any additional unissued or treasury shares of Corporation now or hereafter authorized or held.

ARTICLE SEVEN

It is expressly provided that there shall be no cumulative voting of the shares of the capital stock of this Corporation, whether now or hereafter authorized, for the election of the Director(s) thereof.

ARTICLE EIGHT

The Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus and unrestricted reduction surplus available thereof.

ARTICLE NINE

The Shareholders of the Corporation hereby delegate to the Board of Directors power to adopt, amend, or repeal the By-Laws of the Corporation; such power shall be deemed to be vested exclusively in the Board of Directors and shall not be exercised by the Shareholders.

ARTICLE TEN

No contract or other transaction between the Corporation or any other firm or Corporation shall be affected or invalidated by

the fact that any one or more of the Directors or Officers of the Corporation is or are interested in or is a member, Director, Officer, or Officers, individually or jointly may be, a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm or Corporation or association shall be affected or invalidated by the fact that any Director or Directors, or Officer or Officers of the Corporation is a party or are parties to or interested in such contract, act or transactions, or in any way connected with such person, firm, Corporation or association, and each and every person who may become a Director or Officer of the Corporation is hereby relieved, as is legally permissible from any disability which might prevent him, or any firm, Corporation or association in which he or she may in any way be interested, from so acting.

ARTICLE ELEVEN

The Post Office address of the initial registered office and the name of the initial registered agent at such address are as follows:

NAME	ADDRESS
Ken Weaver	11880 Greenville Ave. Suite 110 Dallas, Texas 75243

ARTICLE TWELVE

The number of Director(s) constituting the initial Board of Directors is one, and the name and address of the person who is

to serve as Director until the first annual meeting of the shareholders or until successors are elected and qualified is:

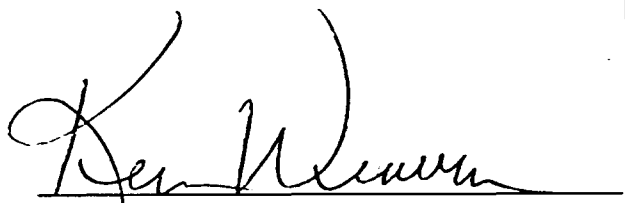
NAME	ADDRESS
Ken Weaver	11880 Greenville Ave. Suite 110 Dallas, Texas 75243

ARTICLE THIRTEEN

The name and address of the Incorporator is:

NAME	ADDRESS
Ken Weaver	11880 Greenville Ave. Suite 110 Dallas, Texas 75243

IN WITNESS WHEREOF, I have hereto set my hand this 19th day of November, 1996.



Ken Weaver

EXHIBIT B
Kentucky Certificate of Authority

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0533144.09
John Y. Brown III
Secretary of State
Received and Filed
03/18/2002 12:53 PM
Fee Receipt: \$90.00

sbates
P101

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:

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. The name of the corporation is

ACCUTEL OF TEXAS, 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. NOV. 20, 1996 is the date of incorporation and the period of duration is PERPETUAL

6. The street address of the corporation's principal office is

7900 CARPENTER FREEWAY, DALLAS, TEXAS 75247

Street

City

State

Zip Code

7. The street address of the corporation's registered office in Kentucky is

KENTUCKY HOME LIFE BUILDING, LOUISVILLE, KENTUCKY 40202

Street

City

State

Zip Code

and the name of the registered agent at that office is

CT CORPORATION SYSTEM

8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President KENNETH WEAVER, 7900 CARPENTER FREEWAY, DALLAS, TEXAS 75247

Vice President _____

Secretary KENNETH WEAVER, 7900 CARPENTER FREEWAY, DALLAS, TEXAS 75247

Treasurer KENNETH WEAVER, 7900 CARPENTER FREEWAY, DALLAS, TEXAS 75247

Directors KENNETH WEAVER, 7900 CARPENTER FREEWAY, DALLAS, TEXAS 75247

(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 and/or time)

Kenneth Weaver 2-14-02

Signature

KENNETH WEAVER, PRESIDENT

Type or Print Name & Title

Date: 2 14, 2002

C T Corporation System

Type or print name of registered agent

consent to serve as the registered agent on behalf of the corporation.

EA Wallace

Signature of Registered Agent

EA Wallace

Type or Print Name & Title

Assistant Secretary

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0533144.04

John Y. Brown III
Secretary of State
Received and Filed
03/18/2002 12:55 PM
Fee Receipt: \$20.00

sbates
C226

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

1-800-4-A-PHONE

[Name under which the business will be conducted]

has been adopted by

ACCUTEL OF TEXAS, INC.

[Real name - KRS 365.015(1)]

which is the "real name" of [YOU MUST CHECK ONE]

a Domestic General Partnership

a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

organized and existing in the state or country of

TEXAS

, and whose address is

7900 CARPENTER FREEWAY, DALLAS, TEXAS 75247

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Kenn Weaver 2/14/02

Signature

KENNETH WEAVER, PRESIDENT

Print or type name and title

Date

Signature

Print or type name and title

Date

EXHIBIT C
Notarized Statement

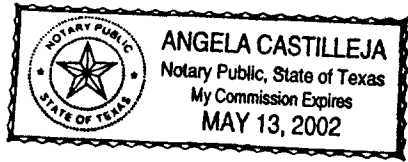
VERIFICATION OF APPLICANT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, Kenneth Weaver, being first duly sworn, state that I am the President of AccuTel of Texas, Inc., the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained herein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true

ACCUTEL OF TEXAS, INC.
Kenneth Weaver
Kenneth Weaver, President

Sworn to and subscribed before me this the 8th day of April, 2002.



Angela Castilleja
Notary Public for the State of Texas
My Commission Expires: 5/13/02

EXHIBIT D
Proposed Interexchange Tariff

KENTUCKY TELECOMMUNICATIONS TARIFF

AccuTel of Texas, Inc. dba 1-800-4-A-PHONE

7900 Carpenter Freeway
Dallas, Texas 75247

This tariff contains the descriptions, regulations, and rates applicable to the resale local telecommunications services offered by AccuTel of Texas, Inc. dba 1-800-4-A-PHONE ("AccuTel") within the State of Kentucky. The Company has principal offices at 7900 Carpenter Freeway, Dallas, Texas 75247, telephone number (214) 630-6700. This tariff is on file with the Kentucky Corporation Commission ("Commission"). Copies may be inspected during business hours at the Company's principal place of business.