

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

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RECEIVED
JUL 24 2000
PUBLIC SERVICE
COMMISSION
Monica R. Borne
EllenAnn G. Sanderson

July 21, 2000

Via Express Delivery

Mr. Don Mills, Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
P.O. Box 615
Frankfort, KY 40602

RE: **Cybertel, Communications Corp.**

Dear Mr. Mills:

Enclosed herewith for filing please find an original and four (4) copies of the Information filing and proposed tariff of Cybertel, Communications Corp. for authority to operate as a reseller of long distance services in the State of Kentucky.

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. If you should have any questions regarding the application, please do not hesitate to call.

Sincerely,



Monica R. Borne

Enclosure

cc: Rick Schmidt, Cybertel
(cover only)

05155100
0510

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF)
CYBERTEL, COMMUNICATIONS CORP. FOR)
AUTHORITY TO OPERATE AS A LONG DISTANCE) No. _____
RESELLER THROUGHOUT THE STATE OF KENTUCKY)

Cybertel, Communications Corp. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariff in accordance with 807 KAR 5:011.

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

Cybertel, Communications Corp.
4320 La Jolla Village Drive
San Diego, CA 92122
Ph. (858) 646-7410
Fx. (858) 646-7414
Toll Free: 1-800-370-1213

2. A copy of the Company's Articles of Incorporation and Certificate of Authority are attached hereto as **Exhibits A and 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:

Jim Boring
Sr. Vice President
4320 La Jolla Village Drive
San Diego, CA 92122
Ph. (858) 646-7410
Fx. (858) 646-7414

Regulatory Contact:

Richard Schmidt
C.F.O.
4320 La Jolla Village Drive
San Diego, CA 92122
Ph. (858) 646-7410
Fx. (858) 646-7414

4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff 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 is attached as **Exhibit D**.
7. A sample Company bill is attached as **Exhibit E**.

WHEREFORE, Cybertel, Communications Corp. requests that the Public Service Commission of the Commonwealth of Kentucky grant Applicant authority to engage in the resale of interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 21st day of July, 2000

Cybertel, Communications Corp.

By: 

Monica R. Borne
Nowalsky, Bronston & Gothard
3500 N. Causeway Blvd.
Suite 1442
Metairie, Louisiana 70002
Ph. (504) 832-1984

VERIFICATION OF APPLICANT

STATE OF Louisiana)

COUNTY OF Jefferson)

ss:

I, Richard Schmidt, being first duly sworn, state that I am Chief Financial Officer of Cybertel, Communications Corp. the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein 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.

Cybertel, Communications Corp.

By: 

Richard Schmidt, C.F.O.

Sworn to and subscribed before me this 20th day of July, 2000.


Notary Public

My Commission Expires:

upon my death

EXHIBIT A

ARTICLES OF INCORPORATION

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

C 38844

\$125

DM

ARTICLES OF INCORPORATION

JUN 13 1996

OF

13000-96

CYBERTEL, COMMUNICATIONS CORP.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a Corporation under and pursuant to the laws of the State of Nevada, and we do hereby certify that:

ARTICLE I - NAME: The exact name of this Corporation is:

Cybertel, Communications Corp.

ARTICLE II - RESIDENT AGENT:

The Resident Agent of the Corporation is Max C. Tanner, Esq., The Law Offices of Max C. Tanner, 2950 East Flamingo Road, Suite G, Las Vegas, Nevada 89121.

ARTICLE III - DURATION: The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES: The purpose, object and nature of the business for which this Corporation is organized are:

- (a) To engage in any lawful activity;
- (b) To carry on such business as may be necessary, convenient, or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

ARTICLE V - POWERS: The powers of the Corporation shall be those powers granted by 78.060 and 78.070 of the Nevada Revised Statutes under which this corporation is formed. In addition, the Corporation shall have the following specific powers:

- (a) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (b) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (c) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (d) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation, but such shares may only be purchased, directly or indirectly, out of earned surplus;
- (e) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

ARTICLE VI - CAPITAL STOCK:

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 25,000,000 shares of Common Stock at \$.001 par value per share.

- (a) The total number of shares of Common Stock which this Corporation is authorized to issue is 20,000,000 shares at \$.001 par value per share.
- (b) The total number of shares of Preferred Stock which this Corporation is authorized to issue is 5,000,000 shares at \$.001 par value per share, which Preferred Stock may contain special preferences as determined by the Board of Directors of the Corporation, including, but not limited to, the bearing of interest and convertibility into shares of Common Stock of the Corporation.

Section 2. Voting Rights of Shareholders. Each holder of the Common Stock shall be entitled to one vote for each share of the books of the Corporation.

Section 3. Consideration for Shares. The Common Stock shall be issued for such consideration, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable. The Articles shall not be amended in this particular.

Section 4. Pre-emptive Rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation, shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 5. Stock Rights and Options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE VII - ASSESSMENT OF STOCK: The capital stock of this Corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as fully paid up shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the Corporation and shall not be liable for assessments to restore impairments in the capital of the Corporation.

ARTICLE VIII - DIRECTORS: For the management of the business, and for the conduct of the affairs of the Corporation, and for the future definition, limitation, and regulation of the powers of the Corporation and its directors and shareholders, it is further provided:

Section 1. Size of Board. The members of the governing board of the Corporation shall be styled directors. The number of directors of the Corporation, their qualifications, terms of office, manner of election, time and place of meeting, and powers and duties shall be such as are prescribed by statute and in the by-laws of the Corporation. The name and post office address of the directors constituting the first board of directors, which shall be One (1) in number are:

NAME	ADDRESS
Max C. Tanner	2950 East Flamingo Road Suite G Las Vegas, NV 89121

Section 2. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the Board of Directors is expressly authorized and empowered:

- (a) To make, alter, amend, and repeal the By-Laws subject to the power of the shareholders to alter or repeal the By-Laws made by the Board of Directors.
- (b) Subject to the applicable provisions of the ByLaws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to shareholder inspection. No shareholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the Shareholders of the Corporation;

- (c) To issue stock of the Corporation for money, property, services rendered, labor performed, cash advanced, acquisitions for other corporations or for any other assets of value in accordance with the action of the board of directors without vote or consent of the shareholders and the judgment of the board of directors as to value received and in return therefore shall be conclusive and said stock, when issued, shall be fully-paid and non-assessable.
- (d) To authorize and issue, without shareholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefore, any real or personal property of the Corporation, including after-acquired property;
- (e) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the shareholders, and to direct and determine other use and disposition of any such earned surplus;
- (f) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;
- (g) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.
- (h) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board;

- (i) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;
- (j) In addition to the powers and authority herein before, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Nevada, of these Articles of Incorporation, and of the By-Laws of the Corporation.

Section 3. Interested Directors. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that: (1) the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction (such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given); or (2) the conditions of N.R.S. 78.140 are met.

ARTICLE IX - LIMITATION OF LIABILITY OF OFFICERS OR DIRECTORS: The personal liability of a director or officer of the corporation to the corporation or the Shareholders for damages for breach of fiduciary duty as a director or officer shall be limited to acts or omissions which involve intentional misconduct, fraud or a knowing violation of law.

ARTICLE X - INDEMNIFICATION: Each director and each officer of the corporation may be indemnified by the corporation as follows:

- (a) The corporation may indemnify any 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 (other than an action by or in the right of the corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with the action, suit or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suite or proceeding, by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

- (b) The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation, to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any

claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

- (c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he must be indemnified by the corporation against expenses, including attorney's fees, actually and reasonably incurred by him in connection with the defense.
- (d) Any indemnification under subsections (a) and (b) unless ordered by a court or advanced pursuant to subsection (e), must be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:
 - (i) By the stockholders;
 - (ii) By the board of directors by majority vote of a quorum consisting of directors who were not parties to the act, suit or proceeding;
 - (iii) If a majority vote of a quorum consisting of directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel in a written opinion; or
 - (iv) If a quorum consisting of directors who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

(e) Expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

(f) The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this section:

(i) Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the certificate or articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to subsection (b) or for the advancement of expenses made pursuant to subsection (e) may not be made to or on behalf of any director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action.

(ii) Continues for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI - PLACE OF MEETING; CORPORATE BOOKS: Subject to the laws of the State of Nevada, the shareholders and the Directors shall have power to hold their meetings, and the Directors shall

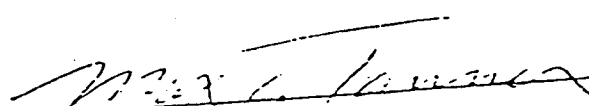
have power to have an office or offices and to maintain the books of the Corporation outside the State of Nevada, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

ARTICLE XII - AMENDMENT OF ARTICLES: The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Nevada, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and shareholders are granted subject to this reservation.

ARTICLE XIII - INCORPORATOR: The name and address of the sole incorporator signing these Articles of Incorporation is as follows:

NAME	POST OFFICE ADDRESS
1. Max C. Tanner	2950 East Flamingo Road, Suite G Las Vegas, Nevada 89121

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1996.


Max C. Tanner

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On June 12, 1996, personally appeared before me, a Notary Public, Max C. Tanner, who acknowledged to me that he executed the foregoing Articles of Incorporation for Cybertel, Communications Corp., a Nevada corporation.


Notary Public

TRISHA CHAPMAN
96-1094-1
NOTARY PUBLIC - STATE OF NEVADA
CLARK COUNTY
My Appt. Expires March 20, 2000

OFFICIAL

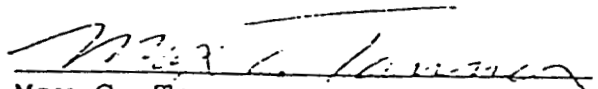
have power to have an office or offices and to maintain the books of the Corporation outside the State of Nevada, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

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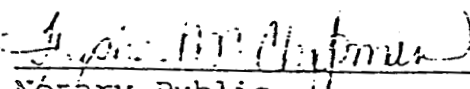
NAME	POST OFFICE ADDRESS
1. Max C. Tanner	2953 East Flamingo Road, Suite G Las Vegas, Nevada 89121

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1996.


Max C. Tanner

STATE OF NEVADA)
) ss:
COUNTY OF CLARK)

On June 12, 1996, personally appeared before me, a Notary Public, Max C. Tanner, who acknowledged to me that he executed the foregoing Articles of Incorporation for Cybertel, Communications Corp., a Nevada corporation.


Notary Public

RECEIVED
JUN 20 1996

TRISHA CHAPMAN
96-1094-1
NOTARY PUBLIC - STATE OF NEVADA
CLARK COUNTY
My Appt. Expires March 20, 2000

EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

BOOK 0055600987

RECEIVED & FILED
#9000
FEB 28 3 38 PM '00
JOHN Y. BROWN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271 B, 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 271 B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is CYBERTEL COMMUNICATIONS CORP.
- The name of the corporation to be used in Kentucky is _____
(if "real name is unavailable for use)
- NEVADA is the state or country under whose law the corporation is incorporated.
- June 1, 1996 is the date of incorporation and the period of duration is Perpetual
- The street address of the corporation's principal office is 1027 South Rainbow Blvd., Ste. #145, Las Vegas, NV 89128
- The street address of the corporation's registered office in Kentucky is 400 West Market Street, Suite 1800, Louisville, KY 40202
and the name of the registered agent at that office is National Registered Agents, Inc.

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

President	<u>Richard Mangiarelli, 1027 South Rainbow Blvd., Ste. #145, Las Vegas NV 89128</u>
Vice Pres	_____
Secy/Treas	<u>Paul Mills, 4275 Executive Square, #510, La Jolla, CA 92037</u>
Director	<u>Richard Mangiarelli, 1027 South Rainbow Blvd., Ste. #145, Las Vegas NV 89128</u>
Director	<u>Paul Mills, 4275 Executive Square, #510, La Jolla, CA 92037</u>
Director	<u>John Jordan, 4275 Executive Square, #510, La Jolla, CA 92037</u>

(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 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)

Richard Mangiarelli
Signature
Richard Mangiarelli, President
Type or Print Name & Title
Date: 1/31, 19: 99

I, NATIONAL REGISTERED AGENTS, INC. consent to serve as the registered agent on behalf of the corporation

Eileen Ash, Asst. Secy.
Signature of Registered Agent
EILEEN ASH, ASST. SEC'Y
Type or Print Name & Title

SSC-101 (7/98)

(See attached sheet for instructions)

Document No.: DK2000038574
Lodged By: MAIL
Recorded On: 03/27/2000 04:45:25
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: TIFSTE

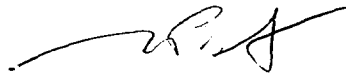
END OF DOCUMENT

EXHIBIT C

NOTARIZED STATEMENT

AFFIDAVIT

I, Richard Schmidt, Chief Financial Officer of Cybertel, Communications Corp. do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.



Richard Schmidt, C.F.O.
Cybertel, Communications Corp.

Sworn to and subscribed before me
this 20th day of July
2000



Notary Public

My Commission Expires:
upon my death.

EXHIBIT D

PROPOSED TARIFF