

**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE**

OF

**GS COMMUNICATIONS, INC.  
D/B/A BEEP 'N TALK**

RECEIVED  
JUN 01 1999  
PUBLIC SERVICE  
COMMISSION

GS Communications, Inc., d/b/a Beep 'n Talk submits this notice of intent to provide local exchange service within the Commonwealth of Kentucky.

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

GS Communications, Inc.  
1725 Walters Avenue  
Northbrook, IL 60062  
Bus: 847-971-7202  
Fax: 847-559-0635

2. Enclosed: Articles of Incorporation

3. The Responsible Contact Persons are as follows:

A Customer Complaints:

Beep 'n Talk  
Julie Miller  
3702 Decoursey Avenue  
Covington, KY 41015  
Bus: 606-292-8200  
Fax: 606-292-8021

B Regulatory Issues:

GS Communications, Inc.  
Gregory Drake, President  
1725 Walters Avenue  
Northbrook, IL 60062  
Bus: 847-971-7202  
Fax: 847-559-0635

**GS Communications, Inc  
Gregory M. Drake – President**

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4. Enclosed: Notarized statement by an officer of the utility that the utility has not provided or collected for intrastate service in Kentucky prior to filing its tariff.
  
5. GS Communications, Inc. does not seek to provide operator assisted services to traffic aggregators as defined in Administrative Case No., 330<sup>3</sup>.

Dated: May 28, 1999

Signed: \_\_\_\_\_

  
Gregory M Drake - President

Form **BCA-2.10** | ARTICLES OF INCORPORATION

(Rev. Jan. 1995)

George H. Ryan  
 Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 http://www.sos.state.il.us

This space for use by Secretary of State

**Tendered Chicago Corp. Dept.**

**MAY 19 1999**

**Acceptance and "filed" date established  
 only after review by Springfield Office.**

**SUBMIT IN DUPLICATE!**

This space for use by  
 Secretary of State

Date \_\_\_\_\_  
 Franchise Tax \$ \_\_\_\_\_  
 Filing Fee \$ \_\_\_\_\_  
 Approved: \_\_\_\_\_

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: GS Communications, Inc.

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Corine A. O'Hara  
 First Name: Corine Middle Initial: A. Last name: O'Hara  
 Initial Registered Office: 3528 North Ashland Avenue  
 Number: Chicago Street: 60657 Suite #: Cook  
 City: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

3. Purpose or purposes for which the corporation is organized:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

The transaction of any lawful purposes for which corporations may be incorporated under the Illinois Business Corporation Act of 1983.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ NPV	100,000	2,000	\$ 100.00

TOTAL = \$ 100.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:

(If not sufficient space to cover this point, add one or more sheets of this size.)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated May 4, 1999

Signature and Name	Address
1. <u>[Signature]</u> Gregory M. Drake (Type or Print Name)	1. 1725 Walters Avenue Street Northbrook, IL 60062 City/Town State Zip Code
2. <u>[Signature]</u> Suzette D. Rush (Type or Print Name)	2. 1725 Walters Avenue Street Northbrook, IL 60062 City/Town State Zip Code
3. _____ Signature (Type or Print Name)	3. _____ Street City/Town State Zip Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**FEE SCHEDULE**

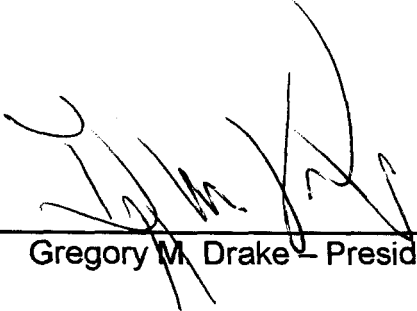
- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The **minimum total due** (franchise tax + filing fee) is **\$100**.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.  
Illinois Secretary of State Springfield, IL 62756  
Department of Business Services Telephone (217) 782-9522 or 782-9523

**GS Communications, Inc  
Gregory M. Drake – President**

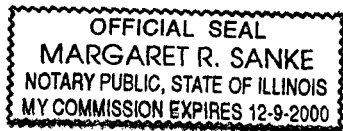
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May 28, 1999

The undersigned attests that GS Communications, Inc. has not provided or collected for intrastate service in Kentucky prior the filing of this Notice of Intent to provide service.

  
\_\_\_\_\_  
Gregory M. Drake – President

This document was signed in my presence on the 28 day of May, 1999.



  
\_\_\_\_\_  
Notary Public