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March 22, 2001

VIA OVERNIGHT DELIVERY

Mr. Martin Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615
(502) 564-3940

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RECEIVED

MAR 23 2001

Re: Total Call International, Inc.
Notice of Intention to Business as Prepaid Calling Card Service Provider

PUBLIC SERVICE
COMMISSION

Dear Mr. Huelsmann:

Pursuant to KRS 278.512 and 278.514, the company provides the following information:

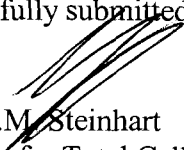
- (1) The name and address of the company is as follows: Total Call International, Inc., 345 S. Figueroa Street, Suite M01, Los Angeles, California 90071.
- (2) A copy of the company's certificate of authority from the Secretary of State is attached hereto as Exhibit A.
- (3) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is Mark Leafstedt, Total Call International, Inc., 345 S. Figueroa Street, Suite M01, Los Angeles, California 90071, (213) 437-0400 (Phone), (213) 437-0410 (Fax).

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I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Total Call International, Inc.

Enclosures
cc: Mark Leafstedt

CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0512536.09



John Y. Brown III
Secretary of State
Received and Filed
03/19/2001 10:38 AM
Fee Receipt: \$90.00
Pcraine - 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:

- 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 TOTAL CALL INTERNATIONAL, INC.
- The name of the corporation to be used in Kentucky is _____
(If "real name" is unavailable for use)
- California is the state or country under whose law the corporation is incorporated.
- May 5, 1999 is the date of incorporation and the period of duration is Perpetual
- The street address of the corporation's principal office is 345 S. Figueroa Street, Ste. M01, Los Angeles, CA 90071
- The street address of the corporation's registered office in Kentucky is 828 Lane Allen Road, Ste. F4, Lexington, KY 40504
and the name of the registered agent at that office is TCS Corporate Services, Inc.
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President See Attached
Vice President _____
Secretary _____
Treasurer _____
Directors _____
(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)

Mark A Leafstedt
Signature
Mark Leafstedt President
Type or Print Name & Title

Date: 02/03, 19 2001

I, TCS Corporate Services, Inc.
Type or print name of registered agent

consent to serve as the registered agent on behalf of the corporation.
Chris Stackhoff
Signature of Registered Agent
Chris Stackhoff Secretary
Type or Print Name & Title