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Aeep Inc.
John A. Powell
205 S Third Street
Richmond, Kentucky 40475

AEEP INC. June 22, 2000


Public Service Commission of Kentucky
P.O. Box 615
Frankfort, Kentucky 40602

RECEIVED
JUN 28 2000
PUBLIC SERVICE
COMMISSION

To Whom It May Concern:

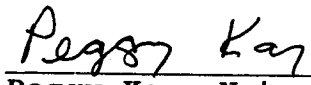
I John Powell President of AEEP Inc, hereby state that AEEP Inc., has not permission collected for intrastate service in Kentucky prior to filling its tariff.

Sincerely,


John A. Powell
AEEP Inc.

State of Kentucky)
County of Madison)^{Sct.}

Subscribed and sworn to before me this 22nd day of June,
2000 by John A. Powell.


Peggy Kay, Notary
State of KY at Large
My Commission Expires 8/1/2002

AEEP INC.
AI

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Aeep Inc.
John A. Powell
205 S Third Street
Richmond, Kentucky 40475

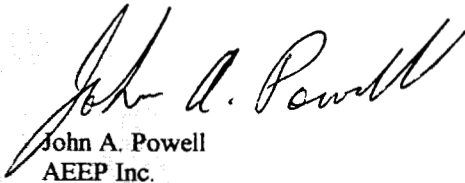
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AEEP INC. June 22, 2000

Public Service Commission of Kentucky
P.O. Box 615
Frankfort, Kentucky 40602

To Whom It May Concern:

I John Powell President of AEEP Inc, hereby state that AEEP Inc., does not seek to provide operator assisted services to traffic aggregators as defined in Administrative case No. 330³.

Sincerely,


John A. Powell
AEEP Inc.

AEEP INC.
AI
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**ARTICLES OF INCORPORATION
OF
AEEP, INC.**

RECEIVED & FILED
50.00
SC. FILE - 7 MIII: 12

The Undersigned, John A. Powell, acting as incorporator, does hereby establish a Corporation pursuant to the laws of the Commonwealth of Kentucky and under these Articles of Incorporation.

JP

ARTICLE I

The name of the Corporation shall be:
AEEP, INC. (the "Corporation").

ARTICLE II

The Corporation will begin transacting business on August 17th, 1998, and the duration of the Corporation shall be perpetual.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the State of Kentucky.

ARTICLE IV

The address of the registered office of the Corporation shall be at 314 West Water Street, Richmond, Madison County, Kentucky 40475, and the name and address of its registered agent shall be John A. Powell, 314 Water Street, Richmond, Madison County, Kentucky 40475. (*Principle office*)

ARTICLE V

The total number of shares of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, having no par value per share. The holders of the common shares of stock shall possess all the voting power of the Corporation in the same proportion to the number of shares held respectively by them with one vote per share.

ARTICLE VI

The Corporation shall begin business with capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE VII

The name and address of the incorporator is as follows:

John A. Powell
314 West Water Street
Richmond, KY 40475

ARTICLE VIII

The Board of Directors of the Corporation shall consist of from one (1) to four (4) directors to be elected annually at the meeting of the shareholders. The initial Board of Directors shall be:

John A. Powell
314 West Water Street
Richmond, KY 40475

Peter C. Conover
128 West Gate Dr.
Lexington, KY 40504

Eric J. Ryoti
205 South 3rd Street Apt. #1
Richmond, KY 40475

Eve J. Kimsey
665 Cottonwood Dr.
Richmond, KY 40475

ARTICLE IX

In furtherance of and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to make by-laws subject to the powers of the Shareholders, and to change and repeal said by-laws from time to time.

IN TESTIMONY WHEREOF, the incorporator has hereunto set his hand to these Articles of Incorporation, on this the 3rd day of August, 1998.


John A. Powell

AEEP, INC.
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KENTUCKY TARIFF NO.2

LOCAL EXCHANGE SERVICES TARIFF

ORIGINAL PAGE NO.1

TITLE PAGE
OF
KENTUCKY LOCAL EXCHANGE SERVICES TARIFF
OF
AEEP, INC.
AI

This tariff, filed with the Kentucky Public Service commission,
contains the rates, terms, and conditions applicable to
Local Exchange Services within the State of Kentucky
offered by AEEP, Inc. (AI)

ISSUED:

EFFECTIVE:

ISSUED BY: John A Powell
AEEP, Inc.
205 S. Third St.
Richmond, Kentucky 40475