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OF COUNSEL
THOMPSON BENNETT
JOHN T. PETERS, JR.
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

July 10, 2002

Ms. Helen Helton
Commonwealth of Kentucky
Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

05164900
0570

RE: AXIUS, INC.
d/b/a AXIUS COMMUNICATIONS

Dear Ms. Helton:

Enclosed herewith for filing with the Kentucky Public Service Commission please find an original and three (3) copies of the above captioned corporation's NOTICE OF INTENT TO PROVIDE SERVICE within the State of Kentucky.

Enclosed you will find an exact duplicate of this filing. Please stamp the duplicate received and return same in the self-addressed, pre-stamped envelope attached thereto.

Should you have any questions, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
AXIUS, INC.**

AXIUS, Inc., d/b/a AXIUS Communications submits this notice of intent to provide long distance telecommunications services, including operator services, to customers within the Commonwealth of Kentucky, stating as follows:

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

AXIUS, Inc.
d/b/a AXIUS Communications
2300 North 10th Street
Enid, OK 73701
(888) 355-3520

2. Articles of Incorporation - See Exhibit A.
3. Authorization to Conduct business in Kentucky - See Exhibit B.
4. Representative for ongoing operations and correspondence:

Questions concerning this application and tariff should be directed to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (616) 381-8844
Facsimile: (616) 349-8525

Company Contact:

Curt Bakker
AXIUS, Inc.
2300 North 10th Street
Enid, OK 73701
(888) 355-3520

4. Representative for ongoing operations and correspondence, (cont'd.):

Customer Service: Billing inquiries for residential and business customers will be handled by Curt Baller. The telephone number for Customer inquiries and complaints will be provided on the Customer bill. The toll-free number for reaching the Company directly is (888) 355-3520.

5. AXIUS, Inc. has not provided service in Kentucky prior to filing this notice of intent. See notarized statement attached hereto as Exhibit C.

6. AXIUS, Inc. does not intend to provide operator assisted calling to its presubscribed Customers.

7. The proposed tariffs of AXIUS, Inc. shall become effective 30 days after the date of this filing. See Exhibit D.

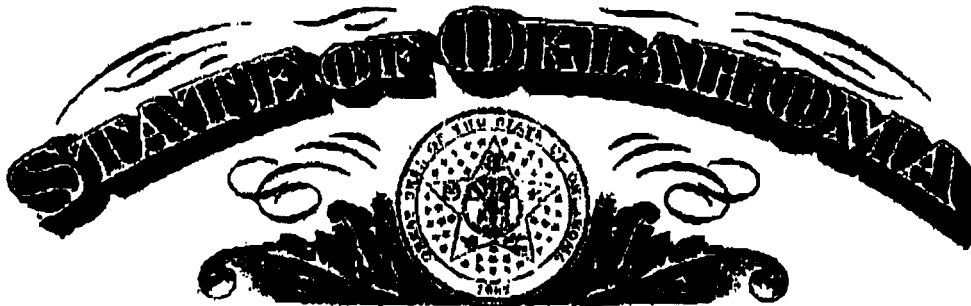
Signed: _____

Patrick D. Crocker
Its Attorney

Exhibit A

Articles of Incorporation

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

AXIUS, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 1ST day of APRIL, 2002.

Mike Hunter
Secretary of State

By: *Bob Gurnea*

FILED

APR 1 2002

**OKLAHOMA SECRETARY
OF STATE**

**CERTIFICATE OF INCORPORATION
OF
AXIUS, INC.**

For the purpose of forming a for-profit stock corporation under and by virtue of the Oklahoma General Corporation Act (the "Act") the following Certificate of Incorporation is hereby adopted:

FIRST: Name. The name of this corporation is Axius, Inc. (hereinafter this "Corporation").

SECOND: Registered Office. The name and street address of the registered agent of this Corporation in the State of Oklahoma and the street address of the registered office of this Corporation in the State of Oklahoma, which is the same as the street address of its registered agent, are:

Jack Baldwin
2300 North 10th Street
Enid, OK 73701

THIRD: Term. The term of this Corporation shall be perpetual.

FOURTH: Purpose. The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

FIFTH: Capital Stock. This Corporation is authorized to issue only one (1) class of shares of capital stock, to be designated "Common Stock." The total number of shares of Common Stock which this Corporation shall have authority to issue and the par value of each share of Common Stock are as follows:

Total Number of Shares	Par Value of Each Share	Total Authorized Common Stock
<u>10,000</u>	<u>\$1.00</u>	<u>\$10,000</u>

SIXTH: Incorporator. The name and mailing address of the incorporator are as follows:

Name	Mailing Address	FILED
<u>Arlan Potter</u>	<u>2300 North 10th Street</u> <u>Enid, OK 73701</u>	<u>APR 01 2002</u>

**OKLAHOMA SECRETARY
OF STATE**

SEVENTH: Directors. The names and mailing addresses of the persons who are to serve as initial directors of the Corporation until the first annual meeting of the shareholders or until their successors are elected and qualify are as follows:

Name

Mailing Address

Jack Baldwin

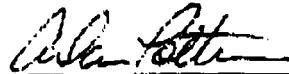
2300 North 10th Street
Enid, OK 73701

The number of directors of this Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws.

EIGHTH: Bylaws. The Bylaws for the governing of this Corporation may be adopted, amended, altered, repealed or readopted by the Board of Directors at any stated or special meeting of such board, but the powers of such directors in this regard shall at all times be subject to the rights of the shareholders to alter or repeal such Bylaws at any annual meeting of shareholders.

NINTH: Amendment. This Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Oklahoma at the time may be added or inserted in this Certificate of Incorporation, in the manner now or hereafter proscribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Section NINTH.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation this 29th day of March, 2002, and I acknowledge the same to be my act.



ARLAN POTTER

200412 Incorporation March 29, 2002

Exhibit B

Authorization to Conduct Business

COMMONWEALTH OF KENTUCKY

JOHN Y. BROWN III

SECRETARY OF STATE

0539470.09

John Y. Brown III

Secretary of State

Received and Filed

06/24/2002 01:14 PM

Fee Receipt: \$90.00



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 AXIUS, INC.

3. The name of the corporation to be used in Kentucky is _____

(if "real name" is unavailable for use)

4. OKLAHOMA is the state or country under whose law the corporation is incorporated.

5. 4/1/02 is the date of incorporation and the period of duration is PERPETUAL

6. The street address of the corporation's principal office is 1200 N. 10TH ST., ENID, OK 73701

7. The street address of the corporation's registered office in Kentucky is SUITE 688, STARKS BUILDING, 455 S. FOURTH AVENUE, LOUISVILLE, KY 40202-2509

and the name of the registered agent at that office is STEPHEN A. SCHWAGER, ESQ.

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

President JACK BALDWIN 2300 N. 10TH ST., ENID, OK 73701

Vice President _____

Secretary RITA BALDWIN 2300 N. 10TH ST., ENID, OK 73701

Treasurer RITA BALDWIN 2300 N. 10TH ST., ENID, OK 73701

Directors RITA BALDWIN 2300 N. 10TH ST., ENID, OK 73701

JACK BALDWIN 2300 N. 10TH ST., ENID, OK 73701

(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: _____

Jack Baldwin
Signature

JACK BALDWIN, PRESIDENT
Type or Print Name & Title

Date: 5/29/02 . 90

I, STEPHEN A. SCHWAGER, ESQ.
Type or print name of registered agent

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

Steve Schwager
Signature of Registered Agent

STEPHEN A. SCHWAGER
Type or Print Name & Title

0539470.04

John Y. Brown III

Secretary of State

Received and Filed

08/24/2002 01:19 PM

Fee Receipt: \$20.00

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

AXIUS COMMUNICATIONS

(Name under which the business will be conducted)

has been adopted by AXIUS, INC.

(Real name - KRS 360.019(1))

which is the "real name" of (YOU MUST CHECK ONE)

- a Domestic General Partnership
- a Domestic Registered Limited Liability Partnership
- a Domestic Limited Partnership
- a Domestic Business Trust
- a Domestic Corporation
- a Domestic Limited Liability Company
- a Joint Venture
- a Foreign General Partnership
- a Foreign Registered Limited Liability Partnership
- a Foreign Limited Partnership
- a Foreign Business Trust
- a Foreign Corporation
- a Foreign Limited Liability Company

organized and existing in the state or country of OKLAHOMA, and whose address is

2300 N. 10TH STREET, ENID, OK 73701

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Jack Baldwin

Jack Baldwin, President

5/29/02

Date

Rita Baldwin

Rita Baldwin

Sec/Treas.

5/29/02

Date

Exhibit C

Notarized Statement

AFFIDAVIT

STATE OF MICHIGAN)
)
COUNTY OF KALAMAZOO) ss

Patrick D. Crocker, Attorney for AXIUS, Inc. d/b/a AXIUS Communications ("Applicant"), first being duly sworn on oath, deposes and says as follows:

1. AXIUS, Inc. d/b/a AXIUS Communications has neither provided nor collected money from customers within Kentucky for intrastate telecommunication services.
2. AXIUS, Inc. d/b/a AXIUS Communications does not seek to provide operator assisted services to traffic aggregators.

AXIUS, Inc.
d/b/a AXIUS Communications

BY: _____
Patrick D. Crocker
Attorney

The foregoing instrument was acknowledged before me this 10th day of July, 2002 by Patrick D. Crocker.

Paula A Schneider
Notary Public

PAULA A SCHNEIDER
Notary Public, Kalamazoo County, MI
My Commission Expires Jun 24 2004

Exhibit D

Proposed Tariff