

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

3500 North Causeway Boulevard

Suite 1442

Metairie, Louisiana 70002

Telephone: (504) 832-1984

Facsimile: (504) 831-0892

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

Monica Borne Haab
EllenAnn G. Sands
Bruce C. Betzer

January 17, 2001

05157900-0516

Via Overnight Delivery

Mr. Martin J. Huelsmann, Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
P.O. Box 615
Frankfort, KY 40602

RECEIVED

JAN 18 2001

PUBLIC SERVICE
COMMISSION

RE: **American Phone Services Corp.**

Dear Mr. Huelsmann:

Enclosed for filing please find an original and four (4) copies of the Information filing and proposed tariff of American Phone Services Corp. for authority to operate as a reseller of interexchange long distance services within 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 Borne Haab

Enclosure

cc: Riccardo Ferranti, APS
(cover only)

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF)
AMERICAN PHONE SERVICES CORP. FOR)
AUTHORITY TO OPERATE AS A LONG DISTANCE) No. _____
RESELLER THROUGHOUT THE STATE OF KENTUCKY)

American Phone Services 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:

American Phone Services Corp.
11285 Elkins Road, Suite L4
Roswell, Georgia 30076
Ph. (770) 569-1213
Fx. (770) 667-1030
Toll Free: 1-800-711-1323

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:

John Sossa, Daily Supervisor
Sonya Broke, Night Supervisor
11285 Elkins Road, Suite L4
Roswell, GA 30076
Ph. (770) 569-1213
Fx. (770) 667-1030

Regulatory Contact:

Riccardo Ferranti
President
11285 Elkins Road, Suite L4
Roswell, GA 30076
Ph. (770) 569-1213
Fx. (770) 667-1030


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. Although no final version of the Company's bills are available, the Company's name will prominently appear on all customer bills in compliance with Admin. 306.

WHEREFORE, American Phone Services 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 17th day of January, 2001.

American Phone Services Corp.

By:



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

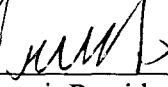
VERIFICATION OF APPLICANT

STATE OF Louisiana)
))
COUNTY OF Jefferson)


ss:

I, Riccardo Ferranti, being first duly sworn, state that I am President of American Phone Services 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.

American Phone Services Corp.

By: 
Riccardo Ferranti, President

Sworn to and subscribed before me this 15th day of January, 2001.


Notary Public

My Commission Expires:
upon my death.

EXHIBIT A

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
AMERICAN PHONE SERVICES CORP.

Filed by:

Spar & Bernstein, P.C.
225 Broadway
Suite 512
New York, New York 10007

ARTICLES OF INCORPORATION

AMERICAN PHONE SERVICES CORP.

FIRST: The name of the corporation is AMERICAN PHONE SERVICES CORP.

SECOND: The number of shares which the corporation is authorized to issue is: Two Hundred (200) all of which shall be without par value.

THIRD: The street address of the initial registered office of the corporation is 527-F Northridge Road, Atlanta, Georgia 30350 and the registered agent at such address is Martha Bush.

FOURTH: The name and address of the incorporator is:

Lawrence A. Kirsch
90 State Street
Albany, New York 12207

FIFTH: The mailing address of the initial principal office of the corporation is:

527-F Northridge Road
Atlanta, Georgia 30350

IN WITNESS WHEREOF, the incorporator being over eighteen years of age has executed these Articles of Incorporation this 17th day of November, 1997.

Lawrence A. Kirsch

Incorporator
LAWRENCE A. KIRSCH
90 State Street
Albany, New York

NOV 18 11 07 AM '97

SECRETARY OF STATE

MINUTES OF
THE ORGANIZATION MEETING
OF
AMERICAN PHONE SERVICES CORP.

The organization meeting of incorporators was held at 527F Northridge Rd, Atlanta, GA on January 12, 1998 at 8:00 p.m.

The following were present:

Giovanni Nobile, Riccardo Ferranti

being all the incorporators of the corporation. Riccardo Ferranti was appointed chairman of the meeting and Giovanni Nobile was appointed secretary.

The secretary then presented and read to the meeting the waiver of the notice of the meeting, subscribed by all the persons named in the certificate of incorporation, and it was ordered that it be appended to the minutes of the meeting.

The secretary then presented and read to the meeting a copy of the certificate of incorporation and reported that on November 18, 1997, the original thereof was filed in the office of the Secretary of State of this State. The copy of the certificate of incorporation was ordered appended to the minutes of the meeting.

The secretary then presented assignments executed by the subscribing stockholders as follows:

<u>from</u>	<u>to</u>	<u>number of shares</u>
Corporation	Riccardo Ferranti	167
Corporation	Giovanni Nobile	33

RESOLVED, that the assignments of subscription rights as stated above are hereby approved and it is ordered that the assignments as executed by the subscribing stockholders be appended to the minutes of this meeting.

The chairman then stated that nominations were in order for election of directors of the corporation to hold office until the first annual meeting of the stockholders and until their successors shall be elected and shall qualify.

The following persons were nominated:

Riccardo Ferranti
Giovanni Nobile

No further nominations being made, nominations were closed and a vote was taken.

After the vote had been counted, the chairman declared that the foregoing named nominees were elected directors of the corporation

The chairman then stated that the newly elected directors would assume their responsibilities immediately and that this meeting would be considered as the first meeting of directors to organize the corporation and to transact such business as should properly come before the meeting.

The secretary then presented a proposed form of by-laws prepared by Spar & Bernstein P.C., counsel to the corporation. The proposed by-laws were read to the meeting, considered and upon motion duly made, seconded and carried, were adopted as and for the by-laws of the corporation and ordered appended to the minutes of the meeting.

The chairman of the meeting then called for the election of officers to the corporation. The following persons were nominated to the office preceding their name:

president:	Riccardo Ferranti
secretary	
treasurer:	Giovanni Nobile

No further nominations being made, the nominations were closed and the directors proceeded to vote on the nominees. The chairman announced that the foregoing nominees were elected to the offices set before their respective names.

The secretary submitted to the meeting a seal proposed for use as the corporate seal, a specimen stock certificate proposed for use as the corporate certificate for stock, the corporate record book, and the stock transfer ledger. Upon motion duly made, seconded and carried, it was

RESOLVED, that the seal now presented at this meeting, an impression of which is directed to be made in the minutes of this meeting, be and



the same hereby is adopted as the seal of the corporation, and further

RESOLVED, that the specimen stock certificate presented to this meeting be and hereby is adopted as the form of certificate of stock to be issued to represent shares in the corporation, and further

RESOLVED, that the corporate record book, including the stock transfer ledge, be and hereby is adopted as the record book and stock transfer ledger of the corporation.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the treasurer of the corporation be and hereby is authorized to pay all charges and expenses incident to or arising out of the organization of the corporation and to reimburse any person who has made any disbursement therefor.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that an office of the corporation be established and maintained at 527F Northridge Road, in the City of Atlanta, State of Georgia, and that meetings of the board of directors from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that for the purpose of authorizing the corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to transact business therein.

The chairman then stated that it was desirable to designate a depository for the funds of the corporation. Thereupon, on motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the treasurer be and hereby is authorized to open a bank account in behalf of the corporation with Wachover

Bank located at 10825 Alphorette Highway, Roswell, GA 30076, and a resolution for that purpose on the printed form of said bank was adopted and was ordered appended to the minutes of this meeting.

Upon motion duly made, seconded and carried, it was

RESOLVED, that the board of directors be and hereby is authorized to issue the unsubscribed capital stock of the corporation at such times and in such amounts as it shall determine, and to accept in payment thereof, cash, labor done, personal property, real property or leases thereof, or such other property as the board may deem necessary for the business of the corporation.

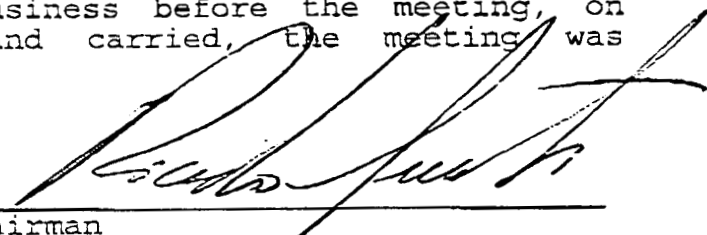
Upon motion duly made, seconded and carried, it was

RESOLVED, that the corporation proceed to carry on the business for which it was incorporated, and further

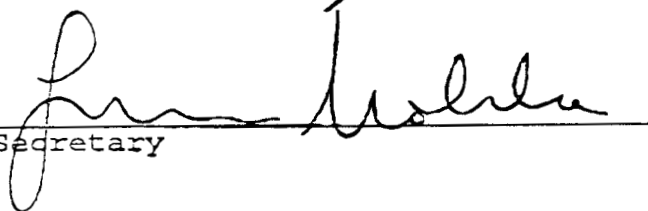
RESOLVED, that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated:



Chairman



Secretary

A true copy of each of the following papers referred to in the foregoing minutes is appended hereto:

- Waiver of notice of the meeting
- Certificate of incorporation
- Assignments of subscription
- By-laws
- Specimen stock certificates
- Resolution designating depository of funds

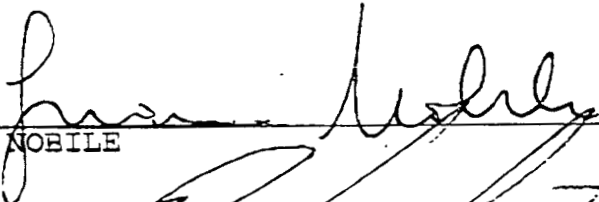
WAIVER OF NOTICE
OF THE ORGANIZATION MEETING
OF
AMERICAN PHONE SERVICES CORP.

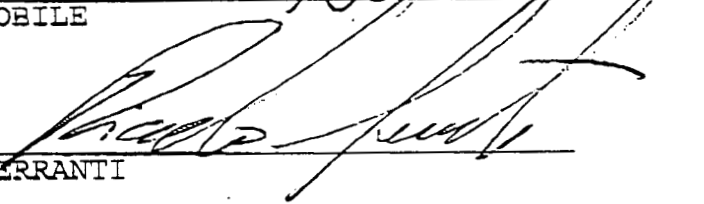
We, the undersigned, being all the incorporators named in the certificate of incorporation of the above corporation hereby agree and consent that the organization meeting thereof be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting: 527F Northridge Road, Atlanta, GA 30350

Date of meeting: 1/12/98

Time of meeting: 8:00 PM



G. NOBILE


R. FERRANTI

Dated: 1/12/98

EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0507903.09



John Y. Brown III
Secretary of State
Received and Filed
12/28/2000 03:25 PM
Fee Received \$89.00
Forsythe - F101

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for authority to do 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
American Phone Services Corp.

3. The name of the corporation to be used in Kentucky is
American Phone Services Corp.

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

5. 11/18/97 is the date of incorporation and the period of duration is perpetual.

6. The street address of the corporation's principal office is
11285 Elkins Road, Suite L4, Roswell, Georgia 30076

7. 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.

FILED IN OFFICE
JAN 09 2001
Bobbie Holsclaw, Clerk
By [Signature] D.C.

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
President Riccardo Ferranti, Pres/Dir, 11285 Elkins Rd., Ste. L4, Roswell, GA 30076

Vice President _____

Secretary Giovanni Nobile, 11285 Elkins Rd., Ste. L4, Roswell, GA 30076

Treasurer Giovanni Nobile, 11285 Elkins Rd., Ste. L4, Roswell, GA 30076

Directors Riccardo Ferranti, 11285 Elkins Rd., Ste. L4, Roswell, GA 30076
Giovanni Nobile, 11285 Elkins Rd., Ste. L4, Roswell, GA 30076

(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:

(Delayed effective date and/or time)

[Signature]
Riccardo Ferranti, President
Type or Print Name & Title

Date: 12/19 2000

National Registered Agents, Inc. consent to serve as the registered agent on behalf of the corporation.

Type or print name of registered agent

[Signature]
Charles A. Coyle - Assistant Secretary
Type or Print Name & Title

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0507903.09

BOOK 0569 PAGE 0572



John Y. Brown III
Secretary of State
Received and Filed
12/28/2000 03:25 PM

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Forsine - P101

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Vice President _____

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(Attach a continuation sheet, if necessary)

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(Delayed effective date and/or time)

[Signature]
Signature
Riccardo Ferranti, President
Type or Print Name & Title

Date: 12/19 2000

National Registered Agents, Inc. consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

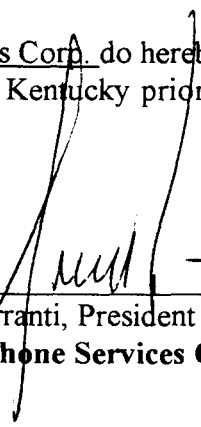
[Signature]
Signature of Registered Agent
Charles A. Covle - Assistant Secretary
Type or Print Name & Title

EXHIBIT C

NOTARIZED STATEMENT


AFFIDAVIT

I, Riccardo Ferranti, President of American Phone Services 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.



Riccardo Ferranti, President
American Phone Services Corp.

Sworn to and subscribed before me
this 15th day of January
20 01



Notary Public

My Commission Expires:
upon my death.

EXHIBIT D

PROPOSED TARIFF