



Cathey, Hutton & Associates, Inc.
Telecommunications Management Consulting

3300 Holcomb Bridge Road
Suite 286
Norcross, Georgia 30092-3238
Voice (770) 446-7242
Facsimile (770) 446-7243

September 17, 1999

Ms. Helen Helton
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
Frankfort, KY 40602-0615

33351484
0505
(9503)

RECEIVED
SEP 22 1999
PUBLIC SERVICE
COMMISSION

Dear Ms. Helton:

We are filing on the behalf of Avana Communications Corporation a Notice of Intent to provide resold local exchange services in Kentucky. Enclosed are the original and four copies of the application, the authority to do business in Kentucky, and an illustrative tariff. Please return one signed stamped copy to us in the enclosed pre-addressed envelope.

If you have any questions or need additional information please feel free to contact me at (770) 446-7242.

Yours truly,

Davinci McNab
Manager

Enclosures

**BEFORE THE KENTUCKY
PUBLIC SERVICE COMMISSION**

RECEIVED
SEP 22 1999
PUBLIC SERVICE
COMMISSION

**NOTICE OF INTENT TO PROVIDE
RESOLD LOCAL EXCHANGE SERVICES
OF AVANA COMMUNICATIONS CORPORATION.**

Avana Communications Corporation ("Avana") submits this *notice of intent* to provide resold local exchange services to customers within the Commonwealth of Kentucky.

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

Avana Communications Corporation
1690 Chantilly Drive
Atlanta, GA 30324
Telephone: (404) 633-3831
Facsimile: (404) 638-6057

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

Richard Granville
Chairman/CEO
Avana Communications Corporation
1690 Chantilly Drive
Atlanta, GA 30324
Telephone: (404) 633-3831

5. Questions concerning this application and tariff should be directed to:

Richard McDaniel
Cathey, Hutton & Associates, Inc.
3300 Holcomb Bridge Rd., Suite 286
Norcross, GA 30092
Telephone: (770) 446-7242
Facsimile: (770) 446-7243

6. Customer Service: Billing inquiries for local exchange customers will be handled in-house by Avana. Customers will be billed directly. 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 800-841-5858.

5. Avana Communications Corporation has not provided service in Kentucky prior to filing this application for authority.

6. Avana intends to provide all forms of local telecommunications services on a resold basis, including (1) Business Local Exchange; (2) Residential Local Exchange; (3) Optional features (anonymous call rejection, auto busy redial, auto call return, call forwarding, call waiting, 3-way calling, etc.); (4) Busy Line Verification and Interrupt Service; (5) Directory Assistance; and (6) Operator Assisted Services.

7. The proposed tariffs of Avana are submitted to become effective 30 days after the date of this filing. See *Exhibit C*.

Respectfully Submitted,

By: Richard McDaniel

Richard McDaniel
Assistant Director
Cathey, Hutton & Associates
3300 Holcomb Bridge Road, Suite 286
Norcross, GA 30092-3238
(770) 446-7242
Telecommunications Consultant for Avana

AGREEMENT

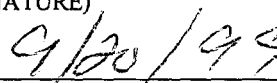
OFFICER OR ATTORNEY/AGENT:

NAME Richard S. Granville, III
ADDRESS: STREET 1690 Chantilly Drive
CITY Atlanta STATE/ZIP GA 30324
TEL No. (404)633-3831

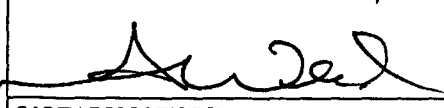
THIS APPLICANT AGREES TO ABIDE BY ALL APPLICABLE LAWS UNDER THE OFFICIAL CODE OF KENTUCKY ANNOTATED, ALL APPLICABLE RULES AND REGULATIONS OF THE COMMISSION AND FINDINGS, CONCLUSIONS, TERMS AND CONDITIONS SET FORTH IN PERTINENT COMMISSION ORDERS. UNDER PENALTIES OF PERJURY, I DECLARE AND AFFIRM THAT THE STATEMENTS MADE IN THE FOREGOING NOTICE OF INTENT, INCLUDING ACCOMPANYING STATEMENTS AND ATTACHMENTS ARE TRUE, COMPLETE AND CORRECT. I UNDERSTAND THAT ANY FALSE OR MISLEADING INFORMATION, IN OR IN CONNECTION WITH MY APPLICATION MAY BE CAUSE FOR DENIAL OR LOSS OF CERTIFICATE.



(SIGNATURE)



(DATE)

SUBSCRIBED AND SWORN BEFORE ME
THIS 20 DAY OF Sept, 1999

(NOTARY PUBLIC)

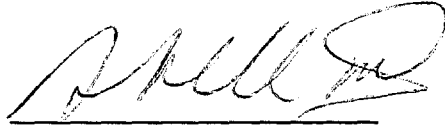
SEAL

Notary Public, Gwinnett County, Georgia
My Commission Expires April 8, 2000

STATE OF GEORGIA

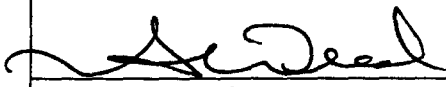
Dekalb COUNTY

PERSONALLY APPEARED BEFORE THE UNDERSIGNED, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS, Richard S. Granville, WHO FIRST BEING DULY SWORN, DEPOSES AND SAYS THAT HE IS Chairman/Chief Executive Officer * APPLICANT IN THIS APPLICATION; THAT HE HAS READ THE SAME AND KNOWS THE CONTENTS THEREOF, AND THAT THE STATEMENTS MADE HEREIN ARE TRUE TO THE BEST OF HIS KNOWLEDGE AND BELIEF.



(SIGNATURE OF AFFIANT)

SUBSCRIBED AND SWORN BEFORE ME
THIS 20 DAY OF Sept, 1999



(NOTARY PUBLIC)

SEAL

Notary Public, Gwinnett County, Georgia
My Commission Expires April 8, 2000

(* IF THE APPLICANT IS A CORPORATION, INSERT "PRESIDENT OF THE" OR "SECRETARY OF THE". IF A FIRM OR PARTNERSHIP, INSERT "ONE OF THE GENERAL PARTNERS OF THE" OR "MANAGING PARTNER OF THE"

EXHIBITS

- A. Certificate of Formation and Certificate of Authority to Transact Business in Kentucky
- B. Financial Qualifications
- C. Managerial Qualifications
- D. Illustrative Tariff and Tentative Price List

Avana Communications Corporation

Notice of Intent to
Provide Local Exchange Service
in the Commonwealth of Kentucky.

Exhibit A – Certificate of Existence, Articles of Incorporation.

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92170342
CONTROL NUMBER : K521964
DATE INC/AUTH/FILED: 07/13/1995
JURISDICTION : GEORGIA
PRINT DATE : 08/05/1999
FORM NUMBER : 211

NEW MILLENNIUM MULTIMEDIA/AVANA
RONALD MCCALLUM
1690 CHANTILLY DRIVE
ATLANTA, GA 30324

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AVANA COMMUNICATIONS CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

AVANA COMMUNICATIONS CORPORATION
ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation is: "Avana Communications Corporation".

ARTICLE II

The Corporation is a for profit corporation as authorized by the Georgia Business Corporation Code; shall be organized pursuant thereto and shall enjoy all of the rights, privileges and immunities as provided for therein.

ARTICLE III

The Corporation shall have authority to issue ~~ten~~ *one hundred* thousand (100,000) shares of common stock.

The common stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law, including, but not limited to, the following rights and privileges:

- (a) Dividends may be declared and paid or set apart for payment upon the common stock out of any assets or funds of the Corporation available for payment of the dividends;
- (b) The holders of common stock shall have the right to vote for the election of officer's and on all other matters requiring stockholder action, each share being entitled to one vote; and

(c) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the common stock in accordance with their respective rights and interests.

ARTICLE IV

This Corporation shall have perpetual duration.

ARTICLE V

This Corporation may be dissolved upon the written direction of shareholders(s) holding two-thirds of the shares of the Corporation.

ARTICLE VI

The annual meeting of the shareholders of the Corporation shall be held on the first business day following the thirtieth day of June and shall be held at the Corporation's principal office.

ARTICLE VII

Special meetings of the shareholders shall be held upon written notice of the President to the shareholders, or at such other times as may be prescribed in the duly adopted by-laws.

ARTICLE VIII

The Corporation shall be governed by its Board of Directors who shall be elected by the shareholders, in accordance with by-laws duly adopted by the shareholders. The Board of Directors shall appoint such officers as are necessary to operate the corporation. Nothing contained herein shall prohibit any person duly elected from holding more than one office. Each officer or director shall be elected or appointed for a term of office running until the next annual meeting of the Board of Directors of the Corporation, or such other term as provided by resolution of the Board of Directors. Each officer or director shall serve for the term of office to which he or she is elected or appointed until his or her successor has been elected or appointed and has qualified or until his or her earlier resignation, removal from office, or death. Any two or more offices may be held by the same person.

ARTICLE IX

The initial registered office of the Corporation shall be at 2200 Century Parkway, N.E., Tenth Floor, Atlanta, DeKalb County, Georgia 30345. The initial registered agent of the Corporation at such address shall be Edwin L. Hamilton, Esq.

ARTICLE X

The name and address of the incorporator is:

Mr. John J. Youstin, Jr.
1155 Hammond Drive
Building D, Suite 4080
Atlanta, Georgia 30328

ARTICLE XI

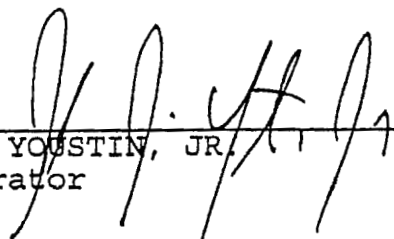
The mailing address of the initial principal office of the Corporation is: 1155 Hammond Drive, Building D, Suite 4080, Atlanta, Georgia 30328.

ARTICLE XII

The Corporation is authorized to engage in any lawful business or activity for which corporations may be organized under the Georgia Business Corporation Code to include, but is not limited to engaging in the business of providing internet access to persons and business; to provide computer marketing and sales services; to operate for itself and in conjunction with others satellite communication systems; engage in education, training and product support of the corporation's communications systems; for itself and others, as agent, broker or otherwise; to engage in the business of buying, selling, leasing, and otherwise dealing in all types of electronic, communication and satellite equipment and facilities, as owner, lessor, lessee, broker, agent or otherwise; to engage in the business of providing all types of communication services, repairing, maintaining, servicing, and otherwise dealing with all types of equipment, facilities, and vehicles of all descriptions and

to provide repairs, maintenance and servicing of the same to individuals, corporations, partnerships and businesses of all kinds; marketing, selling, or distributing, promoting, transportation and sale, either at wholesale or retail any product; to engage in the lending and borrowing of money; investment to include stock, futures and commodity trading; to purchase, lease or otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible, intangible and mixed, both within and without this state; and, to enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose or purposes allowed by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.



JOHN J. YOSTIN, JR.
Incorporator

DEPARTMENT OF STATE
JUL 13 3 27 PM '95
TOLSON (1)

Avana Communications Corporation

Notice of Intent to
Provide Local Exchange Service
in the Commonwealth of Kentucky.

Exhibit B – Authority to Transact Business in Kentucky

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



RECEIVED & FILED
\$90.00
99 SEP -3 PM 3:03

JOHN Y. BROWN III
SECRETARY OF STATE
COMM. OF KENTUCKY

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
Avana Communications Corporation
- 3. The name of the corporation to be used in Kentucky is
N/A
(If "real name" is unavailable for use)
- 4. Georgia is the state or country under whose law the corporation is incorporated.
- 5. 7/13/95 is the date of incorporation and the period of duration is _____.
- 6. The street address of the corporation's principal office is
1690 Chantilly Drive, Atlanta, GA 30324
- 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

Robert D. Fischer

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

- President "see addendum"
- Vice President _____
- Secretary _____
- Treasurer _____
- Directors _____

(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:

[Signature]
(Delayed effective date and/or time)

Richard S. Granville, CEO

Type or Print Name & Title

Date: 8/11, 19 99

I, Robert D. Fischer

Type or print name of registered agent

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

[Signature]
Signature of Registered Agent

Robert D. Fischer, Asst. Secretary

Type or Print Name & Title

ADDENDUM

Avana Communications Corporation

Directors and Officers
At July 31, 1999

A. Directors

Name	Title	Address	SSN
Richard S. Granville, III	Chairman	3655 Bradford Walk Trail Buford, GA 30519	592-32-0710
Ronald P. McCallum	Director	5838 Fairwood Walk Acworth, GA 30101	563-90-0189
Sean Duffy	Director	4380 Canterbury Walk Dr Duluth, GA 30097	283-74-3066
M. Allen Weed	Director	7395 Glenmora Way Suwanee, GA 30024	260-70-9530

B. Officers

Name	Title	Address	SSN
Richard S. Granville, III	Chief Executive Officer	3655 Bradford Walk Trail Buford, GA 30519	592-32-0710
James M. Blanchard	President	9010-2 Nesbitt Ferry Rd Alpharetta, GA 30022	264-59-1895
Sean Duffy	Vice President	4380 Canterbury Walk Dr Duluth, GA 30097	283-74-3066
Ronald P. McCallum	Chief Financial Officer	5838 Fairwood Walk Acworth, GA 30101	563-90-0189
M. Allen Weed	Secretary and Treasurer	7395 Glenmora Way Suwanee, GA 30024	260-70-9530

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K92170342
CONTROL NUMBER : K521964
DATE INC/AUTH/FILED: 07/13/1995
JURISDICTION : GEORGIA
PRINT DATE : 08/05/1999
FORM NUMBER : 211

NEW MILLENNIUM MULTIMEDIA/AVANA
RONALD MCCALLUM
1690 CHANTILLY DRIVE
ATLANTA, GA 30324

CERTIFICATE OF EXISTENCE

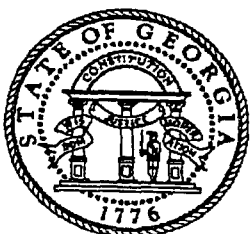
I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AVANA COMMUNICATIONS CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



RECEIVED & FILED
SEP 20 1999
99 SEP -3 PM 3:03
JOHN Y. BROWN III
SECRETARY OF STATE
COMM. OF KENTUCKY
BY JD

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of

AvanaCom

(Name under which the business will be conducted)

has been adopted by Avana Communications Corporation

(Real name - KRS 365.015(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 Georgia, and whose address is

1690 Chantilly Drive, Atlanta, GA 30324

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

[Handwritten Signature]

Signature

Richard S. Granville, Chairman/CEO

Print or type name and title

8-24-99

Date

Signature

Print or type name and title

Date

Avana Communications Corporation

Notice of Intent to
Provide Local Exchange Service
in the Commonwealth of Kentucky.

Exhibit C – Illustrative tariff