

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

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RECEIVED
JUN 11 1999
MONICA R. BORNE
ELLEN ANNE SANDS
PUBLIC SERVICE
COMMISSION

June 10, 1999

Via Overnight Delivery

Mr. Don Mills
Executive Director
Kentucky Public Service Commission
730 Schenkel Lane
P.O. Box 615
Frankfort, Kentucky 40602

05050590 - 0500
22205059 - 0510
9500

RE: CAT Communications International, Inc.

Dear Mr. Mills:

Enclosed herewith for filing please find an original and four (4) copies of the informational filing of CAT Communications International, Inc. The Company intends to provide resold interexchange and local exchange services within the Commonwealth 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, please call.

Sincerely,



Monica R. Borne

cc: Norman D. Mason, CCI

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING OF)
CAT COMMUNICATIONS INTERNATIONAL, INC.)
FOR AUTHORITY TO OPERATE AS A RESELLER OF) No. _____
INTEREXCHANGE AND LOCAL EXCHANGE)
TELEPHONE SERVICE THROUGHOUT KENTUCKY)

CAT Communications International, Inc. hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011.

1. The name, post office address, telephone and fax number of the applicant corporation are:

CAT Communications International, Inc.
5650 Hollins Road
Roanoke, Virginia 24019
Ph: (540) 265-2555
Fx: (540) 265-7742
Toll Free: 1-888-477-1224

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority 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:

Pat Spencer, Supervisor
5650 Hollins Road
Roanoke, Virginia 24019
Ph. (540) 265-2555 or 1-888-477-1224 (toll free)
Fx. (540) 265-7742

Regulatory Contact:

Norman D. Mason, President/CEO
5650 Hollins Road
Roanoke, Virginia 24019
Ph. (540) 265-2555; Ext. 118
Fx. (540) 265-7742

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 tariffs are attached as **Exhibits D and E**.
7. A sample Company bill is attached as **Exhibit F**.

WHEREFORE, CAT Communications International, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of local exchange and interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 10th day of June, 1999.

CAT Communications International, Inc.

By: _____



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

EXHIBIT A

ARTICLES OF INCORPORATION

Commonwealth of Virginia



STATE CORPORATION COMMISSION

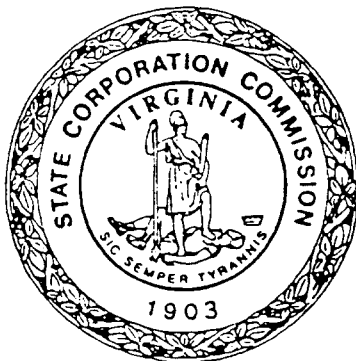
Richmond, November 3, 1997

This is to Certify that the certificate of incorporation of

CAT COMMUNICATIONS INTERNATIONAL, INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

November 3, 1997



State Corporation Commission

William J. Bridge

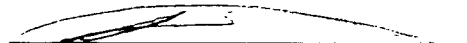
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
CAT COMMUNICATIONS INTERNATIONAL, INC.

We, the undersigned, hereby associate to form a stock corporation under the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, 1950, as amended to date, and to that end we do by this, our Articles of Incorporation, set forth the following information:

- A. The name of this corporation is to be CAT COMMUNICATIONS INTERNATIONAL, INC.
- B. The authorized number of shares which the corporation shall have authority to issue and the par value per share are as follows: class - common, number of shares - 2,000, par value -\$1.00.
- C. Post Office address of the initial registered office of the corporation is Bramblewood Park, 2721 Brambleton Avenue, S. W., P. O. Box 21681, City of Roanoke, Virginia 24018.
- D. The name of the initial registered agent of this corporation is Tommy Joe Williams, who is a resident of the State of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.
- E. The number of directors constituting the initial Board of Directors are four (4) and their names and addresses are: Norman D. Mason, P. O. Box 539, Cloverdale, Virginia, 24077; Barbara S. Mason, P. O. Box 539, Cloverdale, Virginia, 24077; Chris Sedone, P. O. Box 539, Cloverdale, Virginia, 24077; and Howard Swartz, P. O. Box 539, Cloverdale, Virginia, 24077.
- F. The period of time for which this corporation shall endure shall be unlimited.
- G. The Shareholders shall have no preemptive rights.

GIVEN under my hand this 31 day of October, 1997.


Tommy Joe Williams, Incorporator

ARTICLES OF AMENDMENT OF
CAT COMMUNICATIONS INTERNATIONAL, INC.

NOW COMES Tommy Joe Williams, the Incorporator, pursuant to Section 13.1-709 of the Code of Virginia, as amended, and states as follows:

- 1) The corporation is CAT Communications International, Inc.
- 2) No shares of stock have yet been issued.
- 3) That the Board of Directors is comprised of Norman D. Mason, Chris Sedrone, Howard Swartz and Barbara S. Mason.
- 4) An Article of Amendment is hereby unanimously adopted by the Board of Directors as follows:

- a) Paragraph B authorizing 2,000 common shares of \$1.00 par is hereby amended to read as follows: "The authorized number of shares which the corporation shall have authority to issue and the par value per share are as follows:

Class - Common
Number of Shares = 2,000
Par Value = \$1.00

Class - Common-Nonvoting
Number of Shares = 2,000
Par Value = \$1.00

This Amendment was adopted on the 24th day of November, 1997.

This Amendment was adopted without shareholder approval there being no shares issued at the date of adoption.

Given my hand this 24th day of November, 1997.



Norman D. Mason, President
CAT Communications International, Inc.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

April 14, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

CAT COMMUNICATIONS INTERNATIONAL, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective April 14, 1998 at 01:01 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
C1820436
98-04-13-0177

ARTICLES OF INCORPORATION
OF
CAT COMMUNICATIONS INTERNATIONAL, INC.

We, the undersigned, hereby associate to form a stock corporation under the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, 1950, as amended to date, and to that end we do by this, our Articles of Incorporation, set forth the following information:

- A. The name of this corporation is to be CAT COMMUNICATIONS INTERNATIONAL, INC.
- B. The authorized number of shares which the corporation shall have authority to issue and the par value per share are as follows: class - common, number of shares - 2,000, par value -\$1.00.
- C. Post Office address of the initial registered office of the corporation is Bramblewood Park, 2721 Brambleton Avenue, S. W., P. O. Box 21681, City of Roanoke, Virginia 24018.
- D. The name of the initial registered agent of this corporation is Tommy Joe Williams, who is a resident of the State of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.
- E. The number of directors constituting the initial Board of Directors are four (4) and their names and addresses are: Norman D. Mason, P. O. Box 539, Cloverdale, Virginia, 24077; Barbara S. Mason, P. O. Box 539, Cloverdale, Virginia, 24077; Chris Sedone, P. O. Box 539, Cloverdale, Virginia, 24077; and Howard Swartz, P. O. Box 539, Cloverdale, Virginia, 24077.
- F. The period of time for which this corporation shall endure shall be unlimited.
- G. The Shareholders shall have no preemptive rights.

GIVEN under my hand this 51 day of October, 1997.


Tommy Joe Williams, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

November 3, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

CAT COMMUNICATIONS INTERNATIONAL, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective November 3, 1997.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20423
97-11-03-0068

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of CAT COMMUNICATIONS INTERNATIONAL, INC..

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
June 1, 1999*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



RECEIVED & FILED
JUN 4 1 10 PM '99
JOHN Y. BROWN III
SECRETARY OF STATE
BY [Signature]

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
CAT Communications International, Inc.
- The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)
- Virginia is the state or country under whose law the corporation is incorporated.
- November 3, 1997 is the date of incorporation and the period of duration is perpetual.
- The street address of the corporation's principal office is
5650 Hollins Road, Roanoke, Virginia 24019
- 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.
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President/Dir., Norman Mason, 5650 Hollins Rd., Roanoke, VA 24019
Vice President/Dir., Doval Bryant, 5650 Hollins Rd., Roanoke, VA 24019
Secretary/Dir., Barbara Mason, 5650 Hollins Rd., Roanoke, VA 24019
Treasurer _____
Directors Patricia Spencer, 5650 Hollins Rd., Roanoke, VA 24019
Joe Clark, 5650 Hollins Rd., Roanoke, VA 24019
(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)

[Signature]
Norman Mason, President
Signature
Type or Print Name & Title

Date: May 28, 1999

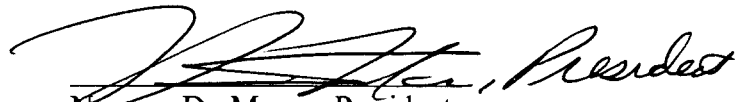
National Registered Agents, Inc. consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent
[Signature]
Signature of Registered Agent
Charles A. Coyle - Assistant Secretary
Type or Print Name & Title

EXHIBIT C

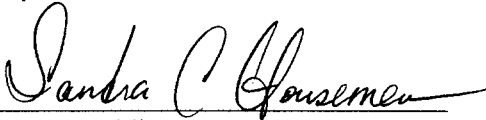
NOTARIZED STATEMENT

AFFIDAVIT

I, Norman D. Mason, President of CAT Communications International, Inc. do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.


Norman D. Mason, President
CAT Communications International, Inc.

Sworn to and subscribed before me
this 28 day of MAY,
1999.


Sandra C. Gousemen
Notary Public

My Commission Expires: 12/31/00