

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

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FACSIMILE (269) 381-8822

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL D. O'CONNOR
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
GARY P. BARTOSIEWICZ
BLAKE D. CROCKER

ROBERT M. TAYLOR
RON W. KIMBREL
PATRICK D. CROCKER
RUSSELL B. BAUGH
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

05171900-0510 (Ac)
22251719-0505 (Per)
9500

OF COUNSEL
JOHN T. PETERS, JR.
THOMPSON BENNETT
(1912 - 2004)
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

November 3, 2004

Thomas M. Dorman, Executive Director
Kentucky Public Service Commission
211 Sower Blvd
Frankfort, KY 40601

RECEIVED

NOV 05 2004

PUBLIC SERVICE
COMMISSION

RE: DELTEL, INC.

Dear Mr. Dorman:

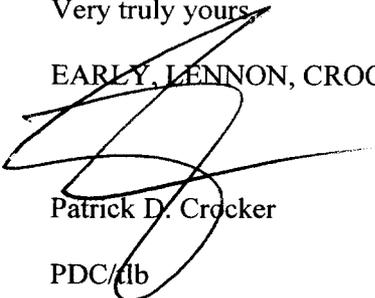
Enclosed herewith for filing with the Kentucky Public Service Commission please find an original and three (3) copies of the above captioned corporation's NOTICE OF INTENT TO PROVIDE SERVICE within the State of Kentucky.

Enclosed you will find an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid 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/flb

enc

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

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

DELTEL, INC. 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, address and telephone number of the company is:

DELTEL, INC.
610 Newport Center Drive, Suite 330
Newport Beach, CA 92660
Telephone: (949) 444-0150
Toll Free: 1-877-7PBNEXT

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: (269) 381-8844
Facsimile: (269) 381-8822

Company Contact:

Robert G. Huff, Director of Operations
610 Newport Center Drive, Suite 330
Newport Beach, CA 92660
Telephone: (949) 444-0150
Facsimile: (949) 444-0150

Customer Service:

Customer Service Department
610 Newport Center Drive, Suite 330
Newport Beach, CA 92660
Telephone: (949) 444-0150
Toll Free: 1-877-7PBNEXT

5. DELTEL, INC. has not provided service in Kentucky prior to filing this notice of intent. See notarized statement attached hereto as **Exhibit C**.
6. DELTEL, INC. does not see authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330.
7. The Company's proposed tariff is submitted to become effective 30 days after the date of this filing. See **Exhibit D**.
8. A sample Company bill is attached as **Exhibit E**.

WHEREFORE, DELTEL, INC. requests that the Public Service Commission 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 14th day of July 2003.

DELTEL, INC.

By:

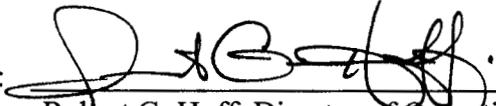

Robert G. Huff, Director of Operations

EXHIBIT A

Articles of Incorporation

A0591512

CERTIFICATE OF AMENDMENT
of
ARTICLES OF INCORPORATION
of

DELTELCO, INC.,
a California corporation

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 16 2003

KEVIN SHELLEY
Secretary of State

KIRK E. WALDFOGEL and ROBERT ZAHR certify that:

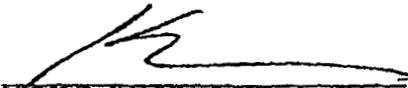
1. They are the President and Secretary, respectively, of DELTELCO, INC., a California corporation.
2. Article FIRST of the Articles of Incorporation of this Corporation is amended to read as follows:

"FIRST: The name of the corporation is:

DELTEL, INC."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. This Amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is three hundred thousand (300,000). The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).
5. All remaining provisions of the Articles shall remain the same.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATED: December 31, 2002


KIRK E. WALDFOGEL, President


ROBERT ZAHR, Secretary



F:\1-cl\12329\020-1\Docs\Articles.Amd.wpd

PGL - 1



Tom Daly
Clerk-Recorder
County of Orange

**FICTITIOUS BUSINESS
 NAME SEARCH**

SEARCH CATEGORY: By BUSINESS NAME								
CRITERIA: Like PBNEXT								
Business Name	Number of Businesses Registered	Registration Number	File Date	Expiration Date	Last or Company Name	First Name	Document Type	Pub
PBNEXT	1	20036931175	01/27/2003	01/27/2008	DELTEL, INC.		FBN	YES

[New Search](#)

Page 1 of 1 #Records: 1

DISCLAIMER: The Clerk-Recorder's Office makes no warranty or guarantee concerning the accuracy or reliability of the content at this site or at other sites to which we link. Assessing accuracy or reliability of the information is the responsibility of the user. The Clerk-Recorder's Office shall not be liable for errors contained herein or for any damages in connection with the use of the information contained herein. THIS INFORMATION IS FOR REFERENCE ONLY.

 [FBN Forms](#) /
  [Abandonment Forms](#) /
  [Withdrawal Forms](#) /
 

[Clerk-Recorder Home Page](#) /
 [Welcome](#) /
 [Orange County Home Page](#) /
 [FBN Filing Instructions](#)

Thank you for using the Fictitious Business Name Search
Your feedback is Important to us.

DARLENE J. BLOOM
INTERIM COUNTY CLERK-RECORDER
12 CIVIC CENTER PLAZA, ROOM 106
POST OFFICE BOX 238
SANTA ANA, CA 92702-0238

FICTITIOUS BUSINESS NAME STATEMENT FILING INSTRUCTIONS

If handfilled, to ensure a prompt and accurate record of your filing, type or print in black ink
 DO NOT ABBREVIATE.

THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS:

1.	Fictitious Business Name(s) PBNEXT	(optional) Business Phone No. (____) _____
1A.	<input checked="" type="checkbox"/> New Statement <input type="checkbox"/> Refile—List Previous No. _____ <input type="checkbox"/> Change	
2.	Street Address, City & State of Principal place of Business City State Zip Code (Do NOT use a P.O. Box or P.M.B.) 24699 Del Prado Avenue Dana Point CA 92629	
3.	Full name of Registrant (If Corporation, enter corporation name) DELTEL, INC.	If Corporation/L.L.C. State of Incorporation or organization CA
	Res./Corp. Address (Do NOT use a P.O. Box or P.M.B.) City State Zip Code 24699 Del Prado Avenue Dana Point CA 92629	
	Full name of Registrant (If Corporation, enter corporation name)	If Corporation/L.L.C. State of Incorporation or organization
	Res./Corp. Address (Do NOT use a P.O. Box or P.M.B.) City State Zip Code	
	Full name of Registrant (If Corporation, enter corporation name)	If Corporation/L.L.C. State of Incorporation or organization
	Res./Corp. Address (Do NOT use a P.O. Box or P.M.B.) City State Zip Code	
4.	(CHECK ONE ONLY) This business is conducted by () an individual () a general partnership () a limited partnership () an unincorporated association other than a partnership () a corporation () a business trust () co-partners () husband and wife () joint venture () Limited Liability Co. () Other—Specify _____	
5.	Have you started doing business yet? Yes <input checked="" type="checkbox"/> Insert the date you started: 09/23/2002 No <input type="checkbox"/>	NOTICE: THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM THE DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK-RECORDER. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED BEFORE THAT DATE. THE FILING OF THIS STATEMENT DOES NOT OF ITSELF AUTHORIZE THE USE IN THIS STATE OF A FICTITIOUS BUSINESS NAME IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER FEDERAL, STATE, OR COMMON LAW (SEE SECTION 14411 ET SEQ., BUSINESS AND PROFESSIONS CODE).
6.	If Registrant is NOT a corporation, sign below: Signature _____ _____ (Type or Print Name) I declare that all information in this statement is true and correct. (A registrant who declares as true information which he or she knows to be false is guilty of a crime.)	
	If Registrant is a corporation, an officer of the corporation signs below: If Registrant is a limited liability company, a manager or an officer signs below. DELTEL, INC., a California corporation _____ Limited Liability Company Name/Corporation Name BY: _____ _____ Signature and Title of Officer or Manager I declare that all information in this statement is true and correct. (A registrant who declares as true information which he or she knows to be false is guilty of a crime.) Kirk Waldfogel, President _____ Print or Type Officer's/Manager's Name and Title	

(THIS FEE APPLIES AT THE TIME OF FILING)
 FILING FEE \$23.00 FOR ONE BUSINESS NAME.
 \$7.00 FOR EACH ADDITIONAL BUSINESS NAME.
 \$7.00 FOR EACH ADDITIONAL PARTNER AFTER FIRST TWO.
 PROVIDE RETURN STAMPED ENVELOPE IF MAILED.

☛ F059-FictitiousBus.Stmt. (R12/01)

2467265

ARTICLES OF INCORPORATION
OF

DELTELCO, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

SEP 23 2002

BILL JONES, Secretary of State

NAME

FIRST: The name of the corporation is:

DELTELCO, INC.

PURPOSE AND POWERS

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the Banking Business, the Trust Company Business or the practice of a profession permitted to be incorporated by the California Corporations Code.

SERVICE OF PROCESS

THIRD: The name and address in the State of California of the initial agent for service of process of the corporation is:

Edward G. Coss, Esq.
COSS SHREIAR & LAZOF
18300 Von Karman Avenue, Suite 850
Irvine, California 92612-1035

STOCK

FOURTH: This corporation is authorized to issue only one class of shares of stock having a total number of 10,000,000 shares.

FIFTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

SIXTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

SEVENTH: Actions by the shareholders of the corporation may be taken only at a duly noticed shareholders meeting or with the written consent of all of the shareholders.

EXHIBIT B

Certificate of Authority to Transact Business

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

0598031.09

JDozier
P101

Trey Grayson
Secretary of State
Received and Filed

10/28/2004 11:22:33 AM

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

DELTEL, INC.

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

(If "real name" is unavailable for use)

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

5. September 23, 2002 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is

610 Newport Center Drive, Suite 330, Newport Beach, CA 92660
Street City State Zip Code

7. The street address of the corporation's registered office in Kentucky is

6010 Brownsboro Park Boulevard, Suite H, Louisville, KY 40207
Street City State Zip Code

and the name of the registered agent at that office is

Stephen A. Schwager

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

President Kirk Waldfogel 610 Newport Center Dr., #330, Newport Beach, CA

Vice President _____

Secretary Kirk Waldfogel 610 Newport Center Dr., #330, Newport Beach, CA

Treasurer Ian Welsh 610 Newport Center Dr., #330, Newport Beach, CA

Directors Kirk Waldfogel 610 Newport Center Dr., #330, Newport Beach, CA

Ian Welsh 610 Newport Center Dr., #330, Newport Beach, CA

(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
Robert G. Huff V.P. Operations
Type or Print Name & Title

Date: Aug 2, 20 04

I, Stephen A. Schwager, consent to serve as the registered agent on behalf of the corporation.

Type or print name of registered agent

Signature of Registered Agent
Stephen A. Schwager
Type or Print Name & Title

EXHIBIT C

Notarized Affidavit

EXHIBIT D

Proposed Tariff