

Dialaround Enterprises Inc.

April 29, 2002

05163700

0570 RECEIVED

MAY 07 2002

Mr. Tom Dorman
Executive Director
Public Service Commission
211 Sower Blvd.
Frankfort, Kentucky 40601

RE: Dialaround Enterprises Inc.'s Registration for Interexchange Service Authority to Operate as a Reseller of Telecommunications Services Within the Commonwealth of Kentucky.

Dear Mr. Dorman:

Enclosed are the original and four (4) copies of Dialaround Enterprises Inc.'s ("Dialaround" or "Applicant") registration for interexchange service authority to operate as a reseller of telecommunication services within the Commonwealth of Kentucky and the proposed tariff. So that our records will be complete, please date stamp the extra copy of this registration and return in the envelope provided.

The Applicant provides the information as required by the Kentucky Public Service Commission pursuant to Administrative Case No. 359:

1. The name and address of the company are as follows:

Dialaround Enterprises Inc.
30-50 Whitestone Expressway, Suite 102
Flushing, NY 11354

2. A copy of the Applicant's Articles of incorporation are attached at Exhibit A. A copy of the Applicant's Certificate of Authority from the Kentucky Secretary of State is attached at Exhibit B.
3. The Applicant's proposed tariff is attached at Exhibit D.

4. The name, street address, telephone number, and fax number of the responsible contact person for customer complaints and regulatory issues are as follows:

Douglas Barley, CFO & Assistant Secretary
Dialaround Enterprises Inc.
30-50 Whitestone Expressway, Suite 102
Flushing, NY 11354
(718) 358-5390x214
(718) 358-0477 Fax

5. See Exhibit C for a notarized statement by an officer of the Applicant that the Applicant has not provided or collected for intrastate service in Kentucky prior to filing the notice of intent.
6. Dialaround Enterprises Inc. does not seek to provide operator assisted service to traffic aggregators as defined in Administrative Case No. 330.

Thank you for your assistance in this matter. Any questions regarding this registration or proposed tariff should be referred to Todd Lowe, Visiology, Inc, 16061 Carmel Bay Drive, Northport, Alabama 35475 who may be reached via telephone at (205) 330-1701 and via FAX at (205) 330-1705.

Yours truly



Douglas Barley
CFO & Assistant Secretary

Enclosures

EXHIBIT A

**COPY OF
ARTICLES OF INCORPORATION**

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "DIALAROUND ENTERPRISES INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0990719

3361282 8100

010002840

DATE: 02-26-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/26/2001
010093840 - 3361282

CERTIFICATE OF INCORPORATION

OF

DIALAROUND ENTERPRISES INC.

(Under Section 102 of the Delaware General Corporation Law)

FIRST: The name of this corporation shall be:
DIALAROUND ENTERPRISES INC.

SECOND: Its registered office in the State of Delaware is to be located at 30 Old Rudnick Lane, in the City of Dover, County of Kent 19901, and its registered agent at such address is BRIDGE SERVICE CORP.

THIRD: The purpose or purposes of the corporation shall be: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The name and mailing address of the incorporator is as follows: Stanley Tobias, c/o Herrick, Feinstein LLP, 2 Park Avenue, New York, New York 10016.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1000) shares, all of which shall be designated Common Stock, of the par value of One Dollar (\$1.00) per share.

SIXTH: The Board of Directors is expressly authorized to adopt, amend or repeal By-Laws, subject to the reserved power of the stockholders to amend and repeal any By-Laws adopted by the Board of Directors.

SEVENTH: No person who is or was a director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director unless, and only to the extent that, such director is liable (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for

any transaction from which the director derived an improper personal benefit. No amendment to, repeal or adoption of any provision of the certificate of incorporation inconsistent with this article shall apply to or have any effect on the liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of any inconsistent provision.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this February 26, 2001



Stanley Tobias
Sole Incorporator

EXHIBIT B

CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0515112.09

John Y. Brown III
Secretary of State
Received and Filed
05/01/2001 10:38 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
DIALAROUND ENTERPRISES INC.

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

Delaware is the state or country under whose law the corporation is incorporated.
(If "real name" is unavailable for use)

5. 02-26-01 is the date of incorporation and the period of duration is perpetual

6. The street address of the corporation's principal office is
30-50 Whitestone Expwy, 1st Floor, Suite 101, Flushing, NY 11354

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.

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

- President See attached 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: _____
(Delayed effective date and/or time)

[Signature]
Signature
Sam Tawfik, President
Type or Print Name & Title

Date: April, 19 2001

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

By: [Signature]
Signature of Registered Agent
Sue Brodtmann, Asst. Secretary
Type or Print Name & Title

EXHIBIT C

AFFIDAVIT

AFFIDAVIT

State of New York:

: ss.

County of Queens:

Douglas Barley, Affiant, being duly sworn according to law, deposes and says:

That he is the CFO & Assistant Secretary of Dialaround Enterprises Inc.;

That he is authorized to and does make this affidavit for said corporation;

That Dialaround Enterprises Inc. has not offered intrastate service in Kentucky and does not have any presubscribed customers in Kentucky. However, there is a possibility of incidental calling card traffic by out-of-state customers traveling through Kentucky. At this time, we are unable to determine if this has occurred.

Douglas Barley
Signature of Affiant

Sworn and subscribed before me this 2 day of MAY, 2002.

Sharon Sykes
Signature of official administering oath

My commission expires 8/7/02.

SHARON SYKES
Notary Public, State of New York
No. 015Y6045841
Qualified in Queens County
Commission Expires Aug. 7, 2002

EXHIBIT D

PROPOSED TARIFF

P.S.C. Ky. No. 1

Cancels P.S.C. Ky. No.

Dialaround Enterprises Inc.

of

30-50 Whitestone Expressway, Suite 102
Flushing, NY 11354

Rates, Rules and Regulations for Furnishing
INTRASTATE TELECOMMUNICATION SERVICES

AT

COMMONWEALTH OF KENTUCKY

FILED WITH PUBLIC SERVICE COMMISSION OF
KENTUCKY

ISSUED April 29, 2002 EFFECTIVE June 3, 2002

ISSUED BY Dialaround Enterprises Inc.
(Name of Utility)

BY Douglas Barley