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**PEPPER & CORAZZINI, LLP**  
ATTORNEYS AT LAW

1776 K STREET, N.W., SUITE 200  
WASHINGTON, D.C. 20006-2334

**JOAN D. STEWART**

NOT ADMITTED IN D.C.  
EXT. 275  
JDS@COMMLAW.COM

January 19, 2001

(202) 296-0600  
FAX (202) 296-5572  
WWW.COMMLAW.COM

**VIA FEDERAL EXPRESS**

Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602-0615

05158000  
0510

Re: **Ecocom USA Limited**  
**Application for Authority to Resell Interexchange Services**

To Whom It May Concern:

On behalf of Ecocom USA Limited, we enclose herewith an original and four (4) copies of its application for authority to operate as a reseller of Interexchange Telephone Service throughout the Commonwealth of Kentucky.

Please date stamp the extra copy of this filing and return it in the postage pre-paid, self-addressed envelope provided for this purpose.

Please address all questions regarding this filing to the undersigned.

Respectfully submitted,



Joan Stewart  
Counsel to Ecocom USA Limited

Enclosure

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Before the  
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE INFORMATION FILING OF )  
**ECOCOM USA LIMITED** FOR AUTHORITY TO ) No. \_\_\_\_\_  
OPERATE AS A RESERLLER OF INTEREXCHANGE )  
TELEPHONE SERVICE THROUGHOUT KENTUCKY )

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Ecocom USA Limited 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 corporation are:

Ecocom USA Limited  
8605 Westwood Center Drive, Suite 304  
Vienna, Virginia 22182  
Phone: (703) 821-8121  
Fax: (703) 821-1551

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

Customer Service Department  
8605 Westwood Center Drive, Suite 304  
Vienna, Virginia 22182  
Phone: (703) 821-8121  
Fax: (703) 821-1551  
Toll-Free: (8877) 494-6744

Regulatory Contact

Lewis Farsedakis, President  
8605 Westwood Center Drive, Suite 304  
Vienna, Virginia 22182  
Phone: (703) 821-8121  
Fax: (703) 821-1551

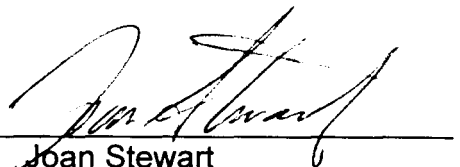
4. A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff is attached as **Exhibit C**.
5. The company does not seek authority to provide operator assisted services to traffic aggregators as defined in Administrative Case No. 330
6. The company's proposed tariff is attached as **Exhibit D**.
7. A sample Company bill is attached as **Exhibit F**.

WHEREFORE, Ecom USA Limited requests that the Public Service Commission of the Commonwealth of Kentucky grant 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 19<sup>th</sup> day of January, 2001.

Ecom USA Limited

By: \_\_\_\_\_

  
Joan Stewart  
Pepper & Corazzini, LLP  
1776 K Street N.W., Suite 200  
Washington D.C. 20006  
Phone: (202) 296-0600  
Fax: (202) 296-5572

# **Exhibit A**

Articles of Incorporation

Office of the Secretary of State

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I, EDWARD J. FREEL, 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 "ECOCOM USA LIMITED", FILED IN THIS OFFICE ON THE EIGHTH DAY OF DECEMBER, A.D. 1997, AT 3:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive script.

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Edward J. Freel, Secretary of State

2830150 8100

971417891

AUTHENTICATION: 8797410

DATE: 12-08-97

**CERTIFICATE OF INCORPORATION  
OF  
ECOCOM USA LIMITED**

**FIRST:** The name of the corporation is Ecocom USA Limited.

**SECOND:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, all of one class, of the par value of One Dollar (\$1.00) per share.

**FIFTH:** The name and mailing address of the incorporator is as follows:

Howard J. Barr  
Pepper & Corazzini, L.L.P.  
Suite 200  
1776 K Street, N.W.  
Washington, D.C. 20006

**SIXTH:** The powers of the incorporator shall terminate upon the filing of this certificate of incorporation, and the name and mailing address of the persons to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

<u>Name of Director</u>	<u>Mailing Address</u>
Edward Manukian	8280 Greensboro Drive, Suite 120 McLean, VA 22102
Anselm Baumgarten	8280 Greensboro Drive, Suite 120 McLean, VA 22102

**SEVENTH:** The directors shall have power to make and to alter or amend the bylaws, to fix the amount to be reserved as working capital, and to authorize and to cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of

this corporation. Election of directors need not be by written ballot unless and to the extent that the Bylaws of the Corporation so provide.

**EIGHTH:** With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of the Corporation.

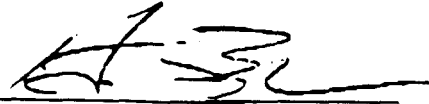
**NINTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the General Corporation Law of the State of Delaware as the same exists or hereafter may be amended.

**TENTH:** The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Delaware.

**ELEVENTH:** Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said applications has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

**TWELFTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make, file, and record this certificate, and does certify that the facts herein stated are true, and I have accordingly set my hand this 8th day of December, 1997.



Howard J. Barr



**Exhibit B**

KENTUCKY CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

0507771.09



John Y. Brown III  
Secretary of State  
Received and Filed  
12/28/2000 09:42 AM  
Fee Receipt: \$90.00  
Ahanly - ADD

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 Ecocom USA Limited
- The name of the corporation to be used in Kentucky is Same as above  
(If "real name" is unavailable for use)
- Delaware is the state or country under whose law the corporation is incorporated.
- 12/8/1997 is the date of incorporation and the period of duration is perpetual
- The street address of the corporation's principal office is 8605 Westwood Center Dr., Suite 304 Vienna, VA 22182  
Street City State Zip Code
- The street address of the corporation's registered office in Kentucky is Kentucky Home Life Building Louisville, KY 40202  
Street City State Zip Code  
and the name of the registered agent at that office is CT Corp.
- The names and usual business addresses of the corporation's current officers and directors are as follows:  
President See Attached  
Vice President \_\_\_\_\_  
Secretary \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Directors See Attached  
(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: N/A  
Delayed effective date and/or time

Signature: Lewis Farsedakis  
Type or Print Name & Title  
Date: December 19, 2000

I, C T Corporation System, consent to serve as the registered agent on behalf of the corporation.  
Type or print name of registered agent  
Signature of Registered Agent: [Signature]  
Type or Print Name & Title

CHARLES F. SHAMPANG  
ASSISTANT SECRETARY

Ecocom USA Limited

Officers and Directors	Percentage Ownership
Edward Manukian CEO/Director 6129 Brook Drive, Falls Church, Virginia 22044	28%
Walter Zinsser Director 71 Park Street, London, W1Y 3HB United Kingdom	14%
Olav Ermgassen Director Randall House, 18 Woodstock Road, London, W4 1UE United Kingdom	14%
Jack Hazout Director c/o ESDS 8, rue Lafouge, 94250, Gentilly, France	14%
Curt Coward Assistant Secretary c/o McGuire Woods 8280 Greensboro Drive, McLean, Virginia, 22102	10%
Lewis Farsedakis President 1500 Northern Neck Dr., Unit Number 202 Vienna, Virginia, 22182	10%
Anselm Baumgarten Secretary Feuerbachstrasse 12, Frankfurt am Main, 60325 Germany	0%

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ECOCOM USA LIMITED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF AUGUST, A.D. 2000.

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001402744



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

0622162

AUTHENTICATION:

08-16-00

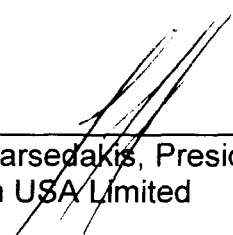
DATE:

**Exhibit C**


NOTARIZED STATEMENT

AFFIDAVIT

I, Lewis Farsedakis, President of Ecom USA Limited, do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to the filing of this application and tariff.

  
\_\_\_\_\_  
Lewis Farsedakis, President  
Ecom USA Limited

Sworn to and subscribed before me  
This 20<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: 2 28 01

**Exhibit D**

PROPOSED INTEREXCHANGE TARIFF