

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

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Leon L. Nowalsky
Benjamin W. Bronston
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Monica Borne Haab
EllenAnn G. Sands
Bruce C. Betzer
Philip R. Adams, Jr.

August 11, 2004

RECEIVED

AUG 12 2004

PUBLIC SERVICE
COMMISSION

Via Overnight Delivery

Mr. Thomas M. Dorman, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40602-0615

05171300
0510

RE: FIRST CHOICE TECHNOLOGY, INC.

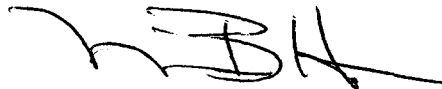
Dear Mr. Dorman:

Enclosed for filing please find an original and four (4) copies of the Information filing and proposed tariff of First Choice Technology, Inc. for authority to operate as a reseller of long distance services in the State 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 regarding the application, please do not hesitate to call.

Sincerely,



Monica Borne Haab

Enclosure

**Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE INFORMATIONAL FILING)
OF **FIRST CHOICE TECHNOLOGY, INC.** FOR AUTHORITY)
TO AUTHORITY TO OPERATE AS A LONG DISTANCE) No. _____
RESELLER THROUGHOUT THE STATE OF KENTUCKY)

First Choice Technology, Inc. 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 company are:

First Choice Technology, Inc.
1120 Willa Vista Trail
Maitland, FL 32751
Ph. (321) 214-1636
Fx. (407) 629-5320
Toll Free: 1-888-676-6384

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

Scott Howsare, President
1120 Willa Vista Trail
Maitland, FL 32751
Ph. (321) 214-1636
Fx. (407) 629-5320
E-Mail: showsare@earthlink.net

Regulatory Contact:

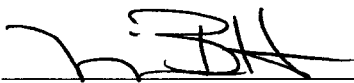
Scott Howsare, President
1120 Willa Vista Trail
Maitland, FL 32751
Ph. (312) 214-1636
Fx. (407) 629-5320
E-Mail: showsare@earthlink.net

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 **Exhibits D**.
7. The Company will initially bill customers through a third party billing agent. No sample bill is currently available.

WHEREFORE, First Choice Technology, Inc. requests that the Public Service Commission of the Commonwealth of Kentucky grant Applicant 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 11th day of August, 2004.

First Choice Technology, Inc.

By: 
Monica Borne Haab
Nowalsky, Bronston & Gothard
3500 N. Causeway Blvd., Suite 1442
Metairie, Louisiana 70002
Ph. (504) 832-1984
Fx. (504) 831-0892
E-Mail: mhaab@nbglaw.com

VERIFICATION OF APPLICANT

STATE OF Louisiana)
)
COUNTY OF Jefferson)

SS:

I, Gordon Dumont being first duly sworn, state that I am Secretary of First Choice Technology, Inc. the Applicant herein; that I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true to the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

First Choice Technology, Inc.

By: 
Gordon Dumont, President

Sworn to and subscribed before me this 17th day of August, 2004.


Notary Public

My Commission Expires:

LEON L. NOWALSKY
Notary Public, State of Louisiana
My Commission is issued for life.
Notary Number: 4339

EXHIBIT A

ARTICLES OF INCORPORATION



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

040085096

9194665
NOWALSKY & BRONSTON
3500 N. CAUSEWAY BLVD.
SUITE 1442
METAIRIE
ATTN: SHEREE WEST

LA 70002

02-13-2004

DESCRIPTION	AMOUNT
FIRST CHOICE TECHNOLOGY, INC. 3762005 0102S Incorp Delaware Stock Co.	
Incorporation Fee	15.00
Receiving/Indexing	25.00
Data Entry Fee	5.00
Court Municipality Fee, Wilm.	20.00
Surcharge Assessment-New Castle	6.00
Page Assessment-New Castle Count	63.00
FILING TOTAL	134.00
TOTAL PAYMENTS	134.00
SERVICE REQUEST BALANCE	.00

**CERTIFICATE OF INCORPORATION
OF
FIRST CHOICE TECHNOLOGY, INC.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator, being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Delaware does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Delaware, this Certificate of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be: First Choice Technology, Inc.

ARTICLE II
PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing the Certificate of Incorporation with the Secretary of State of Delaware unless dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

1. Purpose. Except as restricted by the Certificate of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the General Corporation Law of Delaware.

2. General Powers. Except as restricted by the Certificate of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to the General Corporation Law of Delaware.

3. Issuance of Shares. The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of the State of Delaware.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of \$0.01 par value each, which shares shall be designated "Common Stock"; and One Thousand (1,000) shares of \$0.01 par value each, which shares shall be designated

"Preferred Stock" and which may be issued in one or more series at the discretion of the Board of Directors. In establishing a series the Board of Directors shall give to it a distinctive designation so as to distinguish it from the shares of all other series and classes, shall fix the number of shares in such series, and the preferences, rights and restrictions thereof. All shares of any one series shall be alike in every particular except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware.

1. Dividends. Dividends in cash, property or shares shall be paid upon the Preferred Stock for any year on a cumulative or noncumulative basis as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, to the extent earned surplus for each such year is available, in an amount as determined by a resolution of the Board of Directors. Such Preferred Stock dividends shall be paid pro rata to holders of Preferred Stock in any amount not less than nor more than the rate as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. No other dividends shall be paid on the Preferred Stock.

Dividends in cash, property or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law, except that no Common Stock dividend shall be paid for any year unless the holders of Preferred Stock, if any, shall receive the maximum allowable Preferred Stock dividend for such year.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, first pro rata to the holders of the Preferred Stock until an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, has been distributed per share, and, then, the remainder pro rata to the holders of the Common Stock.

3. Redemption. The Preferred Stock may be redeemed in whole or in part as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, upon prior notice to the holders of record of the Preferred Stock, published, mailed and given in such manner and form and on such other terms and conditions as may be prescribed by the Bylaws or by resolution of the Board of Directors, by payment in cash or Common Stock for each share of the Preferred Stock to be redeemed, as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Any rights to or arising from fractional shares shall be treated as rights to or arising from one share. No such purchase or retirement shall be made if the capital of the Corporation would be impaired thereby.

If less than all the outstanding shares are to be redeemed, such redemption may be made by lot or pro rata as may be prescribed by resolution of the Board of Directors; provided, however, that

the Board of Directors may alternatively invite from shareholders offers to the Corporation of Preferred Stock at less than an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, and when such offers are invited, the Board of Directors shall then be required to buy at the lowest price or prices offered, up to the amount to be purchased.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in a payment of the redemption price), all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and terminate.

Any purchase by the Corporation of the shares of its Preferred Stock shall not be made at prices in excess of said redemption price.

4. Voting Rights: Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. When, with respect to any action to be taken by shareholders of this Corporation, the laws of Delaware require the vote or concurrence of the holders of two-thirds of the outstanding shares, or the shares entitled to vote thereon, or of any class or series, such action may be taken by the vote or concurrence of a majority of such shares or class or series thereof. Cumulative voting shall not be allowed in the election of directors of this Corporation.

Shares of Preferred Stock shall only be entitled to such vote as is determined by the Board of Directors prior to the issuance of such stock, except as required by law, in which case each share of Preferred Stock shall be entitled to one vote.

5. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

6. Conversion Rights. Holders of shares of Preferred Stock may be granted the right to convert such Preferred Stock to Common Stock of the Corporation on such terms as may be determined by the Board of Directors prior to issuance of such Preferred Stock.

ARTICLE V
DIRECTORS

The number of directors shall be such number, not less than one (1) nor more than five (5) as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders.

ARTICLE VI
TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII
CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's board of directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this

Corporation, through its board of directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

<u>NAME</u>	<u>ADDRESS</u>
Scott Howsare	9976 Royal Cardigan Way West Palm Beach, FL 33411

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city and county of the registered office of the corporation within the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

ARTICLE IX
LIMITATION OF LIABILITY

The personal liability of the directors of the corporation is hereby limited to the fullest extent permitted by Paragraph (7) of Subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and/or supplemented.

ARTICLE X
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and/or supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI
AMENDMENTS

From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Delaware then in force may be added or inserted in the manner and at the time proscribed by said laws and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

Leon Nowalsky 3500 N. Causeway Blvd.
Suite 1442
Metairie, LA 70002

IN WITNESS WHEREOF, the above-named incorporator, for the purpose of forming a corporation under the Laws of the State of Delaware, does make, file and record this Certificate of Incorporation and certify that the facts herein stated are true and have, accordingly, set his hand and seal at Metairie, Louisiana this 6th day of FEBRUARY, 2004.



Leon Nowalsky

EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY



Trey Grayson
Secretary of State

Certificate of Authorization

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

FIRST CHOICE TECHNOLOGY, INC.

, a corporation organized under the laws of the state of Delaware, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on July 28, 2004.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 28th day of July, 2004.



Trey Grayson

Trey Grayson
Secretary of State
Commonwealth of Kentucky

JDozier/0591194

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

0591194.09

JDozier
P101

Trey Grayson
Secretary of State
Received and Filed
07/28/2004 9:00:28 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
FIRST CHOICE TECHNOLOGY, INC.
- 3. The name of the corporation to be used in Kentucky is

- 4. DELAWARE is the state or country under whose law the corporation is incorporated.
(If "real name" is unavailable for use)
- 5. FEBRUARY 6, 2004 is the date of incorporation and the period of duration is PERPETUAL
- 6. The street address of the corporation's principal office is
1120 WILLA VISTA TRAIL, MAITLAND, FL 32751
- 7. The street address of the corporation's registered office in Kentucky is
421 West Main Street, Frankfort, KY 40601
and the name of the registered agent at that office is
Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company
- 8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President	SCOTT HOWSARE	1120 WILLA VISTA TRAIL, MAITLAND, FL 32751
Vice President	_____	_____
Secretary	SCOTT HOWSARE	1120 WILLA VISTA TRAIL, MAITLAND, FL 32751
Treasurer	_____	_____
Directors	SCOTT HOWSARE	1120 WILLA VISTA TRAIL, MAITLAND, FL 32751

(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)

Gordon Dumont
Signature

GORDON DUMONT
Type or Print Name & Title

Date: 7-19, 2004

Corporation Service Company d/b/a
CSC-Lawyers Incorporating Service Company

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

By: Georgia Byron
Assistant Secretary of State

Georgia Byron, Asst. VP
Type or Print Name & Title

Delaware

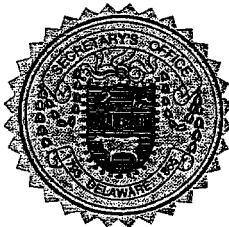
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST CHOICE TECHNOLOGY, INC." 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 NINTH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST CHOICE TECHNOLOGY, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3762005 8300

AUTHENTICATION: 3223843

040505807

DATE: 07-09-04

EXHIBIT C

NOTARIZED STATEMENT

AFFIDAVIT

I, Gordon Dumont, Secretary of First Choice Technology, 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.



Gordon Dumont, Secretary
First Choice Technology, Inc.

Sworn to and subscribed before me
this 10th day of August,
2004.



Notary Public

My Commission Expires:

LEON L. NOWALSKY
Notary Public, State of Indiana
My Commission is issued 08/01/04
Notary Number: 4800