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August 22, 2001

VIA OVERNIGHT DELIVERY

Mr. Martin Huelsmann
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615
(502) 564-3940

Re: Southern Communications, LLC
Notice of Intention to Business as Prepaid Calling Card Service Provider

Dear Mr. Huelsmann:

Pursuant to KRS 278.512 and 278.514, the company provides the following information:

(1) The name and address of the company is as follows: Southern Communications, LLC, 4709 Kittyhawk Way, Louisville, Kentucky 40207.

(2) A copy of the company's certificate of authority from the Secretary of State is attached hereto as Exhibit A.

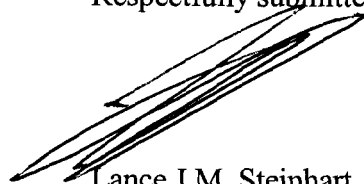
(3) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is Virginia Hood, Southern Communications, LLC, 4709 Kittyhawk Way, Louisville, Kentucky 40207, (502) 594-3215 (Phone), (502) 895-3976 (Fax).

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Executive Director
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August 22, 2001
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I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage-prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lance J.M. Steinhart". The signature is written in a cursive style and is positioned above the printed name.

Lance J.M. Steinhart
Attorney for Southern Communications, LLC

Enclosures
cc: Virginia Hood

CERTIFICATE OF AUTHORITY

ARTICLES OF ORGANIZATION
OF
SOUTHERN COMMUNICATIONS, LLC.

0503895.06

John Y. Brown III
Secretary of State
Received and Filed
10/18/2000 03:01 PM
Fee Receipt: \$40.00
Filing - LA00

The undersigned, Craig Nathan Hood, does hereby form and organize a limited liability company pursuant to the Kentucky Limited Liability Company Act and adopts the following Articles of Organization of such limited liability company.

ARTICLE I

The name of the limited liability company is Southern Communications, LLC.

ARTICLE II

The street address of the limited liability company's initial registered office is 4709 Kittyhawk Way, Louisville, Kentucky 40207, and the name of its initial registered agent at that office is Craig Nathan Hood.

ARTICLE III

The mailing address and the principal office of the limited liability company is 4709 Kittyhawk Way, Louisville, Kentucky 40207.

ARTICLE IV

The management of the limited liability company is reserved to the members, to be exercised in accordance with the operating agreement of the limited liability company.

ARTICLE V


The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

ARTICLE VI

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort, or otherwise, or for the


acts or omissions of any other member, manager, agent or employee of the limited liability company.

IN WITNESS WHEREOF, Craig Nathan Hood, the Organizer, has executed these Articles of Organization this 17th day of October, 2000.



CRAIG NATHAN HOOD
ORGANIZER

This Instrument Prepared By:



Virginia F. Birkhead
FORE, MILLER & SCHWARTZ
200 South Fifth Street, Suite 700N
Louisville, Kentucky 40202
(502) 589-5250

ARTICLES OF DISSOLUTION

OF

SOUTHERN COMMUNICATIONS, INC.

0489391.00

John Y. Brown III
Secretary of State
Received and Filed
10/18/2000 03:00 PM
Fee Receipt: \$40.00
Permit PA00

Pursuant to Kentucky Revised Statutes 271B.14-010, the undersigned corporation executes the following Articles of Dissolution.

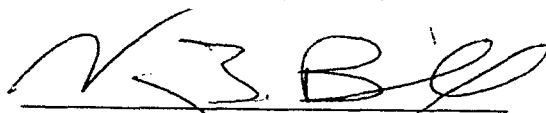
- (A) The name of the corporation to be dissolved is Southern Communications, Inc.
- (B) The date of Southern Communications, Inc.'s incorporation is February 21, 2000.
- (C) None of the corporation's shares have been issued.
- (D) No debt of the corporation remains unpaid.
- (E) A majority of the incorporators authorized this dissolution.

IN WITNESS WHEREOF, Craig Nathan Hood, incorporator, has executed these Articles of Dissolution, this 18th day of October, 2000.



CRAIG NATHAN HOOD
INCORPORATOR

This Instrument Prepared By:



Virginia F. Birkhead
FORE, MILLER & SCHWARTZ
200 South Fifth Street, Suite 700N
Louisville, Kentucky 40202
(502) 589-5250