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JUL 25 2002

PUBLIC SERVICE COMMISSION

Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

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IN THE MATTER OF THE INFORMATIONAL FILING OF)
ALLSOUTH PHONE CONNECT, INC. FOR AUTHORITY)
TO OPERATE AS A RESELLER OF LOCAL EXCHANGE)
TELEPHONE SERVICE THROUGHOUT KENTUCKY)

No. 2000 - 101

ALLSOUTH PHONE CONNECT, INC., hereby submits the following in accordance with the provisions of Administrative Case No. 359 and its proposed tariffs in accordance with 807 KAR 5:011.

1. The name, post office address, telephone and fax number of the applicant corporation are:

ALLSOUTH PHONE CONNECT, INC.
76-C Old Hickory Blvd. East.
Jackson, TN 38305
Ph: (731) 265-9700
Fx: (731) 424-8777
Toll Free 1-800-840-9959

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

Tina Moser
76-C Old Hickory Blvd. East
Jackson, TN 38305
Ph: (731) 265-9700 Ext. 10
Fx : (731) 424-8777
Toll Free 1-800-840-9959

Regulatory Contact:

Gary D. Frazier, President
76-C Old Hickory Blvd. East
Jackson, TN 38305
Ph: (731) 265-9700
Fx: (731) 424-8777
Toll Free 1-800-840-9959

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 tariffs are attached as **Exhibits D and E**.
7. A sample Company bill is attached as **Exhibit F**.

WHEREFORE, ALLSOUTH PHONE CONNECT, INC. requests that the Public Service Commission of the Commonwealth 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 24th day of July 2002.

ALLSOUTH PHONE CONNECT, INC.
76-C Old Hickory Blvd. East
Jackson, TN 38305
Ph: (731) 265-9700
Fx: (731) 424-8777
Toll Free 1-800-840-9959

STATE OF TENNESSEE)

COUNTY OF MADISON)

ss: 413-19-0562

I, Gary D. Frazier, being first duly sworn, state that I am President of ALLSOUTH PHONE CONNECT, 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.

ALLSOUTH PHONE CONNECT, INC.

By: Gary D. Frazier, Pres.
Gary D. Frazier, President

Sworn to and subscribed before me this 23rd day of July, 2000.

Janette Jumper
Notary Public

My Commission Expires: Sept. 16, 2005

EXHIBIT

A

44124 11.813

CHARTER OF INCORPORATION
OF
ALLSOUTH PHONE CONNECT, INC.

SECRET
FILED

The undersigned natural person, having capacity to contract, and acting as Incorporator of a corporation under the Tennessee Business Corporation Act, adopts the following Charter for such Corporation:

1. The name of the Corporation is AllSouth Phone Connect, Inc.
2. The maximum number of shares which the Corporation shall have the authority to issue is two thousand (2,000) shares of common stock.
3. The address of the registered office of the Corporation in the State of Tennessee shall be: 76 Old Hickory Blvd. East, Suite C, Jackson, Madison County, Tennessee 38305. The name and address of the Registered Agent in the State of Tennessee shall be: Gary D. Frazier, 76 Old Hickory Blvd. East, Suite C, Jackson, Madison County, Tennessee 38305.
4. The name and address of the Incorporator is Charles R. Pettigrew, 250 North Parkway, Suite 25, Jackson, Madison County, Tennessee 38305.

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5. The address of the principal office of the Corporation in the State of Tennessee shall be: 76 Old Hickory Blvd. East, Suite C, Jackson, Tennessee 38305.

6. The Shareholders of the Corporation shall have a preemptive right to acquire the Corporation's unissued shares.

7. The Corporation is for profit.

8. The corporation has fifty (50) or fewer shareholders and, pursuant to Tennessee Code Annotated Section 48-18-101, hereby dispenses with a board of directors for the corporation. Gary D. Frazier shall perform all of the duties of a board of directors and is hereby designated as the manager of the corporation; provided, however, that the manager shall be subject to the same standards of conduct that the laws of the State of Tennessee impose upon directors in the performance of their duties.

No manager or member of the Board of Directors of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Manager or Director; provided, that this provision shall not eliminate or limit the liability of a Manager or Director.

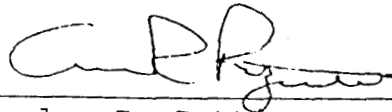
(A) For any breach of the Manager's or Director's duty of loyalty to the Corporation or its shareholders;

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(B) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
or,

(C) Pursuant to provisions under Tennessee Code Annotated, Section 48-18-304.

DATED this the 2^d day of November, 2001.



Charles R. Pettigrew
Incorporator

State of Tennessee, County of MADISON
Received for record the 04 day of
MARCH 2002 at 2:10 PM. (RECH# 4142)
Recorded in Book CH39 pages 307- 309
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 7.00, Total \$ 7.00,
Register of Deeds CURTIS WHITE
Deputy Register CLARA RAY

EXHIBIT

B

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0535688.09

PBlevins
P101

John Y. Brown III
Secretary of State
Received and Filed
04/25/2002 11:42 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:

- 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 ALLSOUTH PHONE CONNECT, INC.
- The name of the corporation to be used in Kentucky is _____
- TENNESSEE is the state or country under whose law the corporation is incorporated. (If "real name" is incorporated for use)
- FEB. 21 2002 is the date of incorporation and the period of duration is PERPETUAL
- The street address of the corporation's principal office is 76 OLD HICKORY BLVD. EAST, SUITE C, JACKSON, TENNESSEE 38305
- The street address of the corporation's registered office in Kentucky is 828 Lane Allen Road, Suite 219, Lexington, KY 40504
and the name of the registered agent at that office is Kentucky Lenders Assistance, Inc.
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President GARY D. FRAZIER, 76 OLD HICKORY BLVD. EAST JACKSON TN. 38305
Vice President _____
Secretary LAURA L. FRAZIER 76 OLD HICKORY BLVD. EAST JACKSON TN. 38305
Treasurer _____
Directors _____
- 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: _____

Gary D. Frazier
Signature
GARY D. FRAZIER, PRESIDENT
Date: April 22ND 2002

Patricia L. Mann for Kentucky Lenders Assistance, Inc. consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent
Patricia L. Mann
Signature of Registered Agent
Patricia L. Mann, President
Type or Print Name & Title

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 03/27/02
REQUEST NUMBER: 4460-1442
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/21/2002
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0422323
JURISDICTION: TENNESSEE

TO:
GARY GRAZIER
76 C. OLD HICKORY BL.
EAST
JACKSON, TN 38305

REQUESTED BY:
GARY GRAZIER
76 C. OLD HICKORY BL.
EAST
JACKSON, TN 38305

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ALLSOUTH PHONE CONNECT, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/27/02

FROM:
ALLSOUTH PHONE CONNECT
PO BOX 488

JACKSON, TN 38302-0000

RECEIVED:	FEES \$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00003042133
ACCOUNT NUMBER: 00390546



Riley C Darnell

EXHIBIT

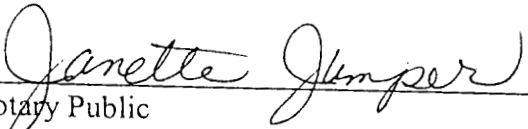
C

AFFIDAVIT

I, Gary D. Frazier, President of ALLSOUTH PHONE CONNECT, 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.


Gary D. Frazier, President
ALLSOUTH PHONE CONNECT, INC.

Sworn to and subscribed before me this 23rd day of July, 2002.


Notary Public

My Commission Expires: Sept 16, 2005

**EXHIBIT
D**

ALLSOUTH PHONE CONNECT, INC.

Kentucky Tariff No. 1
Original Page No. 1

Local Exchange Telephone Service

TITLE PAGE
OF
KENTUCKY LOCAL EXCHANGE SERVICES TARIFF
OF
ALLSOUTH PHONE CONNECT, INC.

This tariff, filed with Kentucky Public Service Commission,
Contains the rates, terms, and conditions applicable to
Local Exchange Telephone Services within the State of Kentucky
Offered by **ALLSOUTH PHONE CONNECT, INC.**

ISSUED: July 24, 2002

EFFECTIVE: September 2, 2002

ISSUED BY: Gary D. Frazier
ALLSOUTH PHONE CONNECT, INC.
76-C Old Hickory Blvd. East
Jackson, TN 38305
Telephone: (731) 265-9700