



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

November 1, 2005
Via Overnight

Mr. Brent Kirtley, Tariff Branch Manager
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

RE: Jaroth, Inc.

Dear Mr. Kirtley:

Please accept for filing this letter, and three (3) copies with attachments, to register Jaroth, Inc. as a pay telephone provider in the State of Kentucky. The following information is submitted as required by the Kentucky Public Service Commission.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Any questions you may have pertaining to this filing may be directed to me at (407) 740-8575 or via email at mbyrnes@tminc.com. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to Jaroth, Inc.

cc: M. Rossi, Jaroth
file: Jaroth - KY
tms: kyp0500

RECEIVED

NOV 03 2005

PUBLIC SERVICE
COMMISSION

Company name & address: Jaroth, Inc.
14472 Wicks Boulevard
San Leandro, CA 94577

Articles of Incorporation: Please see attachment

Contact - Regulatory Issues: Monique Byrnes
Consultant to Jaroth, Inc.
Technologies Management, Inc.
210 N Park Avenue
Winter Park, FL 32789
Tel: 407-740-3005
Fax: 407-740-0613
mbyrnes@tminc.com

and

Mike Rossi
Director of Business Development
14472 Wicks Boulevard
San Leandro, CA 94577
Tel: 510-347-3673
Fax: 510-347-3687
miker@jaroth-pts.com

Contact - Customer Service: Tony Zumbo
General Manager
14472 Wicks Boulevard
San Leandro, CA 94577
Tel: 510-347-3625
Fax: 510-347-3687
tonyz@jaroth-pts.com

Jaroth, Inc.

Articles of Incorporation

ARTICLES OF INCORPORATION

1192455

OF

JAROTH, INC.

FILED
In the office of the Secretary of State
of the State of California

ONE: The name of this corporation is: JUL 21 1986
JAROTH, INC.

March Fong Eu
MARCH FONG EU, Secretary of State

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporation Code.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is as follows:

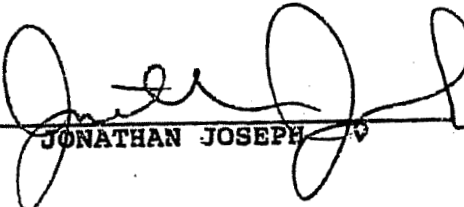
Jonathan Joseph, Esq.
3 Embarcadero Center, Suite 1830
San Francisco, CA 94111

FOUR: (a) This corporation is authorized to issue two classes of shares designated respectively "Common Stock" and "Preferred Stock" and referred to herein either as Common Stock or Common shares and Preferred Stock or Preferred shares, respectively. The total number of shares of Common Stock shall be 5,000,000, no par value. The total number of shares of Preferred Stock shall be 1,000,000.

(b) The Preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred shares and determine the designation of any such series.

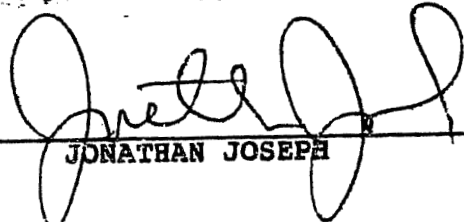
The Board of Directors is also authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred shares and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of the shares of that series.

Dated: July 18, 1986.



JONATHAN JOSEPH

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



JONATHAN JOSEPH

00513519

1192455

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
JAROTH, INC., A CALIFORNIA CORPORATION**

FILED
In the office of the Secretary of State
of the State of California

SEP - 3 1998

Bill Jones
BILL JONES, Secretary of State

The undersigned hereby certify that:

1. They are the President and the Secretary, respectively, of Jaroth, Inc., a California corporation.
2. Article Four of the Articles of Incorporation of Jaroth, Inc. is hereby stricken in its entirety and restated as follows:

"FOUR: This corporation is authorized to issue only one class of shares of stock, designated Common Stock. The total number of shares of Common Stock the corporation is authorized to issue is 5,000,000, no par value."

3. The foregoing amendment to the Articles of Incorporation of Jaroth, Inc. was duly approved the Board of Directors under that certain Action by Unanimous Written Consent of the Shareholders and of the Board of Directors of Jaroth, Inc., a California Corporation, Without Meeting, dated *March 31, 1998*.
4. The foregoing amendment to the Articles of Incorporation was duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code, as amended. The total number of outstanding shares of the corporation is 10,000. All of the outstanding shares of the corporation voted in favor of the amendment under that certain Action by Unanimous Written Consent of the Shareholders and of the Board of Directors of Jaroth, Inc, a California Corporation, Without Meeting, dated *March 31, 1998*.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge

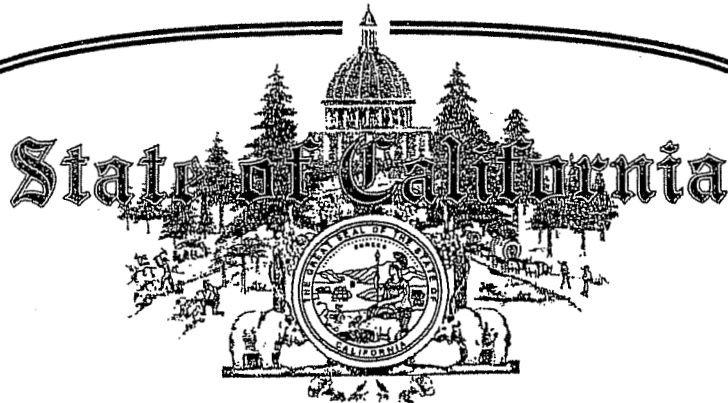
Michael R. Zumbo
MICHAEL R. ZUMBO, President

March 31, 1998
Date

Thomas R. Keane
THOMAS R. KEANE, Secretary

March 31, 1998
Date





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 3 0 2002



Secretary of State

