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Before the
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE INFORMATIONAL FILING)
OF **PREPAID TELECOM, INC.** FOR AUTHORITY TO)
OPERATE AS A RESELLER OF INTEREXCHANGE)
AND LOCAL EXCHANGE TELEPHONE SERVICE)
THROUGHOUT KENTUCKY AND TO OPERATE)
AS A FACILITIES BASED LOCAL EXCHANGE)
TELEPHONE SERVICE PROVIDER THROUGHOUT)
KENTUCKY.)

No. _____

05053210 - 0505 (Pending)

~~22053210 - 0510~~

2205321 - 0510

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Prepaid Telecom, Inc. hereby submits the following information 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 numbers of the applicant corporation are:

Prepaid Telecom, Inc.
Post Office Box 620366
Atlanta, GA 30362
Ph: 678.966.8520
Fx: 678.966.8521

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 is:

Customer Service Contact:
Andrea McClue, Supervisor
3955 Pleasant Hill Road, Suite 102
Atlanta, GA 30340
Ph: 678.966.8520
Fx: 678.966.8521

Regulatory Contact:

Houssam Abdallah, President/CEO
3955 Pleasant Hill Road, Suite 102
Atlanta, GA 30340
Ph: 678.966.8520
Fx: 678.966.8521

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. A sample Company bill is attached as **Exhibit E**.

WHEREFORE, Prepaid Telecom, 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 as a reseller and as a facilities based provider in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 26th day of December, 2001.

PREPAID TELECOM, INC.

By: 


Houssam Abdallah
President/CEO
3955 Pleasantdale Road, Suite 102
Atlanta, GA 30340
678.966.8520

VERIFICATION OF APPLICANT

STATE OF GEORGIA)
)
COUNTY OF COBB) ss:

I, Houssam Abdallah, being first duly sworn, state that I am, President/CEO of Prepaid Telecom, 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.

Prepaid Telecom, Inc.

By: 
Houssam Abdallah, President/CEO

Sworn to and subscribed before me this 20th day of December, 2001.


Notary Public

My Commission Expires:

Notary Public, Cobb County, Georgia
My Commission Expires July 12, 2004

EXHIBIT A

ARTICLES OF INCORPORATION

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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 "PREPAID TELECOM, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JULY, A.D. 2001, AT 4 O'CLOCK P.M.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1450958

DATE: 11-16-01

At all elections of the directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

The holders of Prepaid Telecom, Inc. shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holding of, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

6. The name and mailing address of each incorporator is as follow:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Houssam Abdallah	3957 Pleasantdale Road Atlanta, GA 3034

The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Houssam Abdallah	3957 Pleasantdale Road Atlanta, GA 30340

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

To designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously

appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting; or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of

Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this 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 this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this 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 this 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 this 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 this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. 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..

10. 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 liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 2 day of July, 2001.



Houseam Abdallah

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EXHIBIT B

KENTUCKY CERTIFICATE OF AUTHORITY



**John Y. Brown III
Secretary of State**

Certificate of Authorization

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

PREPAID TELECOM, 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 December 6, 2001.

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 6th day of December, 2001.

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

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EXHIBIT C

NOTARIZED STATEMENT
(Affidavit)

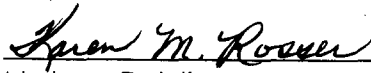
AFFIDAVIT

I, Houssam Abdallah, President/CEO of Prepaid Telecom, Inc., so hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.



Houssam Abdallah, President/CEO
Prepaid Telecom, Inc.

Sworn to and subscribed before me
This 20th day of December,
2001.



Notary Public

My Commission Expires:

Notary Public, Cobb County, Georgia
My Commission Expires July 12, 2004

EXHIBIT D

PROPOSED INTEREXCHANGE TARIFF

TITLE SHEET

TELECOM, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of services and facilities for alternative local exchange telecommunications services provided by Prepaid Telecom, Inc., with principal offices at 3955 Pleasantdale Road, Suite 102, Atlanta, GA 30340. This tariff applies for services furnished within the State of Kentucky. This tariff is on file with the Kentucky Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

ISSUED DATE: December 21, 2001

EFFECTIVE DATE: March 1, 2002

By:

Houssam Abdallah, President
3955 Pleasantdale Road, Suite 102
Atlanta, GA 30340