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September 23, 2002

**VIA OVERNIGHT DELIVERY**

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

**RECEIVED**

SEP 24 2002

PUBLIC SERVICE  
COMMISSION

05165600  
0510

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

Dear Mr. Dorman:

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: NobelTel, LLC, 5759 Fleet Street, Carlsbad, California 92008.

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

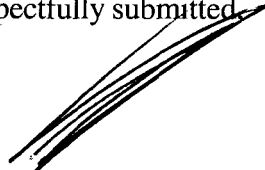
(3) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is Christopher Berejik, NobelTel, LLC, 5759 Fleet Street, Carlsbad, California 92008, (760) 405-0105 (Phone), (760) 390-2592 (Fax).

Mr. Martin Huelsmann  
Executive Director  
Kentucky Public Service Commission  
September 23, 2002  
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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, consisting of several overlapping, sweeping strokes that form the name 'Lance J.M. Steinhart'.

Lance J.M. Steinhart  
Attorney for NobelTel, LLC

Enclosures

cc: Richard L. Mahfouz

**CERTIFICATE OF AUTHORITY**

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE

0544965.06

PBlevins  
L902

John Y. Brown III  
Secretary of State  
Received and Filed  
09/20/2002 11:59 AM  
Fee Receipt: \$90.00



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 275, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the limited liability company named below and for that purpose submits the following statements:

1. The company is  a limited liability company (LLC).  
 a professional limited liability company (PLLC).

2. The name of the limited liability company is  
NOBELTEL, LLC

3. The name of the limited liability company to be used in Kentucky is

(if "real name" is unavailable for use)

4. Delaware is the state or country of organization.

5. January 14, 2002 is the date of organization and, if the limited liability company has a specific date of dissolution, the latest date upon which the limited liability company is to dissolve is \_\_\_\_\_

6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is  
5759 Fleet Street, Carlsbad, CA 92008

7. The names and usual business addresses of the current managers, if any, are as follows:  
See Attached

Name

Address

Name

Address

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is  
828 Lane Allen Road, Ste. F4, Lexington, KY 40504

Street

City

State

Zip Code

and the name of the registered agent at that office is TCS Corporate Services, Inc.

9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

I certify that, as of the date of filing this application, the above-named limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation.

Jared R. Yaffe  
Signature  
Jared R. Yaffe Member  
Type or Print Name & Title

Date: September 13 19 2002

1. TCS Corporate Services, Inc.  
Type or print name of registered agent

consent to serve as the registered agent on behalf of the limited liability company.

Ernest Ellis, VP  
Signature of Registered Agent  
Ernest Ellis, VP  
Type or Print Name & Title