



October 17, 2000

Ms. Helen C. Helton
Executive Director
Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

05157100
0510

RECEIVED
OCT 23 2000
PUBLIC SERVICE
COMMISSION

RE: NorthStar Communications, Inc.'s Registration for Interexchange Service Authority to Operate as a Reseller of Telecommunications Services Within the Commonwealth of Kentucky.

Dear Ms. Helton:

Enclosed are the original and four (4) copies of NorthStar Communications, Inc.'s ("NorthStar" or "Applicant") registration for interexchange service authority to operate as a reseller of telecommunication services within the Commonwealth of Kentucky and the proposed tariff. So that our records will be complete, please date stamp the extra copy of this registration and return in the envelope provided.

The Applicant provides the information as required by the Kentucky Public Service Commission pursuant to Administrative Case No. 359:

1. The name and address of the company are as follows:

NorthStar Communications, Inc. d/b/a Small Business America
8275 South Eastern Avenue, Suite 200
Las Vegas, NV 89123
2. A copy of the Applicant's Articles of incorporation are attached at Exhibit A. A copy of the Applicant's Certificate of Authority from the Kentucky Secretary of State is attached at Exhibit B.
3. The Applicant's proposed tariff is attached at Exhibit D.

RECEIVED

OCT 23 2000

PUBLIC SERVICE
COMMISSION

EXHIBIT A

COPY OF

ARTICLES OF INCORPORATION

FILED # C 23881-99

SEP 28 1999

IN THE OFFICE OF
Don Hill
CLERK & REGISTER SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
NORTHSTAR COMMUNICATIONS, INC.

1. **Name.** The name of the Corporation is NorthStar Communications, Inc.
2. **Resident Agent.** The resident agent shall be Ken Ashworth, 1850 E. Flamingo Road, Suite 240, Las Vegas, Nevada 89119. Any notices may be mailed to the resident agent until the principal office of the Corporation has been designated in an annual report.
3. **Shares.** The Corporation shall issue shares of its capital stock as follows:
 - a. The Corporation shall have authority to issue twenty-five thousand (25,000) shares of common stock and five thousand shares will be issued (5,000). Said shares shall have unlimited voting rights and each share shall be entitled to participate equally with all other shares in the assets of the Corporation upon dissolution.
 - b. No stock issued by the Corporation shall have preemptive rights.
4. **Governing Board.** The Governing Board shall be styled as Directors. The First Board of Directors shall consist of 2 members and (**their**) name(s) and address(es) is/are as follows:

President – Scott White, 9350 Sun City Blvd., Suite 100, Las Vegas, Nevada 89134,
Secretary – Linda White 9350 Sun City Blvd., Suite 100, Las Vegas, Nevada 89134,
5. **Purpose.** The purpose of the corporation shall be for management services.
6. **Directory Liability.** No director of the Corporation shall have personal liability to the Corporation or its shareholders for monetary damages arising out of such directors' conduct as a director occurring after the date of filing of these Articles of Incorporation, except as provided by law.
7. **Mandatory Indemnification of Directors, Officers, Employees and Agents.** The Corporation shall indemnify a director, officer, employee or agent who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director, officer, employee or agent was a party because of his position with the Corporation, against reasonable expenses incurred by each party in connection with the proceeding.

8. Voluntary Indemnification of Directors, Officers, Employees and Agents.

The Corporation may indemnify an individual who was made a part to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation, against all liability incurred in the proceeding, if:

- a. The conduct of the individual was in good faith;
- b. The individual reasonably believed that the individual's conduct was in the best interests of the corporation or at least not opposed to its best interests; and
- c. In the case of criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

This indemnity shall not apply to liability of a director to the Corporation in connection with a proceeding by or in the right of the corporation, nor shall it apply where a director was adjusted liable on the basis that personal benefit was improperly received by the director.

9. Advance for Expenses. The Corporation may pay for or reimburse reasonable expenses incurred by a director, officer, employee, or agent who is a party to a proceeding in advance of a final disposition of that proceeding to the extent allowable by law.

10. Incorporator. The name and address of the Incorporator(s) is (Name(s)/Address(es)) Ken Ashworth 9350 Sun City Blvd., Suite 100, Las Vegas, Nevada 89134.

11. **Amendments.** These Articles of Incorporation may be altered, amended or repealed, and new Articles may be adopted at any regular meeting of the board of directors or at any special meeting of the board of directors if at least ten days written notice is given of the intention to alter, amend, or repeal or to adopt new Articles at the meeting, by affirmative majority vote, provided that a quorum is present.

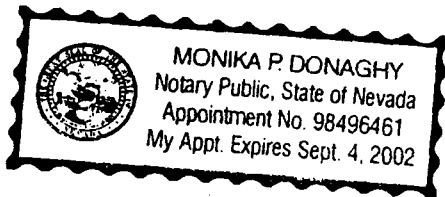
Ken Ashworth
Ken Ashworth
INCORPORATOR

9-27-99
DATE

Nevada
STATE OF CALIFORNIA)
) ss.
COUNTY OF Clark)

This instrument was acknowledged before me on this 27 day of September, 1999,
by Ken Ashworth, as incorporator of NORTHSTAR
COMMUNICATIONS, INC.

Monika Donaghy
NOTARY PUBLIC



**CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
NORTHSTAR COMMUNICATIONS, INC.**

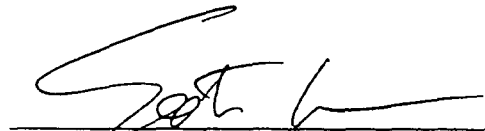
1. **Name of Corporation.** The Name of the Corporation is NorthStar Communications, Inc.
2. **Amendment.** Article 5 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"5. The purpose of the Corporation shall be to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Nevada."

3. **Shareholders Approval.** The shareholders of the Corporation consented to and approved the amendment by unanimous written consent in lieu of a meeting.

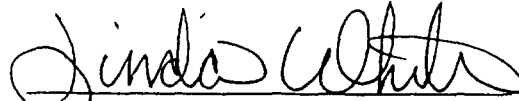
The undersigned declare under penalty of perjury under the laws of the State of Nevada that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

Date: September 6, 2000



Scott White, President

Date: September 6, 2000

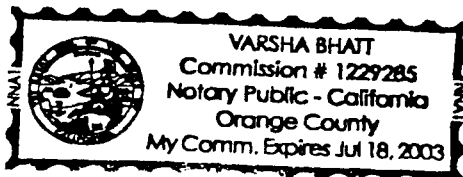


Linda White, Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On September 6th, 2000, before me, Varsha Bhatt, a Notary Public in and for said state, personally appeared Scott White and Linda White, personally ~~known to me or~~ proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



Varsha Bhatt
Notary Public

EXHIBIT B

CERTIFICATE OF AUTHORITY

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0502315.09



John Y. Brown III
Secretary of State
Received and Filed
09/19/2000 08:33 AM
Fee Receipt: 100.00
Pcraine - P101

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:

1. The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).

2. The name of the corporation is
NorthStar Communications, Inc.

3. The name of the corporation to be used in Kentucky is

4. Nevada is the state or country under whose law the corporation is incorporated.

5. September 28, 1999 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is
8275 S. Eastern Avenue, Suite 200, Las Vegas, NV 89123-2591

7. The street address of the corporation's registered office in Kentucky is
400 West Market Street, Suite 1800, Louisville, KY 40202
and the name of the registered agent at that office is
National Registered Agents, Inc.

8. The names and usual business addresses of the corporation's current officers and directors are as follows:

President	<u>Scott A. White</u>	<u>8275 S. Eastern Ave, Ste 200, Las Vegas, NV 89123-2591</u>
Vice President	_____	_____
Secretary	<u>Linda H. White</u>	<u>8275 S. Eastern Ave, Ste 200, Las Vegas, NV 89123-2591</u>
Treasurer	_____	_____
Directors	<u>Scott A. White</u>	<u>8275 S. Eastern Ave, Ste 200, Las Vegas, NV 89123-2591</u>
	<u>Linda H. White</u>	<u>8275 S. Eastern Ave, Ste 200, Las Vegas, NV 89123-2591</u>

9. 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.

10. A certificate of existence duly authenticated by the Secretary of State accompanies this application.

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

Scott A. White
Signature

Scott A. White, President
Type or Print Name & Title

Date: 9/13/00, 19__

I, National Registered Agents, Inc., consent to serve as the registered agent on behalf of the corporation.

Both Perrizo
Signature of Registered Agent
Both Perrizo, Assistant Secretary
Type or Print Name & Title

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



0502315.04

John Y. Brown III
Secretary of State
Received and Filed
09/19/2000 08:35 AM
Fee Receipt: \$20.00
Pcraine - C226

CERTIFICATE OF ASSUMED NAME

This certifies that the assumed name of
Small Business America

(Name under which the business will be conducted)

has been adopted by NorthStar Communications, Inc.

(Real name - KRS 365.016(1))

which is the "real name" of (YOU MUST CHECK ONE)

a Domestic General Partnership

a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

organized and existing in the state or country of Nevada, and whose address is

8275 S. Eastern Avenue, Suite 200, Las Vegas, NV 89123-2691

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Signature

Scott A. White, President

Print or type name and title

9/13/00

Date

Signature

Print or type name and title

Date

EXHIBIT C

AFFIDAVIT

AFFIDAVIT

State of California:

: ss.

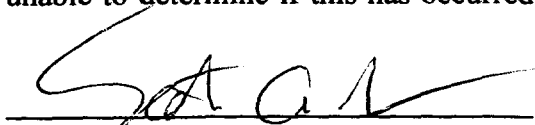
County of Orange:

Scott A. White, Affiant, being duly sworn according to law, deposes and says:

That he is the President of NorthStar Communications, Inc.;

That he is authorized to and does make this affidavit for said corporation;

That NorthStar Communications, Inc. has not offered intrastate service in Kentucky and does not have any presubscribed customers in Kentucky. However, there is a possibility of incidental calling card traffic by out-of-state customers traveling through Kentucky. At this time, we are unable to determine if this has occurred.

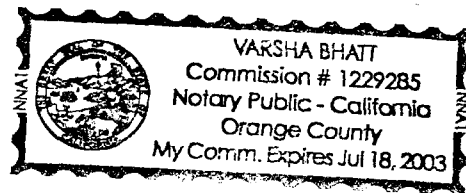


Signature of Affiant

Sworn and subscribed before me this 18th day of October, 2000.



Signature of official administering oath



My commission expires 7-18-2003.

EXHIBIT D

PROPOSED TARIFF