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March 15, 2001

05148360

Kentucky Public Service Commission
P. O. Box 615
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

RECEIVED

MAR 19 2001

Attention: Martin J. Huelsmann

PUBLIC SERVICE
COMMISSION

Re: Approval of Change of Name and the Transfer of a Tariff

Dear Mr. Huelsmann:

The purpose of this letter is to notify the Kentucky Public Service Commission ("Commission") of the change of name and transfer of the Tariff of St. Andrews Telecommunications, L.L.C. ("St. Andrews, L.L.C.") to St. Andrews Telecommunications, Inc. ("St. Andrews, Inc.").

By way of background, on July 29, 1999, St. Andrews, L.L.C. filed an application with the Commission to provide resold interexchange telecommunications services in Kentucky. The application included rate and tariff pages and rules and regulations tariff pages. **See Attachment A.** On August 28, 1999, the Commission approved St. Andrews, L.L.C.'s Tariff (Tariff #60-0894).

St. Andrews, L.L.C. was duly formed on February 20, 1996 under the laws of the State of Kansas. Clanton Enterprises, Inc. ("Clanton") was formed in Nevada on August 17, 1999. SAT Corporation, Inc. ("SAT") was formed on July 18, 2000 under the laws of the State of Kansas. On June 30, 2000, with the written permission of St. Andrews, L.L.C., Clanton changed its name to "St. Andrews Telecommunications, Inc." St. Andrews, Inc. is in good standing in the State of Nevada. **See Attachment B.** St. Andrews, Inc.'s registered agent in the state of Nevada is Gateway Enterprises, Inc.

On August 1, 2000, officers of St. Andrews, L.L.C. and SAT executed a Certificate of Merger acknowledging the merger of St. Andrews, L.L.C. into SAT. **See Attachment C.** On November 1, 2000, officers of SAT and St. Andrews, Inc. caused Articles and Certificate of Merger, acknowledging the merger of SAT into St. Andrews, Inc., to be filed with the Secretary of State for the State of Kansas. **See Attachment D.** St. Andrews, L.L.C. cancelled its qualification to do business in Kentucky effective December 27, 2000. On that same day, St. Andrews, Inc. was authorized to transact business in Kentucky. **See Attachment E.**

Kentucky Public Service Commission
Attention: Martin J. Huelsmann
March 15, 2001
Page 2

St. Andrews, Inc.'s operational plans are exactly the same as St. Andrews, L.L.C.'s. This includes a plan to provide direct dial (1+) service, inbound toll-free number service and travel card services for communications originating and terminating within the State of Kentucky. The same managers, directors, officers and technical experts that directed the operations for St. Andrews, L.L.C. now direct the operations of St. Andrews, Inc. St. Andrews, Inc.'s Tariff, with the exception of the name change, will remain exactly the same as the Tariff of St. Andrews L.L.C. **See Attachment F.**

It is the belief of each of the entities described herein that, pursuant to K.R.S. § 278.020(6)(b), all of the above referenced transactions are exempt from Commission approval requirements of K.R.S. § 278.020. St. Andrew's, Inc. would, however, request that the Commission acknowledge, in a form acceptable to the Commission, the transfer of the Tariff of St. Andrews, L.L.C. to St. Andrews, Inc.

I have enclosed 3 additional copies as required by the Commission and one return copy for our records. Will you please file stamp the return copy as received, and return it to me in the enclosed self-addressed, stamped envelope.

I thank you in advance for your prompt attention to this matter. You can reach me at the above-referenced address or telephone number should you have any further questions regarding the foregoing.

Very truly yours,

MORRISON & HECKER L.L.P.



Karen VanDusen

KVD/bat
Enclosures

cc: Marc Elkins (w/o attachments)
Allen Fender (w/o attachments)
Erin Marshall (w/o attachments)

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ATTACHMENT A

Application of St. Andrews, L.L.C. (without exhibits or attachments)

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the matter of the application of)
St. Andrews Telecommunications, L.L.C.,)
for a certificate of Public Convenience to)
Provide Telephone Service in the)
State of Kentucky)

Docket No. _____

KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
ST. ANDREWS TELECOMMUNICATIONS, L.L.C.

Comes now August John LaRocca of St. Andrews Telecommunications, L.L.C., a Limited Liability Company representing its intention to engage in the business of an Interexchange Service Provider in the State of Kansas under the business name of St. Andrews Telecommunications, L.L.C., in the State of Kentucky, and making claim that public convenience will be thereby promoted. Said applicant, for purposes of verification and in evidence of fitness to operate, offers the following information in support of the application:

1. The legal name and principal office or place of business of the Applicant are:

St. Andrews Telecommunications, L.L.C.
1611 St. Andrews Drive, Suite D
Lawrence, Kansas 66047
(785) 832•2121

A copy of Applicant's Articles of Organization and certificate of authority from the Kentucky Secretary of State to transact business in Kentucky are attached hereto as **Exhibit I**.

2. Representative for ongoing operations and correspondence:

Scott C. Stockwell, Attorney
Stockwell & Bringus, L.C.
1311 Wakarusa Drive, Suite 2100
Lawrence, Kansas 66049•3830
Telephone: (785) 842-1359
Facsimile: (785) 842-1361

Company Contact: Erin K. Marshall, Director of Operations
St. Andrews Telecommunications, L.L.C.
1611 St. Andrews Drive, Suite D
Lawrence, Kansas 66047
Telephone: (785) 832-2121
Facsimile: (785) 832-8226

St. Andrews Telecommunications, L.L.C., will bill customer directly from principal office:

1611 St. Andrews Drive, Suite D
Lawrence, Kansas 66047

The telephone number for customer inquires and complaints will be provided on the customer bill. The toll-free number for reaching St. Andrews Telecommunications, L.L.C., directly is 888-290-9908.

3. St. Andrews Telecommunications, L.L.C., has not provided service in Kentucky prior to filing this notice of intent. A notarized statement is attached as **Exhibit II**.
4. Applicant intends to provide operator assisted calling to its presubscribed Customers. In so doing, it is possible that it may provide service to traffic aggregators. In the event that the Applicant provides service to traffic aggregators, it will comply with the Commission's mandates in Administrative Case No. 330.
5. Attached in **Exhibit III** the proposed tariff of Applicant is submitted to become effective thirty (30) days after the date of this filing.

Respectfully submitted,

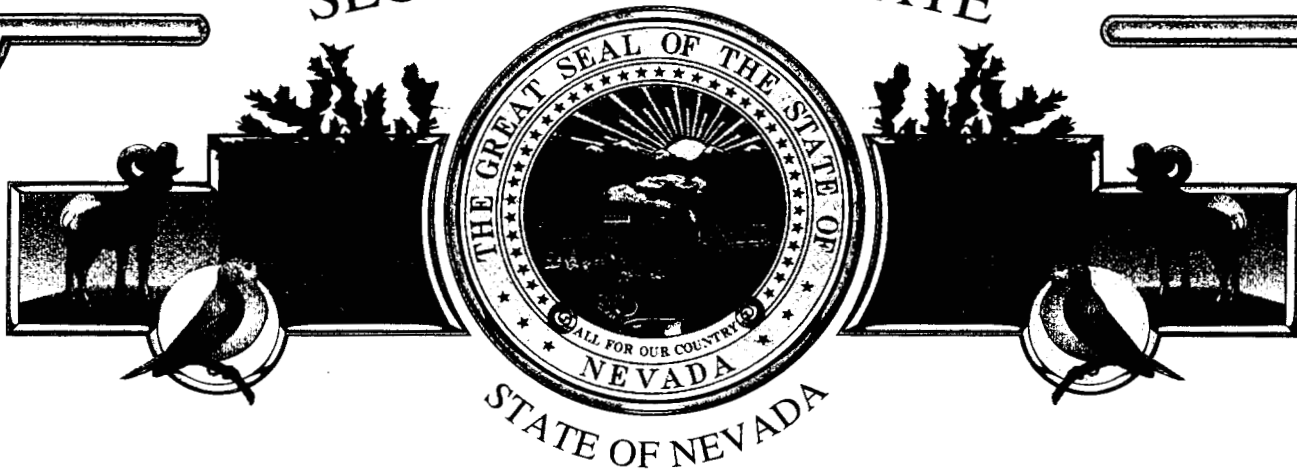


August John LaRocca
St. Andrews Telecommunications, L.L.C.
1611 St. Andrews Drive, Suite D
Lawrence, Kansas 66047

ATTACHMENT B

Nevada Certificate of Good Standing of St. Andrews, Inc.

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ST. ANDREWS TELECOMMUNICATIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 17, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 9, 2001.



Dean Heller

Secretary of State

By

Jacqueline Wynn
Certification Clerk

ATTACHMENT C

Merger Documentation – St. Andrews, L.L.C. into SAT

AGREEMENT OF MERGER OF ST. ANDREWS TELECOMMUNICATIONS, L.L.C.
CORPORATION, INC. INTO SAT CORPORATION, INC.

THIS PLAN AND AGREEMENT OF MERGER (hereafter called "this Agreement"), dated as of July 20, 2000, by and between SAT CORPORATION, INC., a Kansas Corporation, and ST. ANDREWS TELECOMMUNICATIONS, L.L.C., a Kansas Corporation, said Corporations being hereafter sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, SAT Corporation, Inc. is a Corporation duly organized and existing under the laws of the State of Kansas, having been incorporated on July 18, 2000; and

WHEREAS, St. Andrews Telecommunications, L.L.C. is a Kansas Limited Liability Company duly organized and existing under the laws of the State of Kansas, having been organized on or about February 20, 1996; and

WHEREAS, the authorized capital stock of SAT Corporation, Inc. consists of Twenty-five Million (25,000,000) shares of common stock, without par value of which One (1) share is outstanding; and

WHEREAS, the authorized capital stock of St. Andrews Telecommunications, L.L.C. as provided for in the Operating Agreement consists of Fifty Million (50,000,000) Membership Units, of which Seventeen Million Five Hundred Fifteen Thousand Five Hundred Fifty-five (17,515,555) Membership Units are outstanding; and

WHEREAS, the Boards of Directors of SAT Telecommunications, Inc. and the Managers of St. Andrews Telecommunications, L.L.C. deem it advisable for the general welfare and advantage of the Constituent Entities and their respective Stockholders and Members that the Constituent Entities merge into a single Corporation pursuant to this Agreement, and the Constituent Entities respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Kansas;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of Kansas, that the Constituent Entities shall be merged into a single Corporation, to-wit: SAT Corporation, Inc., a Kansas Corporation, one of the Constituent Entities, which shall continue its corporate existence and be the Corporation surviving the merger (said Corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, and keep and

perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I
Effective Time of the Merger

At the effective time of the Merger, the separate existence of St. Andrews Telecommunications, L.L.C., shall cease and St. Andrews Telecommunications, L.L.C., shall be merged into the Surviving Corporation. Consummation of this Agreement shall be effected on the date on which a copy of this Agreement is filed with the Secretary of State of Kansas, all after satisfaction of the requirements of the applicable laws of Kansas prerequisite to such filings.

ARTICLE II
Governing Law; Articles of Incorporation

The laws which are to govern the Surviving Corporation are the laws of the State of Kansas. The Articles of Incorporation of SAT Corporation, Inc., as heretofore amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with law.

ARTICLE III
Bylaws

The Bylaws of SAT Corporation, Inc., at the effective time of the Merger, shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV
Directors and Officers

The present Directors of SAT Corporation, Inc., at the effective time of the Merger, shall be the Directors of the Surviving Corporation until their respective successors are duly elected and qualified. The Board of Directors of the Surviving Corporation shall immediately select the officers of the Surviving Corporation.

ARTICLE V
Conversion of Shares in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Entities into shares of the Surviving Corporation are as follows:

1. SAT Corporation, Inc.'s Common Stock. None of the shares of Common Stock of SAT Corporation, Inc. issued at the effective time of the Merger shall be converted as a result of the Merger, but all of such shares shall remain issued shares of common stock of the Surviving Corporation.

2. St. Andrews Telecommunications, L.L.C.'s Membership Units. At the effective time of the Merger, all of the Membership Units of St. Andrews Telecommunications, L.L.C., issued and outstanding, shall be surrendered to the Surviving Corporation for cancellation. The Surviving Corporation shall issue, as consideration for this cancellation, a total of Seventeen Million Five Hundred Fifteen Thousand Five Hundred Fifty-five (17,515,555) shares of the common stock of the Surviving Corporation, with such shares to be issued pro rata, in proportion to each Stockholders' holdings in comparison to all the outstanding Membership Units in St. Andrews Telecommunications, L.L.C. Each Member of St. Andrews Telecommunications, L.L.C. shall receive One (1) share of common stock of the Surviving Corporation in exchange for each Membership Unit held by such member upon the effective date of the Merger..

ARTICLE VI
Effect of the Merger

At the effective time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises, both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to either of said Constituent Entities on whatever account, for stock as well as for all other things in action or belonging to each of said Constituent Entities, shall be vested in the Surviving Corporation, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation, as they were of the respective Constituent Entities, and the title to any real estate vested by deed or otherwise in either of said Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Entities shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent

Entities, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties has been incurred or contracted by the Surviving Corporation.

ARTICLE VII
Accounting Matters

The assets and liabilities of the Constituent Entities, as at the effective time of the Merger, shall be taken up on the books of the Surviving Corporation in the amounts at which they shall be carried at that time on the books of the respective Constituent Entities. The amount of capital of the Surviving Corporation after the Merger shall be equal to the sum of the aggregate amount of the par value of the common stock to be issued in the Merger and of the aggregate par value of the common stock that will remain issued upon the Merger. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used. Differences in the accounting procedures of the two Corporations shall be reconciled as determined by the Surviving Corporation.

ARTICLE VIII
Approval of Stockholders and Members; Filing of Agreement of Merger

This Agreement shall be submitted to the Stockholders and Members of each of the Constituent Entities as provided by law at meetings which shall be held on or before August 4, 2000. After such adoption and approval and subject to the conditions contained in this Agreement, this Agreement shall be signed by the President and Secretary of SAT Corporation, Inc. and the Operating Managers of St. Andrews Telecommunications, L.L.C. and acknowledged by each such Constituent Entity to be the act, deed and agreement of each such Constituent Entity, and the Agreement or a Certificate thereof, so certified and acknowledged shall be filed in the Office of the Secretary of State of Kansas.

ARTICLE IX
Representations and Warranties of the
Constituent Entities

The respective Constituent Entities represent and warrant to each other as follows:

1. Organization, Etc. Such Constituent Entity is duly organized, validly existing and in good standing under the laws of the State of Kansas. Each has power to carry on its business as it is now being conducted and is qualified to do business in every

jurisdiction in which the character and location of the assets owned by it or the nature of the business transacted by it require qualification. Each has the authorized and outstanding capital as set forth in this Agreement, and no options or obligations to issue additional capital stock to anyone.

2. List of Information; Financial Statements. Each Constituent Entity has delivered to the other a list of information concerning its assets, including accounts receivable and accounts payable dated the date hereof. The information set forth in such lists and copies of documents referred to in such lists and furnished to each other are complete and accurate.

3. Litigation and Proceedings. There is no suit, action or legal or administrative proceedings pending, or to the knowledge of either Constituent Entity, threatened, against it, which, if adversely determined, might materially and adversely affect the financial condition of the Constituent Entity or the conduct of its businesses, nor is there any decree, injunction or order of any court, governmental department or agency outstanding against either Constituent Entity having any such effect.


4. Material Contracts. The Constituent Entity is not in default in any material respect under the terms of any outstanding contract, agreement, lease or other commitment.

5. No Conflict with Other Instruments. At the effective time of the Merger, the consummation of the transactions contemplated by this Agreement will not result in the breach of any term or provision of or constitute a default under any indenture, mortgage, deed of trust or other material agreement or instrument to which the Constituent Entity is a party.

IN WITNESS WHEREOF, this Agreement has been signed by the Directors and/or Managers of each of the Constituent Entities pursuant to actions taken by their Boards of Directors at meetings held on July 20, 2000, and the corporate seals have been affixed hereto.

SAT CORPORATION, INC.
By Its' Directors:

Date: July 20, 2000



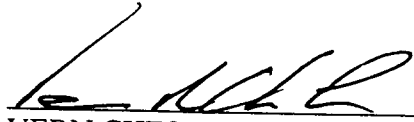
JAMES AUST

Date: July 20, 2000

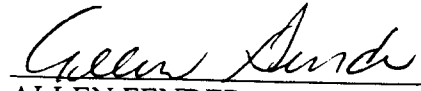


ROBERT BILLINGS

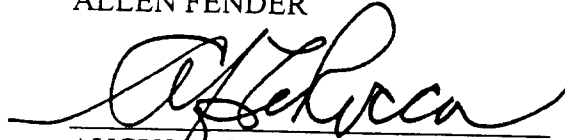
Date: July 20, 2000


VERN CHESBRO

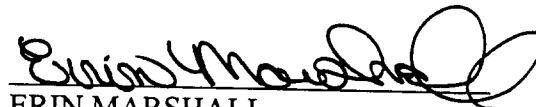
Date: July 20, 2000


ALLEN FENDER

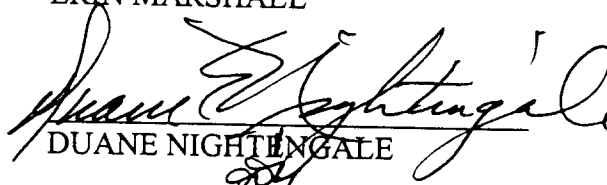
Date: July 20, 2000


AUGUST JOHN LA ROCCA

Date: July 20, 2000


ERIN MARSHALL

Date: July 20, 2000


DUANE NIGHTINGALE

ST. ANDREWS TELECOMMUNICATIONS, L.L.C.

Date: July 20, 2000


By: AUGUST JOHN LA ROCCA,
Operating Manager

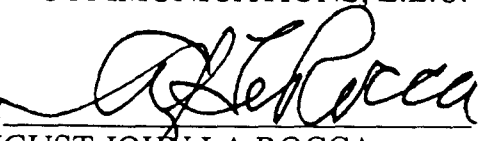
CERTIFICATE OF STOCKHOLDERS APPROVAL

The foregoing Plan and Agreement of Merger, after having been duly executed by the Directors of SAT Corporation, Inc. and St. Andrews Telecommunications, L.L.C., respectively, was submitted to the Stockholders and Members of the respective Entities pursuant to the requirements of K.S.A. 17-6701 and K.S.A. 17-7681. The undersigned Officers of the respective Entities do hereby certify that notice of the time, place and object of such Stockholders and Members meetings were given and the meetings were held on August 1, 2000. At said meeting, votes of the Stockholders and Members of each Entity were taken, and the appropriate officer of each such Entity certifies for his own Entity that the vote in favor of the Merger passed by the affirmative vote of the requisite majority of the issued and outstanding Shares and Membership Units being represented at such meeting.

SAT CORPORATION, INC.

By: 
STEPHANIE POPPE, Secretary

ST. ANDREWS
TELECOMMUNICATIONS, L.L.C.

By: 
AUGUST JOHN LA ROCCA,
Operating Manager

CERTIFICATION OF OFFICER

This Agreement of Merger, adopted by the Directors and Managers of the respective Constituent Entities and approved by Stockholders and Members vote, as shown above and certified, is hereby adopted and made effective as of August 1, 2000, pursuant to the actions taken by the respective Constituent Entities, and in witness whereof, this Agreement of Merger is signed by the President and Secretary of SAT Corporation, Inc. and the Operating Managers of St. Andrews Telecommunications, L.L.C.

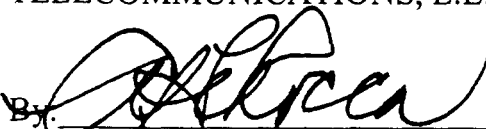
SAT CORPORATION, INC.

By: 
ALLEN FENDER, President

SAT CORPORATION, INC.

By: 
STEPHANIE POPPE, Secretary

ST. ANDREWS
TELECOMMUNICATIONS, L.L.C.

By: 
AUGUST JOHN LA ROCCA,
Operating Manager

STATE OF KANSAS)
) ss:
COUNTY OF DOUGLAS)

Personally appeared before me, a notary public in and for the County and State aforesaid, Allen Fender, President, and Stephanie Poppe, Secretary, of SAT Corporation, Inc., and August John LaRocca, Operating Manager of St. Andrew Telecommunications, L.L.C., who are personally known to me to be the same persons who executed the foregoing instrument of writing, and they duly acknowledged the execution of the same, and declare that they executed the Agreement on behalf of the respective Entities pursuant to the authority granted them.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal this 1st day of August, 2000.

John E. Larson
Notary Public

My commission expires:

JOHN E. LARSON
Notary Public
State of Kansas
My Appl. Exp. 11/06/02

233-485-2
290-227-8 (S)

SAT CORPORATION, INC.

CERTIFICATE OF MERGER

(Merging St. Andrews Telecommunications, L.L.C. into SAT Corporation, Inc.)

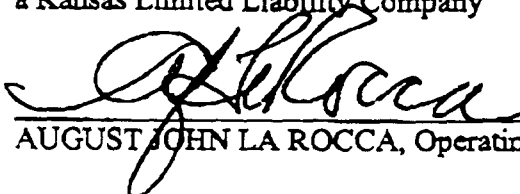
1. The constituent entities to the Merger are SAT Corporation, Inc., a Kansas Corporation and St. Andrews Telecommunications, L.L.C., a Kansas Limited Liability Company.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities on August 1, 2000 in accordance with the requirements of Kansas law, including the specific requirements of K.S.A. 17-7705 and the respective Articles of Incorporation and Bylaws of SAT Corporation, Inc. and the Operating Agreement of St. Andrews Telecommunications, L.L.C.
3. The effective date of the Merger shall be the date upon which this Certificate of Merger is filed in the Office of the Kansas Secretary of State.
4. The surviving entity of the Merger shall be SAT Corporation, Inc.
5. The name and address of the registered agent and registered office for SAT Corporation, Inc. in Kansas is John E. Larson, 7225 Renner Road, Suite 200, Shawnee, KS 66217.
6. The Articles of Incorporation and Bylaws of SAT Corporation, Inc. shall be the Articles of Incorporation and Bylaws of the surviving entity.
7. The executed Agreement of Merger is on file at the principal place of business of SAT Corporation, Inc., 1915 W. 24th Street, Lawrence, Kansas 66046.
8. A copy of the Agreement of Merger will be furnished by SAT Corporation, Inc., on request and without cost to any Stockholder or Member of either constituent entity.

FILED
OFFICE OF THE SECRETARY OF STATE
PR 8 10

We, the authorized representatives of the constituent entities, August John LaRocca, Operating Manager of St. Andrews Telecommunications, L.L.C. and Allen Fender, President and Stephanie Poppe, Secretary of SAT Corporation, Inc. declare under penalty of perjury that the above and foregoing Certificate of Merger is true and correct.

ST. ANDREWS TELECOMMUNICATIONS, L.L.C.,
a Kansas Limited Liability Company


Date: August 1, 2000


AUGUST JOHN LA ROCCA, Operating Manager

(S)

SAT CORPORATION, INC., a Kansas Corporation

Dated: August 1, 2000


ALLEN FENDER, President

Dated: August 1, 2000


STEPHANIE POPPE, Secretary

Incl. with...
copy...
copy...
copy...
Aug 2, 2000

ATTACHMENT D

Merger Documentation – SAT into St. Andrews, Inc.

AGREEMENT OF MERGER OF SAT CORPORATION, INC.
INTO ST. ANDREWS TELECOMMUNICATIONS, INC.

THIS PLAN AND AGREEMENT OF MERGER (hereafter called "this Agreement"), dated as of August 10, 2000, by and between SAT CORPORATION, INC., a Kansas Corporation, and ST. ANDREWS TELECOMMUNICATIONS, INC., a Nevada Corporation, said Corporations being hereafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, SAT Corporation, Inc. is a Corporation duly organized and existing under the laws of the State of Kansas, having been incorporated on July 18, 2000; and

WHEREAS, St. Andrews Telecommunications, Inc. is a Nevada Corporation duly organized and existing under the laws of the State of Nevada, having been incorporated on or about August 17, 1999; and

WHEREAS, the authorized capital stock of SAT Corporation, Inc. consists of Twenty-five Million (25,000,000) shares of common stock, without par value of which Seventeen Million Five Hundred Fifteen Thousand Five Hundred Fifty-five (17,515,555) shares are outstanding; and

WHEREAS, the authorized capital stock of St. Andrews Telecommunications, Inc. consists of Fifty Million (50,000,000) shares of common stock with a par value of One-Tenth of One Cent (\$.001) and Five Million (5,000,000) shares of preferred stock with a par value of One-Tenth of One Cent (\$.001). There are currently One Million Three Hundred Fifty Thousand (1,350,000) shares of common stock outstanding and St. Andrews Telecommunications, Inc. has initiated a Stock Option Plan under which up to Ten Million (10,000,000) Shares of common stock may be issued, currently there are a combined One Million Five Hundred Thousand (1,500,000) Shares of qualified and non-qualified stock options granted with an exercise price of One Dollar (\$1.00) per Share. St. Andrews Telecommunications, Inc. also has issued warrants entitling the holders to acquire Five Hundred Thousand Shares of common stock at a price of Two Dollars and Fifty Cents (\$2.50) per Share; and

WHEREAS, the Boards of Directors of SAT Corporation, Inc. and St. Andrews Telecommunications, Inc. deem it advisable for the general welfare and advantage of the Constituent Corporations and their respective Stockholders that the Constituent Corporations merge into a single Corporation pursuant to this Agreement, and the

Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the States of Kansas and Nevada;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Kansas and Nevada, that the Constituent Corporations shall be merged into a single Corporation, to-wit: St. Andrews Telecommunications, Inc., a Nevada Corporation, which shall continue its corporate existence and be the Corporation surviving the merger (said Corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, and keep and perform and the mode of carrying the same into effect are and shall be as hereafter set forth:

ARTICLE I
Effective Time of the Merger

At the effective time of the Merger, the separate existence of SAT Corporation, Inc., shall cease and shall be merged into the Surviving Corporation. Consummation of this Agreement shall be effected on the date on which a copy of this Agreement or an appropriate Certificate thereof is filed with the Secretary of the States of Kansas and Nevada, all after satisfaction of the requirements of the applicable laws of Kansas and Nevada prerequisite to such filings.

ARTICLE II
Articles of Incorporation

The Articles of Incorporation of St. Andrews Telecommunications, Inc., as heretofore amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with law.

ARTICLE III
Bylaws

The Bylaws of St. Andrews Telecommunications, Inc., at the effective time of the Merger, shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

ARTICLE IV
Directors and Officers

Upon the effective date of the Merger the Board of Directors of the Surviving Corporation shall be comprised of the following individuals:

ABE J. GUSTIN, JR., Chairman
JAMES AUST
ROBERT BILLINGS
VERN CHESBRO
ALLEN FENDER
AUGUST JOHN LA ROCCA
ERIN MARSHALL
DUANE NIGHTINGALE

And such Directors shall serve until their respective successors are duly elected and qualified. David C. Owen shall tender his resignation effective upon the conclusion of the Merger. The present officers of SAT Corporation, Inc., namely:

CEO	-	AUGUST JOHN LA ROCCA
President	-	ALLEN FENDER
Treasurer	-	ERIN MARSHALL
Secretary	-	STEPHANIE POPPE

shall be the officers of the Surviving Corporation until their respective successors are duly elected and qualified. The officers of St. Andrew Telecommunications, Inc. shall tender their resignation effective upon the conclusion of the Merger

ARTICLE V
Conversion of Shares in the Merger

The mode of carrying into effect the Merger provided in this Agreement, and the manner and basis of converting the shares of the Constituent Corporations into shares of the Surviving Corporation are as follows:

1. St. Andrews Telecommunications, Inc.'s Shares. None of the shares of common stock of St. Andrews Telecommunications, Inc. issued at the effective time of the Merger shall be converted as a result of the Merger, but all of such shares shall remain issued shares of common stock of the Surviving Corporation.

2. SAT Corporation, Inc.'s Common Stock. At the effective time of the Merger, all of the Shares of SAT Corporation, Inc., issued and outstanding, shall be surrendered to the Surviving Corporation for cancellation. The Surviving Corporation shall issue, as consideration for this cancellation, a total of Eight Million Seven Hundred Fifty-seven Thousand Seven Hundred Seventy-eight (8,757,778) shares of the common stock of the Surviving Corporation, with such shares to be issued pro rata, in proportion to each Stockholders' holdings in comparison to all the outstanding Shares in SAT Corporation, Inc. Each Stockholder of SAT Corporation, Inc shall receive One (1) share of common stock of the Surviving Corporation in exchange for each Two (2) Share held by such Stockholder upon the effective date of the Merger.

ARTICLE VI Effect of the Merger

At the effective time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises, both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock as well as for all other things in action or belonging to each of said Constituent Corporations, shall be vested in the Surviving Corporation, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation, as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties has been incurred or contracted by the Surviving Corporation.

ARTICLE VII Accounting Matters

The assets and liabilities of the Constituent Corporations, as at the effective time of the Merger, shall be taken up on the books of the Surviving Corporation in the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations. The amount of capital of the Surviving Corporation after the Merger shall be equal to the sum of the aggregate amount of the par value of the common

stock to be issued in the Merger and of the aggregate par value of the common stock that will remain issued upon the Merger. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used. Differences in the accounting procedures of the two Corporations shall be reconciled as determined by the Surviving Corporation.

ARTICLE VIII

Approval of Stockholders and Members: Filing of Agreement of Merger

This Agreement shall be submitted to the Stockholders and Members of each of the Constituent Corporations as provided by law at meetings which shall be held on or before September 5, 2000. After such adoption and approval and subject to the conditions contained in this Agreement, this Agreement shall be signed by the President and Secretary of SAT Corporation, Inc. and St. Andrews Telecommunications, Inc. and acknowledged by each such Constituent Corporation to be the act, deed and agreement of each such Constituent Corporation, and the Agreement or a Certificate thereof, so certified and acknowledged shall be filed in the Office of the Secretary of the States of Kansas and Nevada.

ARTICLE IX

Representations and Warranties of the Constituent Corporations

The respective Constituent Corporations represent and warrant to each other as follows:

1. Organization, Etc. Such Constituent Corporation is duly organized, validly existing and in good standing under the laws of their State of Incorporation. Each has power to carry on its business as it is now being conducted and is qualified to do business in every jurisdiction in which the character and location of the assets owned by it or the nature of the business transacted by it require qualification. Each has the authorized and outstanding capital as set forth in this Agreement, and no options or obligations to issue additional capital stock to anyone.

2. List of Information; Financial Statements. Each Constituent Corporation has delivered to the other a list of information concerning its assets, including accounts receivable and accounts payable dated the date hereof. The information set forth in such lists and copies of documents referred to in such lists and furnished to each other are complete and accurate.

3. Litigation and Proceedings. There is no suit, action or legal or administrative proceedings pending, or to the knowledge of either Constituent Corporation, threatened, against it, which, if adversely determined, might materially and adversely affect the financial condition of the Constituent Corporation or the conduct of its businesses, nor is there any decree, injunction or order of any court, governmental department or agency outstanding against either Constituent Corporation having any such effect.

4. Material Contracts. The Constituent Corporation is not in default in any material respect under the terms of any outstanding contract, agreement, lease or other commitment.

5. No Conflict with Other Instruments. At the effective time of the Merger, the consummation of the transactions contemplated by this Agreement will not result in the breach of any term or provision of or constitute a default under any indenture, mortgage, deed of trust or other material agreement or instrument to which the Constituent Corporation is a party.

IN WITNESS WHEREOF, this Agreement has been signed by the Directors of each of the Constituent Corporations pursuant to actions taken by their Boards of Directors at meetings held on August 10, 2000, and the corporate seals have been affixed hereto.

SAT CORPORATION, INC.

By Its' Directors:

Date: August 10, 2000



JAMES AUST

Date: August 10, 2000



ROBERT BILLINGS

Date: August 10, 2000



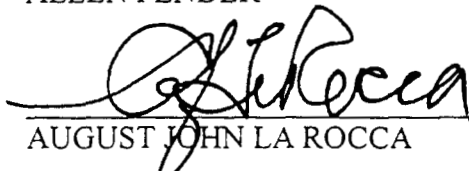
VERN CHESBRO

Date: August 10, 2000



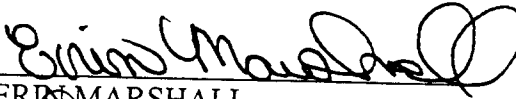
ALLEN FENDER

Date: August 10, 2000

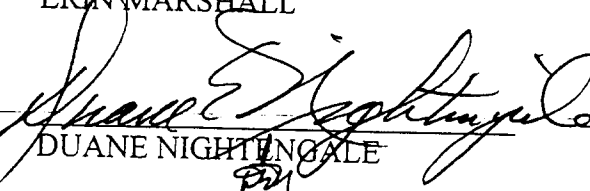


AUGUST JOHN LA ROCCA

Date: August 10, 2000


ERIN MARSHALL

Date: August 10, 2000

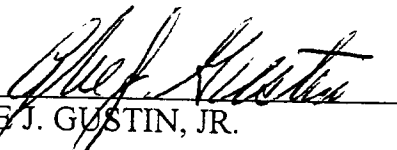

DUANE NIGHTINGALE

St. Andrews Telecommunications, Inc.
By Its' Directors:

Date: August 10, 2000


DAVID C. OWEN

Date: August 10, 2000


ABE J. GUSTIN, JR.


CERTIFICATE OF STOCKHOLDERS APPROVAL

The foregoing Plan and Agreement of Merger, after having been duly executed by the Directors of SAT Corporation, Inc. and St. Andrews Telecommunications, Inc., respectively, was submitted to the Stockholders and Members of the respective Corporations pursuant to the requirements of Kansas and Nevada Law. The undersigned Officers of the respective Corporations do hereby certify that notice of the time, place and object of such Stockholders and Members meetings were given and the meetings were held on September 5, 2000 or previously upon the unanimous consent of the Stockholders in lieu of a meeting. At said meeting, votes of the Stockholders of each Corporation were taken, and the appropriate officer of each such Corporation certifies for his own Corporation that the vote in favor of the Merger passed by the affirmative vote of the requisite majority of the issued and outstanding Shares and Shares being represented at such meeting.

SAT Corporation, Inc.

By: 
STEPHANIE POPPE, Secretary

St. Andrews Telecommunications, Inc.

By: 
DAVID C. OWEN, secretary

CERTIFICATION OF OFFICERS

This Agreement of Merger, adopted by the Directors and Managers of the respective Constituent Corporations and approved by Stockholders vote, as shown above and certified, is hereby adopted and made effective as of September 5, 2000, pursuant to the actions taken by the respective Constituent Corporations, and in witness whereof, this Agreement of Merger is signed by the President and Secretary of SAT Corporation, Inc. and St. Andrews Telecommunications, Inc.

SAT CORPORATION, INC.

By: 
ALLEN FENDER, President

SAT Corporation, Inc.

By: *Stephanie Poppe*
STEPHANIE POPPE, Secretary

St. Andrews Telecommunications, Inc.

By: *David C. Owen*
DAVID C. OWEN, President

St. Andrews Telecommunications, Inc.

By: *David C. Owen*
DAVID C. OWEN, Secretary

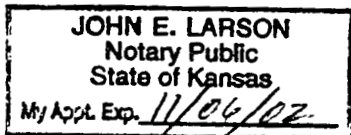
STATE OF KANSAS)
) ss:
COUNTY OF DOUGLAS)

Personally appeared before me, a notary public in and for the County and State aforesaid, Allen Fender, President, and Stephanie Poppe, Secretary, of SAT Corporation, Inc., and David C. Owen, President and Secretary of St. Andrew Telecommunications, Inc., who are personally known to me to be the same persons who executed the foregoing instrument of writing, and they duly acknowledged the execution of the same, and declare that they executed the Agreement on behalf of the respective Corporations pursuant to the authority granted them.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal this 5th day of September, 2000.

John E. Larson
Notary Public

My commission expires:



240-227-8
NGS

FILED # 02020199

ST. ANDREWS TELECOMMUNICATIONS, INC.
ARTICLES AND

DEC 27 2000

CERTIFICATE OF MERGER

(Merging SAT Corporation, Inc. into St. Andrews Telecommunications, Inc.)

OFFICE OF
461
SECRETARY OF STATE

1. The constituent entities to the Merger are SAT Corporation, Inc., a Kansas Corporation and St. Andrews Telecommunications, Inc., a Nevada Corporation.
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities on September 5, 2000 in accordance with the requirements of Kansas and Nevada law, and the respective Articles of Incorporation and Bylaws of SAT Corporation, Inc. and St. Andrews Telecommunications, Inc.
3. The effective date of the Merger shall be the date upon which this Certificate of Merger is filed in the Offices of the Secretary of the State of Kansas and Nevada.
4. The surviving entity of the Merger shall be St. Andrews Telecommunications, Inc.
5. The name and address of the registered agent and registered office for St. Andrews Telecommunications, Inc. in Nevada is Gateway Enterprises, Inc., 3230 East Flamingo Road, Suite 156, Las Vegas, Nevada 89121. St. Andrews Telecommunications, Inc. irrevocably appoints the Kansas Secretary of State to accept service of process upon its' behalf in the State of Kansas.
6. The Articles of Incorporation and Bylaws of St. Andrews Telecommunications, Inc. shall be the Articles of Incorporation and Bylaws of the surviving entity.
7. The executed Agreement of Merger is on file at the principal place of business of St. Andrews Telecommunications, Inc., 1915 W. 24th Street, Lawrence, Kansas 66046.
8. A copy of the Agreement of Merger will be furnished by St. Andrews Telecommunications, Inc., on request and without cost to any Stockholder of either constituent entity.

SECRETARY OF STATE
KANSAS
FILED
NOV 21
PM 2:11

We, the authorized representatives of the constituent entities, David C. Owen, President and Secretary of St. Andrews Telecommunications, Inc. and Allen Fender, President and Stephanie Poppe, Secretary of SAT Corporation, Inc. declare under penalty of perjury that the above and foregoing Certificate of Merger is true and correct.

ST. ANDREWS TELECOMMUNICATIONS, INC.
a Nevada Corporation

Date: September 5, 2000


DAVID C. OWEN, President

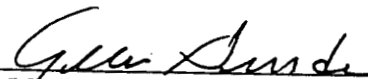
Date: September 5, 2000



DAVID C. OWEN, Secretary

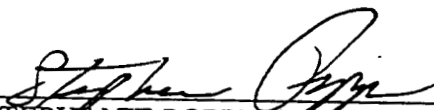
SAT CORPORATION, INC., a Kansas Corporation

Dated: September 5, 2000



ALLEN FENDER, President

Dated: September 5, 2000



STEPHANIE POPPE, Secretary

I hereby certify this to be a true and
correct copy of the original on file.
Certified on this date: *Sept 12 2000*
Ron Thornburgh, Secretary of State

ATTACHMENT E

Qualification to do Business in Kentucky



John Y. Brown III
Secretary of State
Received and Filed
12/27/2000 01:52 PM
Fee Receipt: \$40.00
Radler-L904

**JOHN Y. BROWN III
SECRETARY OF STATE**

**FOREIGN LIMITED LIABILITY COMPANY
APPLICATION FOR CERTIFICATE OF WITHDRAWAL**

Pursuant to the provisions of Chapter 275 of the Kentucky Revised Statutes, the undersigned hereby applies for a Certificate of Withdrawal on behalf of said limited liability company and for that purpose submits the following statements:

- The name of the limited liability company is
St. Andrews Telecommunications, L.L.C.
(exact name or fictitious name adopted for use in Kentucky)
- The state or country of organization is Kansas
- The limited liability company is not transacting business in Kentucky.
- The limited liability company hereby surrenders its authority to transact business in Kentucky.
- The limited liability company hereby revokes the authority of its registered agent in Kentucky to accept service of process on its behalf and hereby appoints the Secretary of State as its agent for service of process in any proceeding based upon any cause of action arising during the time it was authorized to transact business in Kentucky.
- The mailing address to which the Secretary of State may mail a copy of any process served on the Secretary of State is
1915 W. 24th Street, Lawrence, KS 66046
- The limited liability company hereby commits to notify the Secretary of State in the future of any change in its mailing address.

Dated: Dec 16, 2000

August John LaRocca
Signature

August John LaRocca, Manager

Type or Print Name & Title
Document No.: DN2001000994
Lodged By: MAIL FEDEX 64905-64906
Recorded On: 01/04/2001 08:31:07
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Hoisclaw-JEFF CO KY
Deputy Clerk: KELMAL

(SEE REVERSE SIDE FOR INSTRUCTIONS)

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0507654.09



John Y. Brown III
Secretary of State
Received and Filed
12/27/2000 01:54 PM

APPLICATION FOR CERTIFICATE OF AUTHORITY

Fee Receipt: \$90.00
Radler-P101

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 St. Andrews Telecommunications, 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.
(If "real name" is unavailable for use)

5. 08/17/1999 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is
1915 West 24th Street, Lawrence, KS 66046

7. The street address of the corporation's registered office in Kentucky is
c/o E T Corporation System, Kentucky Home Life Building, Louisville, KY 40202

and the name of the registered agent at that office is
CT Corporation System

8. The names and usual business addresses of the corporation's current officers and directors are as follows:
President See attachment
Vice President _____
Secretary _____
Treasurer _____
Directors _____

(Attach a continuation sheet, if necessary)

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: _____
(Delayed effective date and/or time)

Allen Fender
Signature

Allen Fender, President
Type or Print Name & Title

Date: 12-6, 20 00

I, CT Corporation System consent to serve as the registered agent on behalf of the corporation.
Type or print name of registered agent

By: See Attached
Signature of Registered Agent
Type or Print Name & Title

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE

0507654.09



John Y. Brown III
Secretary of State
Received and Filed
12/27/2000 01:54 PM
Fee Receipt: \$90.00
Ridler-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
St. Andrews Telecommunications, 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.
(If "real name" is unavailable for use)

5. 08/17/1999 is the date of incorporation and the period of duration is Perpetual

6. The street address of the corporation's principal office is

1915 West 24th Street, Lawrence, KS 66046

7. The street address of the corporation's registered office in Kentucky is

c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 40202

and the name of the registered agent at that office is

C T Corporation System

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

President See attachment

Vice President _____

Secretary _____

Treasurer _____

Directors _____

(Attach a continuation sheet, if necessary)

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:

(Delayed effective date and/or time)

Allen Fender
Signature

Allen Fender, President

Type or Print Name & Title

Date: 12-6, 20 00

C T Corporation System
Type or Print Name of registered agent

_____ consent to serve as the registered agent on behalf of the corporation.

Signature of Registered Agent

By: See Attached

Type or Print Name & Title

(See attached sheet for instructions)

OFFICER/DIRECTOR LIST
FOR
ST. ANDREWS TELECOMMUNICATIONS, INC.

President:

Allen Fender
709 N. 1532 Road
Lawrence, Kansas 66049

Secretary:

Stephanie Poppe
4691 Colorado Road
Pomona, Kansas 66049

Treasurer:

Erin Marshall
P.O. Box 3112
Lawrence, Kansas 66049

Director:

Interwest Transfer Company
1981 E. Murray Holladay Road
Suite 100
Salt Lake City, Utah 66049

Document No.: DN2001000993
Lodged By: MAIL FEDEX 64905-64906
Recorded On: 01/04/2001 08:30:54
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: KELMAL

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



BOOK 0569 PAGE 0265

STATEMENT OF CONSENT OF REGISTERED AGENT

Pursuant to the provisions of KRS Chapter 271B, 273, 275 or 362, the undersigned hereby consents to act as registered agent on behalf of the business entity named below and for that purpose submits the following statements:

1. The business entity is a corporation (KRS 271B or KRS 273)
 a limited liability company (KRS 275)
 a limited partnership (KRS 362)
2. The name of the business entity is
St. Andrews Telecommunications, Inc.
3. The state or country of incorporation, organization or formation is NY
4. The name of the initial registered agent is
C T CORPORATION SYSTEM
5. The street address of the registered office address in Kentucky is
c/o C T Corporation System, Kentucky Home Life Building, Louisville, KY 40202

C T CORPORATION SYSTEM

Susan J. Metz
Signature of registered agent

Susan J. Metz
Assistant Secretary

Date: _____ 19__

END OF DOCUMENT

CT CORPORATION SYSTEM

January 9, 2001

Kim Cheney
Morrison Hecker
2600 Grand Ave.
Kansas City MO 64108

Re: **St Andrews Telecommunications**
Order #:

Dear Kim:

As requested, the qualification and cancellation for the above named company were filed and recorded in the State of Kentucky on the dates indicated on the evidence. Evidence of these filings are enclosed.

We appreciate this opportunity to be of service.

Very truly yours,



Trish Munsell
Customer Specialist

enc.

120 South Central Avenue
Suite 400
Clayton, MO 63105
Tel. 314 863 1119
Fax 314 863 0794

ATTACHMENT F

Tariff of St. Andrews, Inc.