

**Lance J.M. Steinhart**  
Attorney At Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

February 25, 1998

**VIA AIRBORNE EXPRESS**

Mr. John C. Crary  
Secretary  
State of New York  
Department of Public Service  
Public Service Commission  
Three Empire State Plaza  
Albany, New York 12223

Re: National Telecom, Inc.

Dear Mr. Crary:

On behalf of National Telecom, Inc., enclosed please find one original and four (4) copies of National Telecom, Inc.'s Petition for a Certificate of Public Convenience and Necessity as a Reseller of Telephone Services.

This filing includes a tariff consisting of sheets 1 through 32 bearing an issue date of February 26, 1998 and an effective date of May 27, 1998. National Telecom, Inc. hereby requests that its tariff become effective on the earliest possible date following certification.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions, or if I may provide you with additional information, please do not hesitate to call me.

Respectfully submitted,



Lance J.M. Steinhart

Attorney for National Telecom, Inc.

Enclosures

cc: Thomas Mitchell

1998 FEB 26 AM 10:19  
COMMUNICATIONS  
REGISTRATION  
SECTION

STATE OF NEW YORK  
PUBLIC SERVICE COMMISSION

In the Matter of the Petition )  
of National Telecom, Inc. )  
for a Certificate of Public )  
Convenience and Necessity as ) Case No. \_\_\_\_\_  
a Reseller of Telephone )  
Services Under Section 99 )  
of the Public Service Law and )  
Section 21.7 of the Rules and )  
Regulations of the New York )  
Public Service Commission )

PETITION FOR A CERTIFICATE  
OF PUBLIC CONVENIENCE AND NECESSITY

National Telecom, Inc. (hereinafter "NTI" or "Applicant") hereby petitions the Public Service Commission of the State of New York ("PSC") for the issuance of a Certificate of Public Convenience and Necessity pursuant to Section 99, New York Public Service Law, and Section 21.7 of the Rules and Regulations of the PSC authorizing NTI to resell all forms of telephone service in the State of New York. Pursuant to Section 21.7 of the PSC's Rules and Regulations, the following information is provided:

Name and Address of Applicant

The full name of applicant is National Telecom, Inc. Its business address and principal office is located at 2235 East Flamingo Road, Suite 404, Las Vegas, Nevada 89119. The President of the Applicant is Thomas Mitchell, who may be reached at (702) 735-1578. All correspondence should be sent to Lance J.M. Steinhart, Attorney at Law, 6455 East Johns Crossing, Suite 285, Duluth, GA 30097, attorney for Applicant, who may be reached at (770) 232-9200.

**Certificate of Incorporation**

Applicant was incorporated in the State of Nevada on October 20, 1997. A copy of NTI's Articles of Incorporation is attached hereto as Exhibit A. NTI has applied for a Certificate of Authority from the Department of State and a copy of its application is attached hereto as Exhibit B.

**The Service to be Offered by Applicant and the Territory to be Served**

NTI intends to subscribe to and resell various forms of telephone service within the State of New York, including resold local exchange service, as well as interstate services and facilities. NTI does not now plan to own its own switching facilities or other equipment in the State of New York. Services will be provided through facilities or capacity obtained from other authorized carriers. Customer traffic will be routed to the facilities of certificated underlying carriers whose service is most advantageous technically and economically to the customers of NTI. The Applicant is not currently operating in New York as a reseller of telephone service, and has not been the subject of any slamming complaints in any other jurisdiction.

**Proposed Tariff**

NTI's proposed tariff is attached hereto as Exhibit C.

**Competition Will Be Enhanced By The Applicant's Offerings**

NTI's resale of telephone service will enhance competition for such services in the area to be served. Competition will be enhanced by the addition of more competition for the telecommunications providers and resellers in the area to be served. The introduction of NTI's service will promote competition and lead to greater efficiencies and more rapid introduction of new technology in the use of telephone service. The granting of a Certificate of Public Convenience and Necessity to NTI will enhance competition and will be in the public interest.

**Expedited Consideration**

NTI will be prepared to offer resale service in the very near future and is desirous of being licensed to do so at the earliest possible date. Therefore, it is requested that his Petition be given expeditious treatment.

In view of the foregoing, NTI respectfully requests that the PSC grant this Petition inasmuch as its offering of telecommunication services will enhance competition in the area to be served and will be otherwise in the public interest.

Respectfully submitted,

National Telecom, Inc.

By: \_\_\_\_\_  
Lance J.M. Steinhart, Esq.  
Its Counsel

Duluth, Georgia  
\_\_\_\_\_, 19\_\_

LIST OF EXHIBITS

Articles of Incorporation

Department of State Application

Proposed Tariff

Articles of Incorporation

# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that NATIONAL TELECOM, INC. did on October 20, 1997 file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on October 21, 1997.

*Dean Heller*

Secretary of State

By *Jandra Pestana*

Certification Clerk



RECEIVED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

ARTICLES OF INCORPORATION

OCT 20 1997

OF

DEAN HELLER SECRETARY OF STATE

NATIONAL TELECOM INC.

No.

C23241-97

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, have this day voluntarily associated myself for the purpose of forming a corporation under and by virtue of the laws of the State of Nevada; and I do hereby state and certify:

I

The name of the corporation is: NATIONAL TELECOM, INC.

II

The Resident Agent of the corporation shall be NORMAN H. SPRINGER, ESQ., whose address within the State of Nevada is 431 So. Sixth St., Las Vegas, Nevada 89101. Offices for the transaction of any business for the corporation, and where the meetings of the Board of Directors and of the stockholders may be held, may be established and maintained in any other part of the State of Nevada, or in any other State, territory or possession of the United States, or in any foreign country, as the Board of Directors may from time to time determine.

III

This corporation is authorized to engage in any



activity permitted by law.

IV

The total authorized capital stock of this corporation shall consist of 2,500 shares of common stock of a single class, each share having a par value of \$0.00 Dollars. All of the voting power of the capital stock of this corporation shall reside in the common stock. No capital stock of this corporation shall be subject to assessment.

V

The members of the governing board of this corporation shall be styled directors, and pursuant to NRS 78.115, shall consist of at least one director, the exact number of directors to be determined by the By-Laws of the corporation. The initial board of directors shall consist of one person, whose name and address is as follows:

NAME	ADDRESS
THOMAS N. MITCHELL	17 Crown Valley Drive Henderson, NV 89014

VI

This corporation is to have a perpetual existence.

VII

The name and address of the incorporator of this corporation is as follows:

NAME	ADDRESS
THOMAS N. MITCHELL	17 Crown Valley Drive

Henderson, NV 89014

VIII

Pursuant to NRS 78.037, a Director or officer of a corporation shall not be liable personally to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer for any matter except, (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (b) the payment of dividends in violation of NRS 78.300.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE Articles of Incorporation of NATIONAL TELECOM, INC., on this 17th day of October, 1997.

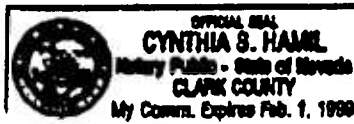
*Thomas N. Mitchell*

THOMAS N. MITCHELL

Subscribed and Sworn to before me this 17th day of October, 1997.

*Cynthia S. Hamel*

Notary Public in and for said county and state.



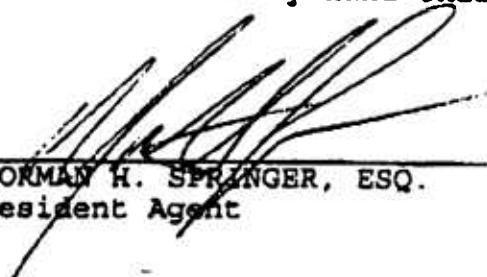
CERTIFICATE OF ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

In the matter of NATIONAL TELECOM, INC., I, NORMAN H. SPRINGER, ESQ., with address at 431 So. Sixth St., Town of Las Vegas, County of Clark, 89101, State of Nevada, hereby accept the appointment as Resident Agent of the above-entitled corporation in accordance with NRS 78.090.

Furthermore, that the mailing address for the

above registered office is 431 So. Sixth St., Las Vegas,  
89101, State of Nevada.

IN WITNESS WHEREOF, I hereunto set my hand this  
17th day of October, 1997.



NORMAN H. SPRINGER, ESQ.  
Resident Agent

Department of State Application

**Application For Authority Of**  
National Telecom, Inc.  
under Section 1304 of the Business Corporation Law

**TO THE DEPARTMENT OF STATE OF THE STATE OF NEW YORK:**

Application is hereby made by the corporation above named, a foreign corporation, for authority to do business in the State of New York.

(1) The name of the corporation in the jurisdiction of its incorporation is

National Telecom, Inc.

*In the State of New York the corporation will use the fictitious name\**

*This name is fictitious because the name the corporation uses in its original jurisdiction is unavailable in New York State.*

(2) The jurisdiction of its incorporation is

Nevada

and the date of its incorporation is

October 20, 1997

(3) The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Article 13 of the Business Corporation Law, except that is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

The aforesaid business is authorized in the jurisdiction of its incorporation.

(4) The office of the corporation, within the State of New York, is to be located in the County of  
New York County

(5) *The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is\**

2235 East Flamingo Road, Suite 404, Las Vegas, Nevada 89119

(6) *The corporation (if it is to have a registered agent) designates*

(Name and Address)

*as its registered agent upon whom process against it may be served within the State of New York.*

(7) *\*\*The corporation has not since its incorporation or since the date its authority to do business in the State of New York was last surrendered, engaged in any activity in this state except as set forth in Section 1301(b) of the Business Corporation Law.*

*\*\*The consent of the State Tax Commission of the State of New York to the filing of this application, is attached hereto.*

*Annexed to opposite page is a certificate by an authorized officer of the jurisdiction of its incorporation that the corporation is an existing corporation.*

*\*May be within or without the state.*

*\*\*Strike out inapplicable statement. To obtain consent of the State Tax Commission submit the application to the Department of Taxation and Finance, Corporation Tax Bureau, State Campus Building, Albany, New York 12226.*

# 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, and limited-liability partnerships 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, **NATIONAL TELECOM, 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 October 20, 1997, 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 19, 1998.



*Dean Heller*  
Secretary of State

By *Jacqueline Curry*  
Certification Clerk

STAPLE CERTIFICATE OF EXISTENCE TO THIS PAGE  
(SUCH CERTIFICATE MUST HAVE DATE OF INCORPORATION STATED THEREON)



IN WITNESS WHEREOF, this application has been subscribed this 19th day of  
February 19 98 by the undersigned who affirms that the statements made herein are true  
under the penalties of perjury.

Thomas Mitchell, President

Print or Type Title and Name of Officer or Attorney-in-Fact

*Thomas Mitchell*

Signature

---

**APPLICATION FOR AUTHORITY OF**

National Telecom, Inc.

*under Section 1304 of the Business Corporation Law*

---

**Filed By:** Lynn Burlingame

**Address:** c/o Lance J.M. Steinhart  
Attorney at Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097