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KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (616) 381-8844
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RECEIVED

JUL 17 2000
PUBLIC SERVICE
COMMISSION

GEORGE H. LENNON
DAVID G. CROCKER
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER

BLAKE D. CROCKER
ROBERT M. TAYLOR
PATRICK D. CROCKER
ANDREW J. VORBRICH†
ROBERT G. LENNON††

OF COUNSEL

VINCENT T. EARLY
THOMPSON BENNETT
JOHN T. PETERS, JR.

JOSEPH J. BURGIE
(1926 - 1992)

† Also admitted in Iowa
†† Also admitted in New York, Illinois and Washington, D.C.

July 14, 2000

Mr. Don Mills
Commonwealth of Kentucky
Public Service Commission
730 Schenkel Lane
Frankfort, Kentucky 40602

05154900 0510

RE: Ntegrity Telecontent Services, Inc.

Dear Mr. Mills:

Enclosed herewith for filing with the Kentucky Public Service Commission please find an original and three (3) copies of the above captioned corporation's NOTICE OF INTENT TO PROVIDE SERVICE within the State of Kentucky.

Enclosed you will find an exact duplicate of this filing. Please stamp the duplicate received and return same in the self-addressed, pre-stamped envelope attached thereto.

Should you have any questions, please contact the undersigned.

Very truly yours,

EARLY, LENNON, PETERS & CROCKER, P.L.C.

Patrick D. Crocker
PDC/pas

**KENTUCKY NOTICE OF INTENT TO PROVIDE SERVICE
OF
NTEGRITY TELECONTENT SERVICES, INC.**

NTEGRITY TELECONTENT SERVICES, INC. submits this notice of intent to provide long distance telecommunications services, including operator services, to customers within the Commonwealth of Kentucky, stating as follows:

1. The name, address and telephone number of the company is:

NTEGRITY TELECONTENT SERVICES, INC.
250 S. President Street
Baltimore, MD 21202
(410) 528-8900

2. Articles of Incorporation - See **Exhibit A**.
3. Authorization to Conduct business in Kentucky - See **Exhibit B**.
4. Representative for ongoing operations and correspondence:

Questions concerning this application and tariff should be directed to:

Patrick D. Crocker
Early, Lennon, Peters, & Crocker, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
Telephone: (616) 381-8844
Facsimile: (616) 349-8525

Company Contact:

Keith Machen
NTEGRITY TELECONTENT SERVICES, INC.
250 S. President Street
Baltimore, MD 21202
(410) 528-8900

Kentucky Notice of Intent to Provide Service
NTEGRITY TELECONTENT SERVICES, INC.
page 2 of 2

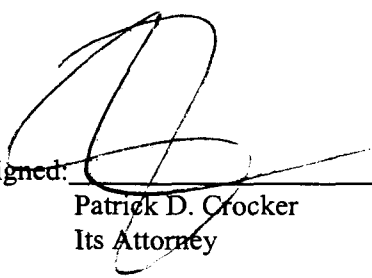
4. Representative for ongoing operations and correspondence, (cont'd.):

Customer Service: Billing inquiries residential and business customers will be handled by Sarah O'Laughlin. The telephone number for Customer inquiries and complaints will be provided on the Customer bill. The toll-free number for reaching the Company directly is (877) 551-5517.

5. NTEGRITY TELECONTENT SERVICES, INC. has not provided service in Kentucky prior to filing this notice of intent. See notarized statement attached hereto as **Exhibit C**.

6. NTEGRITY TELECONTENT SERVICES, INC. does not intend to provide operator assisted calling to its presubscribed Customers.

7. The proposed tariffs of NTEGRITY TELECONTENT SERVICES, INC. shall become effective 30 days after the date of this filing. See **Exhibit D**.

Signed: 

Patrick D. Crocker
Its Attorney

EXHIBIT A



MAR 13 1998

(For filing office use)

Secretary of State

(For filing office use)

No. 15498-98

IMPORTANT: Read instructions on reverse side before completing this form.
TYPE OR PRINT (BLACK INK ONLY)

Dean Hill
DEAN HILLER, SECRETARY OF STATE

1. NAME OF CORPORATION: INTEGRITY TELECONMENT SERVICES, INC.
2. RESIDENT AGENT: (designated resident agent and his STREET ADDRESS in Nevada where process may be served)

Name of Resident Agent: The Corporation Trust Company of Nevada

Street Address: One East First Street Reno, Nevada 89501
Street No. Street Name City Zip

3. SHARES: (number of shares the corporation is authorized to issue)
Number of shares with par value: _____ Par Value: _____ Number of shares without par value: 4,000,000

4. GOVERNING BOARD: Shall be styled as (check one): Directors _____ Trustees _____

The FIRST BOARD OF DIRECTORS shall consist of 2 members and the names and addresses are as follows (attach additional pages if necessary):

DIAYNE E. GOLDSMITH 1465 Clark Street Chicago IL 60603
Name Address City/State/Zip

A. KEITH MACHEN 401 E. 32nd Street, Chicago, IL 60616
Name Address City/State/Zip

5. PURPOSE (optional - see reverse side): The purpose of the corporation shall be:

6. OTHER MATTERS: This form includes the minimal statutory requirements to incorporate under NRS 78. You may attach additional information pursuant to NRS 78.037 or any other information you deem appropriate. If any of the additional information is contradictory to this form it cannot be filed and will be returned to you for correction. Number of pages attached _____

7. SIGNATURES OF INCORPORATORS: The names and addresses of each of the incorporators signing the articles: (signature must be notarized)
(Attach additional pages if there are more than two incorporators.)

JEROME A. STEGAN, ESQ.

Name (print) _____

111 West Washington St, Suite 1700

Address Chicago, IL 60602 City/State/Zip

Jerome A. Stegan
Signature

State of Illinois County of Cook

This instrument was acknowledged before me on

March 12, 19 98, by

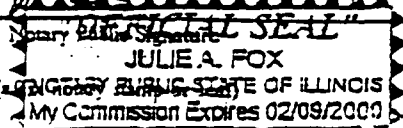
Jerome A. Stegan

Name of Person

as incorporator INTEGRITY TELECONMENT SERVICES, INC.

of _____
(name of party on behalf of whom instrument was executed)

Julie A. Fox



Name (print) _____

Address _____ City/State/Zip

Signature _____

State of _____ County of _____

This instrument was acknowledged before me on

_____, 19 _____, by

Name of Person

as incorporator _____

of _____
(name of party on behalf of whom instrument was executed)

Notary Public Signature

(affix notary stamp or seal)

8. CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

The Corporation Trust Company of Nevada hereby accepts appointment as Resident Agent for the above named corporation.

The Corporation Trust Company of Nevada By:

[Signature]
Signature of Resident Agent (Assistant Secretary)

3/13/98
Date

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that NTEGRITY TELECONTENT SERVICES, INC. did on March 13, 1998 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 March 16, 1998.



Dean Heller

Secretary of State

By

[Signature]

Certification Clerk

EXHIBIT B

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III
SECRETARY OF STATE



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:

- The corporation is a business corporation (KRS 271B). a nonprofit corporation (KRS 273).
 a professional service corporation (KRS 274).
- The name of the corporation is
INTEGRITY TELECONTENT SERVICES, INC.
- The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)
- NEVADA is the state or country under whose law the corporation is incorporated.
- MARCH 13, 1998 is the date of incorporation and the period of duration is PERPETUAL
- The street address of the corporation's principal office is
250 S. PRESIDENT ST. BALTIMORE MO 21202
Street City State Zip Code
- The street address of the corporation's registered office in Kentucky is
KENTUCKY HOME LIFE BUILDING LOUISVILLE KY 40202
Street City State Zip Code
and the name of the registered agent at that office is
CT CORPORATION SYSTEM
- The names and usual business addresses of the corporation's current officers and directors are as follows:
President Dwayne Goldsmith 250 S. President St. Baltimore MD 21202
Vice President A. Keith Machen 250 S. President St. Baltimore MD 21202
Secretary A. Keith Machen 250 S. President St. Baltimore MD 21202
Treasurer A. Keith Machen 250 S. President St. Baltimore MD 21202
Directors Randy Croxton 826 E. Baltimore St. Baltimore MD 21202
Roland Dumas 310 West Bellevue Ave. San Mateo, CA 94402
(Attach a continuation sheet, if necessary)
- 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.
- A certificate of existence duly authenticated by the Secretary of State accompanies this application.
- This application will be effective upon filing, unless a delayed effective date and/or time is specified: _____
(Delayed effective date and/or time)

A. Keith Machen
Signature
A. Keith Machen
Type or Print Name & Title

Date: June 13, 2000

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

Korri A. Behler
Signature of Registered Agent
KORRI A. BEHLER
Type or Print Name & Title
Special Assistant Secretary

**Ntegrity Telecontent Services, Inc.
Board of Directors (cont.)**

Dwayne Goldsmith
Ntegrity Telecontent Services, Inc.
250 South President Street
Baltimore, MD 21202

Jack Kemp
1701 Pennsylvania Ave.
9th Floor
Washington, DC 20006

A. Keith Machen
Ntegrity Telecontent Services, Inc.
250 South President Street
Baltimore, MD 21202

Stanley Tucker
MMG Ventures
826 E. Baltimore Street
Baltimore, MD 21202

EXHIBIT C


AFFIDAVIT

STATE OF MARYLAND)
CITY)
COUNTY OF Baltimore) SS

Dwayne E. Goldsmith, President of NTEGRITY TELECONTENT SERVICES, INC. ("Applicant"), first being duly sworn on oath, deposes and says as follows:

1. NTEGRITY TELECONTENT SERVICES, INC. has neither provided nor collected money from customers within Kentucky for intrastate telecommunication services.
2. NTEGRITY TELECONTENT SERVICES, INC. does not seek to provide operator assisted services to traffic aggregators.

NTEGRITY TELECONTENT SERVICES, INC.

BY: 
Dwayne E. Goldsmith
ITS: President

The foregoing instrument was acknowledged before me this 13th day of June, 2000 by Dwayne E. Goldsmith.

Kelly Renee Brown commissioned as
Kelly Renee Brown
Notary Public:
For Anne Arundel County
State of Maryland
My Commission Expires 11-1-2002

EXHIBIT D