



05144600
0510

April 13, 2005
Via Overnight Delivery

210 N. Park Ave.
Winter Park, FL
32789

Mr. Brent Kirtley, Tariff Branch Manager
Kentucky Public Service Commission
211 Sower Blvd.
Frankfort, KY 40602-0615

P.O. Drawer 200
Winter Park, FL
32790-0200

RE: Application of **CenturyTel Long Distance, LLC**

Dear Mr. Kirtley:

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Enclosed please find for filing the original and four (4) copies of the Application for Authority to Operate as a Reseller of Interexchange Services throughout Kentucky on behalf of CenturyTel Long Distance, LLC. The company requests that the tariff be allowed to go into effect on thirty (30) days notice, on May 14, 2005.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided.

Any questions you may have pertaining to this filing may be directed to me at (407) 740-8575 or via email at tforte@tminc.com. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to CenturyTel Long Distance, LLC

Enclosures

TMF/sbm

cc: Tina Manning – CenturyTel
file: CenturyTel - KY
tms: KYi0500

**BEFORE THE
PUBLIC SERVICE COMMISSION OF KENTUCKY**

In the Matter of the Informational Filing of)
CenturyTel Long Distance, LLC)
for Authority to Operate as a Reseller of) Docket No.: _____
Interexchange Telephone Service)
throughout the State of Kentucky)

CenturyTel Long Distance, LLC ("CenturyTel"), hereby submits the following information in accordance with the provisions of Administrative Case No. 359 and its proposed tariff in accordance with 807 KAR 5:011:

1. The name, street address, telephone and fax numbers of the applicant corporation are:

CenturyTel Long Distance, LLC
100 CenturyTel Drive
Monroe, Louisiana 71203
Telephone: 318-388-9000
Facsimile: 318-388-9602
Toll-Free: 800-658-9028

2. A copy of the Company's Articles of Incorporation and Kentucky Certificate of Authority:

Please see **Exhibit A** for CenturyTel Long Distance, LLC's Articles of Incorporation and **Exhibit B** for the Company's Kentucky Certificate of Authority.

3. The name, street address, telephone and fax numbers of the responsible contact person(s) for customer complaints and regulatory issues:

Customer Service Contact:
Karen Yeske, Supervisor
206 Fifth Avenue South
LaCrosse, WI 54601
Phone: 800-658-9028
Fax: 608-796-5873
Toll-Free: 800-658-9028
E-Mail: CLD-afterhours@centurytel.com

3. **The name, street address, telephone and fax numbers of the responsible contact person(s) for customer complaints and regulatory issues: (continued)**

Regulatory Contact:

Ms. Chantel Mosby, Manager – Tariffs & Compliance
100 CenturyTel Drive
Monroe, Louisiana
Phone: 318-388-9112
Fax: 318-388-9602
E-Mail: chantel.mosby@centurytel.com

Questions and correspondence concerning this Application & Tariff:

Thomas M. Forte, Consultant to CenturyTel Long Distance, LLC
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, FL 32789
Phone: 407-740-8575
Fax: 407-740-0613
E-mail: tforte@tminc.com

4. **A notarized statement that the company has not provided or collected for intrastate service in Kentucky prior to filing its tariff:**

Please see **Exhibit C** for CenturyTel's notarized statement.

5. **If the Applicant seeks authority to provide Operator Assisted services to traffic aggregators, then the Commission's mandates rules in Administrative Case No. 330.**

Not Applicable.

6. **Company's proposed tariff.**

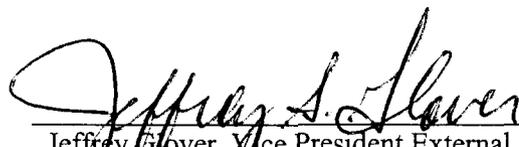
CenturyTel's proposed tariff is included herein as **Exhibit D**.

7. **A sample Company bill is provided.**

Customers will receive LEC billing.

WHEREFORE, CenturyTel Long Distance, LLC requests that the Public Service Commission of the Commonwealth of Kentucky grant authority to engage in the resale of interexchange telecommunications services to the public in accordance with applicable laws currently in effect or hereinafter enacted by the Commission.

Respectfully submitted this 11th day of April, 2005.



Jeffrey Glover, Vice President External Affairs
CenturyTel Long Distance, LLC

VERIFICATION OF APPLICANT

STATE OF LOUISIANA)
)
PARISH OF OUACHITA)

I, Jeffrey Glover, acting on behalf of CenturyTel Long Distance, LLC, first being duly sworn upon an oath depose and say I am Vice President of External Relations for CenturyTel Service Group, Inc. CenturyTel Service Group, Inc. and CenturyTel Long Distance, LLC are wholly owned subsidiaries of CenturyTel, Inc.; hat I have reviewed the matters set forth in the Application and Exhibits and the statements contained therein are true tot the best of my knowledge, except as to those matters which are stated on information or belief, and as to those matters I believe them to be true.

Jeffrey S. Glover

Jeffrey Glover - Vice President of External Relations
CenturyTel Long Distance, LLC

Date:

Subscribed and sworn before me this 11th day of April, 2005.

Gary Maxwell Cox 4-11-05 My Commission expires on: for life
(NOTARY PUBLIC)

Gary Maxwell Cox
Louisiana Bar Roll No. 27419
Notary Public, Ouachita Parish, Louisiana
My Commission is for Life

EXHIBIT A

CenturyTel Long Distance, LLC

Articles of Incorporation

UNITED STATES OF AMERICA



State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of a Merger document whereby CENTURYTEL LONG
DISTANCE, INC., organized under the laws of LOUISIANA, is
merged into

CENTURYTEL LONG DISTANCE, LLC

Organized under the laws of LOUISIANA,

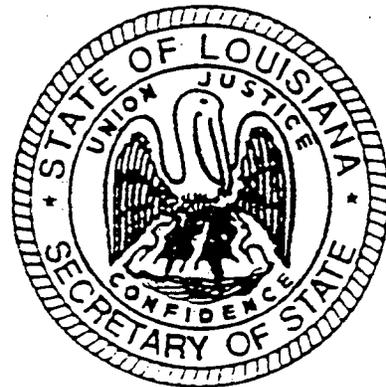
Was filed and recorded in this Office on January 28, 2002,
with an effective date of January 31, 2002 at 11:59 p.m.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

January 28, 2002

Jox McKeithen

DWI 35200839K 35208537
Secretary of State



CERTIFICATE OF MERGER
of
CENTURYTEL LONG DISTANCE, INC.
with and into
CENTURYTEL LONG DISTANCE, LLC

(Filed Pursuant to Section 117 of the Louisiana Business Corporation Law
and Section 1360 of the Louisiana Limited Liability Company Law)

The undersigned limited liability company, acting pursuant to Section 117 of the Louisiana Business Corporation Law and Section 1360 of the Louisiana Limited Liability Company Law, hereby certifies that:

First: The name, state of organization and type of entity of each of the entities that are parties to the merger to which this Certificate relates (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Organization and Type of Entity</u>
CenturyTel Long Distance, Inc. (the "Corporation")	Louisiana corporation
CenturyTel Long Distance, LLC (the "Surviving Entity")	Louisiana limited liability company

Second: An Agreement and Plan of Merger between the Constituent Entities (the "Agreement") providing for the merger of the Corporation with and into the Surviving Entity (the "Merger") has been approved, adopted, executed, acknowledged and certified by each of the Constituent Entities in accordance with the requirements of Section 117 of the Louisiana Business Corporation Law and Section 1359 of the Louisiana Limited Liability Company Law.

Third: The Surviving Entity will survive the Merger and continue to operate under its current name.

Fourth: The Merger shall be effective at 11:59 p.m. on January 31, 2002 (the "Effective Date").

Fifth: The Articles of Organization of the Surviving Entity, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Organization of the Surviving Entity until altered, amended or repealed as provided therein or by law.

Sixth: A copy of the executed Agreement is on file at the principal place of business of the Surviving Entity, located at 100 CenturyTel Drive, Monroe, Louisiana 71203.

Seventh: A copy of the Agreement will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member of the Constituent Entities.

{N0770823.1}

This Certificate of Merger is executed by the Surviving Entity, acting through its duly authorized manager, this ~~11th~~ day of January, 2002.

CENTURYTEL LONG DISTANCE, LLC

By: Harvey P. Perry
Harvey P. Perry, Manager

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

On this 11th day of January, 2002, before me appeared Harvey P. Perry to me personally known, who, being by me duly sworn did say that he is a manager of CenturyTel Long Distance, LLC, a Louisiana limited liability company (the "LLC"), and that the foregoing instrument was signed on behalf of the LLC by authority of its sole member and that he acknowledged the instrument to be the free act and deed of the LLC.

Kathy Littleton
Notary Public

UNITED STATES OF AMERICA



State of Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Organization and Initial Report of

CENTURYTEL LONG DISTANCE, LLC

Domiciled at MONROE, LOUISIANA,

Was filed and recorded in this Office on January 14, 2002,

And all fees having been paid as required by law, the limited liability company is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 22.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on.

January 14, 2002
Jox McKeithen

RHU 35200839K
Secretary of State



FOX MCKEITHEN
Secretary of State
Received & Filed
DATE 1/14/02

ARTICLES OF ORGANIZATION
of
CENTURYTEL LONG DISTANCE, LLC

The undersigned, acting pursuant to the Louisiana Limited Liability Company Law, La. R.S. 12:1301 *et seq* (the "Act"), adopts the following Articles of Organization (the "Articles"):

ARTICLE I
NAME

The name of the limited liability company is CenturyTel Long Distance, LLC (the "Company").

ARTICLE II
PURPOSE

The purpose of the Company is to engage in any lawful activity for which limited liability companies may be formed under the Act.

ARTICLE III
OPERATING AGREEMENT

The Company shall at all times have a written operating agreement (the "Operating Agreement"). In the event of a conflict between the Articles and the Operating Agreement, the Articles shall govern.

ARTICLE IV
MANAGEMENT BY MANAGERS

The Company shall be managed by managers (the "Managers"), consisting of director managers elected by the members (the "Director Managers") and officer managers appointed by the Director Managers (the "Officer Managers"), as provided in the Operating Agreement. The members are not mandataries of the Company and have no authority to act on its behalf. The vote, consent or approval of the members shall not be required for: (a) the incurrence of any indebtedness by the Company (whether or not in the ordinary course of business); (b) the sale, exchange, lease or other alienation or transfer of assets, including immovable and other real property, involving less than all or substantially all of the assets of the Company; or (c) any mortgage, pledge, or other security transaction or encumbrance, all of which may be authorized by the Director Managers, who may delegate authority to execute documents taking such actions to Officer Managers.

Restrictions on the authority of Managers are contained in the Operating Agreement.

ARTICLE V
TERM

The term of the Company shall be perpetual.

ARTICLE VI
WITHDRAWAL

No member can withdraw without just cause arising out of the failure of another member to perform an obligation. If a member withdraws and (i) there is no other member, such member shall continue to be a member, or (ii) there is another member, such withdrawing member shall be an assignee; *provided that*, in either case, the withdrawing member shall have no right to distribution of any of the assets of the Company upon withdrawal unless and until the members are entitled to such distributions upon dissolution of the Company.

ARTICLE VII
RELIANCE ON CERTIFICATE

Persons dealing with the Company may rely upon a certificate of any Manager pursuant to La. R.S. 12:1317(C) to establish the membership of any member, the authenticity of any records of the Company, or the authority of any person to act on behalf of the Company, including but not limited to the authority to take the actions referred to in La. R.S. 12:1318(B).

WITNESSES:

Kay Buchat

Stacey W. Goff
Stacey W. Goff, Organizer

Sue M. Clay

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

BEFORE ME, the undersigned authority, personally came and appeared Stacey W. Goff, to me known to be the person described in and who executed the foregoing instrument as Organizer, and acknowledged that he executed such instrument as his free act and deed.

IN WITNESS WHEREOF, I have hereunto affixed my hand on this 11th day of January, 2002, in the above State and Parish.

Notary Signature
NOTARY PUBLIC

LIMITED LIABILITY COMPANY INITIAL REPORT
(To be filed when the Articles of Organization are filed)
(R.S. 12:1305(E))

State of Louisiana
Parish of Ouachita

To: The Secretary of State
Baton Rouge, Louisiana

1. The name of this limited liability company is CenturyTel Long Distance, LLC.
2. The location and municipal address of this limited liability company's registered office:

100 CenturyTel Drive
Monroe, LA 71203

3. The full name and municipal address of the limited liability company's registered agent is:

Stacey W. Goff
100 CenturyTel Drive
Monroe, LA 71203

4. The names and municipal addresses of the first managers:

Karen A. Puckett	David D. Cole	R. Stewart Ewing, Jr.	Harvey P. Perry
100 CenturyTel Drive	100 CenturyTel Drive	100 CenturyTel Drive	100 CenturyTel Drive
Monroe, LA 71203	Monroe, LA 71203	Monroe, LA 71203	Monroe, LA 71203



Stacey W. Goff, Organizer

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above-named limited liability company.



Stacey W. Goff

Sworn to and subscribed before me, the undersigned Notary Public, this 11th day of January, 2002.



Notary Public

P.O. Box 4065
Monroe, LA 71211-4065
Tel 318 388 9520
Fax 318 388 9488

Kay C. Buchart
Secretary



January 11, 2002

Hon. Fox McKeithen
Secretary of State
State of Louisiana
P. O. Box 94125
Baton Rouge, LA 70804-9125

Dear Sir:

CenturyTel Long Distance, Inc. (the "Corporation") hereby consents to and authorizes the use of the name "CenturyTel Long Distance, LLC" by the limited liability company to whose articles of organization this consent is attached (the "LLC"). The Corporation will cease to exist as the result of a merger of the Corporation with and into the LLC that will be effective January 31, 2002 pursuant to documents to be filed on or before January 31, 2002.

Yours very truly,

A handwritten signature in cursive script that reads "Kay C. Buchart".

Kay C. Buchart
Secretary

**ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

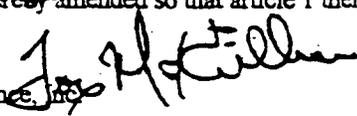
CenturyTel Solutions, Inc.

CenturyTel Solutions, Inc., a Louisiana corporation having its registered office in the Parish of Ouachita, hereby certifies to the Secretary of State of Louisiana, that:

STATE OF LOUISIANA
I hereby certify that this is a true and correct copy, as taken from the original on file in this office.

FIRST: The Articles of Incorporation of this corporation are hereby amended so that article 1 thereof shall read as follows:

The name of the corporation is CenturyTel Long Distance, Inc.


Fox McKeithen
Secretary of State

meb

MAY - 6 '98

SECOND: That in lieu of a meeting and vote of shareholders, the shareholders have given written consent to said amendment in accordance with the provisions of R.S. 12:76, La. Rev. Stats., 1950.

IN WITNESS WHEREOF, this instrument has been signed on behalf of CenturyTel Solutions, Inc. by its Senior Vice President and Secretary on this Twenty-Eighth day of April, 1998.

CenturyTel Solutions, Inc.

By R. Stewart Ewing, Jr.
R. Stewart Ewing, Jr., Senior Vice President

By Kay C. Buchart
Kay C. Buchart, Secretary

STATE OF LOUISIANA

PARISH OF OUACHITA

BE IT KNOWN that on this 28th day of April, 1998, before me the undersigned, a Notary Public in and for the County and State aforesaid, duly commissioned and qualified, there came and appeared R. Stewart Ewing, Jr., known to me, Notary, and known by me to be the Senior Vice President of CenturyTel Solutions, Inc., who signed the within and foregoing instrument before me and who acknowledged to me, Notary, that he signed, executed, and delivered said instrument in his capacity as Senior Vice President of CenturyTel Solutions, Inc., for the uses and purposes therein set forth and apparent.

IN WITNESS WHEREOF the said appearer has signed these presents and I have hereunto affixed my official hand and seal, on the day and date first herein above written, after due reading of the whole



NOTARY PUBLIC

UNITED STATES OF AMERICA



State of Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of an Amendment to the Articles of Incorporation of

CENTURYTEL SOLUTIONS, INC.

Domiciled at MONROE, LOUISIANA, changing the corporate name
to

CENTURYTEL LONG DISTANCE, INC.

Was filed and recorded in this Office on May 6, 1998.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

May 6, 1998

Jox McKeithen

BBE 34618110D 34635468

Secretary of State



**ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION**

OF

CenturyTel Solutions, Inc.

CenturyTel Solutions, Inc., a Louisiana corporation having its registered office in the parish of Ouachita, hereby certifies to the Secretary of State of Louisiana, that:

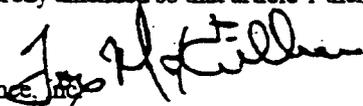
STATE OF LOUISIANA

Office of the Secretary of State

I hereby certify that this is a true and correct copy, as taken from the original on file in this office.

FIRST: The Articles of Incorporation of this corporation are hereby amended so that article 1 thereof shall read as follows:

The name of the corporation is CenturyTel Long Distance, Inc.

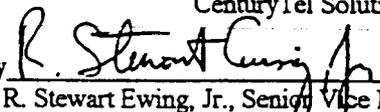

Fox McKeithen
Secretary of State *meb*

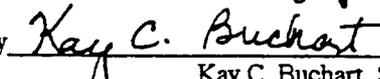
MAY - 6 '98

SECOND: That in lieu of a meeting and vote of shareholders, the shareholders have given written consent to said amendment in accordance with the provisions of R.S. 12:76, La. Rev. Stats., 1950.

IN WITNESS WHEREOF, this instrument has been signed on behalf of CenturyTel Solutions, Inc. by its Senior Vice President and Secretary on this Twenty-Eighth day of April, 1998.

CenturyTel Solutions, Inc.

By 
R. Stewart Ewing, Jr., Senior Vice President

By 
Kay C. Buchart, Secretary

STATE OF LOUISIANA

PARISH OF OUACHITA

BE IT KNOWN that on this 28th day of April, 1998, before me the undersigned, a Notary Public in and for the County and State aforesaid, duly commissioned and qualified, there came and appeared R. Stewart Ewing, Jr., known to me, Notary, and known by me to be the Senior Vice President of CenturyTel Solutions, Inc., who signed the within and foregoing instrument before me and who acknowledged to me, Notary, that he signed, executed, and delivered said instrument in his capacity as Senior Vice President of CenturyTel Solutions, Inc., for the uses and purposes therein set forth and apparent.

IN WITNESS WHEREOF the said appearer has signed these presents and I have hereunto affixed my official hand and seal, on the day and date first herein above written, after due reading of the whole



NOTARY PUBLIC

UNITED STATES OF AMERICA



State of Louisiana

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
 a copy of the Articles of Incorporation and Initial Report
 of

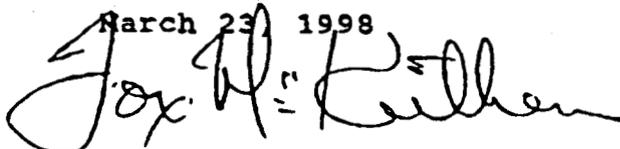
CENTURYTEL SOLUTIONS, INC.

Domiciled at **MONROE, LOUISIANA,**

was filed and recorded in this Office on March 23, 1998,

And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 1.

*In testimony whereof, I have hereunto set
 my hand and caused the Seal of my Office
 to be affixed at the City of Baton Rouge on,*

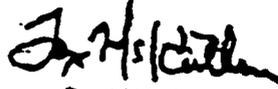
March 23, 1998


KGO 34618110D

Secretary of State



STATE OF LOUISIANA
Office of the Secretary of State
I hereby certify that this is a true and correct copy,
as taken from the original on file in this office.



Fox McKeithan
Secretary of State

Dated: MAR 23 1998 

STATE OF LOUISIANA

PARISH OF OUACHITA

**ARTICLES OF INCORPORATION OF
CENTURYTEL SOLUTIONS, INC.**

The undersigned, acting pursuant to the Business Corporation Law of Louisiana, adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is: **CenturyTel Solutions, Inc.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

Purpose

The purpose of the Corporation is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law.

ARTICLE IV

Capital

This Corporation has authority to issue an aggregate of 100 shares of capital stock, all of which are designated common stock having no par value per share.

ARTICLE V

Preemptive Rights

Shareholders shall have preemptive rights.

ARTICLE VI

Corporate Action of Shareholders

If a shareholder action or approval is required by law in connection with the amendment of these Articles or any merger, consolidation, transfer of corporate assets or dissolution of or involving the Corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than 65% of the number of shares entitled to vote on the particular question.

ARTICLE VII

Shareholders' Consents

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

ARTICLE VIII

Directors

Section 1. NUMBER OF DIRECTORS. The number of directors of the Corporation shall be such number, not less than two (2) nor greater than seven (7), as shall be designated in the bylaws, or if not so designated, as shall be fixed from time to time by the shareholders.

Section 2. DIRECTORS' PROXIES. Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

ARTICLE IX

Reversion

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case

may be, shall thereupon cease; provided that the Board of Directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant to this Article IX, to the entity who or which would be entitled thereto had such reversion not occurred.

ARTICLE X

Incorporator

The name and post office address of the Incorporator is:

Century Telephone Enterprises, Inc.
100 Century Park Drive
Monroe, LA 71203

WITNESSES:

Kay Buchart

Century Telephone Enterprises, Inc.

BY: Glen F. Post, III
Glen F. Post, III
Chief Executive Officer

Marta Cole

Athy Littleton
NOTARY PUBLIC

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF OUACHITA

BEFORE ME, the undersigned authority, personally came and appeared Glen F. Post, III, who is duly authorized to sign on behalf of the Corporation and to me known to be the person who signed the foregoing instrument as Incorporator, and who being duly sworn, did acknowledge and declare, in the presence of the two witnesses whose names are subscribed to said instrument, that he signed said instrument as his own free act and deed for the purposes mentioned therein.

IN WITNESS WHEREOF, the said appearers and witnesses and I have hereunto affixed our hands on the 18th day of March, 1998, in Monroe, Ouachita Parish, Louisiana.

WITNESSES:

Kay Bruchart

Century Telephone Enterprises, Inc
Glen F. Post, III
by: Glen F. Post, III

Marta Cole

Lathy Lettleton
NOTARY PUBLIC

W. Fox McKeithen
Secretary of State



DOMESTIC BUSINESS CORPORATION INITIAL REPORT
(R.S. 12:25 and 12:101)

1. The name of this corporation is: CenturyTel Solutions, Inc.

2. The location and municipal address (not a P.O. Box only) of this corporation's registered office:

100 Century Park Drive
Monroe, Louisiana 71203

3. The full name and municipal address (not a P.O. Box only) of each of this corporation's registered agent(s) is/are:

CT Corporation System
8550 United Plaza Boulevard, Baton Rouge, LA 70809

4. The names and municipal addresses (not a P.O. Box only) of the first directors are:

Glen F. Post, III 100 Century Park Drive, Monroe, LA 71203
Clark M. Williams 100 Century Park Drive, Monroe, LA 71203
Harvey P. Perry 100 Century Park Drive, Monroe, LA 71203
R. Stewart Ewing, Jr. 100 Century Park Drive, Monroe, LA 71203
Incorporator(s) signature(s):

CENTURY TELEPHONE ENTERPRISES, INC

By: Nancy D. Perry
Harvey P. Perry

98 MAR 24 P 3: 29

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named corporation.

Registered agent(s) signature(s):

CT Corporation System

By: Judy A. Fritsch Special Ass't Secy.

Sworn to and subscribed before me this _____ day of March, 19 98.

Helen J. Cumbo
Notary

EXHIBIT B

CenturyTel Long Distance, LLC

Kentucky Certificate of Authority

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

Trey Grayson
Secretary of State
Received and Filed
09/14/2004 1:00:47 PM
Fee Receipt: \$90.00



APPLICATION FOR CERTIFICATE OF AUTHORITY

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

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

Document No.: DK2004162808
Lodged By: KY LENDERS
Recorded On: 09/16/2004 02:31:19
Total Fees: 9.00
Transfer Tax: .00
County Clerk: MORRIS HUNTER-JEFF CO. KY
Deputy Clerk: CAGHAR

2. The name of the limited liability company is
CenturyTel Long Distance, LLC

3. The name of the limited liability company to be used in Kentucky is
CenturyTel Long Distance, LLC

(if "real name" is unavailable for use)

4. Louisiana is the state or country of organization.

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

6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is

100 CenturyTel Drive, Monroe, LA 71203
Street City State Zip Code

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

Stacey W. Goff 100 CenturyTel Drive, Monroe, LA 71203
Name Address
Kay C. Buchart 100 CenturyTel Drive, Moroe, LA 71203
Name Address

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
Kentucky Home Life Building, Louisville, Kentucky 40202
Street City State Zip Code

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

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

(Delayed effective date and/or time)

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

Signature of Kay C. Buchart

Kay C. Buchart, Secretary/Manager

Type or Print Name & Title

Date: 9/9, 20 04

I, C T Corporation System, consent to serve as the registered agent on behalf of the limited liability company.

Type or print name of registered agent

Signature of Registered Agent

Type or Print Name & Title

Michael E. Jones
Assistant Secretary

SLL-902 (2/98)

KY038 - 04/28/2004 C T System Online

CC: TAX Dept

County Clerk, please return to: (See attached sheet for instructions)

KENTUCKY LENDERS ASSISTANCE
828 LANE ALLEN ROAD, SUITE 219
LEXINGTON, KY 40504

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE

Trey Grayson
Secretary of State
Received and Filed
09/14/2004 1:00:47 PM
Fee Receipt: \$90.00



APPLICATION FOR CERTIFICATE OF AUTHORITY

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

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

2. The name of the limited liability company is
CenturyTel Long Distance, LLC

3. The name of the limited liability company to be used in Kentucky is
CenturyTel Long Distance, LLC

(if "real name" is unavailable for use)

4. Louisiana is the state or country of organization.

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

6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is

100 CenturyTel Drive, Monroe, LA 71203
Street City State Zip Code

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

Stacey W. Goff 100 CenturyTel Drive, Monroe, LA 71203

Kay C. Buchart 100 CenturyTel Drive, Moroe, LA 71203

(Attach a continuation, if necessary)

8. The street address of the registered office in Kentucky is
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9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

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

Kay C. Buchart
Signature

Kay C. Buchart, Secretary/Manager

Type or Print Name & Title

Date: 9/9, 20 04

C T Corporation System

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

Type or print name of registered agent

[Signature]
Signature of Registered Agent

Type or Print Name & Title

Michael E. Jones
Assistant Secretary

EXHIBIT C

CenturyTel Long Distance, LLC

Notarized Statement

AFFIDAVIT

STATE OF LOUISIANA)
)
PARISH OF OUACHITA)

I, Jeffrey Glover, acting on behalf of CenturyTel Long Distance, LLC, first being duly sworn upon an oath depose and say I am Vice President of External Relations for CenturyTel Service Group, Inc. CenturyTel Service Group, Inc. and CenturyTel Long Distance, LLC are wholly owned subsidiaries of CenturyTel, Inc., do hereby certify that the Company has not provided or collected for intrastate service in Kentucky prior to filing of this application and tariff.

Jeffrey S. Glover

Jeffrey Glover - Vice President of External Relations
CenturyTel Long Distance, LLC

Date:

Subscribed and sworn before me this 11th day of April, 2005.

Gary Maxwell Cox 4-11-05 My Commission expires on: for life

(NOTARY PUBLIC)

Gary Maxwell Cox
Louisiana Bar Roll No. 27419
Notary Public, Ouachita Parish, Louisiana
My Commission is for Life