

Company ID: 00128491
W2COM International, LLC
3500 Park Center Drive
Dayton, OH 45414

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN February 29, 2000

IN RE: CASE NUMBER: 00-00017

Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on February 29, 2000 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.


Chairman Melvin Malone


Director Sara Kyle

ATTEST:


Executive Secretary


Director Lynn Greer

TENNESSEE REGULATORY AUTHORITY



Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-.57]

SECTION A

Part 1: General Information

00-00017

A. Name of Applicant W2COM International, LLC
Address 3500 Park Center Drive City Dayton
State OH Zip Code 45414 Phone No. (937) 415-1100

B. Owner, Partners, or Corporate Officer

	NAME	ADDRESS	CITY	STATE	ZIP CODE
Pres/CEO	Mitchell Jones	3500 Park Center Dr.,	Dayton	OH	45414
Mgr/Mem	Don Hoendorf	3500 Park Center Dr.,	Dayton	OH	45414
Mgr/Mem					
Treas.					
Sec.	Gerry Sowar	3500 Park Center Dr.,	Dayton	OH	45414

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Mitchell Jones (937) 415 1100 (937) 890-2256
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
Monica Borne (504) 832-1984 (604) 831-0892
Name Phone No. Fax No.

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 1-877-922-6699

E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ Resell Interexchange long distance services
☐ Operator Services
☐ Resell local services
☐ Other (describe) _____

(To be filled out by TRA)

Company ID Number 128491

Date Approved _____

Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 16.

FILE

- R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address.
Will market to residential and business customers via
print or other forms of media.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. Written LOAs.

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No _____
- U. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes X No _____

Part II: Organization Structure

- A. Type of Organization

☐ Individual
 ☒ Corporation (LLC)
 ☐ Partnership
 ☐ Other (Explain on separate sheet)

- B. If partnership and/or Non-resident Articles of Organization
- (1) Attach a copy of Articles of Incorporation and current by-laws. Exhibit A.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State
showing corporation's authority to engage in business in Tennessee.
Exhibit B.

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

Exhibit C.

Part IV: Display Card

~~If applicable, attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220 4-2-57, B)³, which includes a toll-free number consumers can call for service problems and refunds.~~

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

- F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.
Not applicable.
- G. List the state(s) that the applicant is authorized to operate in at this time. Iowa, Idaho, New Jersey, Texas, Utah and Virginia

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

Not applicable.

- H. List any states that the applicant has been denied authority to provide service.
None.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

- I. Areas in Tennessee to be served.
Statewide.

- J. What type of customers will the applicant serve?**

- a. Business X
b. Residential X
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

- K. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No

- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes X No

- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹. Tariff attached as Exhibit D.**

- N. What is the applicant's 10XXX or 800 access code, if applicable? None

- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No.

- P. What facility-based network(s) will the applicant be reselling? Frontier Communications

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Billing customers directly or through billing agent. See Exhibit E.

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

²A copy of a bill is required if the applicant is going to bill the customer directly.

Part V: Rule Compliance Agreement

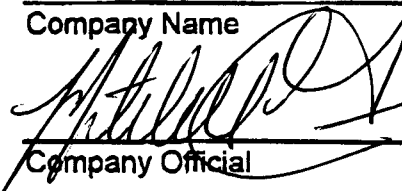
- A. The Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
 - That all information provided in the attached registration document is true to the best of my knowledge.

W2COM International, LLC

12/27/99

Company Name

Date



Manager/Member

President/CEC

Company Official

Title

Subscribed and sworn
before me this 27th day
of Dec., 1999


Notary Public

My Commission is
issued for life.

seal



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

ARTICLES OF ORGANIZATION

(Under Section 1705.04 of the Ohio Revised Code)

Limited Liability Company

The undersigned, desiring to form a limited liability Company, under Chapter 1705 of the Ohio Revised Code, do hereby state the following:

FIRST: The name of said limited liability company shall be:

W²COM International, LLC

(the name must include the words "limited liability company", "limited", "Ltd.", "Ltd.", "LLC", or "L.L.C.")

SECOND: This limited liability company shall exist for a period of perpetuity

THIRD: The address to which interested persons may direct requests for copies of any operating agreement and any bylaws of this limited liability company is:

3500 Park Center Drive

(street name or post office box)

Dayton

(city, village, or township)

Ohio

(state)

45414

(zip code)

☐ Please check this box if additional provisions are attached hereto

Provisions attached hereto are incorporated herein and made a part of these articles of organization.

J. Kenneth Blackwell
Secretary of State

FOURTH: Purpose (optional)

N/A

IN WITNESS WHEREOF, we have hereunto subscribed our names on

8/16/99

(date)

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Signed _____

Name: _____

Gerard D. Sower

Gerard D. Sower

Authorized Representative

(If insufficient space for all signatures, please attach a separate sheet containing additional signatures)



J. Kenneth Blackwell

Prescribed by:
J. Kenneth Blackwell
 Secretary of State
 30 East Broad St. 14th Floor
 Columbus, Ohio 43266-0418

ORIGINAL APPOINTMENT OF AGENT

(for limited liability company)

The undersigned, being at least a majority of the members of W²COM International, LLC,
 (name of limited liability company)

hereby appoint Gerard D. Sower to be the agent upon whom any process, notice or
 (name of agent)

demand required or permitted by statute to be served upon the limited liability company may be served. The complete address of the agent is:

10 Courthouse Plaza, S.W., Suite 1100

(street name)

Dayton

, Ohio

45402

(city, village, township)

(zip)

By: _____
 (authorized member, manager, or representative)

Name: _____

By: _____
 (authorized member, manager, or representative)

Name: _____

By: _____
 (authorized member, manager, or representative)

Name: _____

By: Gerard D. Sower
 (authorized member, manager, or representative)

Name: Gerard D. Sower

By: _____
 (authorized member, manager, or representative)

Name: _____

By: _____
 (authorized member, manager, or representative)

Name: _____

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for W²COM International, LLC
 (name of limited liability company)

hereby acknowledges and accepts the appointment of agent for said limited liability Company.

Gerard D. Sower
 Gerard D. Sower Agent's signature

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 10/06/99
REQUEST NUMBER: 3752-1412
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/06/99 0912
EFFECTIVE DATE/TIME: 10/06/99 0912
CONTROL NUMBER: 0378130

TO:
NOWALSKY, BRONSTON & GOTHARD
3500 N. CAUSEWAY BLVD
SUITE 1442
METAIRIE, LA 70002

RE:
W2COM INTERNATIONAL, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 10/06/99

FROM:
W2COM LLC
3500 PARK CENTER DR
DAYTON, OH 45414-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00002557643
ACCOUNT NUMBER: 00322076



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY

For Office Use Only

SECRET-6 JUN 9:12

SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

W²COM International, LLC

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48A-45-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: W²COM International, LLC

If different, the name under which the certificate of authority is to be obtained is:

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48A-7-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48A-7-101(1D).

2. The state or country under whose law it is formed is: Ohio

3. The date of its organization is: 8/18/99 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

3500 Park Center Drive Dayton, Ohio 45414
Street City/State Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

1912 Hayes Street, Nashville, TN 37203
Street City/State County Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.

6. Please insert the number of members at the date of filing 1

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

**UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.**

RECEIVED
SEP 27 1999
SECRETARY OF STATE

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show W2COM INTERNATIONAL, LLC, an Ohio Limited Liability Company, Registration No. 1093548, registered to transact business in Ohio on August 18, 1999, and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.



*WITNESS my hand and official seal
at Columbus, Ohio on
September 27, 1999*

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State