

Company ID: 128390  
Evercom Systems, Inc.  
8201 Tristar Drive  
Irving, TX 75063

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

August 1, 2000

IN RE: CASE NUMBER: 00-00177

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

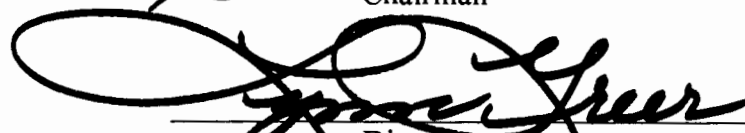
---ORDER---

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 August 1, 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.

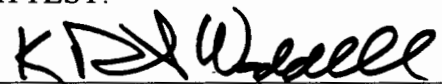
IT IS THEREFORE ORDERED:

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

  
Director

ATTEST:

  
Executive Secretary

  
Director

APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A

Application is hereby made for a certificate of authority pursuant to Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

PAID T.R.A.

Chk # 028696  
Amount 50.00  
RCVD By HR  
Date 3-3-00

Part I: General Information

A. Name of Applicant Evercom Systems, Inc.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

Tenn. Secretary of State Certificate of Authority ID 0336848

Federal Taxpayer ID Number 75-2722144

Social Security Number for Applicants  
Applying as Individuals n/a

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

n/a

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.

Address 8201 Tristar Drive City Irving

State Texas Zip Code 75063 Phone No. (800) 947 0899

(Use additional pages if necessary)

\*\*\*IMPORTANT INFORMATION\*\*\*

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number \_\_\_\_\_

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

RECEIVED  
TELECOMMUNICATIONS DIVISION  
TENNESSEE REGULATORY AUTHORITY

MAR 10 2000

99-00502  
VOUCHER NO. 777160856  
CC 028696 SRC. 281.03  
AMT. REC. 50.00  
REPORT DATE 3/06/00

APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL  
TELECOMMUNICATION SERVICES IN TENNESSEE  
SECTION A

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RCVD By HR  
Date 3-3-00

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Legal name of applicant, if different from above.

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State Texas Zip Code 75063 Phone No. (800) 947 0899

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THIS SECTION FOR TRA USE ONLY

Docket Number. \_\_\_\_\_

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

POSTED  
3-6-00  
00-00177

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: n/a

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME	TITLE	DATE OF BIRTH	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS			PHONE No.
HOME ADDRESS			PHONE No.
EMPLOYMENT HISTORY			

Provide the above requested information on separate attachments.

**See Attached**

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?  
\_\_\_\_\_ Yes X No If yes, please explain fully.
- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?  
\_\_\_\_\_ Yes X No If yes, please explain fully.
- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? \_\_\_\_\_ Yes X No If yes, please explain fully
- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

**Ameritel Payphones, Inc., Talton Telecommunications, Talton STC, and MOG, were merged into Talton Invision, Inc. Talton Invision's name was changed to Evercom Systems, Inc.**

G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

\_\_\_\_ YES ☒ NO If yes, please explain fully.

H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

**Mike Smith** (975) 953 4123 (972) 641-2169  
Name Phone No. Fax No.

(800) 947-0899 e-mail Address **msmith@evercom.net**

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

**Same** ( ) - ( ) -  
Name Phone No. Fax No.

(800) \_\_\_\_\_ e-mail Address \_\_\_\_\_

I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

**1-800-844-6591** **1-800-947-0899**  
PHONE NUMBER ALTERNATE PHONE NUMBER  
**P. O. Drawer 1019** **Selma** **AL** **36702-1019**  
ADDRESS CITY ST ZIPCODE

(J) Provide the name and address of the registered agent for service of process:

**Corporation Service Company**

**500 Tallan Building, Two Union Square, Chattanooga, TN 37402-2571**

(K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

**Corporation Service Company, same address as above, 800-532-4875**

Part II:

A. Check the type of telecommunication services you plan to provide in Tennessee.

\_\_\_\_ Resell Interexchange long distance services

☒ Operator Services

\_\_\_\_ Resell local services

☒ Other (describe) **Carrying and billing Inmate Telecommunications Services for a service provider other than Evercom Systems.**

- B. 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.  
Open
- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)  
**Inmate telecommunication services - AL, AK, AZ, AR, CA, CO, DC, FL, GA, ID, IL, IN, IA, KS, L MD, MA, MI, MS, MO, MN, MT, NE, NV, NJ, NM, NY, NC, ND, OH, OK, OR, PA, SC, SD, TN, TX, UT, VA, WA, WI, WY** **Evercom Systems is certified as a COCOT in TN.**  
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) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.
- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)  
n/a  
\_\_\_\_\_  
\_\_\_\_\_
- E. Areas in Tennessee to be served.  
**Entire state**  
\_\_\_\_\_
- F. What type of customers will the applicant serve?  
a. Business \_\_\_\_\_  
b. Residential \_\_\_\_\_  
c. Aggregators \_\_\_\_\_  
(e.g. Hotels, Payphones)  
d. Other (specify) **Correctional facility inmates** \_\_\_\_\_
- G. 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**
- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes **X** No \_\_\_\_\_
- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II<sup>1</sup>.
- J. What is the applicant's 10XXX or 800 access code, if applicable? n/a
- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? **No** \_\_\_\_\_

<sup>1</sup>Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the

L What facility-based network(s) will the applicant be reselling? **Evercom will just carry correctional facility inmate telecommunication services**

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?<sup>2</sup> **Evercom will bill through LEC where possible, and direct bill if necessary**

N Describe briefly how the applicant plans to market their services in Tennessee?

**Compete for correctional facility telecommunications contracts. Subcontract with other carriers to handle their traffic and billing.**

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

**n/a**

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, if applicable. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

**n/a**

Q. 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 ☒ No ☐

**Evercom will honor LEC blocks when notified. In addition, Evercom places blocks on call recipient lines when their credit limit is reached within a 30 day period. The block is removed when payment is received. Evercom only blocks calls from Evercom facilities.**

R Applicant gives permission to the local telephone company to provide the Authority

applicant's request to be rejected.

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





- (e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **N/A**
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: **N/A**

B.        Proprietorship

       Partnership

       General Attach a copy of the partnership agreement along with any amendments.

       Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

       Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:  
**ATTACH ADDITIONAL PAGES AS NECESSARY**

C. Number of employees: **280, 3 in TN**

Employer Identification Number (E.I. N.) **75-2722144**

Part IV: Financial Information

A. Address where business records are kept: **8201 Tristar Drive**  
street  
**Irving TX 75063 800-947-0899**  
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's unconsolidated and consolidated audited financial statements for the current year and if available, for the immediately preceding three-year period. Provide 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.

- (1) Fiscal year end: Month **December** Day **31**
- (2) Date of most recent audited, unconsolidated financial statement of Applicant:  
**FY 98**
- (3) If applicable, name and address of independent certified public accountant:  
**Deloitte & Touche**  
**2200 Ross Avenue**  
**Chase Tower, Suite 1600**  
**Dallas, TX 7501-6778**

00-00177

(4) Period covered by financial statement attached: 1998

C. Does the applicant currently have an internal auditor and/or internal audit program? NO

If so, Name of internal auditor \_\_\_\_\_

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

**Part VI: Rule Compliance Agreement**

A. Have you received, read, and understand the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III) in its entirety?  
Yes Yes \_\_\_\_\_ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? Yes Yes \_\_\_\_\_ No

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. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

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),

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

00-00177

For Individual and Partners:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

For Corporations  
and Other Organizations

BY:

**Evercom Systems, Inc.**  
(NAME OF CORPORATION)

*Mike Smith*  
SIGNATURE

**Mike Smith**

\_\_\_\_\_  
PRINTED NAME

**Director, Regulatory Affairs**

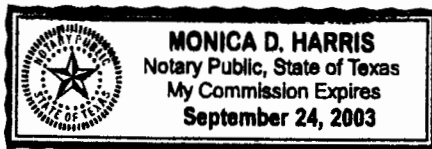
\_\_\_\_\_  
Title

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_  
Title

On this the 3<sup>rd</sup> day of February, 2000 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.



*Monica D. Harris*  
Notary Public

seal

00-0017.7

*State of Delaware*

PAGE 1

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TALTON INVTSION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

---

Edward J. Freel, Secretary of State

2788631 8100

971283500

AUTHENTICATION:

DATE:

8621754

08-25-97

**CERTIFICATE OF INCORPORATION****FOR****TALTON INVISION, INC.**

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated under and pursuant of the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

**ARTICLE I**

The name of the corporation is TALTON INVISION, INC.

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such registered office is CORPORATION SERVICE COMPANY.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. The Corporation is to have a perpetual existence.

**ARTICLE IV**

The total number of shares of stock which the Corporation shall have authority to issue is 1000 shares of Common Stock, \$1.00 par value per share.

# ARTICLE V

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. The Board of Directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

C. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.

D. In addition to the powers and authority expressly conferred upon them herein or by statute, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the Delaware General Corporation Law, this Certificate of Incorporation, and any Bylaws adopted by the stockholders; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the

directors which would have been valid if such Bylaws had not been adopted.

E. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Subsection (E) to Article V shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE VI

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE VII

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the Delaware General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the Delaware General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.



### ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

### ARTICLE IX

The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

### ARTICLE X

Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

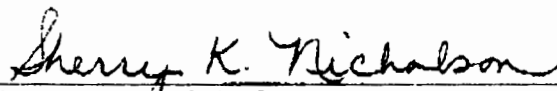
### ARTICLE XI

A. The incorporator of the Corporation is Sherry K. Nicholson, whose mailing address is 2323 Bryan Street, Suite 2200, Dallas, Texas 75201.

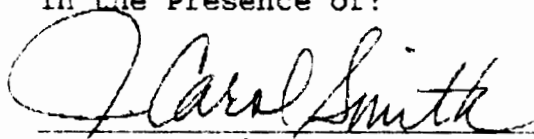
B. The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders and until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Todd W. Follmer	3811 Turtle Creek Boulevard Suite 1300 Dallas, Texas 75219

IN WITNESS WHEREOF, I have hereunto set my hand this 22nd day  
of August, 1997.

  
\_\_\_\_\_  
Sherry K. Nicholson  
Incorporator

In the Presence of:

  
\_\_\_\_\_  
J. Carol Smith

*State of Delaware*  
**Office of the Secretary of State** PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERITEL PAY PHONES, INC.", A MISSOURI CORPORATION,

"MOG COMMUNICATIONS, INC.", A ALABAMA CORPORATION,

"TALTON STC, INC.", A DELAWARE CORPORATION,

"TALTON TELECOMMUNICATIONS CORPORATION", A ALABAMA CORPORATION,

"TALTON TELECOMMUNICATIONS OF CAROLINA, INC.", A ALABAMA CORPORATION,

WITH AND INTO "TALTON INVISION, INC." UNDER THE NAME OF "EVERCOM SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

2788631 8100M

981508410

AUTHENTICATION:

9496447

DATE:

12-30-98

**CERTIFICATE OF MERGER****OF****TALTON STC, INC.****AND****AMERITEL PAY PHONES, INC.****AND****TALTON TELECOMMUNICATIONS CORPORATION****AND****TALTON TELECOMMUNICATIONS OF CAROLINA, INC.****AND****MOG COMMUNICATIONS, INC.****AND****TALTON INVISION, INC.****(to be known after merger as Evercom Systems, Inc.)**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Talton STC, Inc., which is incorporated under the laws of the State of Delaware;

(ii) AmeriTel Pay Phones, Inc., which is incorporated under the laws of the State of Missouri;

(iii) Talton Telecommunications Corporation, which is incorporated under the laws of the State of Alabama;

(iv) Talton Telecommunications of Carolina, Inc., which is incorporated under the laws of the State of Alabama;

(v) MOG Communications, Inc., which is incorporated under the laws of the State of Alabama; and

(vi) Talton Invision, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions

of subsection (c) of Section 251 and subsection (c) of Section 252 of the General Corporation Law of the State of Delaware. The aforesaid constituent corporations acknowledge that the Agreement of Merger shall be governed by and the merger shall be effectuated in accordance with the General Corporation Law of the State of Delaware.

3 The name of the surviving corporation in the merger herein certified is Talton Invision, Inc., which will continue its existence as said surviving corporation under the name EVERCOM SYSTEMS, INC. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4 The Certificate of Incorporation of Talton Invision, Inc. is to be amended and changed by reason of the merger herein certified by striking out Article I thereof, and by substituting in lieu thereof the following Article:

#### "ARTICLE I

The name of the corporation is EVERCOM SYSTEMS, INC."

and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5 The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

8201 Tristar Drive  
Irving, Texas 75063

6 A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

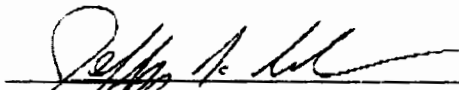
7 The authorized capital stock of Talton STC, Inc. consists of 1,000 shares of a value of \$1.00 each. The authorized capital stock of AmeriTel Pay Phones, Inc. consists of 10,000,000 shares of a value of \$0.01 each. The authorized capital stock of Talton Telecommunications Corporation consists of 5,000 shares of a value of \$1.00 each. The authorized capital stock of Talton Telecommunications of Carolina, Inc. consists of 5,000 shares of a value of \$1.00 each. The authorized capital stock of MOG Communications, Inc. consists of 100 shares of a value of \$10.00 each.

8 The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1998 at 11:59 p.m. Eastern Standard Time.

Dated: December 22nd, 1998.

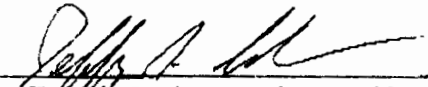
TALTON INVISION, INC.,  
a Delaware corporation

By:

  
Jeffrey D. Cushman, Vice President

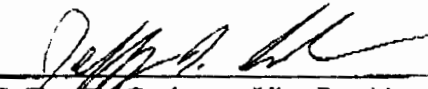
TALTON STC, INC.  
a Delaware corporation

By:

  
Jeffrey D. Cushman, Vice President


AMERITEL PAY PHONES, INC.,  
a Missouri corporation

By:

  
Jeffrey D. Cushman, Vice President

TALTON TELECOMMUNICATIONS CORPORATION,  
an Alabama corporation

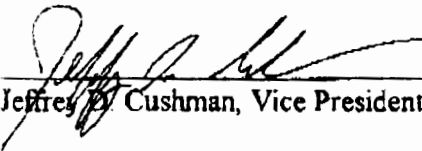
By:

  
Jeffrey D. Cushman, Vice President

[SEE FOLLOWING PAGE FOR ADDITIONAL SIGNATURES]

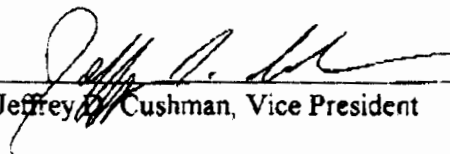
TALTON TELECOMMUNICATIONS OF CAROLINA, INC.,  
an Alabama corporation

By:

  
Jeffrey D. Cushman, Vice President

MOG COMMUNICATIONS, INC.,  
an Alabama corporation

By:

  
Jeffrey D. Cushman, Vice President