

Company ID: 00128566
State Discount Telephone, L.L.C.
2023 Sam Houston Ave., #2
Huntsville, TX 77340

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN June 6, 2000

IN RE: CASE NUMBER: 00-00337

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 June 6, 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 Mervin Malone


Director Sara Kyle

ATTEST:


Executive Secretary


Director Lynn Greer

Company ID: 128566
Bellerud Communications, LLC
2023 Sam Houston Ave. #2
Huntsville, TX 77340

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN January 27, 2003

IN RE: CASE NUMBER: 02-01337

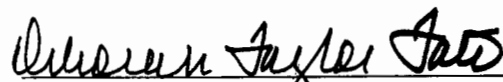
State Discount Telephone, LLC name change to Bellerud Communications, LLC.


ORDER


This matter is before the Tennessee Regulatory Authority upon the petition of State Discount Telephone, LLC to change its name. The TRA considered this request at their regularly scheduled Conference held on January 27, 2003 and concluded that the applicant has met all the TRA requirements for changing its name pursuant to § T.C.A. 65-4-113,

IT IS THEREFORE ORDERED:

1. That the petition of State Discount Telephone, LLC is approved.
2. That Bellerud Communications, LLC holds a Certificate of Public Convenience and Necessity to provide telecommunications services in Tennessee as specified in its application on file with the Authority.
3. That said company shall comply with all applicable TRA rules and regulations.
4. 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.


Director Deborah Taylor Tate


Director Pat Miller


Director Ron Jones

original

TELECO

CERTIFICATE
TELECOMMUNICATIONS
SERVICES IN TENNESSEE

REC'D TEL
COMM. DIV.
MAR 27 AM 11:22

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.

00-00337

Part I: General Information

A. Name of Applicant: State Discount Telephone, L.L.C.

Tenn. Secretary of State Certificate of Authority ID: 0387774

Federal Taxpayer ID Number: 76-0574997

Social Security Number for Applicants
Applying as Individuals: N/A

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

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: 2023 Sam Houston Ave. #2 City: Huntsville

State: Texas Zip Code: 77340 Phone No. (936) 295-9600

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 _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: State Discount Telephone, L.L.C. also provides Internet Access for the Huntsville, Texas area. LightNet Internet is also housed at 2023 Sam Houston Ave. # 2 Huntsville, Texas 77340.
- 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: **See "Attachment A" for Executive Biographies**
- 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? No
- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or 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%) shareholders or beneficiaries (of a trust)? No
- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) 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? No
- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances? No
- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in a 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.

State Discount Telephone, LLC., nor any of its owners, partners, LLC members, directors, officers, five percent (5%) shareholders or beneficiaries (of a trust) have been convicted of any crime or crimes, or charged in a court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution.

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

State Discount Telephone, LLC., nor any of its owners, partners, LLC members, directors, officers, five percent (5%) shareholders or beneficiaries (of a trust) have been indicated, convicted pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere.

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

<u>Rene Thielepape</u>	<u>(936)295-9600</u>	<u>(936)435-9601</u>
Name	Phone No.	Fax No.

(800)797-3547 e-mail Address: rene@lightnetinternet.com

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

<u>Misty R. Fruge'</u>	<u>(936)295-9600</u>	<u>(936)435-9601</u>
Name	Phone No.	Fax No.

(800)797-3547 e-mail Address: fruge@lightnetinternet.com

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

<u>1-800-797-3547</u>	<u>936-295-9600</u>
Toll-free No.	Alternate Phone No.

<u>2023 Sam Houston Ave. #2</u>	<u>Huntsville</u>	<u>Texas</u>	<u>77340</u>
Address	City	State	Zip Code

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

Capital Filing Service, Inc. 7176 Forrest Oaks Dr. Nashville, TN. 37221

- (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: N/A

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:

The applicant will block direct dialed long distance from the end user's line. Only local calling, 911 and 8XX toll free numbers will be available to the end user. Prepaid long distance can be activated using a toll free number to dial out.

- 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.

State Discount Telephone, L.L.C. will not provide operator services.

- 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.

The applicant currently operates in the State of Texas as a Reseller. The applicant has operated as a Reseller in Texas since December of 1997.

- D. List any state(s) 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.

State Discount Telephone, L.L.C. nor any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has ever been denied authority to provide service.

- E. Areas in Tennessee to be served:

State Discount Telephone, L.L.C. plans to serve the entire State of Tennessee, including all areas served by BellSouth & Sprint.

- F. What type of customers will the applicant serve?

a. Business ☒

b. Residential ☒

c. Aggregators ☐

d. Other ☐

- 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. N/A

State Discount Telephone, L.L.C. is a Reseller of local service. The applicant will not offer long distance to its end users.

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ 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.

See "Attachment B" Proposed Tariff

- 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 in Tennessee?

State Discount Telephone, LLC will not have any telecommunication's facilities in Tennessee. The applicant will rely on the Incumbent carrier for all facilities.

- L. What facility-based network(s) will the applicant be reselling? Bellsouth & Sprint

- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?

The Applicant will bill customers directly.
(See "Attachment C" Copy of Sample Bill)

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

The applicant plans to market its services in Tennessee through local newspapers, cable television, radio advertisements, and mailing advertisements.

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

The Applicant will not use telemarketers to solicit its services.

- 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 The applicant will not offer direct dialed long distance to its end users.

- 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 **X** No ___
- R. 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 III: Organization Structure

A. Applicant's organizational structure

___ Corporation

___ Publicly Traded Corporation

___ Subsidiary of a Publicly Traded Corporation

X Limited Liability Corporation **See "Attachment D"**

___ Other form of Corporation

List type _____ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

___ Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

___ Joint Stock Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

___ Trust

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

___ Individual

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

SECTION (a)-(f) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: **N/A**

(1) Parent Company, if applicable: **N/A**

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. **N/A**

- (c) The date admitted into Tennessee, if a foreign corporation:
 (1) Attach a copy of Certificate of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. N/A
- (d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. N/A
- (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. N/A
- (b) List the full name, social security number and address of the owners, if sole proprietorship, or all partners identifying the percentage of ownership:
 ATTACH ADDITIONAL PAGES AS NECESSARY N/A

C. Number of employees: 4

Employer Identification Number (E.I.N.): 76-0574997

Part IV: Financial Information

A. Address where business records are kept: 2023 Sam Houston Ave. #2

<u>Huntsville</u>	<u>Texas</u>	<u>77340</u>	<u>936-295-9600</u>
City	State	Zip	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. See "Attachment E"

(1) Fiscal year end: Month: December Day: 31st

(2) Date of most recent audited, unconsolidated financial statement of Applicant: N/A

(3) If applicable, name and address of independent certified public accountant:

Richard Ohendalski CPA 1423 D Brazos Dr. Huntsville, Texas 77340.

(4) Period covered by financial statement attached: 1999 (Tax Return)

C. Does the applicant currently have an internal auditor and/or internal audit program?

No, the applicant does not currently have an internal auditor and/or internal audit program.

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. N/A

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

The Reseller 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.

State Discount Telephone, L.L.C.

BY: Misty Fruge
Signature
Misty Fruge'

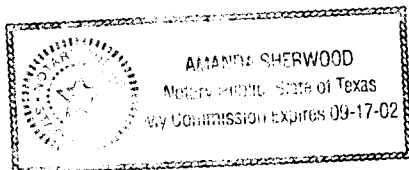
Printed Name
Co-Owner

ATTEST: Rene Thielepape
Title
Co-Owner

Title

On this 25th day of April before me, a Notary Public

Misty Fruge' & Rene Thielepape
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.



Amanda Sherwood
Notary Public

seal

**Secretary of State
Corporations Section**

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

DATE: 04/12/00
REQUEST NUMBER: 3883-1538
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/12/00 0924
EFFECTIVE DATE/TIME: 04/12/00 0924
CONTROL NUMBER: 0387774

TO:
CAPITAL FILING SERVICE, INC.
PMB 333
7051 HWY 70 SOUTH
NASHVILLE, TN 37221

RE:
STATE DISCOUNT TELEPHONE, 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: 04/12/00


FROM:
STATE DISCOUNT TELEPHONE DAILY SALES
2023 SAM HOUSTON AVE
SUITE NO. 2
HUNTSVILLE, TX 77340-0000

RECEIVED:	FEES \$300.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$300.00
RECEIPT NUMBER: 00002668271		
ACCOUNT NUMBER: 00337129		



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

<div style="text-align: center;">  <p>State of Tennessee Department of State Corporation Section 18th Floor, James K. Polk Building Nashville, TN 37243-0306</p> </div> <div style="text-align: center; margin-top: 20px;"> <p>APPLICATION FOR CERTIFICATE OF AUTHORITY</p> </div>	<div style="text-align: center; font-size: 2em; font-weight: bold; color: black;"> FILED </div> <div style="text-align: center; font-size: 0.8em; color: gray;"> For Office Use Only </div>
<p>APPLICATION FOR CERTIFICATE OF AUTHORITY FOR: STATE DISCOUNT TELEPHONE, LLC.</p>	
<p>To the Secretary of State of the State of Tennessee:</p> <p style="text-align: right; font-size: 0.8em; color: gray;">DO APR 12 AM 9:24</p> <p>Pursuant to the provisions of § 48-246-301 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:</p>	
<p>1. The name of the Limited Liability Company is: <u>STATE DISCOUNT TELEPHONE, LLC.</u></p>	
<p>If different, the name under which the certificate of authority is to be obtained is:</p> <p style="font-size: 0.8em; color: gray;">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 § 48-207-101 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 § 48-207-101(d).</p>	
<p>2. The state or country under whose law it is formed is: <u>TEXAS</u></p>	
<p>3. The date of its organization is: <u>JUNE 16, 1998</u> (must be month, day and year)</p>	
<p>4. The complete street address (including zip code) of its principal office is:</p> <p><u>2023 SAM HOUSTON AVE. #2 HUNTSVILLE, TEXAS 77340</u></p> <p style="font-size: 0.8em; color: gray;">Street City/State Zip Code</p>	
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee:</p> <p><u>7176 FORREST OAKS DR. NASHVILLE, TN. DAVIDSON 37221</u></p> <p style="font-size: 0.8em; color: gray;">Street City/State County Zip Code</p> <p>The name of its registered agent at that office is: <u>CAPITAL FILING SERVICE, INC.</u></p>	
<p>6. The number of members at the date of filing <u>2</u></p>	
<p>7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____.</p> <p style="font-size: 0.8em; color: gray;">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.</p>	
<p><u>March 31, 2000</u></p> <p>Signature Date</p> <p><u>CO-OWNER</u></p> <p>Signer's Capacity</p>	<p><u>STATE DISCOUNT TELEPHONE, LLC.</u></p> <p>Name of Limited Liability Company</p> <p><u>Misty Fruge</u></p> <p>Signature</p> <p><u>MISTY R. FRUGE</u></p> <p>Name (typed or printed)</p>

CFS



The State of Texas
Secretary of State

CERTIFICATE OF ORGANIZATION

OF

STATE DISCOUNT TELEPHONE LLC

FILING NUMBER 07038292

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF ORGANIZATION FOR THE
ABOVE NAMED COMPANY HAVE BEEN RECEIVED IN THIS OFFICE AND HAVE BEEN
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF ORGANIZATION.

ISSUANCE OF THIS CERTIFICATE OF ORGANIZATION DOES NOT AUTHORIZE
THE USE OF A COMPANY NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER ENTITY UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK
LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 16, 1998

EFFECTIVE JUNE 16, 1998

A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales", written over a horizontal line.

Alberto R. Gonzales, Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JUN 16 1998

Corporations Section

**ARTICLES OF ORGANIZATION
OF
STATE DISCOUNT TELEPHONE LLC**

ARTICLE ONE

The name of the limited liability company is STATE DISCOUNT TELEPHONE LLC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the Texas Limited Liability Company Act.

ARTICLE FOUR

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Harry L. Thielepape
2023 Sam Houston Avenue
Huntsville, Texas 77340

ARTICLE FIVE

The company is to be managed by a manager. The name and address of the initial Manager, who is to serve until the first annual meeting of members or until his successor is duly elected, is:

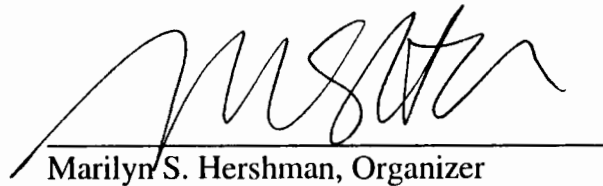
Harry L. Thielepape
2023 Sam Houston Avenue
Huntsville, Texas 77340

ARTICLE SIX

The name and address of the Organizer is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 15th day of June, 1998.



Marilyn S. Hershman, Organizer



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

**STATE DISCOUNT TELEPHONE LLC
CHARTER NUMBER 07038292**

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED MAR. 30, 2000

EFFECTIVE MAR. 30, 2000



A handwritten signature in black ink, reading "Elton Bomer".

Elton Bomer, Secretary of State



Office of the Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

FILED
In the Office of the
Secretary of State of Texas
MAR 30 2000

Corporations Section

AMENDMENT TO THE ARTICLES OF ORGANIZATION OF A TEXAS LIMITED LIABILITY COMPANY

The following is suggested as a guide and illustrates the form and content of articles of amendment to the articles of organization of a Texas limited liability company. The guide is drafted to comply with minimum statutory requirements only; no warranty is made regarding the suitability of this form for any particular purpose as no sample form can meet the particular requirements of a specific transaction. Persons using this guide are advised that the preparation and drafting of a legal instrument for another, the legal effect of which must be carefully determined under the facts and conclusions involved, may constitute the unauthorized practice of law. This form and the information provided are not substitutes for the advice of an attorney.

ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

Pursuant to the provisions of article 3.06 of the Texas Limited Liability Company Act, the undersigned limited liability company adopts the following articles of amendment to its articles of organization:

ARTICLE ONE

The name of the company is STATE DISCOUNT TELEPHONE, LLC.
(State the name of the limited liability company as currently shown in the records of the secretary of state. If the amendment changes the name of the company, state the old name and not the new name here.)

ARTICLE TWO

(If the amendment changes any provision of the existing articles of organization, insert the following:)

The amendment alters or changes article 4 & 5 of the articles of organization and the full text of each provision as it is amended to read is as follows:

The Name of its initial Registered Agent at this address, is as follows: Misty R. Fruge' 2023 Sam Houston Ave. # 2 Huntsville, Texas 77340. The company is to be managed by Misty R. Fruge' & Rene Thielepape at 2023 Sam Houston Ave. # 2 Huntsville, Texas 77340.

(If the amendment is an addition to the articles of organization, insert the following:)

The amendment is an addition to the articles of organization and the full text of each provision added is as follows:

(IF THE AMENDMENT DELETES ANY PROVISION OF THE ARTICLES OF ORGANIZATION, INSERT THE FOLLOWING:)

The amendment deletes (a portion) of article 4 & 5 of the articles of organization. The part that was deleted read as follows: Harry L. Thielepape as Registered Agent and as Manager.

ARTICLE THREE

The foregoing amendment to the articles of organization was adopted on March 30, 2000.

ARTICLE FOUR

(CHECK ONE OF THE FOLLOWING. IF CAPITAL HAS BEEN PAID INTO THE LIMITED LIABILITY COMPANY, CHECK A. IF NO CAPITAL HAS BEEN PAID IN, CHECK B.)

- ☐ A. The amendment was approved by all members in accordance with Section H of article 2.23 of the Texas Limited Liability Company Act, or as otherwise provided in the articles of organization or regulations.
- ☒ B. The amendment was approved by a majority of the managers, or if management is reserved to the members, the amendment was approved by a majority of the members, in accordance with Section G of article 2.23 of the Texas Limited Liability Company Act or as otherwise provided in the articles of organization or regulations, and all persons approving the amendment have signed these articles of amendment.

Dated:

March 30, 2000

State Discount Telephone, LLC.

(Name of Limited Liability Company)

By: Misty Fruge

Its Authorized Manager or Member

Misty R. Fruge

(THE ARTICLES OF AMENDMENT MUST BE SIGNED BY AN AUTHORIZED MANAGER OR MEMBER. IF NO CAPITAL HAS BEEN PAID IN, ALL MANAGERS OR MEMBERS APPROVING THE AMENDMENT MUST SIGN.)