

Company ID: 128615

PromiseVision Technology, Inc.
12211 N. Pennsylvania
Oklahoma City, OK 73120

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

September 12, 2000

IN RE: CASE NUMBER: 00-00659

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

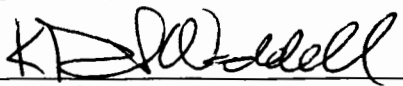
---ORDER---

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 September 12, 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.

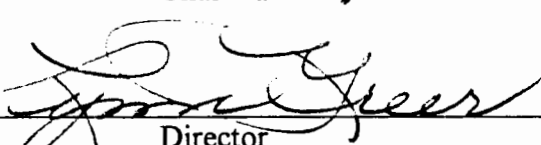
IT IS THEREFORE ORDERED:

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.

ATTEST:


Executive Secretary


Chairman


Director


Director

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]

JUL 26 PM 3 12

EXECUTIVE SECRETARY

SECTION A

Part 1: General Information

A. Name of Applicant: **PromiseVision Technology, Inc.**
Address: **12211 N. Pennsylvania** City: **Oklahoma**
State: **OK** Zip Code: **73120** Phone No. **(405) 330-1070**

Debra

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Arlen L. Best President/CEO	12211 N. Pennsylvania	Oklahoma	OK	73120
Bill Horn Senior Vice President	12211 N. Pennsylvania	Oklahoma	OK	73120
Reggie White Sr. V.P. of Sales & Mktg.	12211 N. Pennsylvania	Oklahoma	OK	73120
Edwin Perez Treasurer	12211 N. Pennsylvania	Oklahoma	OK	73120
Sandi McClure Secretary	12211 N. Pennsylvania	Oklahoma	OK	73120
Tom Anderson V.P. of Operations	12211 N. Pennsylvania	Oklahoma	OK	73120

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.

Name: **Brad Treptor** Phone No. **(405) 330-1070** Fax No. **(405) 341-1365**

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. **(800) 494-1580**

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

☒ Resell Interexchange long distance services

☐ Resell Local Exchange services

☐ Operator Services

☐ Other (describe below) _____

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.

G. List the state(s) you are authorized to operate in at this time. PromiseVision is currently approved to provide interexchange services in thirty three states. PromiseVision seeks authority to provide services in Tennessee as part of the company's objective to become a nationwide service provider. Applications are pending in the remaining states.

(To be filled out by TRA)
Company ID Number 128615
Date Approved _____
Evaluator _____

- H. List any states that you have been denied authority to provide service.
None
- I. Areas in Tennessee to be served.
Entire State
- J. What type of Customers will the company serve?
a. Business X
b. Residential X
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____
- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. Not Applicable
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes ___ No ___ Not Applicable
- 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
Resold telecommunications services offered by PromiseVision Technology, Inc. include outbound long distance, in-bound 800 services, travel card and debit card services to its customers. Rates for these services vary by product.
- N. What is the applicant's 10XXX or 800 access code? 1010555
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee? No
- P. What facility-based network will the applicant be reselling? MCI WorldCom / Williams Communications
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?
The applicant will be utilizing the billing services of its underlying carrier.
- 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.
PromiseVision will utilize either direct mail, direct sales or direct telemarketing to reach its market.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.
The applicant will utilize written Letter of Authorization (LOA).

¹Applicant 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 direct.

- 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 Commission 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 X Corporation
 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

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.

Part IV: Display Card

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.

Part V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange 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 Interexchange 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.

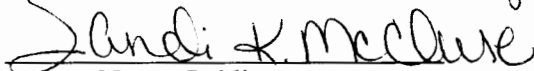
PromiseVision Technology, Inc.

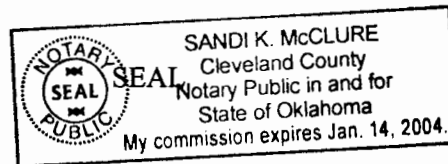


Thomas Anderson
Vice President
PromiseVision Technology, Inc.

Date: 7-13-00

Subscribed and sworn
before me this 13 day of July, 2000.


Notary Public



OFFICE OF THE SECRETARY OF STATE



**CORRECTED
RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Corrected Certificate of Incorporation of

PROMISEVISION TECHNOLOGY, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



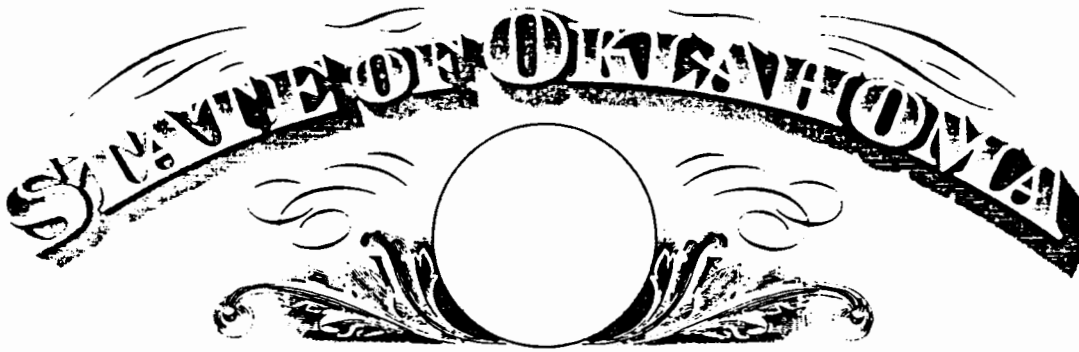
Filed in the City of Oklahoma City this 23rd
day of September, 1999.

Mike Hunter

Secretary of State

By: *[Signature]*

OFFICE OF THE SECRETARY OF STATE



AMENDED & RESTATED
CERTIFICATE OF INCORPORATION

WHEREAS, the Amended & Restated Certificate of Incorporation of

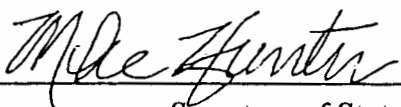
PROMISEVISION TECHNOLOGY, INC.

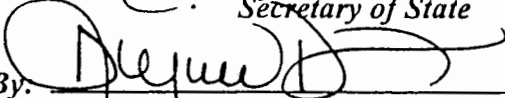
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 17TH
day of AUGUST, 19 99.



Secretary of State
By: 

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

PROMISEVISION TECHNOLOGY, INC.

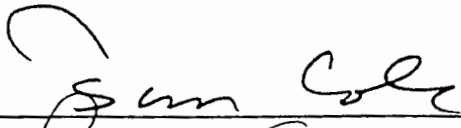
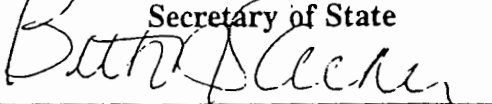
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 28TH
day of SEPTEMBER, 1998.


Secretary of State
By: 

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/10/99

REQUEST NUMBER: 3739-0926

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 09/10/99 1119

EFFECTIVE DATE/TIME: 09/10/99 1119

CONTROL NUMBER: 0376907

TO:

C T CORPORATION SYSTEM
120 S CENTRAL ST

CLAYTON, MO 63105

RE:

PROMISEVISION TECHNOLOGY, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

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

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION 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 CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

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

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 09/10/99

FROM:
C T CORPORATION SYSTEM (CLAYTON, MO)
120 S CENTRAL AVENUE

CLAYTON, MO 63105-0000

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 0000254689
ACCOUNT NUMBER: 00282908



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE