

Company ID: 128668
Delta Phones, Inc.
245 Illinois Street
Delhi, Louisiana 71232

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

March 20, 2001

IN RE: CASE NUMBER: 00-01010

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 March 20, 2001 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 TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant Delta Phones, 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.

245 ILLINOIS St Delhi LA 71232
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 4026-0517

Federal Taxpayer ID Number 72-1143910

Social Security Number for Applicants

Applying as Individuals

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 each affiliate(s), as well as for the applicant.

Address _____ City _____

State _____ Zip Code _____ Phone No. (____) ____ - ____
(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 _____

- 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 ☒ No ☐

Part III: Organization Structure

A Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☐ Other Form of Corporation

List type Sub S Corporation (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 trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

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

- (a) The date and state of formation/incorporation: LOUISIANA MAY 02, 1989
- (1) Parent Company, if applicable _____
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.
- (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
- (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.

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

- 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

SOCIAL SECURITY NUMBER

BUSINESS ADDRESS

PHONE No.

HOME ADDRESS

PHONE No.

EMPLOYMENT HISTORY

Provide the above requested information on separate attachments.

- 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 ☒ 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 ☒ 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 ☒ 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)**

- 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 X 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.

Ron Gordon (318) 878-2049 (888) 203-8014
Name Phone No. Fax No.

(800) 814-8623 e-mail Address rong@deltaplones.com

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

Ron Gordon (318) 878-2049 (888) 203-8014
Name Phone No. Fax No.

(800) 814-8623 e-mail Address rong@delta phones.com

- 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.

1-800-814-8623 318-878-2049
PHONE NUMBER ALTERNATE PHONE NUMBER
P.O. Box 784 Delhi LA 71232
ADDRESS CITY ST ZIPCODE

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

NATIONAL Registered Agents, Inc.
1900 Church Street Suite 400 Nashville, TN 37203

- (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)

Part II:

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

___ Resell Interexchange long distance services

___ Operator Services

X Resell local services

____ Other (describe) _____

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.**

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.)

ARKANSAS, KANSAS, Missouri, Texas - Southwestern Bell -
Resale Prepaid Local Phone Service

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)

NA

E. Areas in Tennessee to be served.

Bell South

F. What type of customers will the applicant serve?

a. Business _____

b. Residential X

c. Aggregators _____

(e.g. Hotels, Payphones)

d. Other (specify) _____

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 II¹.

J. What is the applicant's 10XXX or 800 access code, if applicable? _____

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.

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

L Whose facility-based network(s) will the applicant be reselling? Bell South

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Billing Customer Directly

N Describe briefly how the applicant plans to market their services in Tennessee?
Commission Agents - (Rent to Own) - (Payday Loans) - (Pawn Shops)

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

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, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

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

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

- 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 ___ No X

Part III: Organization Structure

- A Applicant's organizational structure

X Corporation

___ Publicly Traded Corporation

___ Subsidiary of a Publicly Traded Corporation

___ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

___ Other Form of Corporation

List type Sub S Corporation (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 trust agreement and Letter of Authorization from Tennessee Secretary of State.

___ Individual

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

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

- (a) The date and state of formation/incorporation: LOUISIANA May 2, 1989

(1) Parent Company, if applicable _____

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

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

- (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.

- (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.
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

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: 15

Employer Identification Number (E.I.N.) 72-1143910

Part IV: Financial Information

A Address where business records are kept: 245 ILLINOIS Street
Delhi: LA 71232 318-878-2049
CITY STATE ZIP CODE ^{street} PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements 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:

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

MARIN, HARRISON, & SMALLWOOD

P.O. Box 4044 Monroe, LA 71211-4044

(4) Period covered by financial statement attached: _____

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 read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?

X Yes _____ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X 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 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

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.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

BY: Delta Phones, Inc.
(NAME OF CORPORATION)
[Signature]
SIGNATURE
Jon E. Davis
PRINTED NAME
Vice President
Title

ATTEST: Rhonda Walters
Supervisor
Title

On this the 30th day of October, 2000 before me, a Notary Public

Jon E. Davis

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.

Ron D. Gordon
Notary Public

seal

UNITED STATES OF AMERICA
State of Louisiana

Joy McKeithen

SECRETARY OF STATE

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

a copy of an Amendment to the Articles of Incorporation of
FURNITURE MARKET, INC.

Domiciled at DELHI, LOUISIANA, changing the corporate name
to

DELTA PHONES, INC.

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

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

August 7, 1998

Joy McKeithen

MCO 34330304D 34672354
Secretary of State



Delta Phones
P. O. Box 457
Delhi, LA 71232

Honorable Fox McKeithen
Secretary of State
State Capitol
P. O. Box 94125
Baton Rouge, LA 70804

Re: Amendment to Articles of Incorporation

Dear Mr. McKeithen,

We are in the process of changing the corporation name of Furniture Market, Inc. to now be known as Delta Phones, Inc. Following is the information your office requested.

James T. Strong is the President of Delta Phones, Inc.
Address - 5687 Hwy. 17, Delhi, LA 71232.

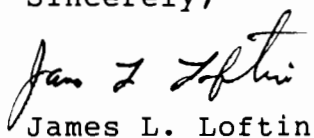
Jon Davis - Vice-President
27 Fallen Road, Delhi, LA 71232.

James L. Loftin - Secretary/Treasurer
468 Rogers Lane, Delhi, LA 71232.

If you need any more information, please let us know.

Thanks.

Sincerely,


James L. Loftin

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

STATE OF LOUISIANA:

PARISH OF RICHLAND:

BE IT KNOWN that on this the 3rd day of August, 1998, before me, Notary Public, duly commissioned and qualified in and for the above state and parish, personally came and appeared James T. Strong and Marianne Cruse Strong, who are the sole officers, directors and shareholders of Furniture Market, Inc. Appearers declared that pursuant to the Resolution of the officers, directors, and shareholders of the corporation adopted at a meeting held on the 31 day of July, 1998, whereas all of the officers, directors, and shareholders of the corporation were present, said meeting being held at the office of the corporation in Delhi, Louisiana, amendments to the Articles of Incorporation of Furniture Market, Inc. were adopted, and appearers hereby execute this act of amendment and put into authentic form the amendment so agreed to by the unanimous vote of all the officers, directors, and shareholders of said corporation.

And said appearers further declared it was moved by James T. Strong and seconded by Marianne Cruse Strong that by said unanimous vote of all of the officers, directors, and shareholders of said corporation, it was resolved that Article I of the Articles of Incorporation be amended so that said article shall henceforth read as follows:

"ARTICLE I

NAME

The name and style of this corporation shall be DELTA PHONES, INC."

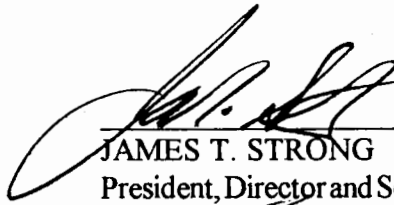
And said appearers having requested me, Notary, to note said amendment in authentic form, I do by these presents receive said amendment in the form of this public act to the end that said amendment may be promulgated and recorded and this be read into the charter of Furniture Market, Inc. As hereinabove set forth to rename the corporation Delta Phones, Inc.

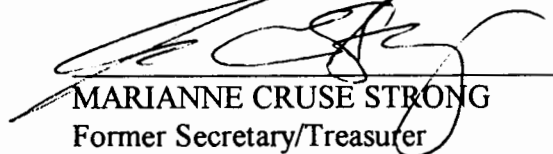
THUS DONE AND SIGNED in my office before me, Notary Public and in the presence of the undersigned witnesses on the date first named above.

WITNESSES:

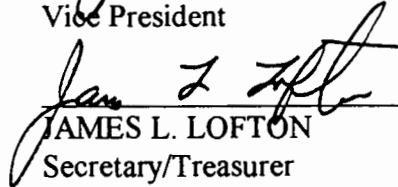
Vmessa Morgan

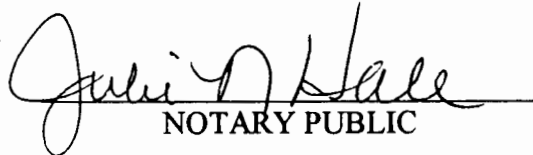
Susan Mooney

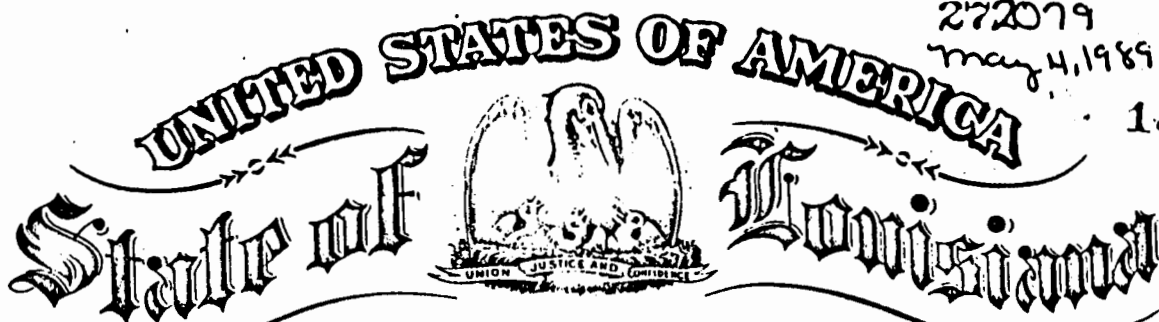

JAMES T. STRONG
President, Director and Sole Stockholder


MARIANNE CRUSE STRONG
Former Secretary/Treasurer


JON DAVIS
Vice President


JAMES L. LOFTON
Secretary/Treasurer


NOTARY PUBLIC



Box McKeithen
SECRETARY OF STATE

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

FURNITURE MARKET, INC.

Domiciled at Delhi, Louisiana, Parish of Richland,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 1, as amended,

By Act before a Notary Public in and for the Parish of
Richland, State of Louisiana, on April 27, 1989, the date
when corporate existence began,

Was filed and recorded in this office on May 2, 1989, in the
Record of Charters Book 343,

And all fees having been paid as required by law, the
corporation is authorized to transact business in this
State, subject to the restrictions imposed by law, including
the provisions of R. S. 1950, Title 12, Chapter 1, as

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 10/13/00
REQUEST NUMBER: 4026-0517
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/12/00 0825
EFFECTIVE DATE/TIME: 10/12/00 0825
CONTROL NUMBER: 0397195

TO:
DELTA PHONES, INC.
PO BOX 784

DELHI, LA 71232

RE:
DELTA PHONES, 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: 10/12/00

FROM:
DELTA PHONES, INC.
PO BOX 784

DELHI, LA 71232-0000

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

RECEIPT NUMBER: 00002751844
ACCOUNT NUMBER: 00350491



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation 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 corporation is Delta Phones, Inc.

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

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is LOUISIANA

3. The date of its incorporation is May 05, 1989 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

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

105 Illinois St.

Delhi

LA

71232

Street

City

State/Country

Zip Code

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

1900 Church St. Suite 400 Nashville

TN

37203

Street

City

State/Country

Zip Code

Registered Agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

President - James T. Strong

P.O. Box 784

Delhi

LA

71232

Vice Pres. - Jon E. Davis

P.O. Box 784

Delhi

LA

71232

Secretary - James L. Loftin

P.O. Box 784

Delhi

LA

71232

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit. yes

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[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 corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

10-5-00

Signature Date

Secretary

Signer's Capacity

Delta Phones, Inc.

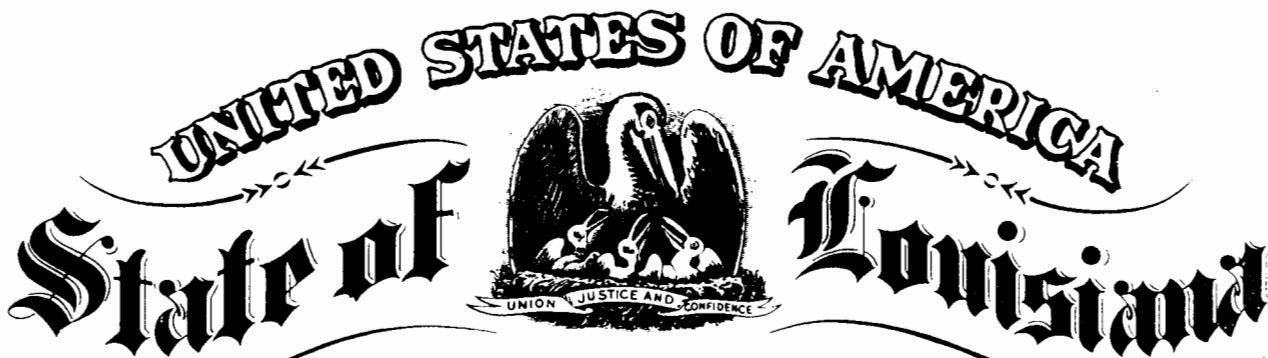
Name of Corporation

James L. Loftin

Signature

James L. Loftin

Name (typed or printed)



Fox McKeithen

SECRETARY OF STATE

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

DELTA PHONES, INC.

Domiciled at DELHI, LOUISIANA,

Were filed in this Office and a Certificate of Incorporation
was issued on May 02, 1989,

I further certify that no Certificate of Dissolution has
been issued.

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

October 2, 2000

Fox McKeithen

CLO

Secretary of State