

Company ID: 128672

Everest Broadband Networks of Tennessee, Inc.

One Executive Drive

Fort Lee, NJ 07024

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

January 23, 2001

IN RE: CASE NUMBER: 00-01079


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

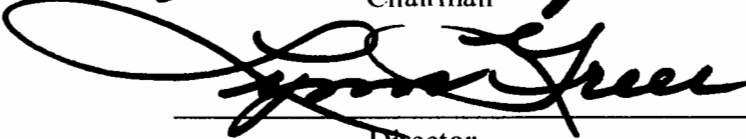
---ORDER---

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 January 23, 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 Everest Broadband Networks of Tennessee, 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.

One Executive Drive, Fort Lee, NJ 07024

Address

City

State

Zip

Tenn. Secretary of State Certificate of Authority ID 0394367

Federal Taxpayer ID Number 62-1831193

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 See attachment for affiliates 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.

00-01079

Company ID Number

128672

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

Evaluator \_\_\_\_\_

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

- 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  
BUSINESS ADDRESS  
HOME ADDRESS  
EMPLOYMENT HISTORY

SOCIAL SECURITY NUMBER  
PHONE No.  
PHONE No.

**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)**

No

- (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.

Alan J. Scrimme  
Name  
(800) 242-1662  
(800) \_\_\_\_\_

(201) 944-6477  
( ) \_\_\_\_\_  
Phone No.

(201) 944-7469  
( ) \_\_\_\_\_  
Fax No.

e-mail Address [ascrimme@everestbroadband.com](mailto:ascrimme@everestbroadband.com)

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

<b>Lance Steinhart</b>	( 770 ) 232 - 9200	( 770 ) 232 - 9208
Name	Phone No.	Fax No.
(800)	e-mail Address	lsteinhart@telecomcounsel.com

1. 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.

(800) 242-1662		(201) 944-6477	
PHONE NUMBER		ALTERNATE PHONE NUMBER	
One Executive Drive, Fort Lee, NJ 07024			
ADDRESS		CITY	ST ZIPCODE

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

CT Corporation System

530 Gay Street, Knoxville, Tennessee 37902

(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) None

## Part II:

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

**X 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.)

**Sales representatives doing face-to-face sales.**

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. None

**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)  
None

- E. Areas in Tennessee to be served.  
Statewide

- F. What type of customers will the applicant serve?
- a. Business X
  - 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 II<sup>1</sup>.

- J. What is the applicant's 10XXX or 800 access code, if applicable? N/A

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

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? BellSouth, Frontier/Global Crossing

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?<sup>2</sup> billing customers directly

N Describe briefly how the applicant plans to market their services in Tennessee?  
Sales representatives doing face-to-face sales.  
No telemarketing.

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.

The company intends to obtain a written, signed letter  
of agency from all customers prior to switching a  
customer's interexchange or local exchange service.

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 \_\_\_\_\_

<sup>2</sup>A 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 ☐

**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

**subsidiary of private co.**

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 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: Delaware 8/11/00
- (1) Parent Company, if applicable Everest Broadband Networks, Inc.
- (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. **None**

(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: 171.

Employer Identification Number (E.I.N.) 62-1831193

Part IV: Financial Information

A. Address where business records are kept: One Executive Drive

<u>Fort Lee, NJ 07024</u>	<u>street</u>	<u>(201) 944-6477</u>
CITY	STATE	ZIP CODE
		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:  
12/31/99 (Parent Company) (6/30/00 - unaudited)

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

Urban, Kahn & Werlin, P.C.

New York, New York



(4) Period covered by financial statement attached: 8/26/99 - 6/20/00

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. **None**

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?  
☒ Yes ☐ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ 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

Everest Broadband Networks of Tennessee, Inc.

(NAME OF CORPORATION)

BY:

\_\_\_\_\_  
Signature  
Alan J. Scime  
\_\_\_\_\_  
PRINTED NAME

Vice President

ATTEST:

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

On this the 16 day of August 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.

\_\_\_\_\_  
Notary Public

seal

ELIZABETH M. SLIKER  
NOTARY PUBLIC OF NEW JERSEY  
NO. 2104551  
MY COMM. EXP. 9/24/2002

Sidley & Austin  
AUG-11-2000 11:53

9/6/00

4:12:

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RightFAX

CT CORPORATION

13127500660 P.02/03

**CERTIFICATE OF INCORPORATION  
OF  
EVEREST BROADBAND NETWORKS OF TENNESSEE, INC.**

**FIRST:** The name of the corporation is Everest Broadband Networks of Tennessee, Inc. (hereinafter the "Corporation").

**SECOND:** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**THIRD:** 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 Delaware, as amended.

**FOURTH:** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock with a par value of \$0.01 per share.

**FIFTH:** The name and mailing address of the incorporator is Robert Verigan, Sidley & Austin, Bank One Plaza, Chicago, Illinois 60603.

**SIXTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized (i) to make, alter or repeal the By-laws of the Corporation, subject to any specific limitation on such power contained in any By-laws adopted by the stockholders, and (ii) to provide for the indemnification of directors, officers, employees and agents of the Corporation to the full extent permitted by the General Corporation Law of Delaware, as amended, or any other applicable laws, as may from time to time be in effect. Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.


**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any 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) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of this Article Seven by the

stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**EIGHTH:** Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Corporation Law of Delaware as it may be in effect from time to time.

**NINTH:** 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 all rights conferred upon the stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator named above, has executed this Certificate as of this 11<sup>th</sup> day of August, 2000.

  
Robert Vergan

Secretary of State  
Corporations Section  
James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306

DATE: 08/21/00  
REQUEST NUMBER: 3980-1497  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 08/18/00 1146  
EFFECTIVE DATE/TIME: 08/18/00 1146  
CONTROL NUMBER: 0394367

TO:  
CT CORP SYSEM  
208 LA SALLE ST  
CHICAGO, IL 60604

RE:  
EVEREST BROADBAND NETWORKS OF TENNESSEE, 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: 08/21/00

FROM:  
C T CORPORATION SYSTEM (CHICAGO, IL.)  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

RECEIVED: FEES 30.00  
TOTAL PAYMENT RECEIVED: 9600.00  
RECEIPT NUMBER: 00002728071  
ACCOUNT NUMBER: 00000592



RS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE



**Department of State**  
Corporate Files  
312 Eleventh Avenue North  
6th Floor, William R. Scarbrough Tower  
Nashville, TN 37243

## APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)

For Office Use Only

50 AUG 13 2000 11:40

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 Everest Broadband Networks of Tennessee, Inc.,  
if different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_.

(NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign 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 name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.)

**FILED**

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

3. The date of its incorporation is August 11, 2000 (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  
1209 Orange St. Wilmington Delaware 19801  
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  
530 Gay Street Knoxville Tennessee (Knox County) 37902  
Street City State/Country Zip Code  
Registered Agent CT Corporation System

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

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

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.

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.)

8/16/00

Signature Date

Everest Broadband Networks of Tennessee, Inc.  
Name of Corporation INC.

Vice President

Signature

Alan J. Scitme

Signer's Capacity

Alan J. Scitme  
Name (Typed or printed)

88-4431 (Rev. 7/00)

RDA 1679

Sidley & Austin

9/6/00

4:12: PAGE 019/37 RightFAX

3:31:30 1.1.2000

*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 "EVEREST BROADBAND NETWORKS OF TENNESSEE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.