

Company ID: 128746

TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

November 20, 2001

IN RE: CASE NUMBER: 01-00849

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

---ORDER---

This matter came 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 November 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.

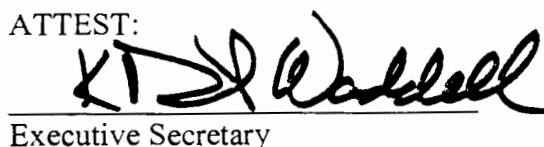
IT IS THEREFORE ORDERED:

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
TELECOMMUNICATIONS 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 **TDI Communications, 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.

322 EAST 50TH STREET, NEW YORK, NEW YORK 10022

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID **0412343**

Federal Taxpayer ID Number **31-1785674**

Social Security Number for Applicants

Applying as Individuals _____

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

NONE

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 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 _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: N/A
- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:
- (a) The proprietor, if the applicant is an individual;
 - (b) Every member, if the applicant is a partnership;
 - (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
 - (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included: **ATTACHED HERETO AS EXHIBIT 1.**

NAME, TITLE, SOCIAL SECURITY NUMBER

BUSINESS ADDRESS, PHONE NUMBER

HOME ADDRESS, PHONE NUMBER

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%) or more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business is denied, revoked or suspended by a state or federal 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, affiliate, owners, partners, LLC members, directors, officers, five(5%) or 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%) or 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%) or more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in the 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%) 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. **NO**

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC 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.

<u>MR. EYAL YECHEZKELL</u>	<u>(212) 588-1180</u>	<u>(212) 588-1191</u>
Name	Phone No.	Fax No.
<u>(888) 800-5236</u>	e-mail Address:	

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

<u>MR. DAVID O. KLEIN</u>	<u>(212) 546-9090</u>	<u>(212) 753-8101</u>
Name	Phone No.	Fax No.
(800) _____	email Address: <u>dklein@telfile.com</u>	

- 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.

<u>(888) 800-5236</u>	_____
Phone Number	Alternate Phone Number
<u>322 EAST 50TH STREET, NEW YORK, NEW YORK 10022</u>	
Address	City State Zip Code

- 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 telecommunications services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services
____ Operator Services
____ 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.**

N/A

- 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.)

APPLICANT IS IN THE PROCESS OF PETITIONING ALL OF THE REMAINING FORTY-NINE (49) STATES OF THE UNION FOR RESOLD INTEREXCHANGE AUTHORITY.

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.

N/A

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.

N/A

- D. List any states the applicant or any affiliate, parent company or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary.)

N/A

- E. Areas in Tennessee to be served.

APPLICANT INTENDS TO PROVIDE SERVICES TO RESIDENTIAL AND BUSINESS CLASS CUSTOMERS THROUGHOUT THE ENTIRE STATE OF TENNESSEE. APPLICANT INTENDS TO PROVIDE TELECOMMUNICATIONS SERVICES FROM, TO AND BETWEEN ALL EXCHANGES IN THE STATE OF TENNESSEE SERVED BY THE STATE'S UNDERLYING INTEREXCHANGE CARRIERS TO THE EXTENT PERMITTED BY FEDERAL AND STATE LAW, AND BY THE AUTHORITY'S RULES. INASMUCH AS APPLICANT INTENDS TO PROVIDE TELECOMMUNICATIONS SERVICES IN ALL PARTS OF THE STATE, TO THE EXTENT AUTHORIZED BY LAW, AND THAT MAPS DETAILING THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE ARE ALREADY ON FILE WITH THE AUTHORITY, APPLICANT RESPECTFULLY REQUESTS THAT THE AUTHORITY NOT REQUIRE THE APPLICANT TO SUBMIT THE SAME OR SIMILAR MAPS.

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

a. Business ✓
b. Residential ✓

- c. Aggregators _____
(e.g. Hotels, Payphones)
- d. Other (specify) _____
- e. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? **NO** If yes, specify amount. _____
- G. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ✓ No _____
- H. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.
- I. What is the applicant's 10XXX or 800 access code, if applicable? N/A
- J. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? **TDI COMMUNICATIONS, INC. ("TDI") INTENDS TO SUBSCRIBE TO AND RESELL ALL FORMS OF LONG DISTANCE TELEPHONE SERVICE IN THE STATE OF TENNESSEE INCLUDING, BUT NOT LIMITED TO, MESSAGE TELEPHONE SERVICE, WATS-LIKE SERVICES, FOREIGN EXCHANGE SERVICE, PRIVATE LINES, TIE LINES, ACCESS SERVICE, CELLULAR SERVICE, PREPAID CALLING CARD SERVICES, SPECIALIZED COMMON CARRIER CIRCUITRY AND SATELLITE COMMON CARRIER CIRCUITRY AND OTHER SERVICES OF COMMUNICATIONS COMMON CARRIERS AND OTHER ENTITIES FOR RESALE TO THE CUSTOMERS OF TDI. TDI INTENDS TO PROVIDE SERVICE TO BUSINESS AND RESIDENTIAL CUSTOMERS THROUGHOUT THE ENTIRE STATE OF NEW YORK.**

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.

TDI PROPOSES TO ACQUIRE AND RESELL VARIOUS VOICE AND DATA COMMUNICATIONS SERVICES OFFERED BY COMMUNICATIONS COMMON CARRIERS, AND TO PACKAGE AND PROVIDE THESE SERVICES FOR THE SPECIALIZED FUNCTIONS AND NEEDS OF ITS CUSTOMERS. IN PARTICULAR, SERVICES WILL BE ACQUIRED FROM UNDERLYING CARRIERS AT BULK RATES AND WILL BE RESOLD TO TDI'S CUSTOMERS, SO THAT CUSTOMERS WILL BENEFIT FROM REDUCED PRICING. THE EXPERIENCED MANAGEMENT AND OPERATIONS EXPERTISE OF THE TDI TEAM WILL ENABLE TDI TO BEGIN OFFERING COMPETITIVE HIGH-QUALITY SERVICE IMMEDIATELY UPON THE GRANT OF THE AUTHORITY REQUESTED HEREIN. IN ADDITION TO REDUCED PRICING, THE INTRODUCTION OF TDI SERVICES WILL PROMOTE COMPETITION AND LEAD TO GREATER EFFICIENCIES AND MORE RAPID INTRODUCTION OF NEW TECHNOLOGIES IN THE USE OF TELEPHONE SERVICE. THUS, AUTHORITY GRANT OF THIS APPLICATION WILL SIGNIFICANTLY SERVE THE PUBLIC INTEREST THROUGH ENHANCED COMPETITION IN THE MARKET FOR LONG DISTANCE SERVICES THROUGH THE ADDITION OF A WELL MANAGED NEW ENTRANT INTO THE MARKET. TDI DOES NOT INITIALLY PLAN TO RESELL LOCAL EXCHANGE SERVICES.

- K. Whose facility-based network(s) will the applicant be reselling?
GLOBAL CROSSING, QWEST COMMUNICATIONS and MCI WORLDCOM
- L. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? TDI WILL BE UTILIZING THE LOCAL TELEPHONE COMPANY'S BILLING SYSTEM TO BILL CUSTOMERS.
- M. Describe briefly how the applicant plans to market their services in Tennessee?

APPLICANT WILL MARKET ITS PROPOSED SERVICES THROUGH THE USE OF DIRECT MARKETING, TELEMARKETING, DIRECT MAILINGS AND, PERHAPS, TELEVISION INFOMERCIALS.

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

N/A

Company Name	Contact	Address	City	State	Zip	Phone
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- O. 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

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

company guidelines, attach copies.

APPLICANT WILL NOT SWITCH A CUSTOMER'S INTEREXCHANGE PROVIDER WITHOUT FIRST OBTAINING A PROPER LETTER OF AUTHORIZATION ("LOA") FROM THE CUSTOMER TO DO SO.

- P. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes ✓ No _____
- Q. 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
____ Other Form of Corporation

Attach a copy of the articles of organization and operating agreement long with amendments.

List type C Corporation (Example S Corporation)

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

____ Association
____ Joint Stock Association
____ Trust
____ Individual

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

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

Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State

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: July 11, 2001
- (b) Parent Company, if applicable N/A
- (c) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. **ATTACHED HERETO AS EXHIBIT 2**
- (d) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **ATTACHED HERETO AS EXHIBIT 3**
- (e) 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
- (f) 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

- (g) 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.

APPLICANT IS CERTIFIED TO TRANSACT BUSINESS AS A FOREIGN CORPORATION IN THE STATE OF TENNESSEE. A COPY OF ITS CERTIFICATE OF AUTHORITY IS ATTACHED HERETO AS EXHIBIT 2.

- (b) List the full name, social security number and address of owners, if a sole proprietorship, or all partners identifying the percentage of ownership: **ATTACH ADDITIONAL PAGES IF NECESSARY**

- C. Number of employees: 03

Employer Identification Number (E.I.N.) 31-1785674

Part IV: Financial Information

- A. Address where business records are kept: 322 EAST 50TH STREET, NEW YORK, NEW YORK 10022
- 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, 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 31
- (2) Date of the most recent audited, unconsolidated financial statement of Applicant:
N/A
- (3) If applicable, name and address of independent certified public accountant.
Eyal Yechezkel
TDI Communications, Inc.
322 East 50th Street, New York, NY 10022
- (4) Period covered by financial statement attached: 2001 to 2003 pro-formas

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. N/A

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, PO 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

Printed Name

Signature

Printed Name

For Corporations and Other Organizations

Signature

Printed Name

Signature

Printed Name

TDI Communications, Inc.
(Name of Corporation)

By:

Signature

EYAL YECHEZKELL
Printed Name

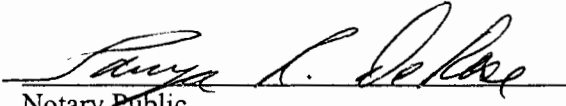
PRESIDENT
Title

ATTEST:

DAVID O. KLEIN, COO
TELECOM CERTIFICATION & FILING, INC.
Printed Name

REPRESENTATIVE OF TDI
COMMUNICATIONS, INC.
Title

On this the 31st day of August before me, a Notary Public Messrs. Eyal Yechezkel and David O. Klein 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

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973858
Qualified in New York County
Commission Expires Nov. 19, 2002

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

DATE: 08/08/01
REQUEST NUMBER: 4255-2706
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/08/01 1515
EFFECTIVE DATE/TIME: 08/08/01 1515
CONTROL NUMBER: 0412343

TO:
INTERCOUNTY CLEARANCE CORPORATION
440 NINTH AVE

NEW YORK, NY 10001

RE:
TDI COMMUNICATIONS, 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: 08/08/01

FROM:
INTERCOUNTY CLEARANCE(NY)
440 9TH AVE

NEW YORK, NY 10001-0000

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

RECEIPT NUMBER: 00002919916
ACCOUNT NUMBER: 00318475



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

RECEIVED
FILED
AUG -8 PM 3:15

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 TDI Communications, 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 Delaware

3. The date of its incorporation is July 11, 2001 (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

322 East 50th Street, New York, NY 10022

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 Street, 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.)

Itai Katheir, C.E.O. 322 East 50th Street, New York, NY 10022

Eyal Yechezkel, President 322 East 50th Street, New York, NY 10022

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

Eyal Yechezkel, 322 E. 50th St., NY, NY 10022

Itai Katheir, 322 E. 50th St., NY, NY 10022

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.]

July 31, 2001

Signature Date

President

Signer's Capacity

TDI Communications, Inc

Name of Corporation

[Signature]

Signature

Eyal Yechezkel

Name (typed or printed)

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDI COMMUNICATIONS, 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 THIRD DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TDI COMMUNICATIONS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JULY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3413092 8300

AUTHENTICATION: 1278690

010379943

DATE: 08-03-01