

Company ID: 128759

United Systems Access Telecom, Inc.  
5 Bragdon Lane, Suite 200  
Kennebunk, ME 04043

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

August 5, 2002

IN RE: CASE NUMBER: 01-01026

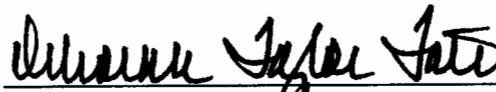
Application for Authority to Provide Operator Services and/or Resell  
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 August 5, 2002 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.

  
\_\_\_\_\_  
Director Deborah Taylor Tate

  
\_\_\_\_\_  
Director Pat Miller

  
\_\_\_\_\_  
Director Ron Jones

**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 United Systems Access Telecom, 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.

5 Bragdon Lane, Suite 200 Kennebunk, ME 04043  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0415653

Federal Taxpayer ID Number 010543862

Social Security Number for Applicants

Applying as Individuals n/a

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

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant. None

Address \_\_\_\_\_ City \_\_\_\_\_

State \_\_\_\_\_ 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

01-01026

Company ID Number

128759

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

Evaluator \_\_\_\_\_

- B Describe other businesses or business transactions, if any, at the same location as the principal business address: Parent company United Systems Access, Inc. shares the same business address, but does not operate other business.
- 
- 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; n/a
  - (b) Every member, if the applicant is a partnership; n/a
  - (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      X   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      X   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      X   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.

- 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) has 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)**

No.

(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 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 response to Authority inquiries regarding company operations Monday through Friday.

Stephen J. Gilbert                      ( 207 ) 467 - 8000                      ( 207 ) 467 - 8008  
Name                                      Phone No.                                      Fax No.

Email Address sgilbert@cybertours.com

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

Richard Dyer                      ( 202 ) 383 - 5130                      ( 202 ) 383-5414  
Name                                      Phone No.                                      Fax No.

Email Address rdyer@omm.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.

<u>(888) 872-9400</u>		<u>None</u>	
PHONE NUMBER		ALTERNATE PHONE NUMBER	
<u>5 Bragdon Lane, Suite 200</u>	<u>Kennebunk</u>	<u>ME</u>	<u>04043</u>
ADDRESS	CITY	ST	ZIPCODE

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

Corporation Service Company

2908 Poston Avenue, 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 states(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.)**  
Maine, Massachusetts, Pennsylvania (provisional) and Rhode Island, and additionally has pending applications to be certified or registered to provide telecommunications services in Maryland, New Jersey and New York.

For the above states, list the number and types of complaints) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

None.

**If applicant has affiliates) 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 ☒  
b. Residential ☒  
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? NO. If yes, specify amount. \_\_\_\_\_
- H Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ No \_\_\_\_\_
- I Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II.<sup>1</sup>
- J What is the applicant's 10XXX or 800 access code, if applicable? n/a
- K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? USA Telecom does not plan to have any facilities at this time, but rather operate using the facilities of its underlying carrier.  
\_\_\_\_\_  
\_\_\_\_\_
- L Whose facility-based networks will the applicant be reselling? USA Telecom is currently in negotiations with several underlying IXCs in order to provide resold services.  
\_\_\_\_\_  
\_\_\_\_\_

<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.

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

N Describe briefly how the applicant plans to market their services in Tennessee?  
USA Telecom will take the necessary action toward marketing their services as a nationwide provider of interexchange toll service through various means, including print or other media.

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	ZIPCODE	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIPCODE	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIPCODE	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIPCODE	PHONE

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.  
USA Telecom will comply with all state and federal regulations as they relate to the unauthorized switching of carriers. Moreover, USA Telecom asserts that it has never engaged in the practice of "slamming."

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 ☒ No ☐

R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

### Part III: Organization Structure

A Applicant's organizational structure

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

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.

  X   Other Form of Corporation

List type   C 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: May 07, 2001

(1) Parent Company, if applicable United Systems Access, Inc., a Delaware corporation

(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.

(c) 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.

United Systems Access Telecom, Inc. is a wholly-owned subsidiary of United Systems Access, Inc. Both are private corporations.



- (d) 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

- (e) 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.

USA Telecom was granted authority to transact business in Tennessee by the Tennessee Secretary of State on October 16, 2001.

- (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: 9

Employer Identification Number (E.I.N.) 010543862

Part IV: Financial Information

A Address where business records are kept: 5 Bragdon Lane, Suite 200  
street

<u>Kennebunk,</u>	<u>ME</u>	<u>04043</u>	<u>(207) 467-8000</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:

Applicant has not had an audit of its financial records.

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

(4) Period covered by financial statement attached: 2001, projected through 2003.

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 V: 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

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

\_\_\_\_\_  
Signature

\_\_\_\_\_  
PRINTED NAME

For Corporations  
and Other Organizations

United Systems Access Telecom, Inc.  
(NAME OF CORPORATION)

BY:

  
SIGNATURE

Richard Joseph Dyer  
PRINTED NAME

Counsel to USA Telecom, Inc.  
Title

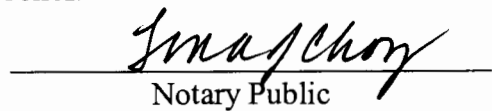
ATTEST: \_\_\_\_\_

\_\_\_\_\_  
Title

On this the 8<sup>th</sup> day of November, 01 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.

TINA CHOY  
NOTARY PUBLIC COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES MARCH 31, 2004

  
Notary Public

seal

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

DATE: 10/16/01  
REQUEST NUMBER: 4321-0703  
TELEPHONE CONTACT: (615) 741 2286  
FILE DATE/TIME: 10/16/01 1206  
EFFECTIVE DATE/TIME: 10/16/01 1206  
CONTROL NUMBER: 0415653

TO:  
CSC  
SUITE 400  
2711 CENTERVILLE RD  
WILMINGTON, DE 19808

RE:  
UNITED SYSTEMS ACCESS TELECOM, 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: 10/16/01

FROM:  
CSC (2711 CENTERVILLE RD)  
2711 CENTERVILLE RD  
SUITE 400  
WILMINGTON, DE 19808-0000

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

RECEIPT NUMBER: 00002948366  
ACCOUNT NUMBER: 00316124



*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)

FILED For Office Use Only

RECEIVED  
STATE OF TENNESSEE

01 OCT 16 PM 12:03

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 United Systems Access Telecom, 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 May 07, 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  
Suite 200, 5 Bragdon Lane, Kennebunk, ME 04043  
 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  
2908 Poston Avenue Nashville TN 37203  
 Street City State/Country Zip Code  
 Registered Agent Corporation Service Company

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

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

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.]

Signature Date

President

Signer's Capacity

United Systems Access Telecom, Inc.

Name of Corporation

Signature

Stephen J. Gilbert

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 "UNITED SYSTEMS ACCESS TELECOM, 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 FIFTEENTH DAY OF OCTOBER, 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*

3389168 8300

AUTHENTICATION: 1391458

010512815

DATE: 10-15-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 05/07/2002  
010219778 - 3389168

**CERTIFICATE OF INCORPORATION**  
**OF**  
**UNITED SYSTEMS ACCESS TELECOM, INC.**

The undersigned, authorized natural person, for the purpose of forming a corporation, under the provisions and subject to the requirements of the laws of the State of Delaware, hereby certifies that:

**FIRST:** The name of this corporation is United Systems Access Telecom, Inc.

**SECOND:** The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activities for which corporations may be organized under the Delaware General Corporation Law.

**FOURTH:** The total number of shares that the corporation shall have authority to issue is 100,000 shares of common stock, each having a par value of \$0.001.

**FIFTH:** The name and address of the incorporator is as follows:

Richard Joseph Dyer, Esq.  
555 13<sup>th</sup> Street, N.W. Suite 500  
Washington, D.C. 20004

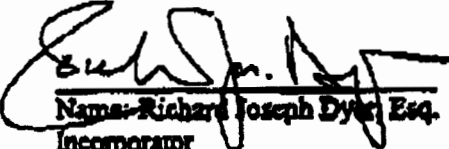
**SIXTH:** The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors.

**SEVENTH:** No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for 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) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**EIGHTH:** 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 by this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

**NINTH:** In addition to the other powers expressly granted by statute, the Board of Directors of the corporation shall have the power to adopt, repeal, alter or amend the bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator herein before named, has executed signed and acknowledged this certificate of incorporation this 3<sup>rd</sup> day of May, 2001.

  
Name: Richard Joseph Dyer Esq.  
Incorporator