

**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR 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 AmeriMex Communications Corp.  
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

N/A  
Legal name of applicant, if different from above.

1078 Alpharetta Street, Suite #9, Roswell, GA 30075  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0399741

Federal Taxpayer ID Number 58-2404604

Social Security Number for Applicants  
Applying as Individuals N/A

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

N/A

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 N/A 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.

<b>THIS SECTION FOR TRA USE ONLY</b>	
Docket Number <u>01-01123</u>	Company ID Number <u>128762</u>
	Date Approved _____
	Evaluator _____

- 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:

NAME/TITLE  
SOCIAL SECURITY NUMBER  
BUSINESS ADDRESS/PHONE NO.  
HOME ADDRESS/PHONE NO.  
EMPLOYMENT HISTORY

***Provide the above requested information on separate attachments.***

See Appendix I.

- 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 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.

☒ Yes ☐ No (Use additional pages if necessary)

All of AmeriMex shareholders were also shareholders of Econotalk.com, Inc., a prepaid telephone card provider that marketed its services on the internet. Econotalk.com ceased operating on December 31, 2000 because marketing on the internet did not attract enough customers to generate sufficient profit to sustain operations.

- G. 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 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.

☐ Yes ☒ No (Use additional pages if necessary)

(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 ☒ 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.

Donald L. Aldridge	(678) 290-1500	(678) 290-1504
Name	Phone No.	Fax No.

☒ (888) 224-2922 e-mail address don@amexcomm.com

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

Glenn S. Richards, Esq.	(202) 454-7016	(202) 663-8007
Tammy Gershoni, Esq.	(202) 454-7089	(202) 663-8007
Name	Phone No.	Fax No.

(800) ☐ N/A e-mail address Glenn.richards@shawpittman.com  
Tammy.gershoni@shawpittman.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request funds or adjustments.

(888) 224-2922	(678) 290-1500
PHONE NUMBER	ALTERNATE PHONE NUMBER

1078 Alpharetta Street, Suite #9 Roswell, GA 30075			
ADDRESS	CITY	ST	ZIP CODE

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

CT Corporation System

530 Gay Street

Knoxville, TN 37902

- K. Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other business conducted by the agent at the same location: **(use additional sheets if necessary)**

N/A

**Part II:**

- A. Check the type of telecommunication 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.

N/A – Applicant does not intend to provide operator services.

- 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 authorized to provide resold local telecommunication services in Georgia, North Carolina, Florida, and South Carolina since April 1999, December 1999, September 2000, and June 2001 respectively. Applicant serves approximately 10,400, primarily Hispanic, customers. Applicant provides prepaid local exchange service, including unlimited local calls, "911" and/or "E911" calls, if available in the customer's area, and toll-free calls (e.g., "800" and "888"). Applicant offers optional features such as call waiting, caller ID, call forwarding and three-way calling. Applicant blocks toll calls, collect calls, directory assistance calls, operator-assisted calls, third number billed calls, and any other service that may be billed to a customer's telephone number (e.g., "900" and "976" calls).

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.

To Applicant's knowledge, only one complaint has been filed against Applicant in any state. The complaint was filed in Georgia and it has been resolved.

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 – Applicant has no affiliate or parent companies engaged in providing telecommunications services or otherwise meeting the above criteria.

- 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)**

N/A – Applicant has not been denied authority to provide service in any state.

- E. Areas in Tennessee to be served:

Applicant proposes to provide service in those areas currently served by BellSouth and any other relevant incumbent facilities-bases LECs that have not obtained or an exemption from the requirements of § 251 of the Federal Telecommunications Act.

- 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? If yes, specify amount. ☐ Yes ☐ No

N/A

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carrier's price for similar services? ☐ Yes ☐ No N/A  
Applicant is a prepaid local service provider. Applicant blocks access to toll calls, operator services and directory assistance.

- 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>

See Appendix II.

- 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? ☐ Yes ☒ No

<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.

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

Applicant will be reselling the facility-based networks of BellSouth and any other relevant incumbent facilities-based LECs.

---

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

Applicant will bill customers directly. A copy of Applicant's sample bill is attached hereto as Appendix III.

- N. Describe briefly how the applicant plans to market their services in Tennessee?

Applicant intends to offer service primarily to residential customers, focusing on the Hispanic population. Applicant plans to market its services throughout the state of Tennessee via advertisements in Hispanic publications, mostly newspapers. Potential customers will be invited to call Applicant's toll free number for a complete description of the company's services. If the potential customer desires the service, then he/she will be directed to Applicant's prearranged payment depot where the connection fee can be paid and the service order completed and faxed to Applicant for processing.

---

- O. 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	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

---

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

---

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
--------------	---------	---------	------	----	-----	-------

---

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	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.

N/A – Applicant will block access to long distance services.

- 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

N/A - Applicant is a prepaid service provider. Applicant blocks access to toll calls, operator services, and directory assistance.

---

<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  
N/A – Applicant blocks access to all toll calls, operator services and directory assistance.

**Part III: Organization Structure**

A. Applicant 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 S Corporation (Example S Corporation)

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

See Appendix IV

☐ 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 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 14, 1998 as a Georgia Corporation  
(1) Parent Company, if applicable N/A

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

See Appendix V.

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

See Appendix VI.

- (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.

Applicant is a privately held corporation. Applicant does not have any parent or subsidiary.

- (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 – There has been no such litigation or convictions.

- (e) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: N/A – Applicant is not a trust.

B. ☐ Proprietorship

☐ Partnership

☐ General

Attach a copy of the partnership agreement 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 qualification to provide telecommunications services in this state.

N/A.

- (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**

N/A.

C. Number of employees: 20

Employer Identification Number (E.I.N.) 58-2404604

**Part IV: Financial Information**

A. Address where business records are kept: 1078 Alpharetta Street, Suite #9

Roswell	GA	30075	(678)290-1500
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.

See Appendix VII.

(1) Fiscal year end: Month 12 Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
N/A – Applicant's financial statements are not audited.

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

(4) Period covered by financial statement attached: 12/31/99 – 9/30/01

- C. Does the applicant currently have an internal auditor and/or internal audit program?

No

If so, Name of internal auditor N/A

- 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 – There has been no material litigation or criminal convictions for the preceding ten year period.

#### **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 ☒ 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

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

\_\_\_\_\_  
Signature

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

\_\_\_\_\_  
Signature

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

\_\_\_\_\_  
Signature

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

For Corporations  
and Other Organizations

\_\_\_\_\_  
AmeriMex Communications Corp.  
(NAME OF CORPORATION)

BY:

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
Donald L. Aldridge  
PRINTED NAME

\_\_\_\_\_  
President  
Title

ATTEST:

\_\_\_\_\_  
Account Staff  
Title

On this day 10 day of December, 2001 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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMERIMEX COMMUNICATIONS CORP.**

**ARTICLE I.**

The name of the corporation is AmeriMex Communications Corp. (the "Corporation").

**ARTICLE II.**

The total number of shares of stock which the Corporation has authority to issue is One Million (1,000,000) shares of \$0.01 par value common stock, all of which shall be designated as "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

**ARTICLE III.**

Pursuant to Official Code of Georgia Annotated Section 14-2-202(4), a director of the Corporation shall not have any personal liability to the Corporation or to its shareholders for monetary damages for any action taken, or for any failure to take any action, as a director, except that this provision shall not eliminate or limit the liability of a director of the Corporation for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) for the types of liabilities of a director of the Corporation that are imposed by Official Code of Georgia Annotated Section 14-2-832; or (d) any transaction from which the director derived an improper personal benefit.

**ARTICLE IV.**

A. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or

has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, advanced or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, arbitative, administrative or investigative, whether formal or informal, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification, reimbursement or advance shall be made only in accordance with the laws of the State of Georgia, including the Georgia Business Corporation Code subject to the conditions prescribed under such statutory provisions.

B. In any instance where the laws of the State of Georgia permit indemnification, reimbursement or advances to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, that all statutory requirements and procedures have been satisfied, and that upon application for indemnification, reimbursement or advances by any such person the Corporation shall promptly cause such determination to be made in accordance with the statutory procedures of Georgia law.

C. Nothing in this Article shall be construed as limiting the applicability and scope of Georgia law with respect to indemnification, reimbursement and advances for expenses; further, as a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

D. In accordance with the law of the State of Georgia, the Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia.

#### **ARTICLE V.**

The shareholders of the Corporation shall, in the event of either a proposed sale for cash of authorized, but unissued shares of the capital stock of the Corporation, or in the event of a proposed stock dividend by the Corporation of authorized, but unissued shares of stock, have the right to acquire such shares in proportion to their respective holdings of such shares of stock. This preemptive right shall not apply to shares issued to effect a merger or consolidation.

#### **ARTICLE VI.**

The capital stock of the Corporation may be issued in whole or fractional shares, and for money, property, services, or other things of value, or a combination thereof.

#### **ARTICLE VII.**

The Corporation shall have the power to guarantee, become surety upon or endorse the obligations of any other corporation, firm or individual as to any matter; and to enter into partnership or into any arrangement for sharing of financial interest with any other corporation, firm or individual; and to acquire, own and hold, and to sell stock in any other corporation. The Corporation shall have the right to lend to, or to borrow from, any of its shareholders, officers and directors.

#### **ARTICLE VIII.**

The Corporation shall have the power to issue stock under the provisions of Section 1244, United States Internal Revenue Code of 1954 as amended.

### **ARTICLE IX.**

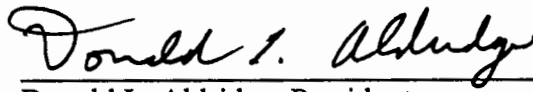
The Corporation shall have the power to elect, upon unanimous consent of the shareholders, to be treated as a small business corporation for income tax purposes as provided by Sections 1371 et seq., United States Internal Revenue Code of 1954, as amended, and to elect to cancel such election at any subsequent time.

### **ARTICLE X.**

These Amended and Restated Articles of Incorporation were duly approved and adopted by the Shareholders of the Corporation in accordance with the provisions of Section 14-2-1003 and 14-2-1007 of the Georgia Business Corporation Code on August 21, 2001.

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation filed with the Georgia Secretary of State on July 15, 1998.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of August, 2001.

  
\_\_\_\_\_  
Donald L. Aldridge, President

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER : K826735  
DATE INC/AUTH/FILED: 07/15/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 11/15/2001  
FORM NUMBER : 211

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, N.E.  
ATLANTA, GA 30361

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

**AMERIMEX COMMUNICATIONS CORP.**  
**A GEORGIA PROFIT CORPORATION**

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20011115120702620



Cathy Cox  
Secretary of State

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

DATE: 12/07/00  
REQUEST NUMBER: 4056-1754  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 12/07/00 1225  
EFFECTIVE DATE/TIME: 12/07/00 1225  
CONTROL NUMBER: 0399741

TO:  
CT CORPORATION SYSTEM  
1030 15TH ST. N.W.

WASHINGTON, DC 20005

RE:  
AMERIMEX COMMUNICATIONS CORP.  
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: 12/07/00

FROM:  
C T CORPORATION SYSTEM (DC-1030 15TH ST)  
1030 15TH ST N.W.

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

WASHINGTON, DC 20005-0000

RECEIPT NUMBER: 00002772119  
ACCOUNT NUMBER: 00000007



*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

00 DEC -7 PM 12:25

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 AmeriMex Communications Corp.

\*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 Georgia

3. The date of its incorporation is July 14, 1998 (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  
1078 Alpharetta St., Suite 9 Roswell Georgia 30075  
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 C T Corporation System

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

Donald L. Aldridge, President, 1078 Alpharetta St., Suite 9, Roswell, GA 30075

David W. Huffman, Vice-President and Chief Technical Officer, 1078 Alpharetta St., Suite 9, Roswell, GA 30075

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) Donald L. Aldridge, 1078 Alpharetta St., Suite 9, Roswell, GA 30075

David W. Huffman, 1078 Alpharetta St., Suite 9, Roswell, GA 30075

Irving Rivera, 1078 Alpharetta St., Suite 9, Roswell, GA 30075

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.]

Nov. 28, 2000

Signature Date

President

Signer's Capacity

AmeriMex Communications Corp.

Name of Corporation

Donald L. Aldridge

Signature

Donald L. Aldridge

Name (typed or printed)

SS-4431 (Rev. 7/00)

RDA 1678

# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : K826735  
DATE INC/AUTH/FILED: 07/15/1998  
JURISDICTION : GEORGIA  
PRINT DATE : 12/02/2000  
FORM NUMBER : 211

00 DEC -7 PM 12:25

JOHN DARNELL  
SECRETARY OF STATE

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, N.E.  
ATLANTA, GA 30361

## CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

**AMERIMEX COMMUNICATIONS CORP.  
A GEORGIA PROFIT CORPORATION**

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20001204204821760



*Cathy Cox*

Cathy Cox  
Secretary of State