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OF COUNSEL

THOMPSON BENNETT
JOHN T. PETERS, JR.

VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

April 22, 2002

Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: NUI Telecom, Inc.

Dear Sir:

Co. ID
128780

Docket #
02-00472

Enclosed for filing with the Regulatory Authority, please find an original and one (1) copy of the above captioned corporation's *APPLICATION FOR A CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL INTEREXCHANGE TELECOMMUNICATIONS SERVICES* within the State of Tennessee. In accordance with conversation with staff member, Sharla Dillon, attached please find stamped letter as evidence of filing fee in the amount of \$50.00 which was previously paid.

In addition, enclosed is a duplicate copy of this filing. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

Enclosures

**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 **NUI 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.

550 Route 202/206, Second Floor, Bedminister, NJ 07921
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID **0417797**

Federal Taxpayer ID Number **22-3293327**

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, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. _____

Company ID Number _____

Date Approved _____

Evaluator _____

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: **NUI Corporation -- (NYSE:NUI) -- based in Bedminster, New Jersey, is a multi-state company engaged in the sale and distribution of natural gas, energy commodity trading and marketing, sales outsourcing and telecommunications. The Company's utility divisions serve more than 380,000 customers in seven states along the eastern seaboard of the United States and comprise Elizabethtown Gas (NJ), City Gas Company of Florida, North Carolina Gas, Valley Cities Gas (PA), Elkton Gas (MD), Waverly Gas (NY) and Virginia Gas. Virginia Gas is also engaged in other activities, such as pipeline operation, natural gas storage, gathering, marketing and distribution services; natural gas exploration, production and well operation; and propane distribution NUI's other businesses include NUI Energy Brokers, Inc., an energy wholesaler; NUI Energy, Inc., an energy retailer; NUI Energy Solutions, Inc., an energy project development and consulting entity; NUI Ventures, a business development division (NUI Environmental Group, NUI International, NUI Fuel Cell Ventures); Utility Business Services, Inc., a geospatial and customer information systems and services subsidiary; TIC Enterprises, LLC, a sales outsourcing firm; and NUI Telecom, Inc., a full-service telecommunications company.**

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

Attached as Exhibit A.

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)

Neither 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 in any state.

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

Neither the Applicant nor 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) have 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.

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?
_____ Yes X No If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Richard Boudria
Name

(908) 470-4718
Phone No.

(908) 470-4707
Fax No.

(800) 768-2852

e-mail Address **dboudria@nuitele.com**

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

Patrick D. Crocker (616) 381-8844 (616) 349-8525
Name Phone No. Fax No.

(800) 768-2852 e-mail Address **pcrocker@earlylennon.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.

(800) 768-2852 (908) 470-4718
PHONE NUMBER ALTERNATE PHONE NUMBER

550 Route 202/206, Second Floor **Bedminister** **NJ** **07921**
ADDRESS CITY ST ZIPCODE

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

Joseph Martin, Jr., Esq.
230 Fourth Avenue, North, 3rd Floor
Nashville, Tennessee 37219

- 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) **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. **Provide the above information on Appendix I.**

Applicant is not providing operator services at this time.

- 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.)

Attached as Exhibit B.

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

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

Applicant has no affiliates, parent company, or constituency corporation engaged in providing telecommunications services.

- 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)

Applicant has not been denied authority to provide service.

- E. Areas in Tennessee to be served.

Entire State of Tennessee

- 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. _____ **n/a**

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes _____ No _____ **n/a**

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

Attached please find as Exhibit C the Applicant's proposed tariff.

- 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? **Applicant has no plans at this time to construct any telecommunications transmission facilities of its own and seeks no construction authority by means of this application.**

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

Sprint

- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? **Applicant will utilize Claremont Billing for billing customers**

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.

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

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

Applicant intends to market services through employees of the company.

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
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Written Letter of Agency - attached as Exhibit D

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No

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 X No

Part III: Organization Structure

A. Applicant's organizational structure

 √ Corporation

 Publicly Traded Corporation

 √ Subsidiary of a Publicly Traded Corporation

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

 Other Form of Corporation

List type C (Example S Corporation) **Exhibit E**

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: April 14, 1994 New Jersey

(1) Parent Company, if applicable NUI Corporation

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

Attached as Exhibit F.

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

Attached as Exhibit G.

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

NUI Corporation owns 100% of the stock of NUI Telecom, Inc. NUI Corporation is a publicly traded corporation having the symbol NUI.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **n/a**

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: **n/a**

B. Proprietorship

 Partnership

 General

Attach a copy of the partnership agreement along with any amendments.

 Limited

Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

 Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

ATTACH ADDITIONAL PAGES AS NECESSARY

See Section (d) hereinabove.

C. Number of employees: 1078.

Employer Identification Number (E.I.N.) 22-3293327

Part IV: Financial Information

A. Address where business records are kept: 550 Route 202/206, Second Floor

<u>Bedminster</u>	<u>NJ</u>	<u>07921</u>	<u>(908) 470-4700</u>
<small>CITY</small>	<small>STATE</small>	<small>ZIP CODE</small>	<small>PHONE NUMBER</small>

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.

Attached as Exhibit H.

(1) Fiscal year end: Month _____ Day _____

(2) Date of most recent audited, unconsolidated financial statement of Applicant:

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

(4) Period covered by financial statement attached: _____

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

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 file room* 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

NUI Telecom, Inc.

(NAME OF CORPORATION)

BY:

[Signature]
SIGNATURE

Richard Boudria

PRINTED NAME

President

Title

ATTEST:

Title

On this the 21st day of NOV, 2001 before me, a Notary Public

PATRICK D CROCKER

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.

Paula A Schneider
Notary Public

seal

PAULA A SCHNEIDER
Notary Public, Kalamazoo County, MI
My Commission Expires Jun 24, 2004

Management Team

Richard Boudria Chairman/CEO

Following his service as a Captain in the U.S. Marine Corps., Mr. Boudria received his MBA from the University of Maryland in 1973. Since that time he has held corporate positions in finance, marketing and strategic planning with Merrill Lynch, Xerox and GTE respectively.

He then went on to provide telecommunications consulting services to such companies as IBM, Morgan Stanley and Chase, prior to founding International Telephone Group (ITG), in 1994.

Upon building ITG into a sizable and profitable telecom provider, he sold the company to NUI Corporation, five years later. Today, Dick continues to oversee the company's operations and expansion as President & CEO, while also serving as an officer of the parent company, NUI.

Bill Mulcahy President/COO

After eighteen years experience in the development and management of "real-time" data and voice systems within the global financial community, at such firms as Citicorp, JJ Kenny & Reuters, Bill was involved, as a co-founder, in the start-up of a number of Internet companies based on advanced multimedia and transactional technology. Some of the clients these companies supported ranged from AT&T, Boeing and WorldCom to Goldman Sachs, Reuters and Polygram.

Upon the sale of his London based Internet company, Bill returned to the US and provided consulting services to the healthcare community prior to coming to NUI Telecom as a consultant in March of 2000. He was made the VP of technology and new ventures at NUI Telecom in January of this year and is responsible for the strategic planning and management of NUI Telecom's operations and partnership ventures that include becoming a facilities based carrier with expansion into international markets.

Tom McCrossen VP Marketing

Prior to joining NUI, Tom was a founder and principal of LDM Systems, a multi-faceted telecommunications firm that offered local and long distance voice and data products within the United States. Since LDM's acquisition by RSL Communications, Tom held the positions of Executive Vice President for Retail Markets and Vice President for Business development. Tom was responsible for key acquisitions within the US and integration of its global marketing strategy, with particular emphasis on RSL's operations in the Dominican Republic, Mexico and Canada.

With over twenty years experience in the telecommunications industry, Tom has held management positions at Allnet Communications, MCI Communications and Rochester Telephone. While at MCI, he was a three-time member of the Chairman's 100 Inner Circle, in recognition as the top revenue-producing channel in the company.

Tom has also served on the Mayor's task force for telecommunications for the City of New York and helped the city draft the Telecommunications Recovery Act for the City of New York.

David Rodgers
VP Finance/CFO

After receiving his MBA at the top of his class from Purdue, David worked in positions of increasing responsibility with United Technologies and GAF, including Director of International Finance and Director of Financial Planning and Analysis. He has extensive experience in business planning, cross-border cash management, and international capital investment. David led the effort to execute International Telephone Group's acquisition by NUI, and to integrate the two companies' financial and information systems. As CFO of NUI Telecom, he managed the consolidation of billing systems and led other important initiatives.

Scott Howsare
VP Operations

Scott has worked in the telecommunications industry since 1995, serving in positions of increasing responsibility with National Tel and Network One, including Operations Manager and Vice President of Product and OSS [operations support systems] Integration. Scott is extremely well versed in provisioning, customer support and billing systems within the CLEC market, and is a valuable new addition to the team.

Applicant has authority in the following states:

	<u>Long Distance Authority</u>	<u>Local Exchange Authority</u>
1. Alabama	Authorized 02-05-02	Authorized 02-05-02
2. Arizona	Provisional authority	-----
3. Arkansas	Authorized 01-17-02	-----
4. California	Authorized 03-11-02	-----
5. Colorado	Authorized 03-11-96	Authorized 01-16-02
6. Connecticut	Authorized 12-31-96	Authorized 04-12-00
7. Delaware	Authorized 02-08-00	Authorized 03-14-00
8. District of Columbia	Not regulated	Authorized 03-17-00
9. Florida	Authorized 07-09-97	Authorized 02-08-00
10. Georgia	Authorized 10-10-98	----
11. Idaho	Authorized 12-27-01	----
12. Illinois	Authorized 07-31-96	----
13. Indiana	Authorized 02-07-02	----
14. Iowa	Authorized 10-22-01	----
15. Kansas	Authorized 03-08-02	----
16. Kentucky	Authorized 01-16-02	----
17. Louisiana	Authorized 03-19-02	-----
18. Maine	Authorized 12-13-01	Authorized 03-26-02
19. Maryland	Authorized 09-02-98	----
20. Massachusetts	Authorized 06-09-96	Authorized 01-16-02
21. Michigan	Authorized 09-03-96	----
22. Minnesota	Authorized 01-24-02	----
23. Missouri	Authorized 02-02-02	----
24. Montana	Authorized 01-09-02	----
25. Nebraska	Authorized 01-29-02	----
26. New Hampshire	Authorized 06-25-98	Authorized 03-08-02
27. New Jersey	Authorized	Authorized 01-06-98
28. New Mexico	Authorized 01-03-02	----
29. New York	Authorized 07-15-96	Authorized 07-15-96
30. North Carolina	Authorized	Authorized 02-23-00
31. North Dakota	Authorized 12-31-01	----
32. Ohio	Authorized 08-06-98	----
33. Oregon	Authorized 12-18-01	----
34. Pennsylvania	Authorized 09-05-96	Authorized 04-27-00
35. Rhode Island	Authorized 11-09-01	Authorized 11-09-01
36. South Carolina	Authorized 01-19-00	Authorized 01-19-00
37. Texas	Authorized 12-12-01	----
38. Utah	Authorized 12-19-01	----
39. Vermont	Authorized 01-16-02	Authorized 01-16-02
40. Virginia	Authorized 03-08-96	Authorized 09-08-00
41. Washington	Authorized 02-27-02	----
42. Wyoming	Authorized 12-28-01	----

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

NUI TLLECOM, INC.

With the Previous or Alternate Name

INTERNATIONAL TELEPHONE GROUP, INC. (Previous Name)

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on April 14, 1994.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

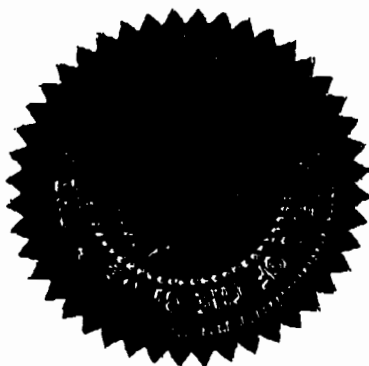
*I further certify that the registered agent and
registered office are:*

*Richard M Boudria
550 Route 202 207 2nd Flr
Bedminster, NJ 07921*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

NUI TELECOM, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of March, 2002

A handwritten signature in cursive script, reading "John E. McCormac".

John E McCormac, CPA
State Treasurer

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

DATE: 11/29/01
REQUEST NUMBER: 4357-2409
TELEPHONE CONTACT: (615) 741 2286
FILE DATE/TIME: 11/29/01 1108
EFFECTIVE DATE/TIME: 11/29/01 1108
CONTROL NUMBER: 0417797

TO:
CORPORATION GUARANTEE AND TRUST CO
TWO GREENWOOD SQUARE
3331 STREET RD S110
BENSALEM, PA 19020

RE:
NUI 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: 11/29/01

FROM:
CORPORATION GUARANTEE AND TR
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000

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

RECEIPT NUMBER: 00002965192
ACCOUNT NUMBER: 00362848



SS-4438

Riley C. Darnell

RILEY C. DARNEILL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

FILED

To the Secretary of State of the State of Tennessee:

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 NUI 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 NEW JERSEY

3. The date of its incorporation is 4/14/1994 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is
550 ROUTE 202-206, 2ND FL., BEDMINSTER, NJ 07921
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

230 FOURTH AVENUE NORTH, 3RD FL., NASHVILLE, TN 37219
Street City County Zip Code

JOSEPH MARTIN, JR., ESQ.
Registered Agent

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

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
RICHARD M. BOUDRIA - DIRECTOR - 14 KNAPTON HILL RD., MENDHAM, NJ 07945
ROBERT F. LURIE - DIRECTOR - 8 STURBRIDGE CT., LAMBERTVILLE, NJ 08530

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

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

11/16/01
President + CEO
Signer's Capacity

NUI TELECOM, INC.
Name of Corporation

Richard M. Boudria
Signature

Richard M. Boudria
Name (typed or printed)

SS-4471 (Rev. 3/99)

RDA 1678

NUI TELECOM, INC.

LIST OF OFFICERS & DIRECTORS

NAME	OFFICE HELD	ADDRESS
Richard M. Boudria	Dir., President & CEO	14 Knaption Hill Road Mendham, NJ 07945
Jeanne M. Bratsafolis	Secretary	7 Kary Way Morristown, NJ 07960
Patti Helfer	Treasurer	14 Stout Drive Belle Meade, NJ 08502
Robert F. Lurie	Director	8 Sturbridge Court Lambertville, NJ 08530