

DOCKET NO.

03-00393

APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A

PAID T.R.A.

Chk # 1049

Amount 50.00

Rcvd By JR

Date 6-16-03

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 Smarter Technologies Corporation

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.

309 Commerce Street, Suite 3 Kingsport, TN37660

Address

City

State

Zip

Tenn. Secretary of State Certificate of Authority ID 0440910

Federal Taxpayer ID Number 14-1847423

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. N/A

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.

THIS SECTION FOR TRA USE ONLY

Docket Number 03-00393

Company ID Number

Date Approved

Evaluator

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:_____

Telephone system sales and service, consulting.

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

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 XX 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 XX 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 XX 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, N/A

- 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)** No

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

_____ YES _____ 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.

Jerry L. James (423) 384-4782 (423) 239-9102
Name Phone No. Fax No.

(800) _____ e-mail Address jjames@smartertek.net

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

Jerry L. James (423) 384-4782 (423) 239-9102
Name Phone No. Fax No.

(800) _____ e-mail Address jjames@smartertek.net

- 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.

(423) 662-4357 (Reserved)	(423) 722-7821 (Reserved)
PHONE NUMBER	ALTERNATE PHONE NUMBER
309 Commerce Street, Suite 3, Kingsport, TN 37660	
ADDRESS	CITY ST ZIPCODE

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

Smarter Technologies Corporation
309 Commerce Street, Suite 3, Kingsport, TN 37660

- (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.

X Resell Interexchange long distance services

____ Operator Services

X Resell local services

____ Other (describe) _____

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

N/A

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

Tennessee - Telephone and Computer Consulting, and
re-sale of telephone equipment.

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary. None. Good Standing

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

- D. List any states 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.
Blountville, Bristol, Johnson City, Kingsport

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

a. Business X
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. No

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

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

- 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? No. (Smarter Technologies Corporation may consider applying for facilities based CLEC at a later date).

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.

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

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² Bill Directly, sample bill attached

N Describe briefly how the applicant plans to market their services in Tennessee?
Yellow Pages, Billboards, direct contact

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. Intralata and Interlata PIC will be documented on LOA. LOA will be signed and initialed by customer. KMC Telecom will not accept order without LOA. Procedure to switch a consumer's service is completion of LOA to include consumer's signature, LOA to be submitted to KMC Telecom.

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 XX 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 XX No

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

- _____ General Attach a copy of the partnership agreement along with any amendments.
- _____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- _____ Other (Explain on separate sheet)

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

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 4.

Employer Identification Number (E.I.N.) 14-1847423

Part IV: Financial Information

A. Address where business records are kept: 309 Commerce Street, Suite 3,
Kingsport, TN 37660 (423) ^{street} 723-4782

CITY	STATE	ZIP CODE	PHONE NUMBER
Kingsport	TN	37660	(423) 723-4782

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:
March 2003

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

Hoover Harrison Associates, P.C.

P.O. Drawer M, 440 E. Sullivan St., Kingsport, TN 37662

(4) Period covered by financial statement attached: Jan-Mar 2003 (1st Qtr) and
IRS form 1120 for 2002

C. Does the applicant currently have an internal auditor and/or internal audit program? No External only.

If so, Name of internal auditor _____.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. N/A

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212. Attached
- B. 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?
 XX Yes _____ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? _____ XX Yes _____ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

Smarter Technologies Corporation
(NAME OF CORPORATION)

BY:

Jerry L. James, pres
SIGNATURE

Jerry L. James
PRINTED NAME

President
Title

ATTEST:

Robert Gene Black, VP
Vice President
Title

On this the 12th day of June, 2003 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.

[Signature]
Notary Public
seal

Exp. 3/15/05

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

DATE: 01/31/03
REQUEST NUMBER: 4716-0850
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/31/03 0939
EFFECTIVE DATE/TIME: 01/31/03 0939
CONTROL NUMBER: 0440910

TO:
SMARTER TECHNOLOGIES CORPORATION
4260 FT. HENRY DR.
SUITE 195
KINGSPORT, TN 37663

RE:
SMARTER TECHNOLOGIES CORPORATION
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: 11/07/02

FROM:
JERRY L. JAMES
3605 HEMLOCK PARK DR
KINGSPORT, TN 37663-0000

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

RECEIPT NUMBER: 00003167116
ACCOUNT NUMBER: 00408877



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
OFFICE OF THE
SECRETARY OF STATE
DEC-5 11:11 AM '02

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 SMARTER TECHNOLOGIES CORPORATION

*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 09/17/2002 (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
4260 Ft. Henry Drive, Suite 195, Kingsport, TN/ Sullivan 37663

Street City State/County 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
4260 Ft. Henry Drive, Suite 195 Kingsport, TN/ Sullivan 37663

Street City State/County Zip Code

Registered Agent SMARTER TECHNOLOGIES CORPORATION

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

President, Jerry L. James, 4260 Ft. Henry Drive, Suite 195, Kingsport, TN 37663

Vice President, Gene Black, 4260 Ft. Henry Drive, Suite 195, Kingsport, TN 37663

Secretary, Karen James, 4260 Ft. Henry Drive, Suite 195, Kingsport, TN 37663

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

Jerry L. James 4260 Ft. Henry Drive, Suite 195, Kingsport, TN 37663

Gene Black 4260 Ft. Henry Drive, Suite 195, Kingsport, TN 37663

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

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), N/A (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.]

November 5, 2002

Signature Date

President

Signer's Capacity

SMARTER TECHNOLOGIES CORPORATION

Name of Corporation

Signature

Jerry L. James

Name (typed or printed)

RECEIVED
STATE OF TENNESSEE
03 JAN 01 10:33 AM
FILED
CLERK OF THE SECRETARY OF STATE

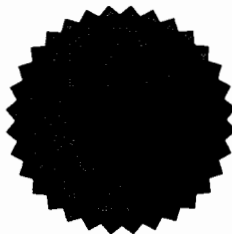
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SMARTER TECHNOLOGIES CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3569520 8100

AUTHENTICATION: 1986288

020578145

DATE: 09-17-02

**STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION**

FIRST: The name of this Corporation is **Smarter Technologies Corporation.**
(hereinafter the "Corporation")

SECOND: Its Registered Office in the State of Delaware is to be located at 113 Barksdale Professional Center in the City of Newark, County of New Castle. The zip code is 19711. The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is Delaware Intercorp, Inc.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

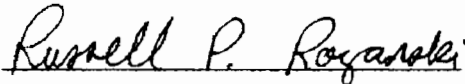
FOURTH: The total number of shares of stock that the corporation shall have authority to issue is 1500 shares of Common Stock at \$0.00 par value each.

FIFTH: The name and mailing address of the incorporator are as follows:

Name;	Delaware Intercorp, Inc.
Mailing Address;	113 Barksdale Professional Center, Newark, DE 19711

SIXTH: The directors of the corporation are not liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: a) a director's duty of loyalty to the corporation or its stockholders; b) intentional misconduct or violation of law; c) a transaction from which the director derived an improper personal benefit; or d) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this Tuesday the Seventeenth day of September 2002.



Incorporator: Russell P. Rozanski, Secretary
Delaware Intercorp, Inc.