

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

October 3, 2003

IN RE:

**APPLICATION OF ENTRIX
TELECOM, INC. FOR AUTHORITY
TO RESELL INTEREXCHANGE LONG
DISTANCE SERVICES IN TENNESSEE**

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**DOCKET NO.
03-00423**

Company ID: 128844


**ORDER GRANTING AUTHORITY TO RESELL INTEREXCHANGE
LONG DISTANCE TELECOMMUNICATION SERVICES IN TENNESSEE**

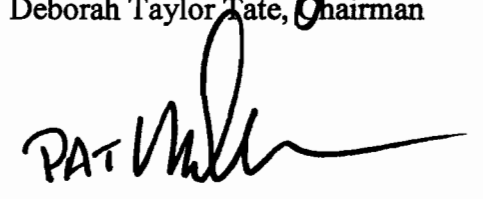
This matter came before Chairman Deborah Taylor Tate, Director Pat Miller and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on September 8, 2003 for consideration of the Application to resell interexchange long distance telecommunication services in Tennessee filed by Entrix Telecom, Inc. on June 26, 2003.

Based upon careful consideration of the Application and of the record of this matter, the voting panel finds and concludes that the Applicant has met all the requirements for certification and the requirements of Tenn. Comp. R. & Regs. 1220-4-2-.57, which was promulgated pursuant to, *inter alia*, Tenn. Code Ann. § 65-2-102 and Tenn. Code Ann. § 65-4-201, and should be authorized to resell interexchange long distance services in Tennessee.

IT IS THEREFORE ORDERED THAT:

1. Entrix Telecom, Inc. is authorized to resell interexchange long distance telecommunication services within the State of Tennessee.
2. This Order shall remain in effect until further order of this Authority.
3. This Order shall be retained as proof of certification with this Authority and may be used to obtain the appropriately tariffed access line from Authority authorized telecommunications service providers.


Deborah Taylor Tate, Chairman


Pat Miller, Director

Ron Jones, Director

Entrix Telecom, Inc.
520 Broad Street
Newark, New Jersey 07102-3111

PAID T.R.A.	
Chk #	<u>1010</u>
Amount	<u>50.00</u>
Rcvd By	<u>HR</u>
Date	<u>6-25-03</u>

June 24, 2003

VIA OVERNIGHT MAIL

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 32743

**Re: Entrix Telecom, Inc. Application for Certificate to
Resell Telecommunication Services in Tennessee
Docket No. 03-00423**

Dear Executive Secretary Waddell:

I have enclosed an original and thirteen (13) copies the Application of Entrix Telecom, Inc. in the above-listed matter as well as a \$50.00 filing fee. Please date stamp the additional copy of this cover letter and return it in the enclosed self-addressed, stamped envelope.

If you have any questions about this Application, please contact me at (973) 438-4854.

Sincerely,



Carl Wolf Billek
Entrix Telecom, Inc.

Enclosure

A. Completed Reseller Application

**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 Entrix 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.
520 Broad Street, Newark, New Jersey 07102-3111
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0435571

Federal Taxpayer ID Number 04-3712683

Social Security Number for Applicants

Applying as Individuals N/A

Any trade name(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 520 Broad Street City Newark

State NJ Zip Code 07102-3111 Phone No. (973) 438-1000

(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. 03-06423

Company ID Number 128844

Date Approved _____

Evaluator _____

Applicant has two affiliates, IDT America, Corp. and Winstar Communications, LLC that are engaged in providing telecommunications. Their requested information is:

IDT America, Corp

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.

520 Broad Street, Newark, New Jersey 07102-3111

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID **0315393**

Federal Taxpayer ID Number **22-3312697**

Social Security Number for Applicants

Applying as Individuals **N/A**

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

N/A

Winstar Communications, LLC

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.

520 Broad Street, Newark, New Jersey 07102-3111

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID **0420380**

Federal Taxpayer ID Number **01-0549724**

Social Security Number for Applicants

Applying as Individuals **N/A**

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

N/A

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None other than those listed in Part I.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
BUSINESS ADDRESS
HOME ADDRESS
EMPLOYMENT HISTORY

SOCIAL SECURITY NUMBER
PHONE No.
PHONE No.

Applicant is a subsidiary of a publicly traded corporation – IDT Corporation, so this information is not required.

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)

_____ Yes X No If yes, please explain fully

- 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)

_____ Yes X _____ No If yes, please explain fully

- (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.

Carl Wolf Billek (973) 438 - 4854 (973) 438- 1455
Name Phone No. Fax No.

(800) _____ e-mail Address Carl.Billek@corp.idt.net

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

Carl Wolf Billek (973) 438 - 4854 (973) 438- 1455
Name Phone No. Fax No.

(800) _____ e-mail Address Carl.Billek@corp.idt.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.

(800) 889-9126 N/A
PHONE NUMBER ALTERNATE PHONE NUMBER
520 Broad Street Newark New Jersey 07102-3111
ADDRESS CITY ST ZIPCODE

- 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 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

_____ 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

- 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 interexchange service in the following states: Arkansas, Colorado, Delaware, Florida, Hawaii, Idaho, Indiana, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Mexico, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Vermont, Virginia, Wisconsin and Wyoming. Applicant has not yet begun providing service in any state.

Applicant's affiliate IDT America, Corp. is authorized, and provides resold interexchange service in all 50 states. IDT America, Corp. is also authorized to provide facilities-based and resold local exchange service in the following states: California, Colorado, Delaware, the District of Columbia, Florida, Illinois, Indiana, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Texas, Vermont, Virginia, West Virginia and Wisconsin. IDT America, Corp. has not yet begun providing local exchange service in any state.

Applicant's affiliate Winstar Communications, LLC is authorized, and provides resold and/or facilities-based local and interexchange in the Continental US and Hawaii.

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.

Applicant has not had any complaints filed against it in any state.

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 requests an exemption from this request as it is unduly burdensome. Applicant and its affiliates are in Good Standing in all states where they are licensed to provide service.

- 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

- E Areas in Tennessee to be served.
Statewide
-
- F. What type of customers will the applicant serve?
- a. Business X
 - b. Residential X
 - 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 II.¹
- J. What is the applicant's 10XXX or 800 access code, if applicable? **Applicant does not have a 10XXX code and has not yet secured 800 access codes.**
- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No.
- L. Whose facility-based network(s) will the applicant be reselling? **Applicant has not yet entered into any agreements with any carriers.**
- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² **Applicant intends to only offer prepaid calling card service. Thus, there will be no "bill" as would accompany a traditional provider's service.**
- N. Describe briefly how the applicant plans to market their services in Tennessee?
Applicant will make its prepaid calling cards available in convenience stores and through print advertisements. Applicant will not engage in telemarketing.
- 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 |
|--------------|-----------------|------|----|-----|-------|
|--------------|-----------------|------|----|-----|-------|
- 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.
Applicant will not switch consumer's preferred interexchange carrier service, as the company will only provide service via prepaid calling cards, which does not necessitate the switching of a preferred carrier.

¹ 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.

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

- 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

X Corporation

_____ Publicly Traded Corporation

_____ Subsidiary of a Publicly Traded Corporation

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

_____ Other Form of Corporation

List type S Corporation (Example S Corporation)
Attach a copy of the charter, bylaws and/or certificate of incorporation.

_____ Association

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

_____ Joint Stock Association

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

_____ Trust

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

_____ Individual

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation, Association or Trust

- (a) The date and state of formation/incorporation: August 29, 2002
- (1) Parent Company, if applicable IDT Corporation
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.
See Attachment C.
- (c) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
See Attachment B.
- (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.

Applicant is a direct subsidiary of IDT Domestic Telecom, Inc. IDT Domestic Telecom, Inc. is a subsidiary of IDT Telecom, Inc. IDT Telecom, Inc. is a subsidiary of IDT Corporation, a publicly traded company. Applicant has no subsidiaries.

- (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.

Applicant is a new entity. It has no history of material litigation and criminal convictions.

- (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:

C. Number of employees: _____.

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

Part IV: Financial Information

A. Address where business records are kept: **520 Broad Street**
street

<u>Newark</u>	<u>New Jersey</u>	<u>07102-3111</u>	<u>(973) 438-1000</u>
CITY	STATE	ZIP CODE	PHONE NUMBER

- B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

The following information is provided for the parent of the Applicant, IDT Corporation.

(1) Fiscal year end: Month **July** Day **31**

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
March 14, 2003

(3) If applicable, name and address of independent certified public accountant:
Ernst & Young, LLP, NY, NY

(4) Period covered by financial statement attached: 08/01/01 – 07/31/02

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

If so, Name of internal auditor Steve Levinson

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

N/A

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
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

Signature

PRINTED NAME

PRINTED NAME

Signature

Signature

PRINTED NAME

PRINTED NAME

For Corporations
and Other Organizations

Entrix Telecom, Inc.

(NAME OF CORPORATION)

BY:

Norman Rosenberg

SIGNATURE

Norman Rosenberg

PRINTED NAME

Secretary

Title

ATTEST:

Carl Billed

Assoc. Gen. Counsel

Title

On this the 24th day of June, 2003 before me, a Notary Public
Norman Rosenberg

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.

Wendy Moreano

Notary Public

seal WENDY MOREANO

A Notary Public of New Jersey

My Commission Expires 9/21/2003

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

DATE: 10/24/02
REQUEST NUMBER: 4635-0349
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 10/24/02 0940
EFFECTIVE DATE/TIME: 10/24/02 0940
CONTROL NUMBER: 0435571

TO:
ENTRIX TELECOM, INC.
520 BROAD STREET
NEWARK, NJ 07102

RE:
ENTRIX TELECOM, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 10/24/02

FROM:
ENTRIX TELECOM, INC.
520 BROAD STREET
NEWARK, NJ 0702-0000

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

RECEIPT NUMBER: 00003161332
ACCOUNT NUMBER: 00408037

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

For Office Use Only

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

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 ENTRIX TELECOM, INC.
*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is DELAWARE

3. The date of its incorporation is AUGUST 16, 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
520 BROAD STREET NEWARK NJ/ESSEX 07102
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
530 GAY STREET KNOXVILLE TN/KNOX 37902
Street City State/County Zip Code
Registered Agent CT CORPORATION SYSTEM

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
MORRIS LICHTENSTEIN 520 BROAD STREET NEWARK, NJ 07102 PRESIDENT
NORMAN ROSENBERG 520 BROAD STREET NEWARK, NJ 07102 SECRETARY

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
MORRIS LICHTENSTEIN 520 BROAD STREET NEWARK, NJ 07102
DOUG MAURO 520 BROAD STREET NEWARK, NJ 07102

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.]

October 18, 2002
Signature Date

President
Signer's Capacity

Entrix Telecom, Inc.
Name of Corporation

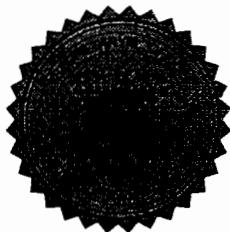
[Signature]
Signature

Morris Lichtenstein
Name (typed or printed)

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENTRIX TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State