



BOULT • CUMMINGS  
CONNERS • BERRY PLC

RECEIVED

April A. Ingram  
(615) 252-2302  
Fax: (615) 252-6302  
Email: aingram@boultcummings.com

T.R.A. LOBBY ROOM

October 1, 2003

Joe Werner, Telecommunications Chief  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

03-00542

VIA HAND DELIVERY

Re: Reseller Application of BetterWorld Telecom, LLC

Dear Mr. Werner:

BetterWorld Telecom, LLC ("BetterWorld" or "Applicant") hereby submits the enclosed Application for a Certificate to Provide Operator Services and/or Resell Telecommunication Services in Tennessee.

An original Application is provided. Filed under separate cover are Attachments A and G to the Application, which contain confidential information. Because of the confidentiality of this information, BetterWorld requests that the Tennessee Regulatory Authority not disclose these Attachments to the public or to any of the Applicant's competitors.

Also enclosed is a check in the amount of \$50.00 for filing fees.

Please date-stamp the courier's copy and return it to the undersigned. If you have questions regarding this matter, or if you require additional information, please give me a call at 252-2302.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

April A. Ingram

AAI/aai  
Enclosures

cc: Henry Walker, Esq.

**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 1: General Information

A. Name of Applicant **BetterWorld Telecom, LLC ("BetterWorld")**  
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

**11951 Freedom Drive, Suite 550** **Reston** **VA** **20190**  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID **0423121**

Federal Taxpayer ID Number **54-2060518**

Social Security Number for Applicants

Applying as Individuals **Not applicable.**

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

**Not applicable.**

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. **\*Not applicable.**

Address \_\_\_\_\_ City \_\_\_\_\_  
State \_\_\_\_\_ Zip \_\_\_\_\_ Phone \_\_\_\_\_  
(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: **03-00542** Company ID Number **128855**  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

B. Describe other businesses or business transactions, if any, at the same location as the principal business address: **Not applicable.**

---

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 Attachment 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 \_\_\_\_\_ ☒ 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 \_\_\_\_\_ ☒ 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. (Use additional pages if necessary)

**Neither the Applicant nor any of its directors, officers, or shareholders have been associated with a business that has ceased providing telecommunications services in any state.**

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. **(Use additional pages if necessary) No.**

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

\_\_\_\_\_ Yes X No If yes, please explain fully.

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

<u>James Kenefick</u>	<u>(703) 251-4844</u>	<u>(703) 251-4744</u>
Name	Phone	Fax
<u>(866) 567-7723</u>	e-mail Address <u>jfk@betterworldtelecom.com</u>	

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

<u>James Kenefick</u>	<u>(703) 251-4844</u>	<u>(703) 251-4744</u>
Name	Phone	Fax
<u>(866) 567-7723</u>	e-mail Address <u>jfk@betterworldtelecom.com</u>	

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

<u>1-866-567-7723</u>	<u>(703) 251-4844</u>		
Phone Number	Alternate Phone Number		
<u>11951 Freedom Drive, Suite 550</u>	<u>Reston</u>	<u>VA</u>	<u>20190</u>
Address	City	State	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 business conducted by the agent at the same location: (use additional sheet if necessary)  
**Not applicable.**

Part II:

A. Check the type of telecommunications 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. **Provide the above information on Appendix I.**

**Not applicable.**

- 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 operation there. (Use additional pages if necessary.)

**BetterWorld is authorized to provide intrastate resold interexchange service and is operating in DE and MS. BetterWorld's parent holding company, Better World Telecom, Inc. is authorized to provide intrastate resold interexchange service and is operating in AL, AZ, AR, CA, CO, FL, GA, ID, IL, IN, IA, KS, KY, MA, MI, MO, MT, NE, NV, NH, NY, NC, ND, OH, OK, OR, PA, RI, SD, TX, VT, WA, WI, and WY. Better World Telecom, Inc. is currently in the process of transferring its certificates of authority to its subsidiary BetterWorld Telecom, LLC.**

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.**

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.

**None.**

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade names, assumed name or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

**None.**

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- E. Areas in Tennessee to be served.

**Statewide**

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

- a. Business   X    
b. Residential   X    
c. Aggregators \_\_\_\_\_  
   (e.g. Hotels, Pay phones)  
d. Other (specify) \_\_\_\_\_

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your 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 \_\_\_\_\_ No \_\_\_\_\_ **Not applicable.**
- 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>

**Applicant's services will be available on a full-time basis, twenty-four (24) hours a day, seven (7) days a week. Applicant proposes initially to provide resold intrastate interexchange telecommunications services, including direct dialed 1 + service, toll free service, and post-paid calling card service to and from all points within the State of Tennessee.**

- J. What is the applicant's 10XXX or 800 access code, if applicable? **Not applicable.**
- 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? **Global Crossing**
- M. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?<sup>2</sup> **BetterWorld will bill its customers directly. A copy of its bill is attached as Attachment B.**
- N. Describe briefly how the applicant plans to market their services in Tennessee? BetterWorld will use direct marketing such as brochures and website material.
- O. If independent telemarketers are to be used, list the name, contact person, address, phone number and federal taxpayer ID for each company.

Company Name	Contact	Address	City	ST	Zip	Phone
Company Name	Contact	Address	City	ST	Zip	Phone
Company Name	Contact	Address	City	ST	Zip	Phone

<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.

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

- 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.

BetterWorld prevents the unauthorized switching of customers by obtaining a signed letter of authorization from all new customers or from third party verification. Applicant will also comply with applicable Tennessee law as well as Federal Communication Commission regulations regarding how interexchange carriers may change a consumer's primary interexchange carrier. Please See Attachment C.

- 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  
X Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments. See Attachment D.  
\_\_\_\_ Other Form of Corporation

List Type \_\_\_\_\_ (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)-(e) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: January 23, 2003 and Delaware

(1) Parent Company, if applicable Better World Telecom, Inc.

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

(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 Attachment F.**

(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 limited liability corporation. Its parent is Better World Telecom, Inc., a holding company.**

(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.

**Not applicable.**

(e) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

**Not applicable.**

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**

C. Number of employees: 10

Employer Identification Number (E.I.N.) 54-2060518

#### Part IV: Financial Information

A. Address where business records are kept: 11951 Freedom Drive, Suite 550

Reston VA 20190 (703) 251-4844

City State Zip Code Phone Number



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

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:  
**Not applicable because applicant was not formed until January 29, 2003. Thus, an audited financial statement has not been made. Unaudited financial statements for applicant's parent are attached as Attachment G.**

(3) If applicable, name and address of independent certified public accountant:  
**Not applicable.**

(4) Period covered by financial statement attached: **October 2002-August 2003**

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

If so, Name of Internal auditor \_\_\_\_\_

- D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. **\*Not applicable.**

**Part V: Rule Compliance Agreement**

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1120-4-2 located at the TRA's website  
[http://www.state.tn.us/tra\\_electronic\\_fileroom](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](http://www.state.tn.us/tra_electronic_fileroom) under the External Site of Lexis Law Publishing.

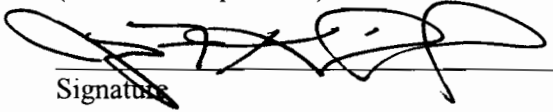
Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of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

For Corporations  
And other Organizations

BetterWorld Telecom, LLC

(Name of Corporation)

BY:

  
Signature

James Kenefick

Printed Name

Chief Executive Officer

Title

ATTEST:



Counsel

Title

On this the 29<sup>th</sup> day of September, 2003 before me, a Notary Public James F. Kenefick 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, DC

seal

My Commission Expires: June 30, 2007

# 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 FORMATION OF "BETTERWORLD TELECOM, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2003, AT 11 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3618767 8100

030052600

AUTHENTICATION: 2226446

DATE: 01-27-03

**CERTIFICATE OF FORMATION**

**OF**

**BETTERWORLD TELECOM, LLC**

1. The name of the limited liability company is BetterWorld Telecom, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation this 23rd day of January, 2003.

/s/ Melanie J. Bosman

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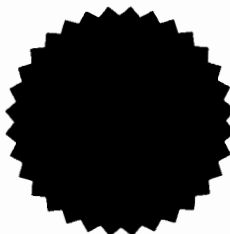
Melanie J. Bosman, Authorized Person

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BETTERWORLD TELECOM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF AUGUST, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3618767 8300

AUTHENTICATION: 2568916

030512930

DATE: 08-06-03

## **ATTACHMENT F**

### **Certificate of Authority to Transact Business in Tennessee**

Applicant has filed for authority to engage in business in Tennessee. Its parent holding company, Better World Telecom, Inc. has also filed a request to withdraw its certificate of authority, which is attached.

**Secretary of State  
Division of Business Services**

**312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243**

DATE: 03/07/02  
REQUEST NUMBER: 4435-2729  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 03/06/02 1239  
EFFECTIVE DATE/TIME: 03/06/02 1239  
CONTROL NUMBER: 0423121

TO:  
CT CORPORATION SYSTEM  
1030 15TH ST  
NORTHWEST  
WASHINGTON, DC 20005

RE:  
BETTER WORLD 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: 03/07/02

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

RECEIVED: FEES \$500.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$500.00

WASHINGTON, DC 20005-0000

RECEIPT NUMBER: 0000302574  
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

RECEIVED  
STATE OF TENNESSEE

2002 MAR -6 PM 12:39

RILEY DARNELL  
SECRETARY OF STATE

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 Better World 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 11/28/2001 (must be month, day, and year), and the period of duration, if other than perpetual, is \_\_\_\_\_

4. The complete street address (including zip code) of its principal office is

11921 Freedom Drive, Suite 550, Reston, VA 20194

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

c/o C T CORPORATION SYSTEM, 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.)

James Kenefick 11921 Freedom Drive, Suite 550, Reston, VA 20194

James Kenefick 11921 Freedom Drive, Suite 550, Reston, VA 20194

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) James Kenefick, 11921 Freedom Drive, Suite 550, Reston, VA 20194

James Kenefick, 11921 Freedom Drive, Suite 550, Reston, VA 20194

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

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

\_\_\_\_\_, \_\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

Signature Date

3/1/02

President

Signer's Capacity

Better World Telecom, Inc.

Name of Corporation

Signature

James Kenefick

Name (typed or printed)