

Lance J.M. Steinhart, P.C.

Attorney At Law

1720 Windward Concourse

Suite 250

Alpharetta, Georgia 30005

PAID T.R.A.

Chk # 000193

Amount 50.00

Rcvd By JK

Date 10-9-03

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200

Facsimile: (770) 232-9208

Email: lsteinhart@telecomcounsel.com

October 3, 2003

VIA OVERNIGHT DELIVERY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-9021
(615) 741-3939

RECEIVED

OCT 09 2003

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION

Re: Gold Line Telemanagement Inc.

Dear Mr. Waddell:

Enclosed please find for filing an original and three (3) copies of Gold Line Telemanagement Inc.'s Application for a Certificate to Provide and/or Resell Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,

Lance J.M. Steinhart

Attorney for Gold Line Telemanagement Inc.

Enclosures

cc: Shala Yazdani

128860
03-00553

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460 James Robertson Parkway
Nashville, TN 37243-9021
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Re: Gold Line Telemanagement Inc.

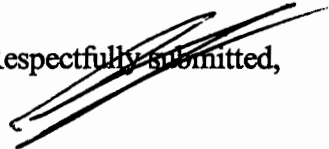
Dear Mr. Waddell:

Enclosed please find for filing an original and three (3) copies of Gold Line Telemanagement Inc.'s Application for a Certificate to Provide and/or Resell Interexchange Telecommunications Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

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Lance J.M. Steinhart
Attorney for Gold Line Telemanagement Inc.

Enclosures

cc: Shala Yazdani

**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 Gold Line Telemanagement 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.

180 West Beaver Creek Road	Richmond Hill	Ontario	L4B 1B4	Canada
Address	City	State	Zip	

Tenn. Secretary of State Certificate of Authority ID 0418456

Federal Taxpayer ID Number 1359 2 9370

Social Security Number for Applicants

Applying as Individuals

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.

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 128860

Date Approved _____

Evaluator _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

- 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.

- 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)**

No

- 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.

Carmine Tucci

(905) 709-6922

(905) 709-6901

Name

Phone No.

Fax No.

(800) 803-4410

e-mail Address chala@goldline.net

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

Lance J.M. Steinhart

(770) 232 - 9200

(770) 232 - 9208

Name

Phone No.

Fax No.

(800)

e-mail Address lsteinhart@telecomcounsel.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) 803-4410

(905) 709-6922

PHONE NUMBER

ALTERNATE PHONE NUMBER

180 West Beaver Creek Road

Richmond Hill

Ontario

L4B 1B4

Canada

ADDRESS

CITY

ST

ZIPCODE

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

TCS Corporate Services, Inc.

1900 Church Street, Suite 400, Nashville, TN 37203

- (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) None

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. **Provide the above information on Appendix I.**
- 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 and providing long distance service in:**
~~Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, Texas, Utah, Vermont, Virginia, Washington, West Virginia and Wyoming~~
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.

- 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.
Statewide

- 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. **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 _____

- 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? **Not Applicable**

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.

- 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? MCI, AT&T, Sprint & Qwest
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Direct Billing
- N Describe briefly how the applicant plans to market their services in Tennessee?
Through distribution of prepaid calling cards and direct sales.
- 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 |
| 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 attempt to get a written letter of agency.
If not, all orders will be third party verified in
accordance with applicable state and federal regulation.
Initially, however, all service will be prepaid calling
cards.
- 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

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

- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

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

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

(a) The date and state of formation/incorporation: June 10, 1993 Ontario

(1) Parent Company, if applicable None

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

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

(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 stand-alone privately-held company.

(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. **None**

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

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: 60

Employer Identification Number (E.I.N.) 1359 2 9370

Part IV: Financial Information

A. Address where business records are kept: _____

180 West Beaver Creek Road Richmond Hill Ontario L4B 1B4 Canada (905) 709-6922

CITY	STATE	ZIP CODE	PHONE NUMBER
Richmond Hill	Ontario	L4B 1B4	(905) 709-6922

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 July Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
None

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

Nick DeLuca

30 Pennsylvania Ave, Concord, Ontario L4K4A5

(4) Period covered by financial statement attached:

- 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.

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?

☒ Yes ☐ No

- B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

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

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

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

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

For Individual and Partners:

Signature

Signature

PRINTED NAME

PRINTED NAME

Signature

Signature

PRINTED NAME

PRINTED NAME

For Corporations
and Other Organizations

Gold Line Telemanagement Inc.

(NAME OF CORPORATION)

BY:

SIGNATURE X

Neda Moelini

PRINTED NAME

Senior Vice President

Title

ATTEST:

Title X

On this the 15 day of Sept, 2003 before me, a Notary Public

NEDA MOELINI

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 X

seal

For Ministry Use Only
À l'usage exclusif du ministère



Ministry of
Consumer and
Ontario Business Services

CERTIFICATE

This is to certify that these articles
are effective as

Ministère des Services
aux consommateurs
et aux entreprises

CERTIFICAT

Ceci certifie que les présents statuts
sont en vigueur

Ontario Corporation Number
Numéro de la société en Ontario

1032798

1.

DECEMBER 21 DÉCEMBRE 2001

Director of Corporations
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

1. The name of the corporation is:

Dénomination sociale de la société:

G	O	L	D		L	I	N	E		T	E	L	E	M	A	N	A	G	E	M	E	N	T		I	N	C	.		

2. The name of the corporation is changed to (if
applicable):

Nouvelle dénomination sociale de la société(s'il y a lieu):

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1993 June 10

(Year, Month, Day)
(année, mois, jour)

4. The articles of the corporation are amended as
follows:

Les statuts de la société sont modifiés de la façon
suivante:

The number of shares the Corporation is authorized to issue is changed from an unlimited
number of common shares to 100 common shares.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2001 December 21

(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

GOLD LINE TELMANAGEMENT INC.

(Name of Corporation)
(Dénomination sociale de la société)

By/Par:

(Signature)
(Signature)

President

(Description of Office)
(Fonction)

For Ministry Use Only
A l'usage exclusif du ministère
Ministry of
Consumer and
Commercial
Relations

CERTIFICATE

This is to certify that these
articles are effective on

JULY 14 JUILLET, 1995

Ministère de
la Consommation
et du Commerce
CERTIFICAT
Ceci certifie que les présents
statuts entrent en vigueur le

Ontario Corporation Number
Numéro de la compagnie en Ontario

1032798

and D. L. L.
Director / Directeur
Business Corporations Act / Loi de sur les compagnies

TRANS
CODE

C

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act
Formule
numéro 3
Loi
sur les
compagnies

1. The present name of the corporation is: **Dénomination sociale actuelle de la compagnie:**
1 0 3 2 7 9 8 O N T A R I O I N C .
2. The name of the corporation is changed to (if applicable): **Nouvelle dénomination sociale de la compagnie (s'il y a lieu):**
G O L D L I N E T E L E M A N A G E M E N T I N C .
3. Date of Incorporation/amalgamation: **Date de la constitution ou de la fusion:**
10/06/93
(Day, Month, Year)
(jour, mois, année)
4. The articles of the corporation are amended as follows: **Les statuts de la compagnie sont modifiés de la façon suivante:**

**THAT the Articles of Incorporation be and they are hereby
amended to change the name of the corporation to GOLD LINE
TELEMANAGEMENT INC.**

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 168 et, s'il y a lieu, à l'article 170 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification

07/07/95

(Day, Month, Year)
(jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

(Name of Corporation)
(Dénomination sociale de la compagnie)

1032798 ONTARIO INC.

By/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

Ataollah Moeini-Korbekandi
(a.k.a. Ataollah Moeini) - president
director

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

DATE: 12/12/01
REQUEST NUMBER: 4366-0356
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/12/01 0920
EFFECTIVE DATE/TIME: 12/12/01 0920
CONTROL NUMBER: 0418456

TO:
MR LARRY BUTLER
PO BOX 2004

JACKSON, TN 38302-2004

RE:
GOLD LINE TELEMAGEMENT 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: 12/12/01

FROM:
GOLD LINE TELEMAGEMENT, INC.
1900 CHURCH ST
STE 400
NASHVILLE, TN 37203-0000

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

RECEIPT NUMBER: 00002970437
ACCOUNT NUMBER: 00381391



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE