

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

DIAL-Around 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.

1075 Rosewood Dr., Grapevine, TX 76051  
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0473551

Federal Taxpayer ID Number 35-2181461

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. n/a

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.

04-00291

Company ID Number

128914

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: *(See attached)*

- (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

PHONE No.

PHONE No.

**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)**

## SECTION C

Provide the name, business and Home address of and a chronological summary of the employment history and experience over the preceding eight years of:

- (a) Sole proprietorship - not applicable
- (b) Partnership – not applicable
- (c) Officers, Stockholders, Directors and key Personnel

Omer Varol - President & CEO. (100% owner)  
200 S. Biscayne Blvd, #2790  
Miami, FL 33131

For the past eight years Mr. Varol had been the President & CEO of Vartex a long distance. His experience is in overall business management of an LD firm and specialized in marketing LD services.

Mark Angell – Secretary & Gen. Counsel  
1075 Rosewood Drive  
Grapevine, TX 76051

The past eight years Mr. Angell had been managing member of VLA Associates, LLC that specialized in Certification, Compliance and Network Design for LD firms.

(d) Mr. Varol & Mr. Angell are the only individuals that can exercise control over direction or the firm.

- 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)

(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 ☒ \_\_\_\_\_ 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.

Hayri Barutcu (817) 329-7424 (817) 421-4789  
Name Phone No. Fax No.  
877  
(800) 212-9865 e-mail Address h.b@dialaround-telecom.com

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

Mark Angell (817) 329-7424 (817) 421-4789  
Name Phone No. Fax No.  
877  
(800) 212-9865 e-mail Address m.angell@comcast.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.

877-212-9865 817-329-7424  
PHONE NUMBER ALTERNATE PHONE NUMBER  
1075 Rosewood Dr., Grapevine TX 76051  
ADDRESS CITY ST ZIPCODE

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

CSC - Corporation Service Company  
2908 Poston Avenue, 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.

☒ 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.)

TX, NY, NC, AL, OK, CA, WA, WY, MT, ID, UT, VA,  
PA, NJ, MN, WI, IL, MO, OR, IA, FL,  
Applicant has not started any business at this time.

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. no complaints

**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.

entire state

- 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 II<sup>1</sup>. yes.

- J. What is the applicant's 10XXX or 800 access code, if applicable? \_\_\_\_\_

10300 & 10228

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? no

<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.

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

Broadwing

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly? local telephone company

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

T.V. ads

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company. No.

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.

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 ☒ 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 ☒ No ☐

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

**Part III: Organization Structure**

**A. Applicant's organizational structure**

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

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

☐ Other Form of Corporation

List type S Corp. (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: 9/17/02 - FL

(1) Parent Company, if applicable n/a

(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.

(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: None

**B. ☐ Proprietorship**

☐ Partnership

**Electronic Articles of Incorporation  
For**

**P02000100462  
FILED  
September 17, 2002  
Sec. Of State**

DIAL-AROUND TELECOM, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

DIAL-AROUND TELECOM, INC.

**Article II**

The principal place of business address:

2637 EAST ATLANTIC BOULEVARD  
SUITE 242  
POMPANO BEACH, FL. 33062

The mailing address of the corporation is:

2637 EAST ATLANTIC BOULEVARD  
SUITE 242  
POMPANO BEACH, FL. 33062

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

10,000

**Article V**

The name and Florida street address of the registered agent is:

MARK J ANGELL  
2637 EAST ATLANTIC BOULEVARD  
SUITE 242  
POMPANO BEACH, FL. 33062



I certify that I am familiar with and accept the responsibilities of registered agent.

**P02000100462**  
**FILED**  
**September 17, 2002**  
**Sec. Of State**

Registered Agent Signature: MARK J. ANGELL

### **Article VI**

The name and address of the incorporator is:

MARK J. ANGELL  
2637 EAST ATLANTIC BOULEVARD  
SUITE 242  
POMPANO BEACH, FLORIDA 33062

Incorporator Signature: MARK J. ANGELL

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P  
MARK J ANGELL  
2637 EAST ATLANTIC BOULEVARD, SUITE 242  
POMPANO BEACH, FL. 33062

# *State of Florida*

## *Department of State*

I certify from the records of this office that DIAL-AROUND TELECOM, INC. is a corporation organized under the laws of the State of Florida, filed on September 17, 2002.

The document number of this corporation is P02000100462.

I further certify that said corporation has paid all fees due this office through December 31, 2004, that its most recent annual report/uniform business report was filed on July 7, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the  
Eighth day of July, 2004*



*Glenda E. Hood*  
**Secretary of State**

Authentication ID: 000038898050-070804-P02000100462

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

[www.sunbiz.org/auth.html](http://www.sunbiz.org/auth.html)

**Secretary of State**

**Division of Business Services**

**312 Eighth Avenue North**

**6th Floor, William R. Snodgrass Tower**

**Nashville, Tennessee 37243**

DATE: 07/13/04

REQUEST NUMBER: 5182-3245

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 07/13/04 1140

EFFECTIVE DATE/TIME: 07/13/04 1140

CONTROL NUMBER: 0473551

**TO:**

**DIAL-AROUND TELECOM, INC.  
1075 ROSEWOOD DR**

**GRAPEVINE, TX 76051**

**RE:**

**DIAL-AROUND 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: 02/13/03**

**FROM:  
/LA ASSOCIATES, LLC  
.075 ROSEWOOD DR**

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

**GRAPEVINE, TX 76051-0000**

**RECEIPT NUMBER: 00003215292  
ACCOUNT NUMBER: 00415513**



*Riley C. Darnell*

**RILEY C. DARNELL  
SECRETARY OF STATE**

## CORPORATE STRUCTURE

The Corporation is a stand alone corporation with no affiliate or subsidiaries.

- \_\_\_\_\_ 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: *not applicable*  
**ATTACH ADDITIONAL PAGES AS NECESSARY**

C. Number of employees: 5

Employer Identification Number (E.I.N.) 35-2181461

Part IV: Financial Information

A. Address where business records are kept: 1075 Rosewood Drive  
Grapevine TX 76051 817-329-7424  
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<sup>st</sup>

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

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

none

(4) Period covered by financial statement attached: Jan 1, 2004 - July 31, 2004

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. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.
- 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?  
☒ Yes ☐ No
- C. 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

BY:

Dial-around Telecom, Inc  
(NAME OF CORPORATION)

Mark J Angell  
SIGNATURE

Mark J Angell  
PRINTED NAME

Secretary  
Title

ATTEST:

\_\_\_\_\_  
Title

On this the 14 day of September 2004 before me, a Notary Public  
Mark Angell

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.

Sandy McDonald  
Notary Public

seal

