

**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 **Startec Global Licensing Company**  
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.

**1151 Seven Locks Road, Potomac, MD 20854**  
Address, City, State, Zip

Tenn. Secretary of State Certificate of Authority ID **0374528**  
Federal Taxpayer ID Number **52-2099556**  
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 \_\_\_\_\_ Phone ( ) \_\_\_\_\_

**\*\*\*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 **04-00282** Company ID Number **1289/2**  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

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

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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:

- (c) The proprietor, if the applicant is an individual;
- (d) Every member, if the applicant is a partnership;
- (e) 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)
- (f) 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 |       |                        |

**Applicant is a wholly owned subsidiary of Startec Global Communications Corporation. Startec Global Communications Corporation is controlled by Allied Capital Corporation, which holds 68.5% of Startec Global Communications Corporation's issued and outstanding shares. GE Capital Corporation holds 24% of the issued and outstanding shares of Startec Global Communications Corporation. No other entity holds more than 1% of the issued and outstanding shares of Startec Global Communications Corporation. Allied Capital Corporation is a publicly traded company. GE Capital Corporation is a wholly owned subsidiary of the General Electric Company, which is publicly traded.**

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.

**Because of staff reductions and other disruptions caused by its bankruptcy, Applicant inadvertently neglected to make certain administrative filings in some of the jurisdictions in which it operates, and had its authority to transact business in these jurisdictions temporarily revoked. Applicant has made all of its past-due filings in these jurisdictions, and is now in good standing in every jurisdiction in which it does business.**

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.

**The TRA revoked Applicant's authorization to provide telecommunications in the State of Tennessee because, during its bankruptcy, Applicant was unable to comply with the requirement that it post the \$20,000 bond necessary to maintain its license. Applicant**

has since emerged from bankruptcy protection and has secured the required \$20,000 bond necessary to maintain its license.

- (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)**  
☐ Yes ☒ 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 ☒ 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 ☒ 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.

Jame Morgan

Name

(301) 610-4300

Phone No.

(240) 314-4219

Facsimile No.

(800) 827-3374

E-mail Address: james.morgan@startec.com

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

Patrick Crocker

Name

(269) 381-8844

Phone No.

(269) 381-8822

Facsimile No.

(800) 768-2852

E-mail Address: tcom1@earlylennon.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) 827-3374

PHONE NUMBER

(301) 610-4300

ALTERNATE PHONE NUMBER

1151 Seven Locks Road

ADDRESS

Potomac

CITY

MD

STATE

20854

ZIPCODE

- J. Provide the name and address of the registered agent for service of process:  
**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)  
**Not Applicable**

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. Applicant is not providing operator service at this time.**
- 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.)  
**Attached as Exhibit A**
- 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.
- 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)  
**Applicant has not been denied authority to provide service in any state.**
- 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?  
☐ Yes ☒ No If yes, specify amount: \_\_\_\_\_
- 
- 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>.  
**Attached as Exhibit B**
- J. What is the applicant's 10XXX or 800 access code, if applicable?  
**10-10-719**
- 
- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?  
**Applicant has no plans at this time to construct any telecommunications transmission facilities of its own and seeks no construction authority by means of this application.**
- 
- 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 directly<sup>2</sup>?  
**Applicant will bill customers directly. A sample bill is attached as Exhibit C.**
- 
- N. Describe briefly how the applicant plans to market their services in Tennessee?  
**Applicant plans to market their services via advertising, direct marketing, website, and independent distributors.**
- 
- O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.  
**Not applicable**
- | 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 switch customers after obtaining an executed Letter of Agency ("LOA") in case of a commercial customer or a voice recording authorizing change in the case of a residential customer. LOA is attached hereto as Exhibit D.**

<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 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 ☐ 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

**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 \_\_\_\_\_ (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation.

**Applicant's Articles of Incorporation and Bylaws are attached as Exhibit E.**

- |                                                  |                                                                                                                                         |
|--------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> Association             | Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Joint Stock Association | Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Trust                   | Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.                                     |
| <input type="checkbox"/> 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: 4/21/98 in Delaware

(1) Parent Company, if applicable Allied Capital Corporation.

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

**Attached as Exhibit F.**

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

**Attached as Exhibit G.**

(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 Corporation duly organized in the State of Delaware. Applicant's parent company, Allied Capital Corporation is a publicly traded corporation.**

- (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.

**The directors, executive officers, or key shareholders of Applicant have no history of material litigation or criminal convictions for the ten-year period prior to the date of this application.**

- (e) 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: **Applicant and affiliated entities have approximately 220 employees.**

Employer Identification Number (E.I.N.) **52-2099556**

Part IV: Financial Information

- A. Address where business records are kept:

|                              |                          |                       |
|------------------------------|--------------------------|-----------------------|
| <b>1151 Seven Locks Road</b> | <b>Potomac, MD 20854</b> | <b>(301) 610-4300</b> |
| STREET                       | 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.

**A copy of Applicant's most recent financial statements is attached as Exhibit I**

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

(2) Date of most recent audited, unconsolidated financial statement of Applicant: **September 30, 2001**

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

(4) Period covered by financial statement attached:

- C. Does the applicant currently have an internal auditor and/or internal audit program?  
If so, Name of internal auditor **No**

- 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**

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**Part V: 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.



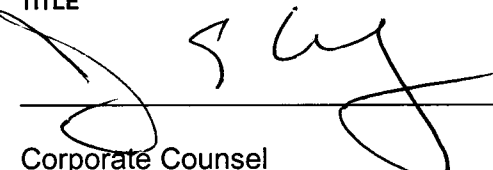
Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of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

Startec Global Licensing Company  
(NAME OF CORPORATION)

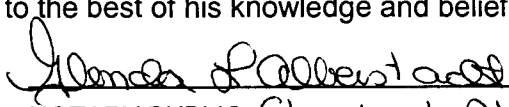
BY:   
SIGNATURE  
Jeffrey L. Poersch  
PRINTED NAME

Secretary  
TITLE

ATTEST:

  
Corporate Counsel  
TITLE

On this the 2nd day of September 2004, before me, a Notary Public, Jeffrey L. Poersch, 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 knowledge and belief.

  
NOTARY PUBLIC: Glenda L. Alberstadt

My Commission Expires: August 1, 2007

County of Montgomery State of Maryland



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

ISSUANCE DATE: 10/19/2004  
REQUEST NUMBER: 042903  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/16/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0374528  
JURISDICTION: DELAWARE

TO:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221

REQUESTED BY:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

-----  
"STARTEC GLOBAL LICENSING COMPANY",  
-----

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO  
TRANSACTION BUSINESS IN THIS STATE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 10/19/04

FROM:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$240.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$240.00

RECEIPT NUMBER: 00003599229  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

STATE OF TENNESSEE  
2004 OCT - 7  
RILEY D. ROBERTS  
SECRETARY OF STATE  
Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR REINSTATEMENT  
FOLLOWING ADMINISTRATIVE  
DISSOLUTION/REVOCATION

FILED

STATE OF TENNESSEE  
For Office Use Only

2004 AUG 25 AM 9:44

FILED  
SECRETARY OF STATE

Pursuant to the provisions of Section 48-24-203 or Section 48-25-303 of the Tennessee Business Corporation Act or Section 48-64-203 or Section 48-65-303 of the Tennessee Nonprofit Corporation Act, this application is submitted to the Office of the Secretary of State, State of Tennessee, for reinstatement.

1. The name of the corporation is Startec Global Licensing Company

(Name change if applicable) \_\_\_\_\_

2. The effective date of its administrative dissolution/revocation is 4-19-02 (must be month, day, and year).

3. The ground(s) for the administrative dissolution/revocation

☐ did not exist.

☒ has/have been eliminated.

[NOTE: Please mark the applicable box.]

4. The corporate name as listed in number one (1) satisfies the requirements of Tennessee Code Annotated Section 48-14-101 or 48-54-101, as appropriate.

5. The corporation control number as assigned by the Secretary of State, if known is 0374528.

[NOTE (APPLIES TO FOR-PROFIT CORPORATIONS ONLY): Prior to this document being accepted for filing, the Division of Business Services will request tax clearance verification from the Tennessee Department of Revenue that the business has properly filed all reports and paid all required taxes and penalties. If we cannot obtain such tax clearance verification from the Department of Revenue, this document will be rejected and returned to the applicant.]

August 24, 2004  
Signature Date

Startec Global Licensing Company  
Name of Corporation

Vice President/Asst. Sec.  
Signer's Capacity

[Signature]  
Signature

NO 8/25/04 EB -

See Letter - 10/7/04 - DBP

Subhash K. Pai  
Name (typed or printed)

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
STGC LICENSING COMPANY

STGC Licensing Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The Corporation has not received any payment for any of its stock.

SECOND: The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution was approved by the sole member of the Corporation's Board of Directors and was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Certificate of Incorporation of the Corporation is amended by striking Article FIRST in its entirety and replacing therefor: 'FIRST: The name of the Corporation is Startec Global Licensing Company.'"

IN WITNESS WHEREOF, STGC Licensing Company has caused this Certificate to be signed and attested by its duly authorized officer, this 24th day of April, 1998.

STGC Licensing Company

By: 

Ram Mukunda, President

CERTIFICATE OF INCORPORATION  
OF  
STGC LICENSING COMPANY

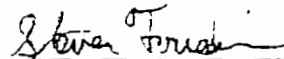
1. Name. The name of the Corporation is STGC Licensing Company.
2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805. The Registered Agent in charge thereof is Corporation Service Company.
3. Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.
4. Authorized Capital. The aggregate number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares, all of which are of one class and are designated as Common Stock and each of which has a par value of one cent (\$.01) per share.
5. Incorporator. The name and mailing address of the incorporator are:  
  
Steven Friedman  
Schnader Harrison Segal & Lewis LLP  
Suite 600  
1225 Eye Street, N.W.  
Washington, DC 20005
6. Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation, subject to the powers of the stockholders of the corporation to alter or repeal any bylaw whether adopted by them or otherwise.
7. Election of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
8. Right to Amend. The Corporation reserves the right to amend any provision contained in this Certificate as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.

9. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the General Corporation Law of Delaware. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 9 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

It is the intention that the objects, purposes and powers specified in the third paragraph hereof shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Certificate of Incorporation, but that the objects, purposes and powers specified in the third paragraph and in each of the clauses or paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers.

10. Initial Directors. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The name and mailing address of the person who is to serve as the initial director of the corporation until the first annual meeting of stockholders of the corporation, or until his successor is elected and qualified, is: Ram Mukunda at 10411 Motor City Drive, Bethesda, Maryland 20817.

IN WITNESS WHEREOF, the undersigned has executed this document on the 16th day of April, 1998.



Steven Friedman, Incorporator

# Delaware

PAGE 1

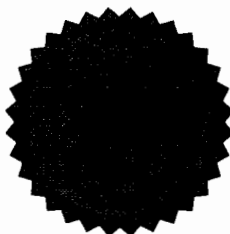
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STARTEC GLOBAL LICENSING COMPANY" 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 ELEVENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STARTEC GLOBAL LICENSING COMPANY" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2888550 8300

040434098

AUTHENTICATION: 3166504

DATE: 06-11-04