

**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 DELTEL, 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.

27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656
Address, City, State, Zip

Tenn. Secretary of State Certificate of Authority ID 0495995
Federal Taxpayer ID Number 46-0500395
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 05-00218 Company ID Number 128963
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		

Attached as Exhibit 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)**

☐ 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.

Robert G. Huff
Name

(949) 444-0150
Phone No.

(949) 444-0150
Facsimile No.

(877) 772-6398

E-mail Address: Bob.Huff@deltel.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.

E-mail Address: pcrocker@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.

(877) 772-6398
PHONE NUMBER

(949) 444-0150
ALTERNATE PHONE NUMBER

27071 Aliso Creek Road, Suite 150
ADDRESS

Aliso Viejo
CITY

CA
STATE

92656
ZIPCODE

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

Joseph Martin, Jr.

315 Deaderick Street, Suite 1100

Nashville, TN 37238

- 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 B.

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 have been filed against Applicant.

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

Applicant has no affiliates or parents engaged in providing telecommunications services.

- 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.

- 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 II¹.

Attached as Exhibit C.

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?

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?

QWEST

M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²?

Applicant will bill customers directly. A sample bill is attached as Exhibit D.

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.

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

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

- 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

- 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 E**.

- 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 F.

☐ 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 16, 2003/California

(1) Parent Company, if applicable _____

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

Attached as Exhibit G.

(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 H.

(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 incorporated in the State of California.
Applicant has no subsidiary or parent.**

- (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 has 14 employees.

Employer Identification Number (E.I.N.) 46-0500395

Part IV: Financial Information

A. Address where business records are kept:

27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656
STREET CITY STATE ZIP CODE

(949) 444-0150
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 _____ Day _____

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

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

(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 _____

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. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.

Attached as Exhibit J.

- 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.

Attached please find the following:

Exhibit K- IntraLATA Toll Dialing Parity Plan

Exhibit L- Surety Bond or Letter of Credit

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

DELTEL, INC.
(NAME OF CORPORATION)

BY:

SIGNATURE

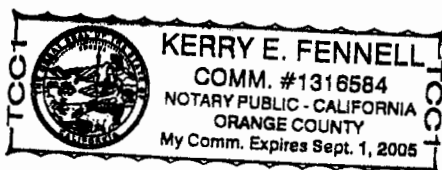
Robert G. Huff
PRINTED NAME

Director of Operations
TITLE

ATTEST: _____

TITLE

On this the 2nd day of JUNE 2004, before me, a Notary Public, Robert G. Huff, 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: KERRY E. FENNELL
My Commission Expires: 9-1-2005
County of ORANGE, State of CALIFORNIA

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

DELTEL, INC.
(NAME OF CORPORATION)

BY:

SIGNATURE

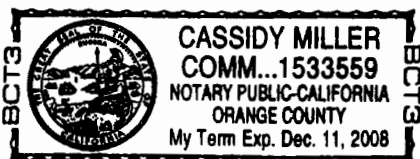
Robert G. Huff
PRINTED NAME

Vice President - Operations
TITLE

ATTEST:

TITLE

On this the 19 day of Sept. 2008, before me, a Notary Public, Robert G. Huff, 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: Cassidy Miller

My Commission Expires: 12-11-08

County of California, State of California
Orange

State of Tennessee



Department of State
Corporate Filings
112 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

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 DELTEL, 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 California

3. The date of its incorporation is September 23, 2002 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656
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
315 Deaderick Street, Suite 1100, Nashville, TN 37238
Street City State/Country Zip Code
Registered Agent Joseph Martin, Jr.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Kirk Waldfoegel, Pres, CEO, 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656
Ian Welsh, Treas. 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Kirk Waldfoegel, 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656
Ian Welsh, 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656

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.]

8-2-04
Signature Date
V. P. Operations
Signer's Capacity

DELTEL, INC.
Name of Corporation
[Signature]
Signature
Robert G. Huff
Name (typed or printed)

A0591512

CERTIFICATE OF AMENDMENT
of
ARTICLES OF INCORPORATION
of

DELTELCO, INC.,
a California corporation

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 16 2003

KEVIN SHELLEY
Secretary of State

KIRK E. WALDFOGEL and ROBERT ZAHR certify that:

1. They are the President and Secretary, respectively, of DELTELCO, INC., a California corporation.
2. Article FIRST of the Articles of Incorporation of this Corporation is amended to read as follows:

"FIRST: The name of the corporation is:

DELTEL, INC."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. This Amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is three hundred thousand (300,000). The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).
5. All remaining provisions of the Articles shall remain the same.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATED: December 31, 2002


KIRK E. WALDFOGEL, President


ROBERT ZAHR, Secretary



DARLENE J. BLOOM
INTERIM COUNTY CLERK-RECORDER
12 CIVIC CENTER PLAZA, ROOM 106
POST OFFICE BOX 238
SANTA ANA, CA 92702-0238

FICTITIOUS BUSINESS NAME STATEMENT FILING INSTRUCTIONS

If handfilled, to ensure a prompt and accurate record of your filing, type or print in black ink
DO NOT ABBREVIATE.

THE FOLLOWING PERSON(S) IS (ARE) DOING BUSINESS AS:

1.	Fictitious Business Name(s) PBNEXT		(optional) Business Phone No. (____) _____
1A.	<input checked="" type="checkbox"/> New Statement <input type="checkbox"/> Refile—List Previous No. _____ <input type="checkbox"/> Change		
2.	Street Address, City & State of Principal place of Business City State Zip Code (Do NOT use a P.O. Box or P.M.B.) 24699 Del Prado Avenue Dana Point CA 92629		
3.	Full name of Registrant (If Corporation, enter corporation name) DELTEL, INC.		If Corporation/L.L.C. State of Incorporation or organization CA
	Res./Corp. Address (Do NOT use a P.O. Box or P.M.B.) City State Zip Code 24699 Del Prado Avenue Dana Point CA 92629		
	Full name of Registrant (If Corporation, enter corporation name)		If Corporation/L.L.C. State of Incorporation or organization
	Res./Corp. Address (Do NOT use a P.O. Box or P.M.B.) City State Zip Code		
	Full name of Registrant (If Corporation, enter corporation name)		If Corporation/L.L.C. State of Incorporation or organization
	Res./Corp. Address (Do NOT use a P.O. Box or P.M.B.) City State Zip Code		
4.	(CHECK ONE ONLY) This business is conducted by () an individual () a general partnership () a limited partnership () an unincorporated association other than a partnership () a corporation () a business trust () co-partners () husband and wife () joint venture () Limited Liability Co. () Other—Specify _____		
5.	Have you started doing business yet? Yes <input checked="" type="checkbox"/> Insert the date you started: 09/23/2002 No <input type="checkbox"/>		NOTICE: THIS FICTITIOUS NAME STATEMENT EXPIRES FIVE YEARS FROM THE DATE IT WAS FILED IN THE OFFICE OF THE COUNTY CLERK-RECORDER. A NEW FICTITIOUS BUSINESS NAME STATEMENT MUST BE FILED BEFORE THAT DATE. THE FILING OF THIS STATEMENT DOES NOT OF ITSELF AUTHORIZE THE USE IN THIS STATE OF A FICTITIOUS BUSINESS NAME IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER FEDERAL, STATE, OR COMMON LAW (SEE SECTION 14411 ET SEQ., BUSINESS AND PROFESSIONS CODE).
6.	If Registrant is NOT a corporation, sign below: Signature _____ _____ (Type or Print Name) I declare that all information in this statement is true and correct. (A registrant who declares as true information which he or she knows to be false is guilty of a crime.)		If Registrant is a corporation, an officer of the corporation signs below: If Registrant is a limited liability company, a manager or an officer signs below. DELTEL, INC., a California corporation _____ Limited Liability Company Name/Corporation Name BY: _____ _____ Signature and Title of Officer or Manager I declare that all information in this statement is true and correct. (A registrant who declares as true information which he or she knows to be false is guilty of a crime.) Kirk Waldfogel, President _____ Print or Type Officer's/Manager's Name and Title

(THIS FEE APPLIES AT THE TIME OF FILING)

FILING FEE \$23.00 FOR ONE BUSINESS NAME.

\$7.00 FOR EACH ADDITIONAL BUSINESS NAME.

\$7.00 FOR EACH ADDITIONAL PARTNER AFTER FIRST TWO.

PROVIDE RETURN STAMPED ENVELOPE IF MAILED.

ARTICLES OF INCORPORATION
OF

DELTELCO, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

SEP 23 2002

BILL JONES, Secretary of State

NAME

FIRST: The name of the corporation is:

DELTELCO, INC.

PURPOSE AND POWERS

SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the Banking Business, the Trust Company Business or the practice of a profession permitted to be incorporated by the California Corporations Code.

SERVICE OF PROCESS

THIRD: The name and address in the State of California of the initial agent for service of process of the corporation is:

Edward G. Coss, Esq.
COSS SHREIAR & LAZOF
18300 Von Karman Avenue, Suite 850
Irvine, California 92612-1035

STOCK

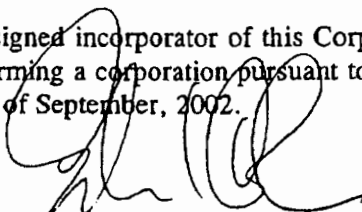
FOURTH: This corporation is authorized to issue only one class of shares of stock having a total number of 10,000,000 shares.

FIFTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

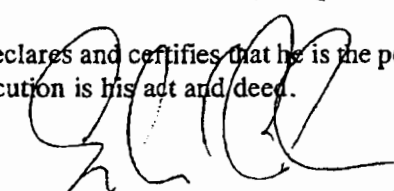
SIXTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

SEVENTH: Actions by the shareholders of the corporation may be taken only at a duly noticed shareholders meeting or with the written consent of all of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed this Articles of Incorporation for the purpose of forming a corporation pursuant to the General Corporation Law of the State of California on this 20th day of September, 2002.


EDWARD G. COZZ, ESQ.

The undersigned incorporator hereby declares and certifies that he is the person who executed the foregoing Articles of Incorporation, which execution is his act and deed.


EDWARD G. COZZ, ESQ.



State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That on the **23rd day of September, 2002**, **DELTEL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
August 1, 2005.



BRUCE McPHERSON
Secretary of State

EXHIBIT H

**Certificate of Authority
Issued by the Secretary of State to
Engage in Business in Tennessee**

State of Tennessee



Department of State
Corporate Filings
312 Fifth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

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 DELTEL, 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 California

3. The date of its incorporation is September 23, 2002 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656
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
315 Deaderick Street, Suite 1100, Nashville, TN 37238
Street City State/Country Zip Code
Registered Agent Joseph Martin, Jr.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Kirk Waldfoegel, Pres., CEO, 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656

Ian Welsh, Treas. 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) Kirk Waldfoegel, 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656

Ian Welsh, 27071 Aliso Creek Road, Suite 150, Aliso Viejo, CA 92656

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.]

8-2-04
Signature Date

V. P. Operations
Signer's Capacity

SS 4431 (Rev. 4/01)

Filing Fee: \$600

DELTEL, INC.

Name of Corporation

Robert G. Huff
Signature

Robert G. Huff
Name (typed or printed)

RDA 167H

**Secretary of State
Division of Business Services**

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

**DATE: 06/14/05
REQUEST NUMBER: 5482-0966
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/14/05 0932
EFFECTIVE DATE/TIME: 06/14/05 0932
CONTROL NUMBER: 0495995**

**TO:
DELTEL INC
27071 ALISO CREEK RD
SUITE-150
ALISO VIEJO, CA 92656**

**RE:
DELTEL, 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: 06/14/05

**FROM:
CORPORATION GUARANTEE AND TRUST CO/3331
3331 STREET ROAD
SUITE 110
BENSALEM, PA 19020-0000**

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

**RECEIPT NUMBER: 00003759968
ACCOUNT NUMBER: 00362848**



Riley C. Darnell

**RILLY C. DARNELL
SECRETARY OF STATE**