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February 1, 2006

PAID T.R.A.	
Chk #	1614
Amount	50.00
Rcvd By	HR
Date	2-22-06

Executive Secretary's Office
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Vo2 NETWORX, INC./DOCKET ~~03-00641~~

06-00055

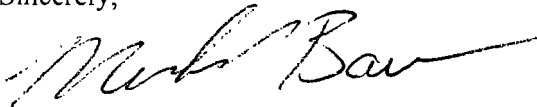
Dear Sir:

Enclosed for filing please find an original and thirteen (13) copies of the Application of Vo2 Networx, Inc. for Certificate of Public Convenience and Necessity to operate as a competitive local exchange carrier in Tennessee. The Company is requesting resale and facilities-based authority, and intends to offer services via voice over internet protocol ("VOIP"). A check in the amount of \$50.00 is also enclosed to cover the filing fee associated with this application.

An additional (14th) copy of this filing has been enclosed for a return of a filed copy. A self-addressed stamped envelope is also provided for this purpose.

If you should have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



Michael Bourne
President and CEO



EXHIBIT G

CORPORATE SURETY BOND



CHANGE IN SURETY COMPANY RIDER

To: **TENNESSEE REGULATORY AUTHORITY**
460 JAMES ROBERTSON PKWY
NASHVILLE, TENNESSEE 37243-050

To be attached to and form part of: Bond Number **400TA8722**
Former Bond Number
Bond Limit **\$20,000.00**

Issued on behalf of: **VO2 NETWORKX, INC.**
1835 MORIAH WOODS, SUITE 1
MEMPHIS, TENNESSEE 38117

And in favor of: **TENNESSEE REGULATORY AUTHORITY**
460 JAMES ROBERTSON PKWY
NASHVILLE, TENNESSEE 37243-050

The purpose of this Rider is to:

CHANGE IN SURETY COMPANY

Effective November 11, 2005, the surety on the above referenced bond is Travelers Casualty and Surety Company of America. Travelers Casualty and Surety Company of America replaces St. Paul Fire and Marine Insurance Company as surety. The termination of liability under the St. Paul Fire and Marine Insurance Company bond is a condition precedent to the change of surety.

Signed, sealed and dated this 25 day of October, 2005.

Travelers Casualty and Surety Company of America

By: 

Joseph L. Nespor, Attorney-In-Fact

Obligee Copy

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

This bond shall become effective on the 11th day of November, 2023, and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

385 Washington Street, St. Paul, MN 55102
Address of Surety

Address of Surety Agent:
2670 Union Ave. Extd. #200, Memphis, TN 38112

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

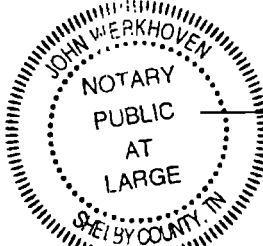
STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public of the State and County aforesaid, personally appeared Michael Barne
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
bond on behalf of Vo2 Networx, Inc., and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 11 day of Nov, 2003.

My Commission Expires:

12/29, 2004



[Signature]
Notary Public

ACKNOWLEDGMENT OF SURETY

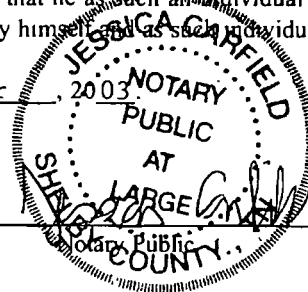
STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public of the State and County aforesaid, personally appeared Debra C. Thacker
with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
foregoing bond on behalf of St. Paul Fire & Marine, the within named Surety, a corporation licensed to do business in the
State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such individual being authorized to do so,
executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 11th day of November, 2003.

My Commission Expires:

November 7th, 2006



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
Authority, State of Tennessee, this _____ day of _____, 20__.

Name:
Title:



St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company
United States Fidelity and Guaranty Company
Fidelity and Guaranty Insurance Underwriters, Inc.
Fidelity and Guaranty Insurance Company
Principal Office: 385 Washington Street
St. Paul, Minnesota 55102

Seaboard Surety Company
Principal Office: 5801 Smith Avenue
Baltimore, Maryland 21209

APPLICATION FOR COMMERCIAL SURETY

Including: License & Permit, Internal Revenue, Freight Charge, Customs, Livestock Bonds, Beer, Gasoline Tax Bonds.

Agency Name Lipscomb & Pitts Insurance, LLC		
Address (street, city, state, zip) 2670 Union Ave. Extd, #200, Memphis, TN 38112		
Applicant Name (In case of a partnership add full name and residence of each partner) Vo2 Networx, Inc.		
Business Address (street, city, state, zip) 1835 Moriah Woods, Suite 1, Memphis, TN 38117		
Residence Address (street, city, state, zip)		
Obligee (In whose favor Bond is required) State of Tennessee, in accordance with the provisions of TN Code Annotated, Title 65, Chapter 4, Section 125(j) Tennessee Regulatory Authority, Nashville, TN		
Describe the Bond required Tennessee Telecommunications Service Provider's Surety Bond		
Date Bond required 11/11/2003	Amount of Bond \$ 20,000.00	Probable Bond term 1 year renewable
State nature of business Telecommunication Services		
What experience in this business?		
Has any company refused to issue or continue a Bond for the Applicant?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, describe		
Are there any unsatisfied judgments standing against the Applicant?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, describe:		
Have any claims been made or legal proceedings begun against the Applicant or any member of the firm or corporation in connection with the obligations covered by the Bond now applied for?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, describe:		
How long have you (or all partners) lived in above city or town?		
Are you Principal, Surety or Indemnitor on any Surety Bonds now in force?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If yes, describe:		

The St Paul

POWER OF ATTORNEY

Seaboard Surety Company
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company

United States Fidelity and Guaranty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.

Power of Attorney No. 20361

Certificate No. 113039

KNOW ALL MEN BY THESE PRESENTS That Seaboard Surety Company is a corporation duly organized under the laws of the State of New York, and that St. Paul Fire and Marine Insurance Company, St. Paul Guardian Insurance Company and St. Paul Mercury Insurance Company are corporations duly organized under the laws of the State of Minnesota, and that United States Fidelity and Guaranty Company is a corporation duly organized under the laws of the State of Maryland, and that Fidelity and Guaranty Insurance Company is a corporation duly organized under the laws of the State of Iowa, and that Fidelity and Guaranty Insurance Underwriters, Inc. is a corporation duly organized under the laws of the State of Wisconsin (*herein collectively called the "Companies"*), and that the Companies do hereby make, constitute and appoint

Mathew W. Lipscomb, III, Johnny R. Pitts, J. Russell Vollmer, Robert A. Martin, Judy C. Henderson and Debra C. Thacker

of the City of Memphis, State Tennessee, their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety to, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law

IN WITNESS WHEREOF, the Companies have caused this instrument to be signed this 28th day of April, 1999

Seaboard Surety Company
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Mercury Insurance Company

United States Fidelity and Guaranty Company
Fidelity and Guaranty Insurance Company
Fidelity and Guaranty Insurance Underwriters, Inc.



State of Maryland
City of Baltimore

On this 28th day of

April

**WARNING
THIS POWER
OF ATTORNEY IS INVALID
IF THE RED**

Michael B. Keegan

MICHAEL B. KEEGAN, Vice President

Michael R. McKibben

MICHAEL R. MCKIBBEN, Assistant Secretary

EXHIBIT H

SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN

SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, Vo2 Networkx, Inc. ("Vo2 Networkx") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing local exchange services in Tennessee.

1. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. Vo2 Networkx, Inc. is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Vo2 Networkx will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Vo2 Networkx will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Vo2 Networkx of such opportunities. Vo2 Networkx' representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Vo2 Networkx will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212

Minority-Owned Business Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Vo2 Networx's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Vo2 Networx's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be.

Michael Bourne, CEO
Vo2 Networx, Inc
1835 Moriah Woods, Suite 1
Memphis, TN 38117
Ph (901) ~~507-4202~~
Fx (901) 758-1667

The Administrator's responsibilities will include

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority

- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates
- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts
- (6) Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses
- (8) Providing information and educational activities to persons within Vo2 Network and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses

In performance of these duties, the Administrator will utilize a number of resources, including

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Council
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions


The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Vo2 Networkx will maintain records of qualified small and minority-owned businesses and will make efforts to use the goods and services of such businesses. In addition, Vo2 Networkx will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Vo2 Networkx will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Vo2 Networkx will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Vo2 Networkx, Inc

By 
Michael Bourne, CEO

Dated February 21, 2006

EXHIBIT I

TOLL DIALING PARITY PLAN

The Company will initially offer only Voice Over Internet Protocol ("VOIP") services, and, therefore, has not submitted an intraLATA Toll Dialing Parity Plan. Should the Company decide to offer traditional local exchange services in the future, it agrees to file an appropriate toll dialing parity plan for TRA consideration at least sixty (60) days prior to offering traditional voice grade local exchange services.

TENNESSEE REGULATORY AUTHORITY TELECOMMUNICATIONS DIVISION

RESELLER APPLICATION REQUIREMENTS

I Reseller Requirements

- A. Completed Reseller Application (All blanks must be completed)
- B. Copy of License transact business in the State of Tennessee
- C. Copy of Articles of Incorporation, partnership agreement or by-Laws of the service provider
- D. Sample Bill Copy (if directly billing customers)
- E. Tariff (inclusive of rates and services)
- F. IntraLATA Toll Dialing Parity Plan
- G. Most recent Financial Information
 - 1. Income Statement and Balance Sheet, or
 - 2. Income Tax Return

H. Surety Bond or Letter of Credit

TCA § 65-4-125 amendment states that by September 1, 2000, all telecommunications service providers subject to the control and jurisdiction of the authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to Tennessee Code Annotated, § 65-4-301(b), or any telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million (\$5,000,000), shall file with the authority a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding, brought under this title or the Consumer Telemarketing Protection Act of 1990, by or on behalf of the authority.

Will your company's equipment or facilities in Tennessee be in excess of \$5,000,000? If not, please provide a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000).

- I. Small and Minority Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212

II. Other Filing Information

- A. Sample Forms of Bond and Letter of Credit
- B. IntraLATA Toll Dialing Parity Plan Checklist
- C. Sample Small & Minority Owned Telecommunications Business Participation Plan (Company name and personally identifiable information have been redacted)

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.

A. Name of Applicant_

Vo2 Networx, Inc.

Legal name of applicant, if different from above

1835 Moriah Woods Blvd Suite 1, Memphis, TN 38117

Zip

20-0225633

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

Address

City

State

Zip Code

Phone No.

()

(Use additional pages if necessary)

Docket Number _____

Company ID Number

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

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)**

- 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 ☒ 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.

Michael Bourne	(901) 507-4202	(901) 758-1667
Name	Phone No.	Fax No.
(800) 	e-mail Address michael@teksell.com	

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

Michael Bourne	(901) 507-4202	(901) 758-1667
Name	Phone No.	Fax No.
(800) 	e-mail Address michael@teksell.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.

901.842.5410	901.842.5404
PHONE NUMBER	ALTERNATE PHONE NUMBER
1835 Moriah Woods Blvd.,	Suite 1, Memphis, TN 38117
ADDRESS	CITY ST ZIPCODE

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

National Registered Agents
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)

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) VOIP

- 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.)

None

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)

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? N/A

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

No

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

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

BellSouth

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² The Company will utilize a third party vendor for billing of customers.

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

The Company will market its services via print and other media.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

No independent telemarketers will be used.

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
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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.

The Company will use written LOAs or independent third party verification prior to switching customers.

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 ☐

²A 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 Privately Held (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: August 2003 (Tennessee)

(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.

(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: 9.

Employer Identification Number (E.I.N.) 20-0225633

Part IV: Financial Information

A. Address where business records are kept: 1835 Moriah Woods Blvd., Suite 1
street

Memphis	TN	38117	(901) 842-5400
CITY	STATE	ZIP CODE	PHONE NUMBER

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

(1) Fiscal year end: Month December Day 31

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

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

Ison and Decosimo
6750 Poplar Avenue, Suite 600, Memphis, TN 38138

(4) Period covered by financial statement attached: 01/04 - 12/05

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

If so, Name of internal auditor N/A.

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
<div></div>	<div></div>
PRINTED NAME	PRINTED NAME
Signature	Signature
<div></div>	<div></div>
PRINTED NAME	PRINTED NAME

For Corporations
and Other Organizations

BY:

Vo2 Networx, Inc.

(NAME OF CORPORATION)

Michael Bourne

SIGNATURE

Michael Bourne

PRINTED NAME

President and CEO

Title

ATTEST:

Julie Schofield

Notary

Title

On this the 21 day of Feb., 2006, before me, a Notary Public
Michael Bourne

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.

Julie Schofield
Notary Public



RECEIVED
2006 FEB 22 AM 9:34
T.R.A. DOCKET ROOM

February 1, 2006

PAID T.R.A.	
Chk #	<u>1614</u>
Amount	<u>50.00</u>
Rcvd By	<u>HR</u>
Date	<u>2-22-06</u>

Executive Secretary's Office
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: Vo2 NETWORKX, INC./DOCKET 03-00641

06-00055

Dear Sir:

Enclosed for filing please find an original and thirteen (13) copies of the Application of Vo2 Networkx, Inc. for Certificate of Public Convenience and Necessity to operate as a competitive local exchange carrier in Tennessee. The Company is requesting resale and facilities-based authority, and intends to offer services via voice over internet protocol ("VOIP"). A check in the amount of \$50.00 is also enclosed to cover the filing fee associated with this application.

An additional (14th) copy of this filing has been enclosed for a return of a filed copy. A self-addressed stamped envelope is also provided for this purpose.

If you should have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



Michael Bourne
President and CEO

RECEIVED
FEB 22 2006
TELECOMMUNICATIONS DIVISION



**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF **VO2 NETWORKX, INC.** FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO OPERATE AS A)
COMPETITIVE LOCAL EXCHANGE)
CARRIER IN TENNESSEE)

**APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES**

Vo2 Networkx, Inc. ("Vo2 Networkx" or "Applicant") pursuant to the provisions of T.C. A. Sections 65-4-201(b), (c) and (d), hereby applies to the Tennessee Regulatory Authority ("TRA or Authority") for a Certificate of Public Convenience and Necessity ("Certificate") to become a Competing Telecommunications Service Provider as defined by T.C. A. Section 65-4-101(c). Applicant respectfully requests that the Authority grant a Certificate to applicant to provide facilities-based local exchange telecommunications services throughout the State of Tennessee in all geographic locations permitted by the provisions of T.C. A. Sections 65-4-201. In addition, the Company intends to offer voice over internet protocol (VOIP) services throughout the state of Tennessee. The Company agrees to comply with all applicable policies, rules and orders issued by the Tennessee Regulatory Authority in its provision of the requested services.

In support of its Application, Applicant submits the following

1. The full name and corporate address of the Applicant is:

Vo2 Networkx, Inc.
1835 Moriah Woods Blvd.
Suite 1
Memphis, TN 38117
Ph: (901) 842-5400
Fax: (901) 842-5402

Beverly Payton
COO

Questions regarding this application should be directed to:

Michael Bourne
Vo2 Networx, Inc.
1835 Moriah Woods Blvd.
Suite 1
Memphis, TN 38117
Ph. (901) 507-4202
Fx. (901) 842-5402
E-Mail: michael@teksell.com

Contact name and address for ongoing contact with the Company is:

Beau Peyton
Vo2 Networx, Inc
1835 Moriah Woods Blvd.
Suite 1
Memphis, TN 38117
Ph. (901) 842-5404
Fx. (901) 842-5402
E-Mail: beaupeyton@vo2networx.com

2. Organizational Chart of Corporate Structure: Include any pertinent acquisition or merger information

See **Exhibit A**.

3. Corporate information:

Vo2 Networx, Inc. was incorporated in the State of Tennessee. A copy of the Applicant's Articles of Incorporation and amendments are provided in **Exhibit B**. The names and addresses of the principal corporate officers are listed in **Exhibit C**. All officers are located in Tennessee. The biographies of the principal officers and any other key technical staff are in **Exhibit D**.

4. Applicant possesses the managerial, technical, and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below:

A. Financial Qualifications.

In support of its financial qualifications, the Applicant submits as **Exhibit E** two year financial statements of Vo2 Networx, Inc. In addition, Exhibit E contains recent year-to-date financial statements for Vo2 Networx, Inc. which summarize the company's recent financial performance. In addition, the Applicant submits financial projections and capital expenditures budget for the next three (3) years as **Exhibit F**. Thus, the Applicant asserts that it has the financial resources necessary to operate as a competitive local service provider in Tennessee.

A \$20,000 Corporate Surety Bond is attached as **Exhibit G** in Compliance with TCA§65-4-125

B. Managerial Ability:

As shown in Exhibit D to this application, Applicant has the managerial expertise to successfully operate a telecommunications enterprise in Tennessee. As described in the attached biographical information, Applicant's management team has extensive management and business experience in the telecommunications industry.

C. Technical Qualifications:

Applicant services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs in the manner prescribed by the TRA, and will meet minimum basic local standards, including quality of service and billing standards required of all LEC's regulated by the TRA for its traditional local exchange services. Applicant will not require traditional local exchange customers to purchase Customer Provided Equipment (CPE), which cannot be used with the Incumbent Local Exchange Carriers' systems. VOIP customers will be given the option of purchasing the phone equipment necessary for use of VOIP services. If a customer chooses not to purchase VOIP phone equipment, the Company will include the equipment in the customer's monthly service fee.

As noted in the biographies of the principal officers submitted as Exhibit E, the Applicant has the technical qualifications to provide local exchange service in Tennessee.

5. Proposed Service Area:

The Applicant is not currently authorized to provide local exchange telecommunications services in any states. No other certification is currently pending.

The Applicant proposes to offer traditional local exchange services throughout the geographic service territory of BellSouth Communications, Inc. within the State of Tennessee. This area is designated open to competition. The Applicant intends to offer its telecommunications services through the use of its own facilities, resold facilities, or through a combination of these provisioning methods. Facilities-based local exchange service will be limited to offering unbundled network elements (UNE) from the ILEC(s).

In addition, the Applicant intends to offer VOIP services to customers throughout the State of Tennessee. The Company will utilize some of its own equipment and/or facilities for the provision of VOIP services.

6. Types of Local Exchange Service to be provided.

The Applicant expects to offer local exchange services to mostly business customers in Tennessee. The Applicant's initial line of local services will be comparable to that currently offered by the incumbent LECs. Initially the Applicant plans to offer basic access line service, Optional Calling Features, Directory Assistance, Directory Service, and Operator Services, as well as all services required under Chapter 1220-4-8-.04(3) (6) and (2).

VOIP services will be offered to all customers located in areas with the technical capability to establish VOIP services.

7. Repair and Maintenance:

The Applicant understands the importance of effective customer service for local service customers. The Applicant will provide customers with a toll free number for contacting customer service. In addition, customers may contact the company in writing at the headquarters address, or by completing a customer service request form on the Company's website located at

www.Vo2networx.com The toll free number will be printed on the customer's monthly billing statements. The Tennessee contact person knowledgeable about providers operations is Beau Peyton, Vo2Networx, referenced in Section I above.

Grant of this Application will further the goals of the Tennessee Legislature and further the public interest by expanding the availability of traditional competitive telecommunications services in the State of Tennessee and by offering alternative communications options to consumers. In addition, intrastate offering of these services is in the public interest because the services will provide Tennessee customers increased efficiencies and cost savings. Authorizing Applicant to provide the services requested herein will enhance the communications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive and alternative services to be offered by the Applicant and indirectly, because Applicant's presence in Tennessee will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

8. Small and Minority-Owned Telecommunications Business Participation Plan (65-5-212):

See **Exhibit H**.

9. Toll Dialing Parity Plan:

See **Exhibit I**.

10. Notice:

The Applicant has served notice of this application to the eighteen (18) incumbent local exchange telephone companies in Tennessee with a statement regarding the companies intention of operating geographically. See **Exhibit J** for the list.

11. Numbering Issues:

Statement provided in **Exhibit K**.

12. Tennessee Specific Operational Issues

Statements provided in **Exhibit L**.

13. Miscellaneous:

- A. Sworn Pre-Filed Testimony. **Exhibit M.**
- B. Applicant does not require customer deposits
- C. The Company has not been subject to any complaints in any of the states where it is operating.
- D. A copy of the Applicant's tariff is enclosed as **Exhibit N.**

Conclusion:

The Applicant respectfully request that the TRA enter an order granting it a certificate of convenience and the necessity to operate as a competing telecommunications service provider and authority to provide a full range of local exchange and VOIP services on a facilities-based and resale basis throughout the State of Tennessee in the service areas described herein. For the reasons stated above, the Applicant's provision of these services would promote the public interest by providing high-quality service at competitive prices and by creating greater economic incentives for the development and improvement for all competing providers.

Respectfully submitted this 21 day of Feb., 2006



Michael Bourne
President & CEO
Vo2 Networx, Inc.
1835 Moriah Woods Blvd.
Suite 1
Memphis, TN 38117
Ph: (901) 507-4202
Fax: (901) 842-5402
E-Mail: michael@teksell.com

VERIFICATION

State of TN)
County of Shelby)

I, Michael Bourne, as President of Vo2 Networx, Inc. do hereby make this Verification on its behalf as an authorized representative. I verify that all statements set forth in the foregoing application and all exhibits thereto are true and correct to the best of my knowledge, information and belief.

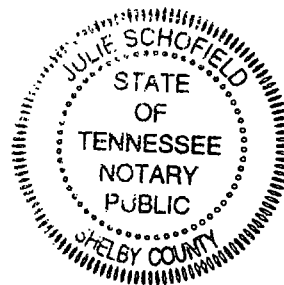
By: Michael Bourne
Michael Bourne, President
Vo2 Networx, Inc.

Sworn to and subscribed before me, this 21 day of Feb., 2006

Julie Schofield
Notary Public

My Commission Expires:

April 2007



**TENNESSEE REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION**

RESELLER APPLICATION REQUIREMENTS

I. Reseller Requirements

- A. Completed Reseller Application (All blanks must be completed)
- B. Copy of License transact business in the State of Tennessee
- C. Copy of Articles of Incorporation, partnership agreement or by-Laws of the service provider
- D. Sample Bill Copy (if directly billing customers)
- E. Tariff (inclusive of rates and services)
- F. IntraLATA Toll Dialing Parity Plan
- G. Most recent Financial Information
 - 1. Income Statement and Balance Sheet, or
 - 2. Income Tax Return

H. Surety Bond or Letter of Credit

TCA § 65-4-125 amendment states that by September 1, 2000, all telecommunications service providers subject to the control and jurisdiction of the authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to Tennessee Code Annotated, § 65-4-301(b), or any telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million (\$5,000,000), shall file with the authority a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding, brought under this title or the Consumer Telemarketing Protection Act of 1990, by or on behalf of the authority.

Will your company's equipment or facilities in Tennessee be in excess of \$5,000,000? If not, please provide a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000).

- I. Small and Minority Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212**

II. Other Filing Information

- A. Sample Forms of Bond and Letter of Credit
- B. IntraLATA Toll Dialing Parity Plan Checklist
- C. Sample Small & Minority Owned Telecommunications Business Participation Plan (Company name and personally identifiable information have been redacted)

**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 Vo2 Networx, 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
1835 Moriah Woods Blvd Suite 1, Memphis, TN 38117
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID

Federal Taxpayer ID Number 20-0225633

Social Security Number for Applicants Applying as Individuals
Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

N/A

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
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

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)

- 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.

<input type="text" value="Michael Bourne"/>	<input type="text" value="(901)507-4202"/>	<input type="text" value="901)758 - 1667"/>
Name	Phone No.	Fax No.
(800) <input type="text"/>	e-mail Address <input type="text" value="michael@teksell.com"/>	

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

<input type="text" value="Michael Bourne"/>	<input type="text" value="(901)507-4202"/>	<input type="text" value="901)758-1667"/>
Name	Phone No.	Fax No.
(800) <input type="text"/>	e-mail Address <input type="text" value="michael@teksell.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.

<input type="text" value="901.842.5410"/>	<input type="text" value="901.842.5404"/>
PHONE NUMBER	ALTERNATE PHONE NUMBER
<input type="text" value="1835 Moriah Woods Blvd., Suite 1, Memphis, TN 38117"/>	
ADDRESS	CITY ST ZIPCODE

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

<input type="text" value="National Registered Agents"/>
<input type="text" value="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)

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

<input checked="" type="checkbox"/> Resell Interexchange long distance services
<input type="checkbox"/> Operator Services
<input checked="" type="checkbox"/> Resell local services
<input checked="" type="checkbox"/> Other (describe) <input type="text" value="VOIP"/>

- 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.)

None

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)

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? N/A

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

No

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

- L Whose facility-based network(s) will the applicant be reselling?
 BellSouth
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² The Company will utilize a third party vendor for billing of customers.
- N Describe briefly how the applicant plans to market their services in Tennessee?
 The Company will market its services via print and other media.
- O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.
 No independent telemarketers will be used.
- | 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.
 The Company will use written LOAs or independent third party verification prior to switching customers.
- 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 ☐

²A 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 Privately held (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: August 2003 (Tennessee)

(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.

(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: 9.

Employer Identification Number (E.I.N.) 20-0225633

Part IV: Financial Information

A. Address where business records are kept: 1835 Moriah Woods Blvd , Suite 1
street

Memphis	TN	38117	(901) 842-5400
CITY	STATE	ZIP CODE	PHONE NUMBER

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

(1) Fiscal year end: Month December Day 31

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

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

Ison and Decosimo
6750 Poplar Avenue, Suite 600, Memphis, TN 38138

(4) Period covered by financial statement attached: 01/04 - 12/05

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

If so, Name of internal auditor N/A.

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: Vo2 Networkx, Inc.
(NAME OF CORPORATION)
Michael Bourne
SIGNATURE
Michael Bourne
PRINTED NAME
President and CEO
Title
ATTEST: *Julie Schofield*
Notary
Title

On this the 21 day of Feb, 2006 before me, a Notary Public
Michael Bourne

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.

Julie Schofield
Notary Public

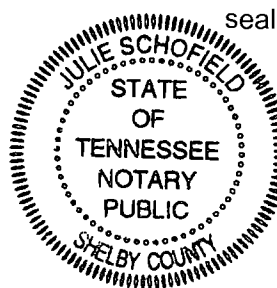


EXHIBIT A

CHART OF CORPORATE STRUCTURE

The Applicant's parent company is Teksell, Inc. which has been in operation for approximately four (4) years. The Applicant has no subsidiaries or any other affiliates. An organizational chart is provided below.

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graph TD; A[TEKSELL, INC.] --> B[Vo2 NETWORKX, INC.]
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TEKSELL, INC.
|
Vo2 NETWORKX, INC.

EXHIBIT B

ARTICLES OF INCORPORATION AND AMENDMENTS

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

DATE: 08/04/03
REQUEST NUMBER: 4877-1306
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/01/03 1143
EFFECTIVE DATE/TIME: 08/01/03 1143
CONTROL NUMBER: 0451387

TO:
CFS INC
8161 HWY 100-172
NASHVILLE, TN 37221

RE:
VO2, INC.
CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. 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 DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - FOR PROFIT

ON DATE: 08/04/03

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

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00
RECEIPT NUMBER: 0000333972
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell
RILEY C. DARNELL
SECRETARY OF STATE

39M

CHARTER
OF
VO2, INC.

FILED

The undersigned person under the Tennessee Business Corporation Act adopts the following charter for the above named corporation:

1. The name of the corporation is VO2, Inc.
2. The number of shares the corporation is authorized to issue is ten thousand (10,000) shares of common stock, \$.01 par value per share. Such shares of common stock collectively shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution.
3. The complete address of the corporation's initial registered office in Tennessee is 100 Peabody Place, Suite 900, Memphis, Shelby County, Tennessee 38103, and the name of the initial registered agent to be located at such office is Oscar L. Thomas.
4. The name and complete address of the sole Incorporator are Oscar L. Thomas, 100 Peabody Place, Suite 900, Memphis, Shelby County, Tennessee 38103.
5. The complete address of the corporation's initial principal office is 1835 Monah Woods, Suite 1, Memphis, Tennessee 38117.
6. The corporation is for profit.
7. No director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except: (i) for any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) under Tenn. Code Ann. § 48-18-304.

Dated: July 31, 2003


Oscar L. Thomas, Sole Incorporator



Tom Leatherwood
Shelby County Register

As evidenced by the instrument number shown below, this document
has been recorded as a permanent record in the archives of the
Office of the Shelby County Register.



03153569

08/06/2003 - 10:19 AM

2 PGS. R - CHARTER IN STATE

MAX 157105-3153569

VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	5.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	0.00
TOTAL AMOUNT	7.00

TOM LEATHERWOOD

REGISTER OF DEEDS SHELBY COUNTY TENNESSEE

**ACTIONS TAKEN BY WRITTEN CONSENT
OF THE INCORPORATOR
OF
VO2, INC.**

In lieu of an organizational meeting, the undersigned, being the sole Incorporator of VO2, Inc. (the "Corporation"), a Tennessee corporation, in accordance with the provisions of Section 48-12-105 of the Tennessee Business Corporation Act, hereby consents to taking action without a meeting, by written consent, and hereby takes the following actions:

1. Approval of Charter of the Corporation.

RESOLVED, that the Charter of the Corporation filed with the Secretary of State of Tennessee on August 1, 2003 be, and it hereby is, accepted by the Incorporator as the Charter of the Corporation.

2. Election of Initial Directors.

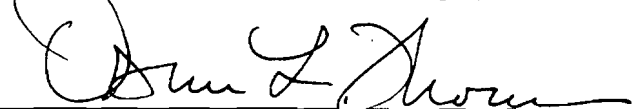
RESOLVED, that the following individuals are hereby elected to serve as the initial Directors of the Corporation until the first annual shareholders' meeting or until each of their respective successors are duly elected and qualified:

Michael Bourne
Dena Mullen
M. Andrew Forsdick

The undersigned, being the sole Incorporator of the Corporation, by signing this consent, waives all notice of the date, time and place of the organizational meeting of the Incorporator and consents to the transaction of the business of said meeting by written consent of the said sole Incorporator in lieu of such meeting. This written consent of the Incorporator of the Corporation shall be included in the minute book of the Corporation.

Dated: August 1, 2003

APPROVED AND CONSENTED TO:

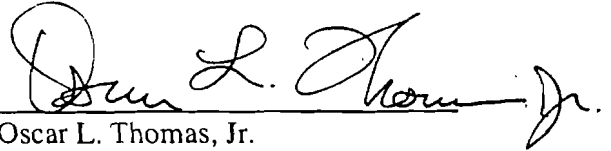


Oscar L. Thomas
Sole Incorporator of the Corporation

RESIGNATION AND WAIVER

The undersigned, being the sole Incorporator of VO2, Inc., does hereby resign as the Incorporator of said corporation and does further waive all rights which he may have to subscribe for any of the capital stock of said corporation.

Date: August 1, 2003

A handwritten signature in cursive script, reading "Oscar L. Thomas, Jr.", written over a horizontal line.

Oscar L. Thomas, Jr.
Sole Incorporator

**BY-LAWS
OF
VO2, INC.**

PROVISIONS RELATING TO SHAREHOLDERS

Annual Meeting

The annual meeting of the shareholders of this Corporation shall be held in or out of the State of Tennessee at such place as the Directors may designate on the second Thursday of the fifth month following the close of the fiscal year, unless such date is a legal holiday, in which case the meeting shall be held on the next following business day, of each and every year for the election of Directors and such other business as may properly come before said meeting. The Corporation shall notify shareholders of the date, time, and place of each annual shareholders' meeting no fewer than ten (10) days nor more than two (2) months before the meeting date. Unless the laws of the State of Tennessee require otherwise, the Corporation shall give notice only to shareholders entitled to vote at the meeting, and that notice need not include a description of the purpose or purposes for which the meeting is called. Notice shall be in writing, except that oral notice shall be effective if it is reasonable under the circumstances, and shall be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice shall be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. If mailed, written notice by the Corporation to the shareholders, if in a comprehensible form, shall be effective when mailed, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders. If not mailed, written notice, if in a comprehensible form, shall be effective when received. Oral notice shall be effective when communicated if communicated in a comprehensible manner.

If the annual meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. However, if a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting must be given to persons who are shareholders as of the new record date.

Special Meeting

The Corporation shall hold a special meeting of shareholders on call of the Board of Directors, or if the holders of at least fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date, and deliver to the Corporation's Secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. Special shareholders' meetings may be held in or out of the State of Tennessee at such place as the Directors may designate, or, in the absence of such designation, at

the Corporation's principal office. The Corporation shall notify shareholders of the date, time, and place of each special shareholders' meeting no fewer than ten (10) days nor more than two (2) months before the meeting date, provided, however, that notice of the special meeting shall in any event be given within one (1) month after the date that written demand(s) for such meeting by the holders of at least ten percent (10%) of all the votes entitled to be cast is delivered to the Corporation's Secretary. Unless the laws of the State of Tennessee require otherwise, the Corporation shall give notice only to shareholders entitled to vote at the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only business within the purpose or purposes described in the notice shall be conducted at the special shareholders' meeting. Notice shall be in writing, except that oral notice shall be effective if it is reasonable under the circumstances, and shall be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. If these forms of notice are impracticable, notice shall be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. If mailed, written notice by the Corporation to the shareholders, if in a comprehensible form, shall be effective when mailed, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders. If not mailed, written notice, if in a comprehensible form, shall be effective when received. Oral notice shall be effective when communicated if communicated in a comprehensible manner.

If a special meeting is adjourned to a different date, time, or place, notice need not be given of the date, time, or place if the new date, time, or place is announced at the meeting before adjournment. However, if a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting shall be given to persons who are shareholders as of the new record date.

Action Without Meeting

Action required or permitted by any provision of the Tennessee Business Corporation Act, as now in effect or hereafter amended, to be taken at a shareholders' meeting may be taken without a meeting. If all shareholders entitled to vote on the action consent to taking such action without a meeting, the affirmative vote of the number of shares that would be necessary to authorize or take such action at a meeting shall be the act of the shareholders. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each shareholder entitled to vote on the action in one (1) or more counterparts, indicating each signing shareholder's vote or abstention on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. If not otherwise determined under these By-Laws or the laws of the State of Tennessee, the record date for determining shareholders entitled to take action without a meeting is the date the first shareholder signs the written consent. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document. If any provision of the Corporation's Charter or the laws of the State of Tennessee requires that notice of proposed action be given to nonvoting shareholders and the action is to be taken by consent of the voting shareholders, then the Corporation must give its nonvoting shareholders written notice of the proposed action at least ten (10) days before the action is taken. The notice must contain or be accompanied by the same material that, under the

laws of the State of Tennessee, would have been required to be sent to nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted to the shareholders for action.

Waiver of Notice

A shareholder may waive any notice required by the Charter, these By-Laws, or by any provision of the Tennessee Business Corporation Act, before or after the date and time stated in the notice. The waiver must be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A shareholder's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Fixing of Record Date

The Board of Directors may fix the record date for one (1) or more voting groups in order to determine the shareholders entitled to notice of a shareholders' meeting, to demand a special meeting, to vote, or to take any other action. As used in these By-Laws, "voting group" shall mean all shares of one (1) or more classes or series that under the Corporation's Charter or the provisions of the Tennessee Business Corporation Act are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. However, a record date shall not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. If not otherwise fixed hereunder, the record date for determining shareholders entitled to notice of and to vote at an annual or special shareholders' meeting shall be the close of business on the day before the first notice is delivered to shareholders, and the record date for determining shareholders entitled to demand a special meeting shall be the date the first shareholder signs the demand. A determination of shareholders entitled to notice of or vote at a shareholders' meeting shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than four (4) months after the date fixed for the original meeting.

Quorum

Unless any of the provisions of the Tennessee Business Corporation Act or the Charter provide otherwise, a majority of the votes entitled to be cast on a matter by a voting group constitutes a quorum of that voting group for action on that matter. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

Proxies

A shareholder may vote his shares in person or by proxy. A shareholder may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An appointment of proxy shall be effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment shall be valid for eleven (11) months unless another period is expressly provided in the appointment form. An appointment of a proxy shall be revocable by the shareholder except as otherwise provided in T.C.A. Section 48-17-203, as now in effect or hereafter amended.

Cumulative Voting

Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. The Charter of this Corporation does not provide for cumulative voting for Directors, and it is hereby expressly stated that shareholders do not have the right to cumulate their votes for Directors.

Shareholders' List for Meeting

After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list shall be arranged by voting group (and within each voting group by class or series of shares) and show the address of and number of shares held by each shareholder. The shareholders' list must be available for inspection by any shareholder, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder, his agent, or attorney shall be entitled on written demand to inspect and to copy the list, during regular business hours and at his expense, during the period that it is available for inspection; provided, however, that the aforesaid written demand to copy said list must be made in good faith and for a proper purpose, that the shareholder must describe with reasonable particularity his purpose and the records he desires to inspect, and that the records must be directly connected with his purpose. The Corporation shall make the shareholders' list available at the meeting, and any shareholder, his agent, or his attorney shall be entitled to inspect the list at any time during the meeting or any adjournment. If the right to vote at any meeting is challenged, the person presiding thereat may rely on such list as evidence of the right of the person challenged to vote at such meeting.

Voting Entitlement to Shares

Unless the Charter provides otherwise, each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares shall be entitled to vote. However, absent special circumstances, shares of the Corporation shall not be entitled to vote if they are owned, indirectly or directly, by a second corporation, domestic or foreign, and the Corporation owns, directly or indirectly, the majority of the shares entitled to vote for Directors of the second corporation, and no such shares shall be counted in determining the number of outstanding shares of the Corporation at any given time; but this does not limit the

power of a corporation to vote any shares, including its own shares, held by it in a fiduciary capacity. Redeemable shares shall not be entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares, and no such shares shall be counted in determining the total number of outstanding shares of the Corporation at any given time. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the By-Laws of such corporation may prescribe or, in the absence of a By-Law provision, as the Board of Directors of such corporation may determine. The Corporation may rely on the representation of such officer, agent, or proxy as to the authority unless such authority is questioned.

PROVISIONS RELATING TO BOARD OF DIRECTORS

Board of Directors

The Board of Directors shall consist of three (3) individuals. A Director need not be a resident of this state or a shareholder of the Corporation. Only the shareholders may change the number of Directors or change from a fixed to variable-range size Board; provided, however, that a decrease in the number of Directors shall not shorten an incumbent Director's term. Initial Directors may be named in the Charter or, if not, may be elected by the Incorporator(s) of the Corporation. Thereafter, Directors shall be elected at the first annual shareholders' meeting and at each subsequent annual meeting, and the terms of the initial Directors of the corporation shall expire at the first shareholders' meeting at which Directors are elected. The terms of all other Directors shall expire at the next annual shareholders' meeting following their election. Despite the expiration of a Director's term, he shall continue to serve until his successor is elected and qualified or until there is a decrease in the number of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, its Chairman or President, or to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. A vacancy created by a resignation that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs. If a vacancy occurs on the Board of Directors, either the shareholders or the Board of Directors may fill the vacancy. If the vacant office was held by a Director elected by a voting group of shareholders, only the holders of shares of that voting group shall be entitled to vote to fill the vacancy if it is filled by the shareholders. Unless the Charter provides otherwise, the Board of Directors may fix the compensation of Directors.

Removal of Directors

The shareholders may remove a Director with or without cause. However, if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him. A Director may be removed only if the number of votes cast to remove him exceeds the number of votes cast not to remove him.

Regular Meetings of the Board of Directors

The regular meeting of the Board of Directors shall be held in or out of the State of Tennessee on the second Thursday of the fifth month following the close of the fiscal year, unless such date is a legal holiday, in which case the meeting shall be held on the next following business day, of each and every year immediately following the adjournment of the annual meeting of shareholders of the Corporation. The Board of Directors shall permit any or all Directors to participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. Regular meetings of the Board of Directors shall be held without notice of the date, time, place or purpose of the meeting.

Special Meetings of the Board of Directors

The Board of Directors may hold special meetings in or out of the State of Tennessee, and such meetings may be called by the President or any Director. The Board of Directors shall permit any or all Directors to participate in a special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating can simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. Special meetings of the Board of Directors shall be preceded by at least two (2) days' notice of the date, time and place of the meeting. The notice need not describe the purpose of the special meeting. Notice shall be in writing, except that oral notice shall be effective if it is reasonable under the circumstances, and shall be communicated in person, by telephone, telegram, teletype, or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice shall be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, shall be effective at the earliest of: (i) when received; (ii) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed thereon; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) twenty (20) days after its deposit in the United States mail, as evidenced by the postmark if mailed correctly addressed, and with other than first class, registered or certified postage affixed. Oral notice shall be effective when communicated if communicated in a comprehensible manner. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Action Without Meeting

Action required or permitted to be taken by the laws of the State of Tennessee at a Board of Directors' meeting may be taken without a meeting. If all the Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or to take such action at a meeting shall be the act of the Board. The action must be evidenced by one (1) or more written consents, describing the action taken, signed

by each Director in one (1) or more counterparts, indicating each signing Director's vote or abstention on the action, and which shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under the section shall have the effect of a meeting vote and may be described as such in any document.

Waiver of Notice

A Director may waive any notice required by these By-Laws, the Charter, or by any provision of the laws of the State of Tennessee, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. In addition, a Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Quorum and Voting

A quorum of the Board of Directors shall consist of a majority of the number of Directors (or, if the Corporation has a variable range size Board, a majority of the number of Directors prescribed, or if no number is prescribed, the number in office immediately before the meeting begins). If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless: (i) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (ii) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention shall not be available to a Director who votes in favor of the action taken.

Committees

The Board of Directors may create one (1) or more committees. A committee may consist of one (1) member. All members of committees of the Board of Directors which exercise powers of the Board of Directors must be members of the Board of Directors and shall serve at the pleasure of the Board of Directors. The creation of a committee and appointment of a member or members to it must be approved by a majority of all the Directors in office when the action is taken. The provisions of the Tennessee Business Corporation Act, as now in effect or hereafter amended, and these By-Laws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors under these By-Laws and the laws of the State of Tennessee. A committee shall not, however: (i) authorize distributions, except according to a

formula or method prescribed by the Board of Directors; (ii) approve or propose to shareholders action that the laws of the State of Tennessee require to be approved by shareholders; (iii) fill vacancies on the Board of Directors or on any of its committees; (iv) amend the Charter of the Corporation; (v) adopt, amend or repeal By-Laws; (vi) approve a plan of merger not requiring shareholder approval; (vii) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors; (viii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize a committee (or senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors or (ix) take any action that the Board of Directors itself is not permitted to take, whether pursuant to the Tennessee Business Corporation Act, the Corporation's Charter, these Bylaws or otherwise.

Discharge of Duties

A Director shall discharge his duties as a Director, including his duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interests of the Corporation. In discharging his duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which he is not a member if the Director reasonably believes the committee merits confidence. However, a Director is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by this By- Law unwarranted. A Director shall not be liable for any action taken as a Director, or any failure to take any action, if he has performed the duties of his office in compliance with this By-Law.

PROVISIONS RELATING TO OFFICERS

Officers

This Corporation shall have a President and a Secretary. The Board of Directors, or a duly appointed officer if authorized by the Board of Directors, may also appoint a Chief Financial Officer, a Treasurer, any number of Vice Presidents, Assistant Secretaries and/or Assistant Treasurers, and such other officers with such powers and duties as it shall deem necessary. The same individual may simultaneously hold more than one (1) office in the Corporation, except the offices of President and Secretary. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor shall not

take office until the effective date. The Board of Directors may remove any officer at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer. The appointment of an officer does not itself create contract rights, and an officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.

Duties of President

The President shall preside at all meetings of the Board of Directors and shall act as temporary Chairman at and call to order all meetings of the shareholders. He shall sign certificates of stock; sign and execute all contracts in the name of the Corporation, when authorized to do so by the Board of Directors; appoint and discharge agents and employees subject to approval of the Board of Directors; and he shall have the authority to generally manage the business and affairs of the Corporation and perform all the duties incidental to his office. The President shall also be the Chief Executive Officer of the Corporation.

Duties of Vice President

The Vice President shall, in any absence or incapacity of the President, perform the duties of that office and shall also perform those other duties prescribed by the Board of Directors.

Duties of the Chief Financial Officer

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and retained earnings. The Chief Financial Officer shall have the care and custody of all of the funds and securities of the Corporation and deposit the same in the name of the Corporation in such bank or banks as the Directors may elect. The Chief Financial Officer shall have the authority delegated to him by the Board of Directors to sign checks, drafts, notes and orders for the payment of money, and he shall have the authority to perform all the duties incidental to his office. In lieu of any contrary resolution duly adopted by the Board of Directors, the Chief Financial Officer shall also be the Treasurer of the Corporation.

Duties of the Secretary

The Secretary shall sign all certificates of stock signed by the President. He shall keep the minutes of the meetings of the Board of Directors and also the minutes of the meetings of shareholders; he shall authenticate records of the Corporation; he shall attend to the giving and serving of all notices of the Corporation as required by him; he shall have charge of the stock transfer books, the minute book, and such other records of the Corporation as the Board may direct; he shall attend to such correspondence as may be assigned to him and perform all duties incidental to his office.

Discharge of Duties

An officer with discretionary authority shall discharge his duties under that authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he reasonably believes to be in the best interest of the Corporation. In discharging his duties, an officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by one (1) or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. However, an officer is not acting in good faith if he has knowledge concerning the matter in question that makes reliance otherwise permitted by this By-Law unwarranted. An officer shall not be liable for any action taken as an officer, or any failure to take any action, if he has performed the duties of his office in compliance with this By-Law.

MISCELLANEOUS

Indemnification of Directors and Officers

The Corporation shall indemnify and advance expenses to any Director, officer, employee or agent of the Corporation, or any such person who is serving at the request of the Corporation as a director, officer, employee, or agent with another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such action, suit or proceeding or any appeal thereof, and against all fines (including any excise tax assessed with respect to an employee benefit plan), judgments and amounts paid in settlement thereof, provided that such action, suit or proceeding be instituted by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation in any such capacity with another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by laws of the State of Tennessee (both as now in effect and as hereafter adopted), and such indemnification shall continue as to any person who has ceased to be a Director, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The rights to indemnification and advancement of expenses set forth in this section are nonexclusive of other similar rights which may be granted by law, a resolution of the Board of Directors or shareholders of the Corporation or an agreement with the Corporation, which means of indemnification and advancement of expenses are hereby specifically authorized. The Corporation shall have the power to purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee

benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify him against the same liability under this By-Law.

Records

The Corporation shall keep as permanent records minutes of all meetings of its shareholders and Board of Directors, a record of all actions taken by the shareholders or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records and a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class and series, if any, of shares showing the number, class, and series, if any, of shares held by each shareholder. The Corporation shall maintain its records in written form or in other form capable of conversion into written form within a reasonable time. The Corporation shall keep at its principal office a copy of its Charter or Restated Charter and all amendments thereto currently in effect; its By-Laws or Restated By-Laws and all amendments to them currently in effect; resolutions adopted by the Board of Directors creating one (1) or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding; the minutes of all shareholders' meetings and records of all action taken by the shareholders without a meeting, for the past three (3) years; all written communications to shareholders generally within the past three (3) years, including any financial statements prepared for the last three (3) years; a list of the names and business addresses of its current Directors and officers; and its most recent annual report delivered to the Secretary of State. A shareholder of the Corporation is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the above referenced records of the Corporation if he gives the Corporation written notice of his demand at least five (5) business days before the date on which he wishes to inspect and copy. A shareholder of the Corporation is also entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any other records of the Corporation as provided for in T.C.A. Section 48- 26-102, as now in effect or hereafter amended; provided, however, that the shareholder may only inspect and copy such records if his demand is made in good faith and for a proper purpose, he describes with particularity his purpose and the records he desires to inspect, and the records are directly connected with his purpose. A shareholder's agent or attorney shall have the same inspection and copying rights as the shareholder he represents.

Reports

A Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of changes in shareholders' equity for the year unless that information appears elsewhere in the financial statements. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statement must also be prepared on that basis. If the annual financial statements are reported upon by a public accountant, his report must accompany

them. If not, the statements must be accompanied by a statement of the President or the person responsible for the Corporation's accounting records stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation, and describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The Corporation shall mail the annual financial statements to each shareholder who has requested same in writing within one (1) month after notice of said request; provided, however, that with respect to the financial statements for the most recently completed fiscal year, statements shall be mailed to the requesting shareholder within four (4) months after the close of the fiscal year.

If a Corporation indemnifies or advances expenses to a Director in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before notice of the next shareholders' meeting. If the Corporation issues or authorizes the issuance of shares for promissory notes or for promises to render services in the future, the Corporation shall report in writing to the shareholders the number of shares authorized or issued, and the consideration received by the corporation, with or before the notice of the next shareholders' meeting.

Distributions to Shareholders

The Board of Directors may authorize and the Corporation may make distributions to its shareholders; provided, however, that no distribution shall be made if, after giving it effect, the Corporation would not be able to pay its debts as they become due in the usual course of business, or the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution. The Board of Directors may base a determination that a distribution is not prohibited hereunder either on financial statements prepared on the basis of accounting practices and principles that are reasonable in the circumstances or on a fair valuation or other method that is reasonable in the circumstances. The effect of a distribution is measured in the case of distribution by purchase, redemption, or other acquisition of the Corporation's shares, as of the earlier of the date money or other property is transferred or debt incurred by the Corporation, or the date the shareholder ceases to be a shareholder with respect to the acquired shares. The effect of a distribution is measured in the case of any other distribution of indebtedness, as of the date the indebtedness is distributed; and in all other cases, as of the date the distribution is authorized if the payment occurs within four (4) months after the date of authorization or the date payment is made if it occurs more than four (4) months after the date of authorization. If the Board of Directors does not fix the record date for determining shareholders entitled to a distribution (other than one involving a repurchase or reacquisition of shares), it shall be the date the Board of Directors authorizes the distribution. The Corporation's indebtedness to a shareholder incurred by reason of a distribution made in accordance with this By-Law shall be at parity with the Corporation's indebtedness to its general, unsecured creditors except to the extent subordinated by agreement.

Seal

The Corporation shall have the power to have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it, or in any other manner reproducing it, provided, however, that the Corporation shall not be required to have a seal and the absence of such seal on any document shall not affect its validity.

Amendment of By-Laws
by Board of Directors or Shareholders

This Corporation's Board of Directors may amend or repeal these By-Laws unless the Corporation's Charter of any provision of the laws of the State of Tennessee reserves this power exclusively to the shareholders in whole or in part, or the shareholders amending or repealing a particular By-Law provide expressly that the Board of Directors may not amend or repeal that By-Law. If applicable, the shareholders may amend or repeal the Corporation's By-Laws even though the By-Laws may also be amended or repealed by the Board of Directors.

ATTEST:



Michael Boume
President & CEO

EXHIBIT C

NAMES AND ADDRESSES OF CORPORATE OFFICERS AND DIRECTORS

Michael Bourne, CEO
1835 Moriah Woods
Suite 1
Memphis, TN 38117

Lance Forsdick
Director
1835 Moriah Woods
Suite 1
Memphis, TN 38117

Andrew Forsdick, CFO
1835 Moriah Woods
Suite 1
Memphis, TN 38117

Beau Peyton , COO
1835 Moriah Woods
Suite 1
Memphis, TN 38117

EXHIBIT D

MANAGEMENT PROFILES

Michael Bourne'
3031 Cotton Cross Drive
Germantown, Tennessee 38138
.901-756-9152
michael@everythingtele.com

CAREER SUMMARY

I have seven years hands-on experience in the communications industry, and during this time, I developed an extensive background and knowledge base in voice, data and video systems. This experience includes designing, selling, implementing and supporting enterprise class systems, building sales and service organizations and developing profitable businesses in new markets. Additionally, I am skilled at professionally obtaining and interacting with a vast number of resources to resolve issues at hand, while meeting and exceeding profitability objectives.

EXPERIENCE

EverythingTele.com, Inc./TekSell, Inc. – Memphis, TN

August 1999 – Present. President and CEO

Founded EverythingTelecom and TekSell, Inc. in 2000 and guided the profitable growth and development for both sales and operations for the first three years of operations.

TekSell exceeded profitability projections for 2002, as well as retiring all debt.

Year to date, TekSell has exceeded its revenue and net income objectives for 2003, while expanding operations and facilities, as well as creating a new sister company, vo2 Network.

Bluestar Communications – Memphis, TN

February 1998 – August 1999. Senior Account Manager.

Role was Senior Account Manager responsible for development and maintenance of major accounts. Selling focus on DSL and DSL/WAN technologies, firewall, remote LAN dial and customer premise equipment. All other account management responsibilities as listed below. Top Sales Award January, February and March 1999. The 1st Quarter Star of Excellence.

Intermedia Communications – Memphis, TN

December 1997 – February 1998. Major Account Manager.

Experienced in design and install management of communication networks to best serve customer needs. Research and consulting on new equipment and services. Consulting on the most productive ways to utilize telecommunications systems and services. Developed a strong contact of telecommunications professionals through discussions on the utilization of different networks. Act as the liaison between network services and customer service issues. Provide technical support to major account customers for the Memphis Branch. Project manage the design and implementation of complex network applications for major account customers. President's Club 1998. Director's Award for Excellence in Sales 1999.

Qwest Communications – Memphis, TN

October 1996 – December 1997. Major Account Manager.

Responsible for development and management of large end accounts averaging 15-75K per month with multiple data and voice applications. Adept at evaluating customer requirements from equipment to bandwidth, whether on a new or existing network. Experienced with IP networking, SNA/SDLC networking, VPN's, LAN to LAN, native LAN service, network consulting, network/systems integration, approved customer premise equipment and ATM services. Certifications held in: Dedicated Voice Services, January 1998, Data Management Services, March 1997; Enhanced Data Services, May 1997, Lucent Frame Training, August 1997, Digex Internet Training Certified, June 1997.

EDUCATION

University of Tennessee- Knoxville, TN
Major - BA- Computer Science -92 - Present.

Tulane University - Mini MBA Program
Major - Business 2003 (On-line program)

ACCOMPLISHMENTS

Continuously strive to polish abilities as a professional sales representative by becoming one of the top sales producers within each of the organizations affiliated with. Consistently above 200% of quota. Repeatedly named one of the top five reps in the region.

UDDI Advisor.

UDDI is the first cross-industry effort driven by platform and software providers, marketplace operators and e-business leaders. These technology and business pioneers are acting as the initial catalysts to quickly develop the UDDI standard. Other company members are Ariba, Microsoft, IBM and CommerceOne.

REFERENCES

Available upon request.

Beau Peyton
8444 Winthrop Court
Germantown, TN 38139
bpeyton@midssouth.rr.com

Career Summary

I have nearly twenty years experience in communications sales, marketing and management. Additionally, I have an equal amount of experience in strategic planning, design and implementation of converged, enterprise networks. My experience includes a proven track record of success in direct sales, a demonstrated ability to build and manage successful sales and service teams, develop and manage new territories and the ability to design and implement successful sales and technical training programs.

Employment History

vo2 Networx/TekSell, Inc.
March 2003 to present

Director of Sales-TekSell
Chief Operating Officer- vo2 Networx
Achievements

- Developed and implemented the business plan for the first managed, VoIP/Centrex offering in Memphis, TN

Qwest, Inc.
July 2002 to February 2003
Sales Manager, Memphis

Global Data Systems, Inc.
April 2001 to June 2002

Area Manager, Memphis
Achievements

- Increased territory sales by over 100% during the first five months
- Designed and sold the first managed security platform at GDS for Memphis Area Teachers Credit Union
- Designed and sold Cisco VoIP platform for ServiceMaster, Incorporated Corporate Headquarters, Downers Grove, Illinois

WorkNET Communications, Inc.

April 2000 to March 2001

General Manager, Memphis

Achievements

- opened Memphis office and built the sales and service teams
- established and implemented all the procedures for testing, installation and troubleshooting wireless, broadband installations
- number one remote branch in the U.S. for Internet access sales in 2000
- sold the first private network in the U.S. for WorkNet
- number one branch for building access contracts
- built the number one Business Associate Program in the U.S. for WorkNET

Digital Connections, Inc.

April 1998 to April 2000

Area Manager, East Tennessee

Achievements:

- opened Memphis territory
- sold nearly \$1 million in capital equipment during first 12 months
- sold and successfully managed a nationwide network management (WAN) platform for Union Planters Corporation
- sold and successfully managed the installation of the first Cisco 6500 series network in the U.S. at Olan Mills corporate headquarters in Chattanooga, Tennessee
- designed, sold and implemented the first Nortel Passport/Optivity integrated voice and data network in Tennessee to Astec Industries, Inc.

Southeastern Telecom, Inc.

October 1996 to April 1998

Sales Manager

Memphis, Tennessee

Achievements

- hiring, training and managing a sales and marketing team
- developing a major account program
- meeting and exceeding an annual revenue target of \$2.5 million
- improved reps at quota ratio from below 55% to over 75%
- Presidents Club, 1997
- Increased Q1 1998 revenue by 73% over the same period for 1997

Marketing Manager
Nashville, Tennessee

Achievements

- developed and implemented a company wide sales training program
- developed and taught company wide classes on advanced applications such as data networking, ACD and computer-telephony integration
- developed and implemented a company wide base marketing program
- produced and organized company wide sales kickoff meeting
- developed a new company web site
- directing the development of company marketing materials, including a new company brochure
- produced an internal electronic newsletter (ONLINE NEWS)
- producing and managing external news releases

MCI Telecommunications, Inc.

July 1995 to October 1996

Sales Manager
Knoxville, Tennessee

Achievements

- hired, trained and managed the sales and marketing team
- developed marketing plans for selling backbone internet and frame relay services in the east Tennessee market
- Masters Winner for 1995
- number three manager in Southeast Region for percentage of plan achievement (163%)
- number one manager in the Nashville (Nashville, Knoxville and Chattanooga) branch in 1995 for percentage of plan achievement
- sales reporting tools and public speaking classes received "Best Practice" awards

ATS Telephone & Data Systems, Inc.

June 1988 to 1995

District Manager
Knoxville, Tennessee

Achievements

- hired, trained and managed a sales and service team
- maintained expenses at or below budget (P&L)
- successfully marketed Siemens-ROLM and VTEL products to major accounts

- managed University of Tennessee account (12,000 line ROLM 9751 Model 70)
- promoted to Senior Account Executive in 1991 and opened Jackson, Mississippi branch
- promoted to Branch Manager in 1992 (revenue for 1992 was 137% of plan)
- branch net income was 163% of plan in 1993
- sold numerous major accounts, including a nine (9) node, backbone system to Deposit Guaranty Corporation
- designed, sold and implemented the first Siemens 9006/Cornet network in the United States
- promoted to District Sales Manager, East Tennessee, in 1994
- Presidents Club

Southeastern Telecom, Inc.

November 1985 to June 1988

Senior Account Executive

Memphis, Tennessee

Achievements:

- successfully sold NEC and Siemens telecommunications systems to all market segments in the Memphis area.
- Salesman of the Year/Memphis, 1986
- Salesman of the Year/Memphis, 1987

MCI Telecommunications, Inc.

January 1985 to November 1985

Account Executive

Memphis, Tennessee

Responsibilities and achievements:

- marketing to small commercial accounts in the southeastern U.S.
- 100% of plan for first year in sales

Technical Background and Experience

TELEPHONY Cisco CallManager, Unity, Cisco Unified Messaging, Nortel Passport, ROLM, Siemens 9006, Octel Messaging, NEAX 2400IMS and 2000IVS, AVT CallXpress, Intertel Axxess

INFRASTRUCTURE: All Cisco routing platforms, All Cisco switching platforms, Content Directors, Cache Engines, Nortel Accelar

SECURITY. Cisco PIX firewalls, Intrusion Detection, NetForensics, managed platforms (MSS)

MANAGEMENT: Managed Network Services (MNS), NetScout, Visual Networks, CiscoWorks, HP Openview

Education

University of Memphis, 1980 to 1983, 1984

University of Mississippi, 1983

ECS (parochial) 1972 to 1980

Honors and achievements

- University Dean's List (seven semesters) / Alpha Lamda Delta National Honor Society / Golden Key National Honor Society / Phi Alpha Theta National Historical Honor Society / Honors Program for English and History Belle McWilliam's Scholarship in History / University Inter-fraternity Council / 3.34 GPA
(Transcript available upon request)

Community Involvement

- Memphis Area Chamber of Commerce Board of Advisors, 2001
- University of Memphis Tiger Clubs
- Knox Youth Sports Athletic Coach, 1997-1999
- Volunteer, Knoxville Track Club and Knoxville County Schools
- Assistant coach, The Yard, competitive youth baseball, 2000/2001
- Memphis Tigers Baseball
- Friends of The Great Smoky Mountains
- Appalachian Trail Conference

References

Louie DeBacco
MCI
Memphis, Tennessee
901.252.1142

Rick Dupont
Manager, Telecommunications
Union Planters Corporation
Memphis, Tennessee
901.580.6689

Cindy Wallace
Director of Communications
ServiceMaster Corporation
Memphis, Tennessee
901.820.8212

Ed Horrell
Communication Consultant
Memphis, Tennessee
901.757.3768

Brad Acree
IS Manager
McVean Trading
Memphis, Tennessee
901.761.8400

Kirk J. Guilbeau
CCIE# 5420
1427 Bajal Rd
Carencro, LA 70520
(337) 886-1437 (home)
(337) 654-5018 (mobile)

Job Objective:

Seeking Challenging Opportunities in Network Engineering

Education

Master of Science Degree in Telecommunications

University of Louisiana at Lafayette Lafayette, Louisiana

Date of Graduation May, 2000

Grade Average 3 9/4 0

Bachelor of Science Degree in Electrical Engineering (Computer Option)

University of Southwestern Louisiana Lafayette, Louisiana

Date of Graduation December, 1992

Major Grade Average 3 95/4 0

Overall Grade Average 3 74/4 0

Work Experience

April, 2003

To

Present

VO2 Networkx

Memphis, TN

- Lead engineer for design and build-out of IP Centrex ASP NOC and Data Center

January, 1999

To

April, 2003

Global Data Systems

Lafayette, Louisiana

Principal Consultant

- Lead engineer performing design and troubleshooting of LAN and WAN computer networks and equipment including multi-layer Gigabit Ethernet LANs, 100+ site nationwide WANs, 200+ user IP Telephony Implementations, and firewall/IDS network security implementations
- Network engineering using Cisco products including routers, switches, ATM, security, and voice equipment
- Implementation and auditing of network and computer security
- Team leader/engagement manager in large network implementation and security audit projects

January, 1992

to

December, 1998

Datacom

Lafayette, Louisiana

Systems Engineer

- Design and testing of wide-area networks and associated communications equipment
- Supervising software development projects
- Developing hardware and software for SCADA systems (involving PC and embedded systems design)

Personal Information

- Graduated Magna Cum Laude in BSEE
- Received the ISA Computer Engineering Scholarship in 1991
- Earned 50% of college expenses through part-time employment

Certifications

- Cisco Certified Network Expert (CCIE), Cisco Security Specialist 1, Cisco IP Telephony Support Specialist, Microsoft Certified Professional (MCP)

References

- Business, personal, and educational references are available upon request

M. Andrew Forsdick, C.P.A.

**6047 Syon Cove
Memphis, TN 38119**

**Andrew_Forsdick@yahoo.com
901-761-7667**

Academic

Christian Brothers University, M B A. (concentration in Finance), graduated May 2001
Spring Hill College, B S in Accounting and Philosophy, graduated May 1993

Professional

Vice President, Stratford Hall Capital,

Investment Advisor, September 1998 to present. manage portfolio of public and private investments

Board of Directors, Teksell, May 2000-current

Board of Advisors, CompleteTV, January 2002- current

Adjunct professor, Southwestern Tennessee Community College (through American Institute of Banking), Spring 2001, Principles of Accounting

Adjunct professor, Christian Brothers University, Summer 2000, Managerial Accounting

Interim Manager of Corporate Reporting, Thomas & Betts, July – August 1998 and January – March 2000 duties included managing external reporting department responsible for Annual Report to Shareholders, 10K, 10Q and other SEC reporting

PricewaterhouseCoopers (Coopers & Lybrand), September 1993 – July 1998 last position held was Sr Associate responsible for onsite management of audit team, preparation/review of audit reports, mentoring staff, and taught CPE classes

Civic

Member of the St Agnes Academy-St. Dominic School Board of Directors 2003-present

Member of the Board of Directors of Hands on Memphis, 1996-2003, served one year as Chair of the Board and one year as Treasurer, serve on Budget Committee and Finance Committee

Member of the Board of Advisors of Camp Marymount, 1997-2003 & Board of Trust 2003-present; Finance Committee Chair

Commissioner of Christian Brothers High School Alumni Basketball League, 1994-present

RESUME for BARRY MECHE

EXPERIENCE SUMMARY

Working as a specialist in project management and as a member of the hospital administrative team has extended my managerial and technical skills. Exposure to hospital, oil, retail, manufacturing, banking and university systems has strengthened and increased my comprehension of various industry requirements.

EXPERIENCE

Vo2networx
(IP Centrex)

(04/2003 – PRESENT)

Director of Customer Services responsible for understanding and delivering the expectations of our Customers.

GLOBAL DATA SYSTEMS
(Network Solutions)

(04/2000 – 04/2003)

Director of Professional Services responsible for engineering and project management. Understanding and delivering the expectations of our customers has been the key to our success. In spite of the multiple locations the professional services group functions as a seamless entity supporting every level of expertise.

OPELOUSAS GENERAL HOSPITAL
(Medical Services)

(12/88 – 01/2000)

Vice President of Information Services responsible for all data processing requirements and PBX. As an administrative staff member I have gained valuable insights into the total operational requirements of the hospital. Implemented a Hospital Information System (Order Communication, Collections, Accounts Receivable, Pharmacy, Case Mix, Medical Records, Admissions/Transfers/Discharges, General Ledger, and Accounts Payable) with HL-7 interfaces to lab, radiology and physician Network. I was the Executive Director of Acadiana Medical Offices Systems, a (For Profit) subsidiary of the hospital, which marketed and installed physician practice management software. I implemented Call Accounting and upgraded the PBX system to utilize Radio frequency Phones operating on the campus wide fiber optic network.

COMPUSULT
(Computer System Consulting)

(04/83 - 12/88)

Owner and principle consultant offering computer system support and project management. Major clients include Carrier Corp, Ottawa General Hospital, Virginia Commonwealth University, Kerr McGee Corporation, Lafayette General Medical Center, State of Louisiana, and Chicago Children's Memorial Hospital.

GARBER INDUSTRIES
(Oil Field Services)

(12/81 - 04/83)

Data processing manager responsible for supporting the computer requirements for nine companies.

PENNZOIL

(09/79 - 12/81)

(Oil and Gas Production and Mining)

Analyst for Payroll and Personnel system utilizing Gaines and Sarson techniques. Responsible for Payroll software support.

TEXAS EASTERN TRANSMISSION
(Oil and Gas Transmission)

(09/78 - 09/79)

Analyst for Accounts Receivable system utilizing Yourdon structured approach.

MANAGEMENT SYSTEM DESIGN INC
(Computer Services)

(04/75 - 09/78)

Programmer responsible for the Design and implementation of an A/R and A/P system and support for Payroll, General Ledger and DDA for a Bank customer.

EDUCATION B S in COMPUTER SCIENCE, minor in BUSINESS (12/74)

E-Mail bmeche@vo2networx.com

PROJECTS AND REFERENCES AVAILABLE UPON REQUEST

EXHIBIT J

LIST OF INCUMBENT LOCAL EXCHANGE CARRIERS
UPON WHOM SERVICE HAS BEEN MADE

BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

IN RE

APPLICATION OF VO2 NETWORKX, INC. FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO OPERATE AS A)
COMPETITIVE LOCAL EXCHANGE)
CARRIER IN TENNESSEE)

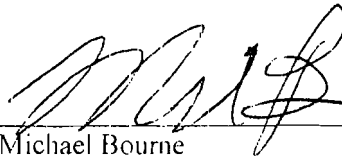
NOTICE OF FILING OF THE APPLICATION OF

Vo2 NETWORKX, INC.

Vo2 Networkx, Inc., has applied for a Certificate of Public Convenience and Necessity with the Tennessee Regulatory Authority. The Company requests authority to provide resold and limited facilities-based local exchange telecommunications service in all geographic locations permitted by the provisions of T.C.A. Section 65-4-201. The Company intends to offer voice over internet protocol ("VOIP") services in accordance with TRA rules and the terms set forth in its tariff filed with the TRA.

A copy of the Application and non-confidential Exhibits will be served at the request of the party receiving this Notice by contacting: Michael Bourne, Vo2 Networkx, Inc., 1835 Moriah Woods Blvd., Suite 1, Memphis, TN 38117; phone (901) 507-4202, fax (901) 758-1667, or email Michael@vo2networkx.com. Please reference the Applicant's name in all requests.

Respectfully submitted,



Michael Bourne
President and CEO
Vo2 Networkx, Inc.
1835 Moriah Woods Blvd., Suite 1
Memphis, TN 38117

CERTIFICATE OF SERVICE

I hereby certify that I have this day served Notice of Availability of the foregoing Application on behalf of Vo2
Network, Inc. via United States mail, first class postage prepaid and properly addressed to the following facilities-
based ILECs:

BellSouth Telecommunications, Inc
333 Commerce Street
Nashville, TN 37201-3300

Century Telephone of Adamsville
P O Box 405
116 N Oak Street
Adamsville, TN 38310

Century Telephone of Ooltewah-Collegedale, Inc
P O Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Communications Company of the Volunteer State
P O Box 770
300 Bland Street
Bluefield, WV 24701

Millington Telephone Company, Inc
P O Box 429
4880 Navy Road
Millington, TN 38083-0429

TDS Telecom-Concord Telephone Exchange, Inc
P O Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Tellico Telephone Company, Inc
P O Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

TEC-Crockett Telephone Company, Inc
P O Box 7
Friendship, TN 38034

Ardmore Telephone Company, Inc
517 Ardmore Avenue
Ardmore, TN 38449

Century Telephone of Claiborne
P O Box 100
507 Main Street
New Tazewell, TN 37825

Citizens Communications Company of TN
P O Box 770
300 Bland Street
Bluefield, WV 24701

Loretto Telephone Company, Inc
P O Box 130
Loretto, TN 38469

Sprint-United
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Humphreys County Telephone Company
P O Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tennessee Telephone Company
P O Box 18139
Knoxville, TN 37928-2139

TEC-People's Telephone Company, Inc
P O Box 310
Erin, TN 37061

TEC-West Tennessee Telephone Company, Inc
P O Box 10
244 E Main Street
Bradford, TN 38316

United Telephone Company
P O Box 38
120 Taylor Street
Chapel Hill, TN 37034

This 16th day of December 2003



Monica Borne Haab
Nowalsky, Bronston & Gothard

EXHIBIT K

NUMBERING ISSUES

1. What is the Company's expected demand for NXXs per NPA within a year of approval of the application?

The Company does not have this information available at this time

2. How many NXXs does the Company estimate will be requested from NANPA when it establishes its service footprint?

The Company is unable to predict its requested NXXs at this time.

3. When and in what NPA does the Company expect to establish its service footprint?

The Company intends to offer its voice over internet services throughout Tennessee.

4. Will the Company sequentially assign telephone numbers within NXXs?

Yes

5. What measures does the Company intend to take to conserve Tennessee numbering resources?

By offering voice over internet services, a customer can take its number anywhere, allowing for reduction in the need for new numbers or additional numbers when moving from one location to another or having multiple locations

6. When ordering new NXXs for growth, what percentage fill of an existing NXX does the Company use to determine when a request for a new NXX will be initiated?

The Company is unable to estimate this information at this time

EXHIBIT L

OPERATIONAL ISSUES

1. How does the Company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

The Company will not bill for local exchange calls placed between two point within the same county within Tennessee

2. Is the Company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Yes, the Company is aware of the Tennessee County Wide Calling database for local exchange telecommunications

3. Is the Company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in its proposed service areas?

Yes, the Company is aware of the local calling areas provided by the ILECs in the proposed service area

4. Explain the procedures that will be implemented to assure that customers will not be billed long distance charges for calls within the metro calling areas

The Company's third-party billing vendor will have software which can identify and distinguish local from long distance calls

5. Please provide the name and telephone number of an employee of the Company that will be responsible to work with the TRA on resolving customer complaints.

Michael Bourne, President
1835 Moriah Woods, Suite 1
Memphis, TN 38117
Ph (901) 758-8179
Fx (901) 758-1667

6. Does the Company intend to telemarket its service in Tennessee? If yes, is the Company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq* And Chapter 1220-4-11?

The Applicant does not intend to telemarket in Tennessee.

EXHIBIT M

PRE-FILED TESTIMONY

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

APPLICATION OF Vo2 Networkx, Inc. FOR A)
CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO OPERATE AS A)
COMPETITIVE LOCAL EXCHANGE)
CARRIER IN TENNESSEE)

PRE-FILED TESTIMONY OF

I, Michael Bourne, do hereby testify as follows in support of the application of Vo2 Networkx, Inc. for a Certificate of Convenience and Necessity to operate as a competing telecommunications service provider within the State of Tennessee.

Q. PLEASE STATE YOUR FULL NAME, BUSINESS ADDRESS, AND POSITION.

A. My name is Michael Bourne, 1835 Moriah Woods, Suite 1, Memphis, TN 38117.

Q. PLEASE BRIEFLY DESCRIBE YOUR DUTIES WITH THE APPLICANT COMPANY.

A. I am CEO of Vo2 Networkx, Inc.

Q. PLEASE DESCRIBE YOUR BUSINESS EXPERIENCE AND EDUCATIONAL BACKGROUND.

A. I have seven years hands-on experience in the communications industry, and during this time, I developed an extensive background and knowledge base in voice, data and video systems. This experience includes designing, selling, implementing and supporting enterprise class systems, building sales and service organizations and developing profitable businesses in new markets. Additionally, I am skilled at professionally obtaining and interacting with a vast number of resources to resolve issues at hand, while meeting and exceeding profitability objectives.

Q. ARE ALL STATEMENTS IN YOUR APPLICATION TRUE AND CORRECT TO THE BEST OF YOUR KNOWLEDGE, INFORMATION AND BELIEF?

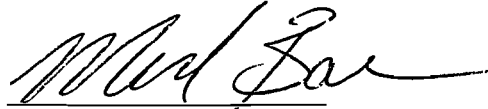
A. Yes.

- Q. PLEASE DESCRIBE THE CURRENT CORPORATE STRUCTURE OF Vo2 NETWORKX.
- A. Vo2 Networkx, Inc. is a Tennessee corporation organized in 1999, and is a subsidiary of Teksell, Inc.
- Q. DOES Vo2 NETWORKX POSSESS THE REQUISITE MANAGERIAL, FINANCIAL, AND TECHNICAL ABILITIES TO PROVIDE THE SERVICES FOR WHICH IT HAS APPLIED FOR AUTHORITY?
- A. Yes. As evidenced in its application, Vo2 Networkx has sufficient managerial, financial and technical ability to provide the requested services on an ongoing basis.
- Q. PLEASE DESCRIBE THE FINANCIAL QUALIFICATIONS OF Vo2 NETWORKX.
- A. Vo2 Networkx will rely on the financial capability of its parent company Teksell, Inc. Teksell's financial statements were submitted as an exhibit to the application.
- Q. PLEASE DESCRIBE THE MANAGERIAL AND TECHNICAL QUALIFICATIONS OF Vo2 NETWORKX.
- A. The Company's management team has extensive experience in general business operations as well as in the telecommunications industry. The experience of the Company's management team and/or key personnel is attached to the Application as Exhibit E.
- Q. WHAT SERVICES WILL Vo2 NETWORKX OFFER?
- A. Vo2 Networkx will initially offer local and long distance service via Voice Over Internet Protocol (VOIP). The Company may offer traditional local exchange services at a later date.
- Q. WILL Vo2 NETWORKX OFFER SERVICE TO ALL CONSUMERS WITHIN ITS SERVICE AREA?
- A. Yes. The Company will offer service to all consumers with the technical capability to utilize VOIP service.
- Q. DOES Vo2 NETWORKX PLAN TO OFFER ITS SERVICES IN AREAS SERVED BY ANY INCUMBENT LOCAL EXCHANGE TELEPHONE COMPANY WITH FEWER THAN 100,000 TOTAL ACCESS LINES?
- A. Yes. The Company will offer VOIP services to all Tennessee consumers as allowed by the TRA. Traditional local exchange services would be limited to the service territories of ILECs with more than 100,000 access lines.

- Q. WILL THE GRANTING OF A CERTIFICATE OF CONVENIENCE AND NECESSITY TO Vo2 NETWORKX, INC. SERVE THE PUBLIC INTEREST?
- A. Yes. By allowing the Company to provide VOIP services, consumers are provided with a lower cost alternative to traditional telecommunications services.
- Q. DOES Vo2 NETWORKX, INC. INTEND TO COMPLY WITH ALL TRA RULES, STATUTES, AND ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE, INCLUDING THOSE FOR DISCONNECTION AND RECONNECTION OF SERVICE?
- A. Vo2 Networkx will comply with all TRA Rules, Statutes, and Orders applicable to the provision of the requested services in Tennessee. Some Rules, Statutes, and Order which are applicable to traditional telecommunications providers may not be applicable to VOIP service providers.
- Q. HAS ANY STATE EVER DENIED Vo2 NETWORKX OR ONE OF ITS AFFILIATES AUTHORIZATION TO PROVIDE INTRASTATE SERVICE?
- A. No.
- Q. HAS Vo2 NETWORKX OR ONE OF ITS AFFILIATES EVER BEEN INVESTIGATED OR SANCTIONED BY ANY REGULATORY AUTHORITY FOR SERVICE OR BILLING IRREGULARITIES?
- A. No.
- Q. WHO IS KNOWLEDGEABLE ABOUT Vo2 NETWORKX'S OPERATIONS AND WILL SERVE AS Vo2 NETWORKX'S REGULATORY AND CUSTOMER SERVICE CONTACT?
- A. Matthew Brown of CLEC Strategies will initially act as the Company's regulatory and customer service contact for Vo2 Networkx, Inc. Should this information change in the future, I will update the TRA with the new information.
- Q. PLEASE EXPLAIN IN DETAIL Vo2 NETWORKX'S PROPOSED PROCEDURES FOR RESPONDING TO INFORMATION REQUESTS FROM THE TRA AND ITS STAFF.
- A. With respect to the Company's application before the TRA, the TRA can forward information requests to Nowalsky, Bronston & Gothard. For ongoing requests for information, the TRA can contact Matthew Brown of CLEC Strategies as regulatory contact for the Company.
- Q. DOES THIS CONCLUDE YOUR TESTIMONY?
- A. Yes.

AFFIDAVIT

I, Michael Bourne, do hereby swear that the foregoing Testimony is true and correct to the best of my knowledge, information and belief.



Michael Bourne, CEO
Vo2 Networx, Inc.

Subscribed and sworn to me this 21 day of Feb, 2008

Notary: *Julie Schofield*

