



210 N Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com

March 13, 2005
Via Overnight Delivery

Mr. Patrick Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Attention: Sharla Dillon, Dockets and Records Manager

Re: YMax Communications Corp; Application for Certificate to Provide Facilities-Based Competing Local Exchange Telecommunications Services

Dear Chairman Miller:

Enclosed for filing are the original and thirteen (13) copies of the Application for Certificate to Provide Facilities-Based Competing Local Exchange Telecommunications Services filed on behalf of YMax Communications Corp. Also enclosed is the \$25 filing fee.

Questions regarding this filing may be directed to my attention at (407) 740-3031 or via e-mail at sthomas@tminc.com.

Please acknowledge receipt of this filing by returning, file-stamped the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Sharon Thomas
Consultant to YMax Communications Corp.

Enclosure

cc: P. Russo - YMax
Service List
File: YMax - TN Local
TMS: TNL0600

PAID T.R.A.

Chk # 42016
Amount 25.00
Rcvd By JP
Date 3-14-06

RECEIVED
2006 MAR 14 AM 10:28
T.R.A. DOCKET ROOM

06-00067

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)
YMax Communications Corp. For a Certificate))
to Provide Facilities-Based Competing Local)
Exchange Telecommunications Services)

TRA Docket No.: _____

**APPLICATION FOR CERTIFICATE TO PROVIDE
FACILITIES-BASED COMPETING LOCAL EXCHANGE
TELECOMMUNICATIONS SERVICES**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), YMax Communications Corp. ("YMax" or "Applicant") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant YMax authority to provide competing facilities-based local exchange telecommunications services, including exchange access telecommunications services, within the State of Tennessee. YMax is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services. TCA 65-4-201.

In support of its Application, YMax submits the following:

I. Administrative Requirements

A. The full name and address of the Applicant is:

YMax Communications Corp.
223 Sunset Avenue, Suite 223
Palm Beach, Florida 33480
Telephone: (561) 832-3021
Facsimile: (561) 832-8377

B. Questions regarding this application should be directed to:

Sharon Thomas
Consultant to YMax Communications Corp
Technologies Management, Inc.
210 N Park Avenue
Winter Park, FL 32789
Telephone: (407) 740-3031
Facsimile: (407) 740-0613

C. Contact name and address at the Company is:

Daniel Borislow
CEO and President
YMax Communications Corp
223 Sunset Avenue, Suite 223
Palm Beach, Florida 33480
Telephone: (561) 832-3021
Facsimile: (561) 832-8377

D. Organizational chart of corporate structure:

See Exhibit A

I. Administrative Requirements: (Cont'd.)

E. Corporate Principal Officers (names and address):

The names and address of the Applicant's corporate officers are listed in Exhibit B of this Application.

F. Principal Officers in Tennessee (names and address if different from corporate):

The Company does not have any employees in the State of Tennessee. Company operations will be managed centrally at the Palm Beach, Florida location.

G. Copy of Articles of Incorporation:

YMax Communications Corp. is a Delaware corporation formed on May 24, 2005. Its parent company, YMax Corporation is also a Delaware corporation, formed on January 25, 2005. The Applicant's articles of incorporation are included as Exhibit C of this Application.

H. Copy of license to do business in the state of Tennessee.

Please see Exhibit D.

II. Managerial Requirements:

Data regarding key management staff:

YMax is managerially qualified to provide facilities-based local exchange services within the State of Tennessee. YMax has an excellent senior management team, backed by experienced employees, who are competent in telephony engineering, operations and marketing. Attached hereto as Exhibit E is a list of names and biographies of the senior management team of YMax.

III. Technical Requirements:

A. Proposed network data:

1. Geographic area coverage: YMax intends to offer service throughout areas currently served by BellSouth.
2. The Company does not initially intend to deploy switches, but rather will offer service using underlying network elements provided by BellSouth.
3. YMax is not at this time planning to build any facilities in Tennessee. The Company will lease lines, switches and interconnection (including the recombination of these elements into a complete service) from BellSouth.
4. The Company does not intend at this time to deploy equipment in Tennessee.
5. YMax proposes to provide local service using unbundled network combinations. Applicant's local traffic will be routed entirely over the networks of the underlying incumbent LEC.

YMax shall, either directly or through arrangements with its underlying carrier provide the following services: 1) access to 911 and E911 emergency service; 2) white page directory listings and directory assistance; 3) consumer access to and support for the Tennessee Relay Center in the same manner as the incumbent local exchange telephone companies; 4) free blocking service for 900/976 pay per call services in accordance with TRA policy; 5) Lifeline and Link-up services to qualifying citizens of the state; 6) educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-.04.

B. Since all elements of the network, including lines, switches and interconnection are to be provided by BellSouth, YMax will initially rely on the engineers of BellSouth to construct and maintain its network services. To the extent YMax deploys its own switching facilities in the future, it has the necessary in-house expertise to deploy and operate such facilities.

C. There are no special CPE requirements that would not be compatible with an incumbent carrier. Since all elements of the network are to be provided by BellSouth, all elements and CPE, if any, will be compatible with the BellSouth network.

D. Repair and Maintenance:

1. YMax understands the importance of effective customer service for local service consumers. Once it initiates operations, YMax's toll free customer service telephone number will be available with live operator response 24 hours per day, 7 days per week.
2. YMax's toll free telephone number for customer inquiries, complaints and repair is 1-888-230-0060. Customers may contact the company in writing at the headquarters address as indicated under contact for resolution of customer complaints.

III. Technical Requirements: (Cont'd.)

3. The contact for resolution of customer complaints with the Commission is:

John Thomas
YMax Communications Corp.
223 Sunset Avenue, Suite 223
Palm Beach, Florida 33480
Telephone: (561) 832-3021
Facsimile: (561) 832-8377
Toll Free (888)-230-0060

IV. Financial Requirements:

A. Estimated cost of network, switches, and unbundled network elements (UNEs):

YMax is not proposing at this time to build a network or to deploy switches, but will utilize network and switching provided by BellSouth. Network elements and facilities used for interconnection will be provisioned according to the interconnection agreement between BellSouth and YMax.

B. Most recent audited financial statements (including Balance Sheet, Income Statement and Statement of Cash Flows):

YMax Communications Corp. is a start-up company that has not yet initiated operations in any state. The Applicant's balance sheet as of May 2005 is included as Exhibit F-1. The Applicant will rely on the financial resources of Dr. Borislow, its CEO and President, for financial support during its start-up stage of operation to provide the services covered by this application. Dr. Borislow owns 100% of the stock of YMax Corporation, which in turn is the sole owner of YMax Communications Corp.

C. Projected financial statements (3 years):

Projected financial statements are provided as Exhibit F-2.

IV. Financial Requirements: (Cont'd.)

D. Capital Expenditures Budget (3 years):

Not applicable. No construction is expected to be undertaken by YMax. The costs of Tennessee operations will consist of leasing unbundled elements, marketing, and additional administrative and sales overhead. The incremental administrative and sales costs are not projected to be significant for the Company

E. Reciprocal Compensation for terminating ISP traffic:

Not Applicable.

F. Bond requirement:

The Company is in the process of securing a bond. It will be filed under separate cover.

V. Small and Minority-Owned Telecommunications Business Participation Plan:

Please see Exhibit G.

VI. TRA Rules for Local Telecommunications Providers:

The Company provides evidence with this application that notice of the application has been served on the eighteen (18) incumbent local exchange companies in Tennessee. Please see Exhibit H

VII. Toll Dialing Parity Plan for Applicant's Providing Voice Grade Service:

Please see Exhibit I.

VIII. Numbering Issues:

- A. What is your company's expected demand for NXXs per NPA within a year of approval of your application?**

One.

- B. How many NXXs do you estimate that you will request from NANPA when you establish your service footprint?**

One.

- C. When and in what NPA do you expect to establish your service footprint?**

The Company intends to offer service in territory currently served by BellSouth.

- D. Will the company sequentially assign telephone numbers within NXXs?**

Yes.

- E. What measures does the company intend to take to conserve Tennessee numbering resources?**

The Company will comply with resource conservation measures as per NANPA procedures.

- F. 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?**

75%.

IX. Tennessee Specific Operational Issues:

- A. 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.**

Initially, YMax plans to mirror or offer the calling areas of BellSouth for its local service offerings. To the extent that BellSouth provides countywide toll-free calling, YMax will as well.

- B. 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 database and the procedures involved.

- C. Is your company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in your proposed service areas?**

Yes. The Company is aware of all local calling areas provided by the Incumbent Local Exchange Carriers within Tennessee.

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

The Company will mirror the local calling areas of the ILEC.

- E. Please provide the name and telephone number of an employee of your company that will be responsible to work with the TRA in resolving customer complaints.**

John Thomas
YMax Communications Corp.
223 Sunset Avenue, Suite 223
Palm Beach, Florida 33480
Telephone: (561) 832-3021
Facsimile: (561) 832-8377
Toll Free (888)-230-0060

- F. Does the company intend to telemarket its services 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?**

Applicant will utilize its existing agent network as the primary marketing force. The Company is currently evaluating telemarketing and the Internet as additional sales channels and is aware of the state's regulations.

X. Miscellaneous:

- A.** Upon certification and prior to commencing service, YMax will file a proposed tariff for its end user local exchange offerings (containing rates along with terms, and conditions of service) with the Commission for its review.

B. Status of YMax in other states:

The Applicant is a start-up company, and, as such, has not yet initiated operations in any state. The Applicant has received authority to provide intrastate facilities-based and resold local exchange services and interexchange services in Florida, Iowa, Maryland (local only), Pennsylvania, New York, Texas and Wisconsin and has applications pending in New Jersey, Illinois, California (local only) and Arizona.

- C.** YMax is not currently involved in any mergers or acquisitions.

- D.** The Company does not intend to collect deposits.

E. Complaints filed with state and federal regulatory agencies:

Please see Exhibit J.

F. Proposed Service Area:

YMax proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth which are designated open to competition. Currently, the Company does not intend to offer service in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines. YMax will mirror the local calling areas of the incumbent local exchange companies, as required by this Commission, until the Commission.

Notes:

- A.** With entry into the local exchange communications markets in Tennessee come basic obligation and responsibilities to serve the public interest. Therefore, all Competing Telecommunications Service Providers providing basic local exchange telephone service or its equivalent shall either directly or through arrangements with other carriers or companies: 1) Provide access to 911 and E911 emergency service; 2) Provide white page directory listings and directory assistance; 3) Provide consumer access to and support for the Tennessee Relay Center in the same manner as incumbent local exchange telephone companies; 4) Provide free blocking service for 900, 976 type services in accordance with TRA policy; 5) Provide Lifeline and Link-up services to qualifying citizens of this state; 6) Provide educational discounts in existence as of June 6, 1995 TRA Rule 1220-4-8-.04.
- B.** If any of the information is not available or cannot be provided, please provide an explanation. Identify any information being replaced for the requested information.
- C.** Applicant must state intent to comply with TCA §65-4-201.
- D.** After public notice and hearing, the TRA shall grant a certificate of convenience and necessity to a Competing Local Telecommunications Service Provider if after examining the evidence presented, the TRA finds: 1) the applicant possesses sufficient managerial, financial and technical abilities to provide the applied for services; 2) The applicant has demonstrated that it will adhere to all applicable TRA policies, rules and orders. TRA Rule 1220-4-8-04.
- E.** Certificates awarded to Competing Local Telecommunications Service Providers shall designate those incumbent local exchange companies, which serve those areas in which the competing provider intends to operate. If the competing provider wishes to expand into areas served by other incumbent providers, the competing provider must file a petition to modify the certificate. The Commission shall act upon that petition within sixty (60) days of filing. TRA Rule 1220-4-8-.04.
- F.** A Wireline Activity Report should be submitted to the TRA on a monthly basis for approved applicants once service commences. This provides the TRA with information regarding the status of local telephone competition in Tennessee.

XI. Public Interest:

Grant of YMax's Application to provide facilities-based local exchange services is in the public interest and serves the public convenience and necessity. In enacting the Federal Telecommunications Act of 1996, the United States Congress determined that it is in the public interest to promote competition in the provision of telecommunications services, including local exchange services. Experience with competition in other telecommunications markets, such as long distance, competitive access, and customer premises equipment, demonstrates the benefits that competition can bring to consumers. Consumers are enjoying increased services, lower prices, higher quality, and greater reliability. This is true not only with respect to the service offerings of the new entrants, but also as a result of the response of incumbent monopoly providers to the introduction of competition.

YMax's proposed services will provide multiple public benefits by increasing the competitive choices available to users in Tennessee. Enhanced competition in telecommunications services likely will further stimulate economic development in Tennessee. In addition, increased competition will create incentives for all carriers to offer lower prices, more innovative services, and more responsive customer service.

XII. Statement of Compliance:

YMax agrees to abide by TCA §65-4-201 and all applicable state statutes and all applicable Orders, Rules and Regulations entered and adopted by the Tennessee Regulatory Authority.

WHEREFORE, YMax Communications Corp. respectfully requests that the Commission enter an Order granting YMax's Application for a Certificate to Provide Competing Local Telecommunications Services throughout the State of Tennessee.

Respectfully submitted,

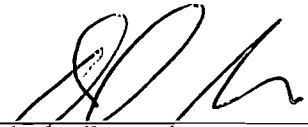
A handwritten signature in black ink, appearing to read 'Daniel Borislow', is written over a horizontal line.

Daniel Borislow
Chief Executive Officer and President
YMax Communications Corp.

VERIFICATION

STATE OF FLORIDA)
) : ss
COUNTY OF PALM BEACH)

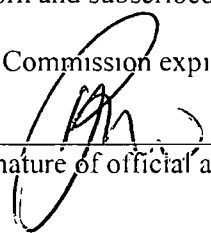
I, Daniel Borislow, hereby declare under penalty of perjury, that I am Chief Executive Officer and President of YMax Communications Corp., the Petitioner in this proceeding; that I am authorized to make this verification on behalf of YMax Communications Corp ; that I have read the foregoing Petition and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



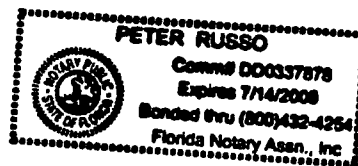
Daniel Borislow
Chief Executive Officer and President
YMax Communications Corp.

Sworn and subscribed before me this 10 day of MARCH, 2006.

My Commission expires 7/14/2008



Signature of official administering oath



Exhibits

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Exhibit H	Notice of Filing
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Exhibit A

Corporate Structure

YMax Communications Corp.

Corporate Structure

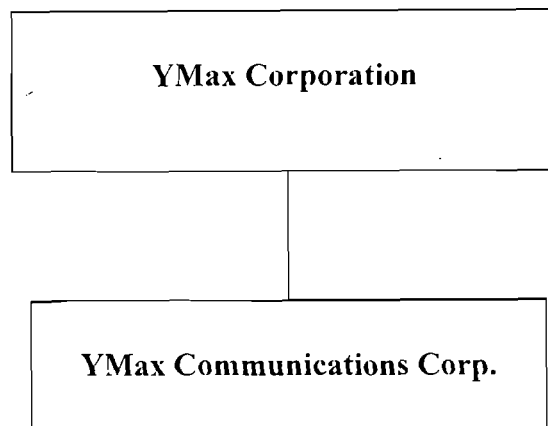


Exhibit B

Corporate Officers and Directors

**YMax Communications Corp.
Officers and Directors**

The following individuals are officers of YMax Communications Corp. and may be contacted at the Company's headquarters located 223 Sunset Avenue, Suite 223, Palm Beach, Florida 33480:

Officers:

Daniel Borislow	CEO and President
Peter Russo	Vice President and Secretary/Treasurer

Directors

Daniel Borislow	CEO, President, Director – 100% Ownership of YMax Corporation, sole owner of YMax Communications Corp.
Peter Russo – Director	

Exhibit C

Articles of Incorporation

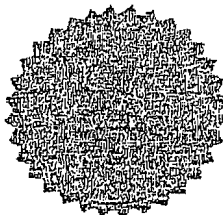
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "YMAX COMMUNICATIONS CORP.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2005, AT 1:39 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3975300 8100

050429163

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3903417

DATE: 05-25-05

CERTIFICATE OF INCORPORATION
OF
YMAX COMMUNICATIONS CORP.

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is: YMax Communications Corp.

SECOND: The address of the registered agent of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock; having a par value of one dollar (\$1.00) per share.

FIFTH: The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. Election of directors need not be by written ballot.

SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors is hereby empowered to make, alter or repeal the Bylaws of the Corporation.

(b) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of the Corporation's stock and securities convertible into shares of the Corporation's stock, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

(c) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as a holder of any amount of its capital stock or otherwise, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation and, in the absence of fraud, no contract or other transaction shall be hereby affected or invalidated, provided that either (A) the fact of the common directorship or interest shall be disclosed to or otherwise shall be known by either (i) the Board of Directors or a committee thereof and such Board or committee

authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or (ii) the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director, firm or other entity; or (E) the contract or transaction is unanimously approved by the stockholders; or (C) the contract or transaction is fair and reasonable to the Corporation. Any director of the Corporation who is also a director or officer of or interested in such other corporation or association may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction. Any such contract, transaction or act of the Corporation or of the directors which shall be authorized, approved or ratified as provided in this subsection (c) by a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purposes, so far as permitted by law, shall be valid and binding as though ratified by every stockholder of the Corporation.

(d) The Corporation reserves the right from time to time to make any amendments to its charter which now or hereafter may be authorized by law, including any amendments changing the terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless changes in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at that time outstanding by a vote at a meeting or in writing with or without a meeting.

(e) The Board of Directors shall have the power, without a vote of stockholders, to take the following action: (i) to declare and authorize the payment of dividends on the capital stock of the Corporation, whether or not payable in stock of one class to holders of stock of another class or classes; and (ii) to exercise all powers of the Corporation, whether conferred by law or by this certificate, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated entities.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Article Seventh shall be prospective only and shall not adversely affect any right or protection of, or any

limitation of liability of, a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The name and mailing address of the incorporator, being at least eighteen years of age, is:

Eileen R. Ferrara
Arnold & Porter LLP
555 Twelfth Street, N.W.
Washington, DC 20004

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of May, 2005 and acknowledge the same to be my act and deed.



Eileen R. Ferrara, Incorporator

Exhibit D

Tennessee Authority

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

DATE: 02/27/06
REQUEST NUMBER: 5690-2257
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/24/06 1224
EFFECTIVE DATE/TIME: 02/24/06 1224
CONTROL NUMBER: 0514408

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

RE:
YMAX COMMUNICATIONS CORP.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 02/27/06

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

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

RECEIPT NUMBER: 00003879955
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

State of Tennessee



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

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

STATE RECEIVED

2006 FEB 24

SECRETARY OF STATE

For Office Use Only

FILED

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth.

1 The name of the corporation is YMax Communications Corp.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2 The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is May 24, 2005 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
223 Sunset Avenue, Suite 223, Palm Beach, FL 33480
Street City State/County Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
530 Gay Street Knoxville TN Knox 37902
Street City State/County Zip Code
Registered Agent CT Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary)
Daniel M. Borislow - President 223 Sunset Avenue, Suite 223, Palm Beach, FL 33480
Peter J. Russo - Vice President 223 Sunset Avenue, Suite 223, Palm Beach, FL 33480
Sec., Treasurer

7 The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Daniel M. Borislow 223 Sunset Avenue, Suite 223, Palm Beach, FL 33480
Peter J. Russo 223 Sunset Avenue, Suite 223, Palm Beach, FL 33480

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

2/21/06
Signature Date

Vice President
Signer's Capacity

YMax Communications Corp.
Name of Corporation

Peter J. Russo
Signature

Name (typed or printed)

Delaware

PAGE 1

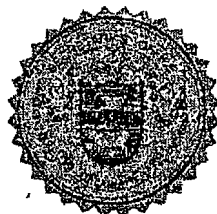
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "YMAX COMMUNICATIONS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "YMAX COMMUNICATIONS CORP." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2005.

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

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



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4543900

DATE: 02-23-06

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Exhibit E

Management Profiles

**YMax Communications Corp.
Management Profiles**

**Dr. Daniel Borislow
CEO, President, Chairman and Director**

Dr. Daniel Borislow currently serves as the Chairman, Chief Executive Officer, President and Director of YMax Communications Corp. and resides in Palm Beach, Florida. He is a graduate of Widener University and is a Doctor of Information Technology.

From May 1989 through January 1999, Dr. Borislow served as CEO and a Director of Tel-Save Holdings now Talk America. Tel-Save was a very profitable corporation. As the largest reseller and customer of AT&T, Tel-Save offered wholesale long distance to other resellers through marketing and partnership agreements. Dr. Borislow took his company public in 1995 and built his own long distance network by strategically deploying five (5) Lucent class 5E switches across the United States.

In 1997 Dr. Borislow negotiated exclusive marketing rights with America Online and Tel-Save and was the first company to offer services online with online billing, provisioning and customer service and a price point substantially lower than the rest of the market. Prior to founding Tel-Save, Dr. Borislow built the cable systems in the city of Philadelphia.

Dr. Borislow is an avid fisherman, horseman and philanthropist for education, cancer research and children's athletics.

**YMax Communications Corp.
Management Profiles, Continued**

**Gregory Lynn Wood
Chief Information Office**

In 2005 Mr. Wood joined several of his former co-workers from Talk America, Inc. (f/k/a Tel-Save) in the formation of YMax Communications Corp. Prior to joining YMax, Mr. Wood was approached by Covista Communications to act as CIO, where he developed a complete rating, billing and customer service system that replaced Covista's legacy system.

Mr. Wood entered the telecommunications industry in 1991 when he was approached by American Telephone Company (ATN) to develop a rating and billing system. Mr. Wood joined the company full-time increasing the scope to include a full customer service system in addition to the rating and billing aspects.

In 1994, Talk America, who at that time was AT&T's largest reseller, decided to implement a nationwide network. Mr. Wood was approached to develop an entire rating, billing, and customer service system for this new platform.

In 1997, Talk America entered into an exclusive contract with America Online (AOL) to sell long distance to AOL's 10-million member base. Mr. Wood, having advanced to CIO, was called upon again to develop the first fully integrated online bill. Mr. Wood managed all aspects of this development project, taking the lead with the AOL developers in a David vs. Goliath situation.

From 1982-1992 Mr. Wood managed a chain of Value Added Retail Stores (VAR). After opening his own store he began custom software development that later led to a very vast Industrial Automation clientele. Notable clientele include Proctor and Gamble, Kimberly Clark, Quaker Oats, Asea Brown Bover, Kilgore, and Martin Marietta.

**YMax Communications Corp.
Management Profiles, Continued**

Peter J. Russo
Chief Financial Officer

Mr. Russo currently services as the Chief Financial Officer of YMax Communications Corp. and brings to that position extensive financial and management experience with both private and public companies.

From 2000-2005, Mr. Russo was the head of finance and operations for the thoroughbred Horse Racing and Breeding Business where he established bookkeeping and accounting systems, cash flow management and horse-by-horse analysis and billing. Mr. Russo prepared tax returns and directed IRS examination responses. He was responsible for dealing with sale companies, tracks, farms, trainers and licensing authorities and worked with various software packages as well as Brisnet, Equineline and Equibase.

From 1996-2000, Mr. Russo was Chief Financial Officer and Director of Operations for Group Long Distance, Inc. where he was responsible for financial operations, cash management, customer service and collections. He managed the IPO process and was responsible for credit agreements, carrier contracts and LEC billing arrangements. He implemented systems for financial reporting and cash flow monitoring and worked with Securities and Exchange Commission regulators, NASDAQ and various state Public Service Commissions. He was the head of Investor Relations requiring continual contact with the company's Board of Directors, investment bankers, shareholders and outside accountants. In this position, Mr. Russo performed due diligence and valuations for numerous acquisitions.

From 1996-1998, Mr. Russo was Senior Vice President, Corporate, Credit Administration and Operations for the State Bank of South Australia where he was responsible for a portfolio of assets that included senior and subordinated loans, syndications, asset-based lending and mezzanine financings. He managed all operational areas (loan and credit administration, accounting and finance, treasury support and funds transfer), and developed commercial loan modules, interest rate risk management systems and numerous operating policies and procedures, as well as established credit controls, loan grading systems and credit analysis functions. In addition, Mr. Russo headed the Corporate Loan Workout Section in order to maximize return on assets and minimize credit risk. Mr. Russo was a member of U.S. Lending Credit Committee and Treasury Risk Management Committee in the London office where, during a twelve month period, he put into place operating procedures and corporate lending guidelines that mirrored success in U.S. offices.

Additional experiences include First Vice President, Administrative Service Group for Australia and New Zealand Banking Group (1979-1988) and Staff Auditor for the Algemene Bank Nederland (1974-1978).

Mr. Russo holds a B.B.A. in Accounting (1978) from Pace University in New York, and is a graduate of American Bankers Association School of Bank Lending (1988) at the University of Oklahoma.

Exhibit F-1

Current Financial Statements

YMax Corporation
Balance Sheet
As of May 17, 2005

May 17, '05

ASSETS

Current Assets

Checking/Savings

Colonial Bank 1,000.00

Total Checking/Savings 1,000.00

Other Current Assets

Line of Credit Available 5,000,000.00

Total Other Current Assets 5,000,000.00

Total Current Assets 5,001,000.00

Other Assets

Domain Names 11,802.22

Total Other Assets 11,802.22

TOTAL ASSETS 5,012,802.22

LIABILITIES & EQUITY

Liabilities

Long Term Liabilities

Line of Credit 5,000,000.00

Loan from DB 11,802.22

Total Long Term Liabilities 5,011,802.22

Total Liabilities 5,011,802.22

Equity

Opening Bal Equity 1,000.00

Retained Earnings 0.00

Total Equity 1,000.00

TOTAL LIABILITIES & EQUITY 5,012,802.22

Exhibit F-2

Projected Financial Statements

YMax Communications Corp. Proforma Income Statement for Tennessee CLEC Services

Month	Year 1											
	1	2	3	4	5	6	7	8	9	10	11	12
Beginning of Period Customers	0	1000	1030	1061	1093	1126	1159	1194	1230	1267	1305	1344
Customers Added	1000	50	52	53	55	56	58	60	61	63	65	67
Customers Lost		20	21	21	22	23	23	24	25	25	26	27
End of Period Customers	1000	1030	1061	1093	1126	1159	1194	1230	1267	1305	1344	1384
Revenue												
Recurring	\$80,000	\$82,400	\$84,872	\$87,418	\$90,041	\$92,742	\$95,524	\$98,390	\$101,342	\$104,382	\$107,513	\$110,739
Nonrecurring	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total	\$80,000	\$82,400	\$84,872	\$87,418	\$90,041	\$92,742	\$95,524	\$98,390	\$101,342	\$104,382	\$107,513	\$110,739
Cost of Goods Sold	\$48,000	\$49,440	\$50,923	\$52,451	\$54,024	\$55,645	\$57,315	\$59,034	\$60,805	\$62,629	\$64,508	\$66,443
Gross Margin	\$32,000	\$32,960	\$33,949	\$34,967	\$36,016	\$37,097	\$38,210	\$39,356	\$40,537	\$41,753	\$43,005	\$44,295
Bad Debt	\$4,000	\$4,120	\$4,244	\$4,371	\$4,502	\$4,637	\$4,776	\$4,919	\$5,067	\$5,219	\$5,376	\$5,537
SG&A Expenses	\$24,000	\$16,480	\$16,974	\$17,484	\$18,008	\$18,548	\$19,105	\$19,678	\$20,268	\$20,876	\$21,503	\$22,148
Total EBITDA	\$4,000	\$12,360	\$12,731	\$13,113	\$13,506	\$13,911	\$14,329	\$14,758	\$15,201	\$15,657	\$16,127	\$16,611
Accounts Receivable Balance	\$0	\$40,000	\$41,200	\$42,436	\$43,709	\$45,020	\$46,371	\$47,762	\$49,195	\$50,671	\$52,191	\$53,757

YMax Communications Corp. I

	Year 2											
Month	1	2	3	4	5	6	7	8	9	10	11	12
Beginning of Period Customers	1384	1426	1469	1513	1559	1609	1662	1718	1777	1840	1907	1977
Customers Added	69	71	73	77	81	85	89	94	98	103	108	99
Customers Lost	28	29	29	30	31	32	33	34	36	37	38	40
End of Period Customers	1426	1469	1513	1559	1609	1662	1718	1777	1840	1907	1977	2036
Revenue												
Recurring	\$114,061	\$117,483	\$121,007	\$124,755	\$128,736	\$132,961	\$137,442	\$142,190	\$147,218	\$152,540	\$158,168	\$162,913
Nonrecurring	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total	\$114,061	\$117,483	\$121,007	\$124,755	\$128,736	\$132,961	\$137,442	\$142,190	\$147,218	\$152,540	\$158,168	\$162,913
Cost of Goods Sold	\$68,437	\$70,490	\$72,604	\$74,853	\$77,242	\$79,777	\$82,465	\$85,314	\$88,331	\$91,524	\$94,901	\$97,748
Gross Margin	\$45,624	\$46,993	\$48,403	\$49,902	\$51,494	\$53,185	\$54,977	\$56,876	\$58,887	\$61,016	\$63,267	\$65,165
Bad Debt	\$5,703	\$5,874	\$6,050	\$6,238	\$6,437	\$6,648	\$6,872	\$7,110	\$7,361	\$7,627	\$7,908	\$8,146
SG&A Expenses	\$22,812	\$23,497	\$24,201	\$24,951	\$25,747	\$26,592	\$27,488	\$28,438	\$29,444	\$30,508	\$31,634	\$32,583
Total EBITDA	\$17,109	\$17,622	\$18,151	\$18,713	\$19,310	\$19,944	\$20,616	\$21,329	\$22,083	\$22,881	\$23,725	\$24,437
Accounts Receivable Balance	\$55,369	\$57,030	\$58,741	\$60,504	\$62,377	\$64,368	\$66,481	\$68,721	\$71,095	\$73,609	\$76,270	\$79,084

YMax Communications Corp. I

Month	Year 3											
	1	2	3	4	5	6	7	8	9	10	11	12
Beginning of Period Customers	2036	2097	2160	2225	2294	2367	2445	2527	2615	2707	2805	2909
Customers Added	102	105	108	113	119	125	131	138	145	152	160	145
Customers Lost	41	42	43	45	46	47	49	51	52	54	56	58
End of Period Customers	2097	2160	2225	2294	2367	2445	2527	2615	2707	2805	2909	2996
Revenue												
Recurring	\$167,800	\$172,834	\$178,019	\$183,532	\$189,389	\$195,605	\$202,197	\$209,183	\$216,580	\$224,408	\$232,687	\$239,668
Nonrecurring	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total	\$167,800	\$172,834	\$178,019	\$183,532	\$189,389	\$195,605	\$202,197	\$209,183	\$216,580	\$224,408	\$232,687	\$239,668
Cost of Goods Sold	\$100,680	\$103,700	\$106,811	\$110,119	\$113,634	\$117,363	\$121,318	\$125,510	\$129,948	\$134,645	\$139,612	\$143,801
Gross Margin	\$67,120	\$69,134	\$71,208	\$73,413	\$75,756	\$78,242	\$80,879	\$83,673	\$86,632	\$89,763	\$93,075	\$95,867
Bad Debt	\$8,390	\$8,642	\$8,901	\$9,177	\$9,469	\$9,780	\$10,110	\$10,459	\$10,829	\$11,220	\$11,634	\$11,983
SG&A Expenses	\$33,560	\$34,567	\$35,604	\$36,706	\$37,878	\$39,121	\$40,439	\$41,837	\$43,316	\$44,882	\$46,537	\$47,934
Total EBITDA	\$25,170	\$25,925	\$26,703	\$27,530	\$28,408	\$29,341	\$30,330	\$31,377	\$32,487	\$33,661	\$34,903	\$35,950
Accounts Receivable Balance	\$81,456	\$83,900	\$86,417	\$89,009	\$91,766	\$94,695	\$97,803	\$101,099	\$104,591	\$108,290	\$112,204	\$116,344

Exhibit G

Small & Minority-Owned Telecommunications Business Participation Plan

**TENNESSEE
SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

**SUBMITTED TO THE
TENNESSEE REGULATORY AUTHORITY**

**BY
YMAX COMMUNICATIONS CORP.**

**TENNESSEE
SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN
OF
YMAX COMMUNICATIONS CORP.**

Pursuant to T.C.A. §65-5-212, as amended, YMax Communications Corp. ("YMax" or "the Company") submits this Small and Minority-Owned Telecommunications Business Participation Plan (the "Plan").

1. PURPOSE

- 1.1 This Plan is submitted by YMax as required by T.C.A. §65-5-212.
- 1.2 As a competitive provider of telecommunications service, YMax is non-dominant in its industry. The nature of its business limits its opportunity to support the use of small and minority-owned businesses in Tennessee. However, the submission of this Plan provides evidence of YMax's desire to participate to the extent practicable.

2. DEFINITIONS

- 2.1 YMax Communications Corp. is a private corporation that intends to provide competitive facilities-based local telecommunications services in the state of Tennessee. The Company is based in Florida and has no employees, property, or equipment in Tennessee.
- 2.2 Minority-Owned Business: For the purpose of this Plan, "minority-owned business" shall mean a business that 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 the 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).
- 2.3 Small Business: For the purpose of this Plan, "small business" shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

3. ADMINISTRATION

- 3.1 YMax'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 YMax's efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Peter Russo
Vice President and Chief Financial Officer
YMax Communications Corp.
223 Sunset Avenue, Suite 223
Palm Beach, FL 33480
Telephone: 561-832-3021
Facsimile: 561-832-8377

3.2 The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with T.C.A. §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 YMax and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

3.3 In performance of the duties outlined above, the Administrator may utilize a number of resources, including, but not limited to:

Chamber of Commerce
Tennessee Department of Economic and Community Development
U.S. Department of Commerce
 Small Business Administration
 Office of Minority Business
National Minority Supplier Development Counsel
National Association of Women Business Owners
National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

3.4 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.

4. RECORDS AND COMPLIANCE REPORTS

- 4.1 YMax will maintain records of qualified small and minority-owned businesses and efforts to use the goods and services of such businesses. In addition, YMax will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.
- 4.2 YMax will submit records and reports required by the Tennessee Regulatory Authority concerning the plan. Moreover, YMax will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Exhibit H

Notice of Filing

CERTIFICATE OF SERVICE

1. Ardmore Telephone Company, Inc.
P O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449
2. BellSouth Telecommunications, Inc.
333 Commerce Street
Nashville, TN 37201-3300
3. CenturyTel of Adamsville
PO Box 405
116 Oak Street
Adamsville, TN 38310
4. CenturyTel of Claiborne
PO Box 100
507 Main Street
New Tazewell, TN 37825
5. CenturyTel of Ooltewah-Collegedale, Inc.
PO Box 782
5616 Main Street
Ooltewah, TN 37363
6. Citizens Telecommunications Company
of Tennessee
PO Box 770
300 Bland Street
Bluefield, WV 24701
7. Citizens Telecommunications Company
of the Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, WV 24701
8. Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469
9. Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38083
10. Sprint-United
112 Sixth Street
Bristol, TN 37620
11. TDS Telecom-Concord Telephone
Exchange, Inc.
PO Box 22610
701 Concord Road
Knoxville, TN 37933-0610
12. TDS-Telecom-Humphreys County
Telephone Company
PO Box 552
203 Long Street
New Johnsonville, TN 37134-0552
13. TDS Telecom-Tellico Telephone Company
PO Box 9
102 Spence Street
Tellico Plains, TN 37385-0009
14. TDS Telecom-Tennessee Telephone
Company
P.O. Box 18139
Knoxville, TN 37928-2139
15. TDS-Crockett Telephone Company, Inc.
PO Box 7
Friendship, TN 38034
16. TEC-People's Telephone Company, Inc.
PO Box 310
Erin, TN 37061
17. TEC-West Tennessee Telephone
Company, Inc.
P.O. Box 10
244 E Main Street
Bradford, TN 38316
18. United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034

Exhibit I

Toll Dialing Parity Plan

**YMax Communications Corp.
IntraLATA Toll Dialing Parity Plan
For Tennessee**

1. Purpose

In compliance with FCC Order 96-333,38, YMax Communications Corp. YMax Communications Corp. ("YMax") hereby files its plan for implementing IntraLATA Toll Dialing Parity. The intent of this Plan is to provide a proposal that, upon implementation, would provide customers the ability to select the telecommunications carrier of their choice for routing their intraLATA toll calls.

YMax will be following their established guidelines and procedures for implementation of intraLATA Parity of toll calls.

2. Implementation Date and Areas of Availability

Upon commencement of service, YMax will offer 2-PIC service in all BellSouth states including Tennessee.

For services provided via a YMax switch, all switchlines will offer 2-PIC capability.

3. Method of Selection Process and costs

YMax will follow the 2-PIC strategy established by BellSouth. With the 2-PIC methodology, customers will be able to presubscribe to one telecommunications carrier for interLATA toll calls and presubscribe to the same or different carrier, including their existing local exchange company, for all intraLATA toll calls.

Existing Customers

YMax has no existing customers in Tennessee. YMax proposes to provide intraLATA equal access as a feature of the company's Tennessee local exchange service upon launch of that service. Therefore, no notification to existing Customers is required. Existing customers have a 90-day grace period to make a free intraLATA presubscription selection. No charge applies to carrier changes made within this time limit.

New Customers

Processes will be in place to provide new customers with an opportunity to choose their intraLATA toll carrier from a list of available carriers. The list of intraLATA toll carriers, including YMax, will be presented in a competitively neutral manner to new customers who do not make a positive choice for an intraLATA carrier. Customers who do not choose a carrier for intraLATA toll calls will be identified as a "no-PIC" and will have to dial an access code to make intraLATA calls. New customers will have 30 days from the date they order local exchange service to make their free selection. No charge applies to PIC selections made within this time limit. After the time limit expires, the tariffed rate of \$5.00 for PIC changes will apply.

4. Customer Notifications

Customers will be advised the opportunity to choose an intraLATA toll carrier separate from their interLATA carrier at the time they place an order initiating service. They will also be advised that they may choose a carrier other than their local exchange carrier and that a list of available intraLATA toll carriers is available upon request from customer service. YMax also believes that promotional material by other carriers will make customers aware of the choices available to them.

Cost Recovery

YMax does not anticipate any charges from BellSouth to implement their Parity Plan and therefore, will not be assessing the customer any additional charges.

Miscellaneous Items

Slamming - YMax will be subject to rules relating to slamming as indicated in Tennessee Regulatory Authority Rule 1220-4-2-. 56, Sections (2) B (19) and 1220-4-2.58, Sections (1)-(16).

Nondiscriminatory Access B YMax will provide nondiscriminatory access for their customers, including any Resellers, as it relates to access of telephone numbers; operator assistance; directory assistance; and directory listings.

Rules B YMax will fully comply with all rules and regulations set forth by the FCC and the TRA.

YMax has no applicable rules.

LATA Associations

Area	LATA	Prefix
Tennessee	Memphis	468
	Nashville	470
	Chattanooga	472
	Knoxville	474

Exchange Coverage for Services

423-207	423-336	423-480	423-584	423-717	423-886	615-219	615-313	615-395	615-599
423-208	423-337	423-481	423-585	423-718	423-892	615-220	615-314	615-399	615-604
423-209	423-338	423-482	423-586	423-719	423-893	615-221	615-315	615-401	615-612
423-212	423-339	423-483	423-587	423-733	423-894	615-222	615-316	615-402	615-631
423-213	423-344	423-485	423-588	423-744	423-899	615-223	615-317	615-406	615-643
423-215	423-345	423-487	423-590	423-745	423-902	615-226	615-319	615-407	615-646
423-217	423-351	423-488	423-594	423-746	423-903	615-227	615-320	615-412	615-650
423-219	423-354	423-490	423-595	423-751	423-904	615-228	615-321	615-415	615-654
423-220	423-358	423-493	423-599	423-752	423-905	615-230	615-322	615-416	615-660
423-221	423-359	423-494	423-602	423-755	423-906	615-231	615-323	615-417	615-661
423-222	423-365	423-495	423-603	423-756	423-907	615-232	615-325	615-418	615-662
423-226	423-373	423-496	423-605	423-757	423-908	615-234	615-327	615-419	615-664
423-227	423-374	423-499	423-608	423-763	423-909	615-235	615-329	615-421	615-665
423-228	423-376	423-501	423-609	423-766	423-916	615-237	615-330	615-426	615-672
423-231	423-379	423-504	423-613	423-769	423-918	615-239	615-331	615-428	615-673
423-235	423-380	423-507	423-614	423-774	423-919	615-240	615-332	615-430	615-696
423-237	423-382	423-509	423-616	423-775	423-920	615-241	615-333	615-432	615-702
423-240	423-386	423-510	423-617	423-778	423-921	615-242	615-335	615-441	615-708
423-248	423-387	423-513	423-618	423-780	423-923	615-244	615-336	615-443	615-714
423-250	423-389	423-514	423-619	423-784	423-924	615-248	615-337	615-444	615-717
423-255	423-395	423-515	423-622	423-785	423-927	615-251	615-340	615-445	615-720
423-258	423-397	423-516	423-623	423-802	423-932	615-252	615-341	615-446	615-726
423-263	423-403	423-517	423-624	423-804	423-933	615-253	615-342	615-449	615-731
423-265	423-408	423-521	423-625	423-805	423-942	615-254	615-343	615-451	615-733
423-266	423-413	423-522	423-629	423-806	423-954	615-255	615-344	615-452	615-734
423-267	423-414	423-523	423-631	423-809	423-961	615-256	615-347	615-453	615-735
423-268	423-417	423-524	423-632	423-810	423-970	615-257	615-350	615-457	615-736
423-269	423-420	423-525	423-633	423-814	423-971	615-258	615-351	615-458	615-737
423-272	423-425	423-527	423-634	423-818	423-974	615-259	615-352	615-459	615-740
423-275	423-426	423-531	423-637	423-819	423-977	615-262	615-353	615-460	615-741
423-280	423-428	423-539	423-642	423-821	423-980	615-264	615-354	615-463	615-742
423-281	423-429	423-540	423-645	423-822	423-981	615-269	615-355	615-476	615-743
423-284	423-430	423-541	423-656	423-825	423-982	615-271	615-356	615-477	615-744
423-285	423-435	423-544	423-658	423-827	423-983	615-272	615-360	615-478	615-746

423-289	423-436	423-545	423-661	423-837	423-984	615-274	615-361	615-481	615-747
423-290	423-442	423-546	423-667	423-842	423-985	615-275	615-365	615-482	615-748
423-296	423-448	423-549	423-670	423-843	423-986	615-279	615-366	615-483	615-749
423-301	423-450	423-550	423-673	423-846	423-987	615-282	615-367	615-494	615-763
423-304	423-451	423-558	423-674	423-847	423-988	615-284	615-370	615-504	615-770
423-309	423-452	423-559	423-681	423-850	423-991	615-291	615-371	615-505	615-771
423-310	423-453	423-562	423-686	423-855	423-992	615-292	615-372	615-508	615-778
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423-315	423-458	423-564	423-688	423-867	423-995	615-297	615-374	615-513	615-781
423-317	423-463	423-565	423-689	423-869	423-996	615-298	615-376	615-516	615-782
423-318	423-470	423-566	423-690	423-870	615-201	615-299	615-377	615-518	615-783
423-321	423-471	423-567	423-691	423-873	615-202	615-302	615-382	615-519	615-789
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423-334	423-479	423-583	423-701	423-883	615-218	615-309	615-391	615-595	615-799
615-804	615-929	901-278	901-380	901-494	901-605	901-738	901-831	931-358	931-638
615-806	615-930	901-279	901-381	901-495	901-606	901-743	901-832	931-359	931-639
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615-813	615-943	901-285	901-383	901-497	901-608	901-745	901-834	931-363	931-647
615-816	615-944	901-286	901-384	901-521	901-609	901-746	901-836	931-379	931-648
615-817	615-948	901-287	901-385	901-522	901-610	901-747	901-850	931-380	931-659
615-821	615-951	901-288	901-386	901-523	901-612	901-748	901-853	931-381	931-670
615-822	615-952	901-301	901-387	901-524	901-613	901-749	901-854	931-387	931-680
615-824	615-957	901-307	901-388	901-525	901-614	901-751	901-855	931-388	931-682
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615-830	615-963	901-320	901-392	901-527	901-617	901-753	901-867	931-393	931-685
615-831	615-969	901-321	901-395	901-528	901-618	901-754	901-877	931-413	931-703
615-832	615-972	901-323	901-396	901-529	901-624	901-755	901-878	931-424	931-723
615-833	615-973	901-324	901-397	901-531	901-627	901-756	901-884	931-425	931-728
615-834	615-974	901-325	901-398	901-532	901-635	901-757	901-885	931-433	931-729
615-835	615-975	901-327	901-399	901-533	901-637	901-758	901-886	931-438	931-759
615-837	615-978	901-329	901-412	901-534	901-638	901-759	901-887	931-454	931-762
615-838	901-209	901-330	901-413	901-535	901-639	901-761	901-922	931-455	931-764
615-847	901-213	901-332	901-418	901-536	901-640	901-762	901-925	931-461	931-766
615-848	901-216	901-335	901-421	901-537	901-641	901-763	901-926	931-465	931-796
615-849	901-220	901-336	901-422	901-538	901-642	901-764	901-934	931-468	931-801
615-851	901-221	901-337	901-423	901-539	901-644	901-765	901-935	931-469	931-808
615-855	901-222	901-340	901-424	901-541	901-645	901-766	901-937	931-486	931-827
615-859	901-223	901-344	901-425	901-542	901-646	901-767	901-942	931-487	931-840
615-860	901-224	901-345	901-426	901-543	901-648	901-769	901-946	931-489	931-857
615-862	901-226	901-346	901-427	901-544	901-658	901-771	901-947	931-490	931-905
615-865	901-227	901-348	901-433	901-545	901-659	901-772	901-948	931-503	931-906
615-867	901-229	901-352	901-434	901-546	901-660	901-773	901-954	931-527	931-920
615-868	901-231	901-353	901-441	901-547	901-661	901-774	901-967	931-540	931-937
615-870	901-233	901-354	901-442	901-550	901-663	901-775	901-968	931-551	931-962
615-871	901-235	901-355	901-444	901-552	901-664	901-777	901-976	931-552	931-964
615-872	901-237	901-356	901-447	901-561	901-668	901-779	901-983	931-553	931-967

615-874	901-241	901-357	901-448	901-565	901-678	901-783	901-986	931-560	931-968
615-876	901-242	901-358	901-452	901-566	901-680	901-784	901-987	931-561	931-980
615-880	901-244	901-360	901-454	901-568	901-681	901-785	901-988	931-572	931-987
615-882	901-245	901-362	901-458	901-569	901-682	901-786	901-989	931-580	
615-883	901-246	901-363	901-465	901-570	901-683	901-787	931-206	931-582	
615-884	901-253	901-365	901-466	901-572	901-684	901-788	931-212	931-583	
615-885	901-254	901-366	901-475	901-573	901-685	901-789	931-215	931-598	
615-886	901-256	901-367	901-476	901-574	901-686	901-790	931-216	931-607	
615-889	901-258	901-368	901-481	901-575	901-692	901-794	931-220	931-619	
615-890	901-262	901-369	901-482	901-576	901-703	901-795	931-221	931-622	
615-893	901-263	901-370	901-483	901-577	901-721	901-797	931-224	931-623	
615-895	901-264	901-371	901-484	901-578	901-722	901-803	931-232	931-624	
615-896	901-265	901-372	901-485	901-579	901-723	901-818	931-235	931-625	
615-898	901-266	901-373	901-486	901-580	901-724	901-820	931-270	931-626	
615-902	901-267	901-374	901-487	901-581	901-725	901-821	931-281	931-627	
615-904	901-268	901-375	901-488	901-583	901-726	901-824	931-285	931-628	
615-907	901-269	901-376	901-489	901-584	901-728	901-825	931-290	931-629	
615-912	901-272	901-377	901-490	901-593	901-729	901-826	931-296	931-632	
615-918	901-274	901-378	901-491	901-603	901-734	901-827	931-318	931-636	
615-923	901-276	901-379	901-493	901-604	901-737	901-828	931-326	931-637	

Exhibit J

Customer Complaints

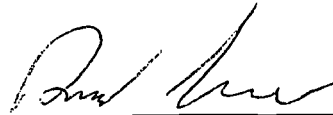
YMax's toll free customer service telephone number will be available with live operator response 24 hours per day, 7 days per week. YMax's toll free telephone number for customer inquiries, complaints and repair is 1-888-230-0060. Customers may contact the company in writing at the headquarters address indicated below.

The contact for resolution of customer complaints with the Commission is:

John Thomas
YMax Communications Corp.
223 Sunset Avenue, Suite 223
Palm Beach, Florida 33480
Telephone: (561) 832-3021
Facsimile: (561) 832-8377
Toll Free (888-230-0060

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a copy of YMax Communications Corp. local application upon the enclosed listing of incumbent LECs operating in the State of Tennessee, by mailing such copy by first class mail, postage prepaid or equivalent service.

A handwritten signature in dark ink, appearing to be "Paul [unclear]", written over a horizontal line.

Shipping Department
Technologies Management, Inc.

This 13th day of March 2006