



May 2, 2006
Via Overnight Delivery

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

Ms. Sharla Dillon
Dockets & Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

RE: Application of Inmate Calling Solutions, LLC d/b/a IC Solutions for a Certificate to Provide Operator Services and/or Resell Telecommunication Services in Tennessee

Dear Ms. Dillon:

Enclosed please find an original and one (1) copy of the application and Appendix I-VI of Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS") for Certificate to Provide Operator Services and/or Resell Telecommunications Services in Tennessee. Concurrently the Company is also filing an application for a Certificate to Provide Customer-Owned Coin (or Coinless) Operated Telephone Services.

Also enclosed is our Company check in the amount of \$50.00 to cover filing costs. The financial statements of ICS are submitted under separate seal. Please handle in accordance with your established procedures for confidential material. The Company requests that their financial statements be treated as proprietary and confidential.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided. Any questions regarding this filing may be directed to my attention at (407) 740-3004 or via email at morton@tminc.com. Thank you for your assistance in this matter.

Sincerely,

Robin Norton, Consultant to
Inmate Calling Solutions, LLC

RN/bc

Enclosures

cc: Suzanne Haffner, ICS
cc: Goy Giminski, ICS
file: ICS - TN - Inmate
tms: TNn0600

Kyle Robinson Miller

06-00129

CO. ID 128999

**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:

Inmate Calling Solutions, LLC d/b/a ICSolutions
5883 Rue Ferrari
San Jose, California 95138-1857
Phone: (408) 362-4000
Fax: (408) 362-2798

Tennessee Secretary of State Certificate of Authority ID #:
0902-0036

Federal Taxpayer ID Number:
82-0559085

Social Security # for Applicants Applying as Individuals:
N/A

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

If applicant has affiliate(s) engaging in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.
N/A

*****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: 06-00129

Company ID Number:

128999

Date Approved:

Evaluator:

PART I - GENERAL INFORMATION, (CONT'D.)

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:**
Inmate Calling Solutions, LLC d/b/a ICSolutions ("ICS") conducts no other business operations at its principal address.
- 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.

Management profiles of ICS's key executives are submitted as Appendix I.

- 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

- 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 A summary of proceedings and the disposition thereof, involving Integretel, Inc., ICS' parent company, a billing services provider, is attached as Appendix II.

- (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

PART I - GENERAL INFORMATION, (CONT'D.)

- 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.**

Yes ☒ No

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)**

Yes ☒ No

- (1)- Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC 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

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.**

Brendan Philbin, Chief Operating Officer
Inmate Calling Solutions, LLC d/b/a ICSolutions
5883 Rue Ferrari
San Jose, California 95138-1857
Phone: (408) 362-4000
Fax: (408) 362-2798
E-Mail: bphilbin@inmatecallingsolutions.com

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

Robin Norton, Consultant to Inmate Calling Solutions, LLC d/b/a ICSolutions
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, FL 32789
Phone: 407-740-3004
Fax: 407-740-0613
E-mail: rnorton@tminc.com

PART I - GENERAL INFORMATION, (CONT'D.)

- 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.**

Customers may reach the Company at the toll-free Customer Service number (800) 661-3845. In addition, Customers may contact the Company in writing at Inmate Calling Solutions, LLC d/b/a ICSolutions, 5883 Rue Ferrari, San Jose, California 95138.

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

National Registered Agents, Inc.
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 business conducted by the agent at the same location.**

ICS has no additional authorized agents in Tennessee.

PART II

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

- ☐ Resell Interexchange long distance services
- ☐ Resell Local Exchange services
- ✓ ☒ Operator Services ←
- ☒ Other: Inmate Calling Services

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.

None. ICS is not currently operating in TN. ICS plans to provide inmate calling services only.

C. List the state(s) where the applicant, its parent company, and all affiliates are authorized to operate at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

Inmate Calling Solutions, LLC d/b/a ICSolutions is certified, registered, or otherwise authorized to provide automated operator assisted calling services to inmates in correctional institutions in 36 states. ICS is currently providing those services pursuant to contract in facilities located in the following states: Alabama, Arizona, California, Colorado, Florida, Idaho, Indiana, Iowa, Kansas, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Nevada, New Mexico, Ohio, Oregon, Texas, Virginia, Washington, Wisconsin and Wyoming. ICS has not been denied authority in any state. ICS has been operating since mid-2003.

For the above states, list the number and types of complaint(s) files against applicant, and the complaint(s) current status. Provide this information on a separate attachment, if necessary.

No formal complaints have been docketed with any regulatory agency to date. A lawsuit is pending in Massachusetts: ICS is a currently a codefendant in Civil Action No. 2005-00051-A styled as Renkowic v. Hampshire House of Correction and Jail, et al., Massachusetts Superior Court, Hampshire County, in which a former inmate alleges that the correctional institution and other defendants misused his social security number. ICS has denied liability based on the fact that ICS does not request or obtain social security numbers from prison inmates who use its services, uses any personal information it obtains from inmates solely for the purposes of providing telephone services to them, and did not misuse personal information about Mr. Renkowic in any way. Mr. Renkowic recently failed to appear for his deposition in the case, and ICS is planning to file a motion to dismiss his claims.

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.

None. Applicant has no affiliates engaged in providing telecommunications services.

PART II, (CONT'D.)

- 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.**

ICS proposes to serve the entire State of Tennessee.

- F. What type of Customers will the company serve?**

☐ Business

☐ Residential

☐ Aggregators, (e.g. Hotels, Payphones)

☒ Other: The company intends to provide telecommunications services to correctional facilities for use by inmates for automated operator-assisted calling.

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network?**

No.

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services?**

ICS' prices will conform to the rate caps imposed by the TRA for inmate calling services.

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix VIII.**

ICS will provide automated operator assisted calling services to inmates in correctional institutions at prices no higher than the TRA's rate caps for such services.

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

None.

PART II, (CONT'D.)

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

No, the Company does not have or plan to have any telecommunications facilities in Tennessee.

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

~~As an inmate service provider, ICS will not begin operating in TN until it is awarded a contract by a correctional institution. At that point, ICS will negotiate with a number of certified facilities-based IXCs and select one or more to provide the toll transport portion of its service.~~

- M. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct?¹**

ICS' system collects and stores call detail information for each call. These call records are retrieved by ICS and are either billed through the called party's local exchange carrier under billing and collection agreements maintained by ICS, or submitted for billing to the called party's local exchange carrier through ICS' billing agent. ICS will also offer various prepaid service options.

- N. Describe briefly how the applicant plans to market their services in Tennessee.**

ICS intends to respond to Requests for Proposals issued by correctional facilities or their governing authorities.

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

The applicant does not conduct any telemarketing activities or utilize telemarketers.

- 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. If you have written procedures or company guidelines, attach copies.**

ICS does not offer pre-subscribed services.

- 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 Not Applicable to inmate calling services.

- 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

¹ A copy of a bill is required if the applicant is going to bill the Customer directly.

PART III - ORGANIZATION STRUCTURE

A. Applicant's Organization 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.

Please see Appendix III.

☐ Other Form of Corporation

List type:

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.

☐ Other

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

PART III - ORGANIZATION STRUCTURE, (CONT'D.)

SECTION (a) thru (g) is to be completed if applicant is a Corporation, Association or Trust

(a) The date and State of formation / incorporation:

ICS is a California limited liability company organized in August 13, 2002.

(1) Parent Company, if applicable

ICS' parent company, Integretel, Inc. is a California company incorporated in 1988.

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

Certificate of Good Standing is attached as Appendix III.

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

Tennessee Secretary of State certificate is attached as Appendix III.

(c) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

ICS is a limited liability company, 100 percent owned by Integretel, Inc. a privately held corporation.

(d) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.

There have been no material litigations and/or criminal convictions on any director, officer or shareholder of the company or its parent.

(e) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

Not Applicable.

PART III – ORGANIZATION STRUCTURE, (CONT'D.)

- 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 a 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 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 if necessary.**

- C. Number of employees:** ICS has a total of 32 employees.

Employee Identification Number (E.I.N.): 82-0559085

PART IV - FINANCIAL INFORMATION

A. Address where business records are kept:

Inmate Calling Solutions, LLC d/b/a ICSolutions
5883 Rue Ferrari
San Jose, California 95138-1857
Phone: (408) 362-4000
Fax: (408) 362-2798
Toll-Free: (800) 661-3845

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: June Day: 30
- (2) **Date of most recent audited, unconsolidated financial statement of applicant is:**
January 2006
- (3) **If applicable, name and address of independent certified public accountant:**
- (4) **Period covered by financial statement attached:**
June 2004 through January 2006. Please see Appendix IV.

C. Does the applicant currently have an internal auditor and/or internal audit program?

Yes ☒ No

If so, Name of Internal Auditor:

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

None.

PART V - RULE COMPLIANCE AGREEMENT

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

See Appendix VI.

- 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 Corporation
and Other Organizations

Inmate Calling Solutions, LLC d/b/a ICSolutions

Name of Corporation

BY:

Brendan Philbin
Signature

Brendan Philbin

Printed Name

Chief Operating Officer

Title

ATTEST:

Title

On this the 28TH day of April, 2006 before me, a Notary Public

Brendan Philbin

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.



[Signature]
(NOTARY PUBLIC)
seal

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

DATE: 09/03/03
REQUEST NUMBER: 4902-0036
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/03/03 1017
EFFECTIVE DATE/TIME: 09/03/03 1017
CONTROL NUMBER: 0453141

TO:
TSIO
1900 CHURCH STREET
STE 400
NASHVILLE, TN 37203

RE:
INMATE CALLING SOLUTIONS, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

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

A LIMITED LIABILITY COMPANY 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
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY 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 LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

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

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 09/03/03

FROM:
TSIO
SUITE 400
1900 CHURCH STREET
NASHVILLE, TN 37203-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00003352308
ACCOUNT NUMBER: 00333725



SS-4458

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

Office Use Only
FILED

RECEIVED
STATE OF TENNESSEE

SEP -3 AM 10:17

To the Secretary of State of the State of Tennessee:

RILEY DARNELL
SECRETARY OF STATE

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned 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 Limited Liability Company is: INMATE CALLING SOLUTIONS, LLC

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

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).

2. The state or country under whose law it is formed is: CALIFORNIA

3. The date of its organization is: 8-13-02 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

5883 RUE FERRARI, SAN JOSE, CA 95138
Street City/State Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

1900 Church Street, Suite 400, Nashville, TN, County of Davidson 37203
Street City/State County Zip Code

The name of its registered agent at that office is: National Registered Agents, Inc.

6. The number of members at the date of filing 3

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

NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

August 20th 2003
Signature Date

MANAGER
Signer's Capacity

INMATE CALLING SOLUTIONS, LLC
Name of Limited Liability Company

Brendan Philbin
Signature

BRENDAN PHILBIN
Name (typed or printed)



State of California
Bill Jones
Secretary of State

**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

A \$70.00 filing fee must accompany this form.
IMPORTANT – Read instructions before completing this form.

200222710012

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

AUG 19 2002

BILL JONES, Secretary of State

This Space For Filing Use Only

1. Name of the limited liability company (end the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "LLC.")
Inmate Calling Solutions, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea limited liability company act.

3. Name the agent for service of process and check the appropriate provision below:

Ken Dawson

which is

☒ an individual residing in California. Proceed to item 4.

☐ a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.

4. If an individual, California address of the agent for service of process:

Address: **c/o Integretel, Inc., 5883 Rue Ferrari,**

City: **San Jose**

State: **CA**

Zip Code: **95138**

5. The limited liability company will be managed by: (check one)

☒ one manager ☐ more than one manager ☐ single member limited liability company ☐ all limited liability company members

6. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.

7. Number of pages attached, if any:

8. Type of business of the limited liability company. (For informational purposes only)

Telephone services

9. **DECLARATION:** It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

William T. Manierre

William T. Manierre

Signature of Organizer

Type or Print Name of Organizer

August 9, 2002

Date

10. RETURN TO:

NAME

FIRM

ADDRESS

CITY/STATE

ZIP CODE

**William T. Manierre, Esq.
Sheppard, Mullin, Richter & Hampton LLP
Four Embarcadero Center, 17th Floor
San Francisco, CA 94111**

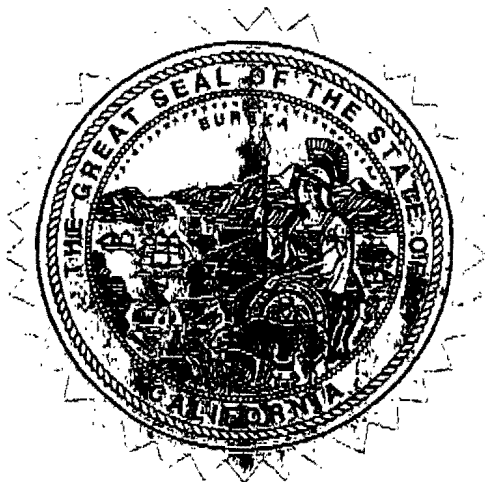




SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

AUG 15 2002

Bill Jones

Secretary of State

State of California
Secretary of State

CERTIFICATE OF GOOD STANDING
CALIFORNIA LIMITED LIABILITY COMPANY

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

That on the **13th day of August, 2002**, **INMATE CALLING SOLUTIONS, LLC**, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

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

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 21, 2006.



BRUCE McPHERSON
Secretary of State