

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

3050 K STREET, N.W.

SUITE 400

WASHINGTON, D.C. 20007

(202) 342-8400

PAID T.R.A.

Chk # 8455

Amount 50.00

Rcvd By JS

Date 8/21/06

www.kelleydrye.com

KATHERINE E. BARKER MARSHALL

DIRECT LINE: (202) 342-8519

EMail: kbarker@kelleydrye.com

RECEIVED

AUG 21 2006

August 18, 2006

TN REGULATORY AUTHORITY
UTILITIES DIVISION

VIA UPS

Ms. Sara Kyle, Chairman
Attn: Sharla Dillion, Docketing
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

06-00213

Re: Application of First Communications, LLC to Provide Resold
Interexchange Telecommunications Services and Application for a
Transfer of Assets, Including Customers from Acceris Management and
Acquisition LLC to First Communications, LLC

Dear Ms. Kyle:

Enclosed please find, for filing, one original and thirteen (13) copies of the Application of First Communications, LLC ("First") to Provide Resold Interexchange services within the State of Tennessee. Please note that **Exhibit F** financial information which is highly confidential and strictly proprietary, the disclosure of which to the public, including competitors, could result in direct and immediate harm to the competitive position of First. Disclosure of such information could provide competitors with valuable insight into the financial structure of First and its financing activities to date. Because this material represents highly confidential and proprietary information, and because the harm to First resulting from disclosure is real not speculative, First submits **Exhibit F** *under seal* and respectfully requests that the Commission not disclose this information publicly.

A check in the amount of \$50.00 is included to cover the requisite filing fee for First's Application to Provide Resold Interexchange Services.

In addition, enclosed please find, filed in conjunction with First's Application to Provide Resold Interexchange Services, one original and thirteen (13) copies Application for a

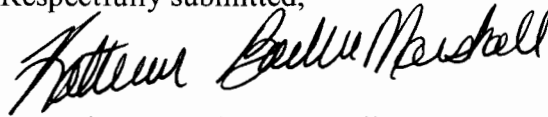
KELLEY DRYE & WARREN LLP

Ms. Sara Kyle, Chairman
August 18, 2006
Page Two

Transfer of Assets, Including Customers from Acceris Management and Acquisition LLC to First.

Please date stamp the duplicates of these filings and return in the self-addressed, postage prepaid envelope. Thank you for your assistance in this matter and please do not hesitate to contact me at (202) 342-8519 if you have any questions or concerns.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Katherine Barker Marshall", written in a cursive style.

Katherine E. Barker Marshall

Enclosures

RECEIVED

20-4-2-571 to provide

Part I : General Information

Same

3340 W. Market Street	Akron	OH	44333
-----------------------	-------	----	-------

Zip

00534777

34-1870807

First Communications of Ohio, LLC

City

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.

Evaluator

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:

None

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

HOME ADDRESS

EMPLOYMENT HISTORY

Please see Exhibit A.

PHONE No.

PHONE No.

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

☐ Yes ☒ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

☐ Yes ☒ No If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? ☐ Yes ☒ No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

NO

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

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

☐ YES ☒ NO If yes, please explain fully.

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

Name Phone No. Fax No.
(800) e-mail Address

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

Name Phone No. Fax No.
(800) e-mail Address

- 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.

PHONE NUMBER ALTERNATE PHONE NUMBER

ADDRESS CITY ST ZIPCODE

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

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) Not applicable

Part II:

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

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Resell local services
☐ Other (describe)

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**

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

See Exhibit B

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

Applicant has had one complaint filed against it in Ohio which was dismissed.

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

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

Not Applicable

- E. Areas in Tennessee to be served.

State wide

- F. What type of customers will the applicant serve?

a. Business ☒

b. Residential ☐

c. Aggregators ☐

(e.g. Hotels, Payphones)

d. Other (specify)

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ No ☒

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹.

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

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

No

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

- L Whose facility-based network(s) will the applicant be reselling?
 Qwest, MCI and Global Crossing
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² Company will bill directly. Please see Exhibit C.
- N Describe briefly how the applicant plans to market their services in Tennessee?
 First Communications at this time has no plans to conduct marketing campaigns or advertising directed towards Tennessee customers, but rather plans to focus on serving the business customers acquired from Acceris. Accordingly, there are no current marketing materials applicable to First Communications' proposed Tennessee operations available at this time.
- O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.
 Not Applicable
- | COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
- P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.
 Please see Exhibit D.
- Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes ☒ No ☐
- R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

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

Part III: Organization Structure

A. Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☒ Limited Liability Corporation **Attach a copy of the articles of organization and operating agreement along with amendments.**

☐ Other Form of Corporation

List type _____ (Example S Corporation)

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

_____ Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

_____ Joint Stock Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

_____ Trust

Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

_____ Individual

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

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

(a) The date and state of formation/incorporation: July 1, 1998

(1) Parent Company, if applicable Please see Exhibit E.

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

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

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

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

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

B. ☐ Proprietorship

☐ Partnership

- ☐ General Attach a copy of the partnership agreement along with any amendments.
- ☐ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- ☐ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees:

Employer Identification Number (E.I.N.)

Part IV: Financial Information

A. Address where business records are kept:

Akron	OH	44333	(216) 468-1614
CITY	STATE	ZIP CODE	PHONE NUMBER

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

(1) Fiscal year end: Month Day

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

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

(4) Period covered by financial statement attached:

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

If so, Name of internal auditor

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. Not Applicable

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
_____ ☒ Yes _____ ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? _____ ☒ Yes _____ ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, **P.O. Box 198907, Nashville, TN 37219-8907**. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

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

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

BY: _____
First Communications, LLC
(NAME OF CORPORATION)

SIGNATURE
Joseph R. Morris
PRINTED NAME
Chief Operating Officer
Title
ATTEST: Cheryl Hassinger

Title

On this the 15th day of August, 2006 before me, a Notary Public

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.

Cheryl Hassinger
Notary Public
Cheryl L. Hassinger
my commission expires
January 5, 2008

Exhibit A

Management Information

First Communications, LLC is a privately held Ohio limited liability company headquartered at 3340 West Market Street, Akron, Ohio, 44333, (216) 468-1614. First Communication's principal officers, located at the same address, are:

Ray Hexamer, Chief Executive Officer

Joseph R. Morris, J.D., Chief Operating Officer

Marvin Sharpless, Vice President and Chief Financial Officer

David W. Johnson, II, Vice President of Sales and Marketing

The experience of these individuals is as follows:

Ray Hexamer, Chief Executive Officer

Ray Hexamer, joined First Communications in January of 2005 as the Chief Executive Officer. Ray has helped grow and manage businesses over his twenty-four year career. He was President and General Manager of WHBC Radio and was involved over the years in all aspects of that business from on-air, sales, financial, and management. Ray was a part of the investment group and CEO of SkyLan, a wireless internet provider, whose assets were recently acquired by First Communications. He is also a part of McKinley Communications Group, the majority investors for First Communications. Ray was named as one of the top five-presidents/general managers nationally by Radio Ink Magazine in 2002 and 2003. The magazine also chose him twice as one of their top sales managers of the year. He is involved in numerous community boards and was the 2001 General Chairman of The Pro Football Hall of Fame Festival. This position involved managing 3500 volunteers and 86 committees for the 19 day NFL Pro Football Hall of Fame Festival.

Joseph R. Morris, J.D., Chief Operating Officer

Joe Morris played a vital role in the emergence of First Communications as one of the largest, most profitable and respected telecommunications companies in the Midwest. Mr. Morris joined First Communications in 1998 as Director of Corporate Operations, General Counsel. He later was promoted to V.P. of Corporate Operations and then Chief Operating Officer. Mr. Morris is responsible for First Communications overall

operations, including service delivery, provisioning, network management, field technicians and information technology. He is also responsible for all acquisitions, legal affairs and setting regulatory strategy and direction for First Communications. Mr. Morris is active in several professional and community boards. Prior to joining First Communications, Mr. Morris was an attorney with Roetzel & Andress with a practice focused on public, corporate and international law. Mr. Morris studied economics at Queens University of Belfast and Franciscan University. He received his J.D. from University of Akron School of Law (magna cum laude). He also holds a Utility, Finance and Accounting Certificate from the Financial Accounting Institute.

Marvin Sharpless, Vice President and Chief Financial Officer

Marvin Sharpless joined First Communications in 1997 and has responsibility for all the financial aspects of the company. Marv also worked at SBC for 13 years. His last recent position there was as Director of Corporate Accounting and Assistant Controller with responsibility for the financial integrity of SBC Ohio. Prior to joining SBC, Marvin served in the Accounting Department of the B.F. Goodrich Company and as an external auditor with Coopers & Lybrand in Cleveland, Ohio. Marvin, a Certified Public Accountant, graduated Magna Cum Laude from the University of Akron with a B.S. in Accounting. Marvin is also on the Board of Directors and Treasurer of the Summit County Red Cross, and was recently accepted into the 2005/2006 Class of Leadership Akron.

David W. Johnson, II, Vice President of Sales and Marketing

David Johnson joined First Communications in 1989 and is responsible for all Sales and Marketing matters. David's 23 years of business experience serve as a platform to lead initiatives touching commercial and consumer markets as well as leading sales teams in: direct outside sales, direct inside sales, enterprise sales, indirect agent sales, and affinity focused sales. David holds a B.A. in Finance and a B.A. in Management, Magna Cum Laude from Walsh University. Prior to First Comm. he worked at The Timken Bearing and Steel Company for five years. David has been an active board member of Boy Scouts of America (Buckeye Council), Canton Urban League, and The Chapel in North Canton, North Canton Little League and Youth football.

Exhibit B

Company Operations

First Communications is a common carrier that provides local, private line and long distance services to both business and residential customers in several states. Currently, First Communications provides telecommunications services to approximately 100,000 customers located primarily in Ohio, Michigan, Indiana, Illinois, Pennsylvania and Florida. First Communications' services include, in addition to traditional local and long distance services, toll-free services, conference calling packages, calling cards, prepaid calling cards, Internet access and dedicated and private line services. First Communications' telecommunications services are provided primarily on a resale basis using the facilities and switches that are owned and operated by other telecommunications carriers.

First Communications is authorized to provide intrastate long distance telecommunications services in California, Florida and Kentucky. First Communications is authorized to provide intrastate long distance and competitive local exchange telecommunications services in Illinois, Indiana, Michigan, New Jersey, New York, Ohio, Pennsylvania, and Wisconsin. First Communications has not been denied a request for certification to provide telecommunications services by any jurisdictional authority. With years of experience in the states mentioned above, First Communications has the financial, managerial and technical qualifications needed to provide quality telecommunications services to the Business customers in Tennessee acquired from Acceris. First Communications is also authorized by the Federal Communications Commission to provide domestic interstate and international telecommunications services. By this Application, First Communications is

requesting authority from the Commission to provide long distance resale services in order to be able to serve the Business customers being acquired from Acceris.

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

DATE: 08/01/06
REQUEST NUMBER: 5834-2501
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 07/31/06 1616
EFFECTIVE DATE/TIME: 07/31/06 1616
CONTROL NUMBER: 0526306

TO:
FIRST COMMUNICATIONS, LLC
3340 WEST MARKET ST

AKRON, OH 44333

RE:
FIRST COMMUNICATIONS, 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 TH

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: 07/19/06

FROM:
FIRST COMMUNICATIONS, LLC
3340 WEST MARKET ST

AKRON, OH 44333-0000

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

RECEIPT NUMBER: 00004000405
ACCOUNT NUMBER: 00534777



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

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
(Limited Liability Company)
(For use on and after 1/1/2006)

RECEIVED
STATE OF TENNESSEE
For Office Use Only

2006 JUL 18 PM 12:32

RILEY E. DARNALL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of §48-249-904 of the Tennessee Revised 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: First Communications, 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 § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

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

and its date of its formation is: 7-1-1998 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:
3340 West Market Street Akron OH 44333
Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:
2908 Poston Avenue, Nashville, TN 37203 (Davidson County)
Street City/State County Zip Code

The name of its registered agent at that office is: Corporation Service Company

5. If the provisions of TCA §48-249-309(l) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): _____

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.

July 7, 2006
Signature Date

C.O.O.
Signer's Capacity

First Communications, LLC
Name of Limited Liability Company

[Signature]
Signature

Joseph R. Morris C.O.O.
Name (typed or printed)

5823.0957

5834.2501

RECEIVED
STATE OF TENNESSEE

2006 JUL 31 PM 4:14

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show FIRST COMMUNICATIONS, LLC, an Ohio Limited Liability Company, Registration Number 1011207, was organized within the State of Ohio on July 01, 1998, is currently in FULL FORCE AND EFFECT upon the records of this office.

5829.0958 5834.2502



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 14th day of July, A.D. 2006*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2006195JD19AC