

Lance J.M. Steinhart, P.C.
Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

PAID T.R.A.	
Chk #	82209
Amount	25.00
Rcvd By	JS
Date	9/11/06

Telephone: (770) 232-9200

Facsimile: (770) 232-9208

Email: lsteinhart@telecomcounsel.com

September 8, 2006

VIA OVERNIGHT MAIL

Honorable Jones, Chairman
Attn: Sharla Dillon, Dockets
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-9021
(615) 741-3939

Re: Budget PrePay, Inc. d/b/a Budget Phone
f/k/a Budget Phone, Inc.

06-00231

Dear Ms. Dillon:

Due to business considerations, Budget Phone, Inc. is hereby seeking Commission approval to change the name on its operating authority to Budget PrePay, Inc. d/b/a Budget Phone. Upon approval by the Commission, the company will file new interexchange, local and access tariffs reflecting its new name: "Budget PrePay, Inc. d/b/a Budget Phone".

Also, please be advised that Budget PrePay, Inc. d/b/a Budget Phone. has moved to a new location. Please update your records to reflect the following new physical and mailing address. All other company information remains the same.

1325 Barksdale Blvd., Suite 200
Bossier City, Louisiana 71111

Enclosed please find and original and three (3) copies of Budget PrePay, Inc. d/b/a Budget Phone qualification to do business in the State of Tennessee as evidenced the Amended Certificate of Authority and Assumed Name Registration issued by the Tennessee Secretary of State.

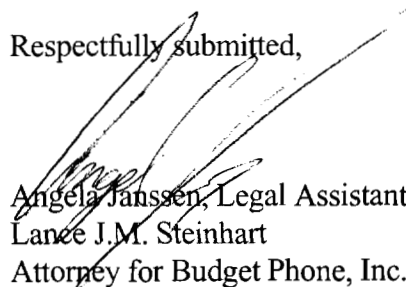
I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope along with a check in the amount of \$25.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

T.R.A. DOCKET ROOM
2006 SEP 11 PM 3:13

Attn: Sharla Dillon, Dockets
Tennessee Regulatory Authority
September 8, 2006
Page Two

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me via phone (678-775-2253) or email (ajanssen@telecomcounsel.com).

Respectfully submitted,



Angela Janssen, Legal Assistant to
Lance J.M. Steinhart
Attorney for Budget Phone, Inc.

Enclosures

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

DATE: 03/02/06
REQUEST NUMBER: 5704-2407
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/02/06 0920
EFFECTIVE DATE/TIME: 03/02/06 1630
CONTROL NUMBER: 0367379

TO:
LANCE JM STEINHART PC ATTORNEY AT LAW
1720 WINDWARD CONCOU
SUITE 250
ALPHARETTA, GA 30005

RE:
BUDGET PREPAY, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

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

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 03/02/06

FROM:
BUDGET PREPAY INC
1325 BARKSDALE AVE
SUITE 200
BOSSIER CITY, LA 71111-0000

RECEIVED:	FEES \$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00003884325
ACCOUNT NUMBER: 00517606



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (FOR PROFIT)

For Office Use Only

RECEIVED
STATE OF TENNESSEE
2006 MAR - 20 9:20
5704.2407

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Budget Phone, Inc.

If different, the name under which the certificate of authority is to be obtained is Budget PrePay, Inc.

2. The state or country under whose law it is incorporated is Louisiana

3. The date of its incorporation is May 1, 1996 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is 1325 Barksdale Blvd., Ste. 200, Bossier City, LA 71111

Street City State/Country Zip Code

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

1900 Church St., Ste. 400, Nashville, TN 37203

Street City/State County Zip Code

The name of its registered agent at that office is TCS Corporate Services, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
See Attached List

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
See Attached List

8. The corporation is a corporation for profit.

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

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

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

2-1-06
Signature Date
President
Signer's Capacity

Budget PrePay, Inc.
Name of Corporation
[Signature]
Signature
R. Daniel Hyde, Jr.
Named (typed or printed)



LIST OF OFFICERS & DIRECTORS OF
Budget PrePay, Inc.

Officers

R. Daniel Hyde, Jr.	President
Tony Cason	Manager of Operations
R. Daniel Hyde, III	Secretary
Stephen Hyde	Regional Sales Manager

Directors

R. Daniel Hyde, Jr.
Tony Cason
R. Daniel Hyde, III
Stephen Hyde

All the above referenced Officers & Directors can be reached at:
1325 Barksdale Blvd., Bossier City, Louisiana 71111

5784.2408

UNITED STATES OF AMERICA
State of Louisiana
Al Ater

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
BUDGET PREPAY, INC.

A corporation domiciled in BOSSIER CITY, LOUISIANA,

Filed charter and qualified to do business in this State on
May 01, 1996,

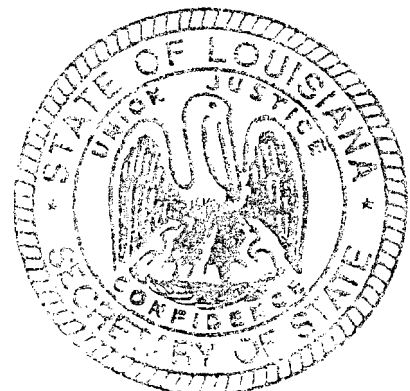
I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*
February 21, 2006

Al Ater
ABA 34525907D

Secretary of State



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

DATE: 03/02/06
REQUEST NUMBER: 5704-2412
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/02/06 0921
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0367379

TO:
LANCE JM STEINHART PC ATTORNEY AT LAW
1720 WINDWARD CONCOU
SUITE 250
ALPHARETTA, GA 30005

RE:
BUDGET PHONE
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

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

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 03/02/06
NAME

FROM:
BUDGET PREPAY INC
1325 BARKSDALE AVE
SUITE 200
BOSSIER CITY, LA 71111-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003884328
ACCOUNT NUMBER: 00517606



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
REGISTRATION OF
ASSUMED CORPORATE
NAME

2006 MAR 22 AM 9:21
RECEIVED
SECRETARY OF STATE
For Office Use

57004.2412

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Budget PrePay, Inc.

2. The state or country of incorporation is Louisiana

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is
Budget Phone

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

2-1-06
Signature Date

President

Signer's Capacity

Budget Phone

Name of Corporation


Signature

R. Daniel Hyde, Jr.

Name (typed or printed)