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A Professional Limited Liability Company

Attorneys at Law

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Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

Monica Borne Haab
Philip R. Adams, Jr.

January 26, 2007

Via Overnight Delivery

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

PAID T.R.A.	
Chk #	21152
Amount	50.00
Paid By	JS
Date	1/29/07

07-00036

RE: **Telecom Management, Inc. d/b/a Pioneer Telephone**

Dear Sir or Madam:

Enclosed for filing please find an original and thirteen (13) copies of the Application filing and Tariff of Telecom Management, Inc. d/b/a Pioneer Telephone for authority to provide local exchange service within the State of Tennessee. Also enclosed is the requisite \$50 filing fee.

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. If you should have any questions regarding the application, please do not hesitate to call.

Sincerely,



Monica Borne Haab

Enclosure

RECEIVED

JAN 29 2007

TN REGULATORY AUTHORITY
UTILITIES DIVISION

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

None.

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

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

Information to be included:

NAME TITLE
BUSINESS ADDRESS
HOME ADDRESS
EMPLOYMENT HISTORY

PHONE No.
PHONE No.

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?
☐ Yes ☒ No If yes, please explain fully.
- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?
☐ Yes ☒ No If yes, please explain fully.
- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? ☐ Yes ☒ No If yes, please explain fully.
- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** No

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

☐ YES ☒ NO If yes, please explain fully.

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

Kevin Photiades
Name

(207) 774-9500
Phone No.

(207) 774-9508
Fax No.

(800) e-mail Address regulatory@pioneertelephone.com

- (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.

<u>(888) 492-6878</u>	<u>(866) 492-6878</u>		
PHONE NUMBER	ALTERNATE PHONE NUMBER		
<u>583 Warren Ave., Portland ME 04103</u>			
ADDRESS	CITY	ST	ZIPCODE

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

National Registered Agents, Inc.

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

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Part II:

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

☐ Resell Interexchange long distance services

☐ Operator Services

☒ Resell local services

☒ Other (describe) Granted IXC resale authority in Docket 04-00316 on December 1, 2004

- 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 attached printout

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.

None.

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

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

None.

- E. Areas in Tennessee to be served.

Statewide.

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

- a. Business ☒
b. Residential ☒
c. Aggregators ☐
(e.g. Hotels, Payphones)
d. Other (specify)

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

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

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

- J. What is the applicant's 10XXX or 800 access code, if applicable? None.

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

No.

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

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

BellSouth, XO Communications Services

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² Billing directly.

Sample Bill?

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

Print media, website and/or sales agents.

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

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

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.

Written Letters of Agency (LOAs).

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes ☒ No ☐

R Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

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

Part III: Organization Structure

A. Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

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

☐ Other Form of Corporation

List type ☐ Privately held C Corp ☐ (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:

02/22/1995 Maine

(1) Parent Company, if applicable

(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: 26

Employer Identification Number (E.I.N.) 01-0497005

Part IV: Financial Information

A. Address where business records are kept: 583 Warren Ave.
Portland, Maine 04103 207-774-9500
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 12 Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
No audited financials available.

(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? 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.

Part VI: Rule Compliance Agreement

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

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

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

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

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

For Individual and Partners:

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

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

For Corporations
and Other Organizations

BY: Telecom Management, Inc.
(NAME OF CORPORATION)
Susan Bouchard
SIGNATURE
Susan Bouchard
PRINTED NAME
President
Title

ATTEST: Kevin Photiades
Regulatory Manager
Title

On this the 28th day of DECEMBER 2006 before me, a Notary Public

Susan Bouchard, President and Kevin Photiades, Regulatory Mgr.

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.

Peter Robert Lee
Notary Public

My Commission expires: 12/30/2010
seal

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)

For Office Use Only

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 Telecom Management, Inc.

*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 Maine

3. The date of its incorporation is 2/22/95 (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
27 Gorham Road, Scarborough, ME 04074

Street City State/Country 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

1900 Church Street, Suite 400, Nashville, TN 37203

Street City State/Country Zip Code

Registered Agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary)
Susan Bouchard, President/Treasurer, 27 Gorham Road, Scarborough, ME 04074

Peter Bouchard, Vice President, 27 Gorham Road, Scarborough, ME 04074

Paul Discoll, Secretary, 27 Gorham Road, Scarborough, ME 04074

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) Susan Bouchard, 27 Gorham Road, Scarborough, ME 04074

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) 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.]

1/20/03

Signature Date

President

Signer's Capacity

Telecom Management, Inc.

Name of Corporation

Susan Bouchard

Signature

Susan Bouchard

Name (typed or printed)

RECEIVED
STATE OF TENNESSEE

2004 SEP 28 AM 8:58
For Office Use Only

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**

RILEY DARNELL
SECRETARY OF STATE

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 Telecom Management, Inc.

2. The state or country of incorporation is Maine

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
Pioneer Telephone

[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.]

September 8, 2004
Signature Date

PRESIDENT
Signer's Capacity

Telecom Management, Inc.
Name of Corporation

Susan Bouchard
Signature

Susan Bouchard, President
Name (typed or printed)

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the of organization, amendment and dissolution of corporations and annual reports filed by the same.

I further certify that TELECOM MANAGEMENT, INC., formerly PAYPHONE MANAGEMENT, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is February 22, 1995.

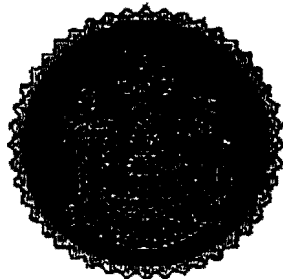
I further certify that on:

February 22, 1995	ARTICLES OF INCORPORATION were filed.
March 18, 1998	MERGER was filed.
December 10, 1998	CHANGE OF CLERK AND REGISTERED OFFICE was filed.
December 30, 1998	ASSUMED NAME was filed.
June 27, 2001	CHANGE OF LEGAL NAME was filed.

No further amendments have been filed to date.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

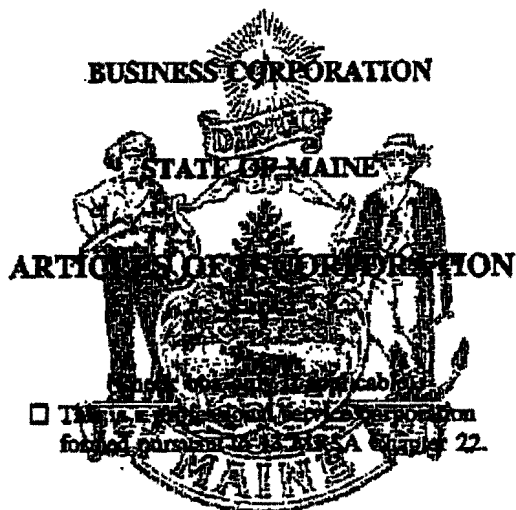
In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this tenth day of April 2002.



A handwritten signature in black ink, appearing to read 'Dan Gwadosky'.

DAN GWADOSKY

Secretary of State



Minimum Fee \$105. See §1403 for proper filing fee.

File No. 19951697 D Pages 2
 Fee Paid \$ 105.00
 DCH 1950581300002 ARTI
 FILED
 02/22/1995

Nary Cooper
 Deputy Secretary of State

A True Copy When Attested By Signature

Nary Cooper
 Deputy Secretary of State

Pursuant to 13-A M.R.S.A. §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

FIRST: The name of the corporation is Payphone Management, Inc.
 and its principal business location in Maine is Wells Plaza West #16, Wells, ME 04090
(physical location - street (not P.O. Box), city, state and zip code)

SECOND: The name of its Clerk, who must be a Maine resident, and the registered office shall be:
Bruce M. Read, Esq., Shepard & Read, P.A.
(name)
171 Port Road, Key Bank Building, 2nd Floor, Kennebunk, ME 04043
(physical location - street (not P.O. Box), city, state and zip code)
P.O. Box 1092, Kennebunkport, ME 04046
(mailing address if different from above)

THIRD: ("X" one box only)

☐ A. 1. The number of directors constituting the initial board of directors of the corporation is _____ (See §703.1.A.)

2. If the initial directors have been selected, the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

_____	_____
_____	_____
_____	_____

3. The board of directors ☐ is ☐ is not authorized to increase or decrease the number of directors.

4. If the board is so authorized, the minimum number, if any, shall be _____ directors, (See §703.1.A.) and the maximum number, if any, shall be _____ directors.

☒ B. There shall be no directors initially; the shares of the corporation will not be sold to more than twenty (20) persons; the business of the corporation will be managed by the shareholders. (See §701.2.)

CJR

FOURTH: ("X" one box only)

~~5~~ There shall be only one class of shares (title of class) common

Par value of each share (if none, so state) none Number of shares authorized 2,000

☐ There shall be two or more classes of shares. The information required by §403 concerning each such class is set out in Exhibit _____ attached hereto and made a part hereof.

SUMMARY

The aggregate par value of all authorized shares (of all classes) having a par value is \$ 0

The total number of authorized shares (of all classes) without par value is 2,000 shares

FIFTH: ("X" one box only) Meetings of the shareholders ☒ may ☐ may not be held outside of the State of Maine.

SIXTH: ("X" if applicable) ☒ There are no preemptive rights.

SEVENTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit attached hereto and made a part hereof.

INCORPORATORS

DATED 2/2/95

Street Wells Plaza West #16
(residence address)

Wells, ME 04090

(city, state and zip code)

Street _____
(residence address)

(city, state and zip code)

Street _____
(residence address)

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator _____

By _____ Street _____
(signature of officer) (principal business location)

Street _____
(principal business location)

(type or print name and capacity)

(city, state and zip code)

***Articles are to be executed as follows:**

If a corporation is an incorporator (§402), the name of the corporation should be typed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

SUBMIT COMPLETED FORMS TO: SECRETARY OF STATE, STATION #101, AUGUSTA, ME 04333-0101

ATTN: CORPORATE EXAMINING SECTION

TEL. (207) 287-4195



Minimum Fee \$105. See §1403 for proper filing fee.

File No. 19952166 0 Pages 2
 Fee Paid \$ 105.00
 DCN 1951101200002 ARTI
 FILED
 04/20/1995

Harry Cooper
 Deputy Secretary of State

A True Copy When Attested By Signature

Harry Cooper
 Deputy Secretary of State

Pursuant to 13-A MRSA §403, the undersigned, acting as incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation:

FIRST: The name of the corporation is PRB, INC.
 and its principal business location in Maine is Wells Plaza West #16, Wells, ME 04090
(physical location - street (not P.O. Box), city, state and zip code)

SECOND: The name of its Clerk, who must be a Maine resident, and the registered office shall be:
Bruce M. Read, Esq., Shepard & Read, P.A.
(name)
171 Port Road, Key Bank Building, 2nd Floor, Kennebunk, ME 04043
(physical location - street (not P.O. Box), city, state and zip code)
P.O. Box 1092, Kennebunkport, ME 04046
(mailing address if different from above)

THIRD: ("X" one box only)

☐ A. 1. The number of directors constituting the initial board of directors of the corporation is _____ (See §703.1.A.)

2. If the initial directors have been selected, the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

3. The board of directors ☐ is ☐ is not authorized to increase or decrease the number of directors.

4. If the board is so authorized, the minimum number, if any, shall be _____ directors, (See §703.1.A.) and the maximum number, if any, shall be _____ directors. **NEW**

☒ B. There shall be no directors initially; the shares of the corporation will not be sold to more than twenty (20) persons; the business of the corporation will be managed by the shareholders. (See §701.2.)

FOURTH: ('X' one box only)

2 There shall be only one class of shares (title of class) common

Par value of each share (if none, so state) none Number of shares authorized 2,000

☐ There shall be two or more classes of shares. The information required by §403 concerning each such class is set out in Exhibit _____ attached hereto and made a part hereof.

SUMMARY

The aggregate par value of all authorized shares (of all classes) having a par value is \$ 100,000,000

The total number of authorized shares (of all classes) without par value is 2,000 shares

FIFTH: ("X" one box only) Meetings of the shareholders ☒ may ☐ may not be held outside of the State of Maine.

SIXTH: ("X" if applicable) ☒ There are no preemptive rights.

SEVENTH: Other provisions of these articles, if any, including provisions for the regulation of the internal affairs of the corporation, are set out in Exhibit attached hereto and made a part hereof.

INCORPORATORS

DATED 2/2/95

CORPORATORS
John F. Bull
(signature)

(signature)

Street Wells Plaza West #16

(residence address)

Pete Bouchard

(Type or print name)

Wells, ME 04090

(city, state and zip code)

(signature)

Street

(residence address)

(type or print name)

(city, state and zip code)

(signature)

Street

(residence address)

(Type or print name)

(city, state and zip code)

For Corporate Incorporators*

Name of Corporate Incorporator

By

(signature of officer)

Street

(principal business location)

(type of print name and capacity)

(city, state and zip code)

***Articles are to be executed as follows:**

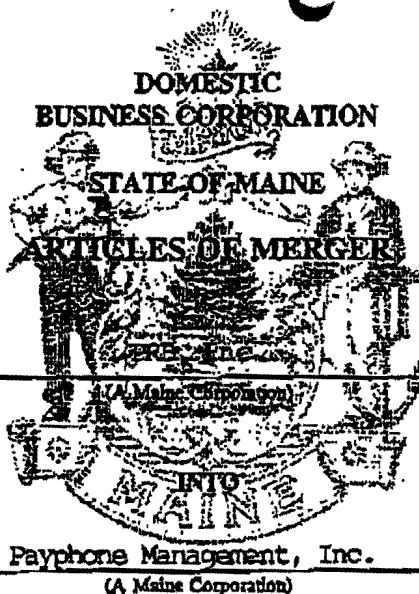
If a corporation is an incorporator (§402), the name of the corporation should be typed and signed on its behalf by an officer of the corporation. The articles of incorporation must be accompanied by a certificate of an appropriate officer of the corporation certifying that the person executing the articles on behalf of the corporation was duly authorized to do so.

SUBMIT COMPLETED FORMS TO: SECRETARY OF STATE, STATION #101, AUGUSTA, ME 04333-0101

ATTN: CORPORATE EXAMINING SECTION

FORM NO. MBCA-6 Rev. 92

TEL. (207) 287-4195



Minimum Fee \$80 (See §1401 sub-§17)

File No. 19951697 D Pages 6

19952186 D

Fee Paid \$ 80.00

DCN 1980831300019 MERG

FILED

03/18/1998

Nancy B. Kelleher

Deputy Secretary of State

A True Copy When Attested By Signature

Nancy B. Kelleher
Deputy Secretary of State

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Pursuant to 13-A MRSA §903, the board of directors of each participating corporation approve and the undersigned corporations, adopt the following Articles of Merger:

FIRST: The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.

SECOND: As to each participating corporation, the shareholders of which voted on such plan of merger, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
PRB, Inc.	100	100	100	0
Payphone Management, Inc.	100	100	100	0

THIRD: If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares Outstanding</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
N/A				

(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation. Omit if not applicable.)

FOURTH: The plan of merger was adopted by the participating corporation which is to become the surviving corporation in the merger without any vote of its shareholders, pursuant to section 902, subsection 5. The number of shares of each class outstanding immediately prior to the effective date of the merger, and the number of shares of each class to be issued or delivered pursuant to the plan of merger of the surviving corporation are set forth as follows:

<u>Designation of Class</u>	<u>Number of Shares Outstanding Immediately Prior to Effective Date of Merger</u>	<u>Number of Shares to Be Issued Or Delivered Pursuant to the Merger</u>
N/A		

FIFTH:

The address of the registered office of the surviving corporation in the State of Maine is _____

P.O. Box 1092, Kennebunkport, ME 04046

~~56 Portland Road, Kennebunk, Maine 04043~~

(street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is _____

P.O. Box 1092, Kennebunkport, ME 04046

~~56 Portland Road, Kennebunk, Maine 04043~~

(street, city, state and zip code)

SIXTH:

Effective date of the merger (if other than date of filing of Articles) is March 18, 1998

(Not to exceed 60 days from date of filing of the Articles)

DATED March 17, 1998Payphone Management, Inc.

(surviving corporation)

*By [Signature]

(signature)

Peter R. Bouchard, President

(type or print name and capacity)

*By [Signature]

(signature)

Paul F. Driscoll, Secretary

(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF SHAREHOLDERS**I certify that I have custody of the minutes showing
the above action by the shareholders.Payphone Management, Inc.

(name of corporation)

[Signature]

(signature of clerk, secretary or asst. secretary)

DATED March 17, 1998PRB, Inc.

(merged corporation)

*By [Signature]

(signature)

Peter R. Bouchard, President

(type or print name and capacity)

*By [Signature]

(signature)

Paul F. Driscoll, Secretary

(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF SHAREHOLDERS**I certify that I have custody of the minutes showing
the above action by the shareholders.PRB, Inc.

(name of corporation)

[Signature]

(signature of clerk, secretary or asst. secretary)

*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president and the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,

101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

FORM NO. MBCA-10 Rev. 96

TEL. (207) 287-4195