

**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 Airespring, Inc.

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

6060 Sepulveda Blvd. Ste. 220 Van Nuys CA 91411
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0459773

Federal Taxpayer ID Number 95-4862910

Social Security Number for Applicants

Applying as Individuals

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

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

Address _____ City _____

State _____ Zip Code _____ Phone No. (____) ____ - _____
(Use additional pages if necessary)

*****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. 128888

Company ID Number 07-00157
Date Approved _____
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

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

- 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.)

Airespring is currently authorized to provide interexchange and local service in Arizona, California, Colorado, Connecticut, Florida, Georgia, Illinois, Indiana, Maryland, Massachusetts, Missouri, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oregon, Pennsylvania, Texas, Washington and Wisconsin. Airespring is currently authorized to provide interexchange service in Alabama, District of Columbia, Idaho, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Carolina, South Dakota, Tennessee, Utah, Virginia and West Virginia.

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 X

b. Residential X

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 X 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? Not 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, Global Crossing and XO
- M Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Direct Billing
- N Describe briefly how the applicant plans to market their services in Tennessee?
Through web and direct sales.
- 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 |
|--------------|---------|---------|------|----|-----|-------|
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
- 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.
- Applicant will attempt to get a written letter of agency.
If not, all orders will be third party verified in
accordance with applicable state and federal regulation.
- 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

C 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: May 24, 2001 Delaware

(1) Parent Company, if applicable None

(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.

Applicant is a stand-alone privately-held company.

(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.

None

(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: 31.

Employer Identification Number (E.I.N.) 95-4862910

Part IV: Financial Information

A. Address where business records are kept: _____

6060 Sepulveda Blvd.	Ste. 220 Van Nuys	CA	street 91411	(818) 786-8990
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 December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
None

(3) If applicable, name and address of independent certified public accountant:
Not Applicable

(4) Period covered by financial statement attached: Balance Sheet and Profit & Loss Statement for the period ending December 31, 2006

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
_____ PRINTED NAME	_____ PRINTED NAME
_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

X BY: Airespring, Inc.
(NAME OF CORPORATION)
[Signature]
SIGNATURE

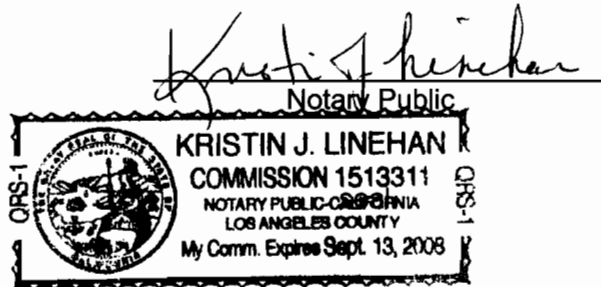
Avi Lonstein
PRINTED NAME

X ATTEST: President
[Signature] Title

X Secretary
Title

X On this the 12 day of June, 2007 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.



Airespring Management Biographies

Avi Lonstein, Chief Executive Officer

As the former President of ADDTEL Communications, Mr. Lonstein was directly responsible for taking ADDTEL from a start-up operation to a nationwide long distance reseller with over \$40 million in annualized revenues, and a highly respected agency network made up of over 140 agents in 17 states. Under Mr. Lonstein's direction, ADDTEL was recognized as one of the industries most innovative and well-managed companies, and experienced substantial growth during Mr. Lonstein's 8 year tenure. Mr. Lonstein is well known in the resale telecommunications industry, and was one of the founding members of the industry's trade association, the Association of Communications Enterprises (ASCENT). Prior to co-founding ADDTEL, Mr. Lonstein held the position of Assistant Controller at Michael Baybak and Company, a corporate public relations firm. Mr. Lonstein has over 15 years of telecommunications experience.

Tony C. Lonstein, Executive Vice President

As the former co-founder and Chairman of ADDTEL Communications, Mr. Lonstein was responsible for the overall strategic direction for ADDTEL. Over and above successfully raising start-up funding at ADDTEL's inception, Mr. Lonstein was involved in extensive negotiations with major carriers, including AT&T and MCI WorldCom, as well as with major customers, which included such companies as Earthlink Network. Mr. Lonstein's prior experience includes the complex structure of several multinational trading agreements, as well as international import/export and commodities trading. Mr. Lonstein has over 15 years of telecommunications experience.

Daniel Lonstein – Senior Vice President Sales and Marketing

As the former Vice President Sales and Marketing of ADDTEL Communications, Mr. Lonstein was responsible for the execution and leadership of the sales and marketing strategies that led to ADDTEL's success. His background includes extensive experience in consumer and business market research and analysis. Most recently he was a partner and senior consultant with USTM Partners, an Israeli based telecommunications and information infrastructure consulting organization. His articles on the high tech and telecom industries have been published in Israel's leading Ha'aretz newspaper, and his clients included New York based RSL Com, Inc. (Ronald S. Lauder Communications). Mr. Lonstein has over 15 years of telecommunications experience.

Donald Greenstein – Vice President Operations

Don, who previously held the VP Operations position at ADDTEL Communications, has over 9 years of experience in telecommunications at several companies, including Equalnet Communications and Coyote Network Systems. Don brings a vast wealth of knowledge and expertise at running telecommunications operations department. Don

holds a Bachelor's Degree from Washington University. Mr. Greenstein has over 11 years of telecommunications experience.

Lanny Eule – Vice President Agent Channels

Lanny, who previously headed up agent sales at our last company, ADDTEL Communications, has over 10 years experience managing agents for various communication companies, including Excel Communications, Telepacific Communications and Teleglobe. Lanny brings a “golden rolodex” to the company, and is directly responsible for significantly growing our agent base over the last few months. Mr. Eule has over 11 years of telecommunications experience.

Jeffrey Kretz - Senior Systems Developer

Jeffrey joins our team as an extremely talented web and systems developer bringing 12 years of programming experience and 6 years of database development experience. Jeffrey has been responsible for designing all our web based e-commerce sites, as well as our completely redesigned web site at www.airespring.com. As a result of Jeffrey's hard work, we are now able to automate the entire order processing procedure from start to finish. Mr. Kretz has 3 years of telecommunications experience.

Catrina Firstman - Director of Finance

Cat has extensive experience with telecommunications and high technology companies, and has in fact also worked with the management previously at ADDTEL Communications. Cat's responsibilities include financial reporting at Airespring, as well as overall management of taxation, regulatory, and collections. Ms. Firstman has over 7 years of telecommunications experience.

David Padilla, Vice President Latino Markets/General Manager – Galatel

Mr. Padilla has over thirty years of Management/Sales and Technical experience in the Computer, Telecommunications and Internet industries. His prior experience includes wireless broadband deployment, internet transport and deployment, and infrastructure development. He developed Latin American markets for DEC (Digital Equipment Corporation) and most recently was the Chief Operating Officer for 24 Transport, a next generation telecom solutions provider. Mr. Padilla has over 20 years of telecommunications experience.

Tom Brooks – Regional Agent Manager

We are pleased to announce the addition of Tom Brooks as our Midwest Regional Agent Manager. Tom has over twenty years of telecommunications experience. He has worked for industry leaders such as Sprint, WinStar and Qwest and has extensive experience working with Fortune 500 clients. Tom will be responsible for developing the AireSpring agent base throughout the Midwest, and will bring additional firepower to our sales team.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AIRESPRING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AIRESPRING WIRELESS, INC." TO "AIRESPRING, INC.", FILED THE FIFTH DAY OF APRIL, A.D. 2002, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3396215 8100H

AUTHENTICATION: 1714727

020230966

DATE: 04-10-02

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 12/22/03
REQUEST NUMBER: 4988-0796
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/19/03 0910
EFFECTIVE DATE/TIME: 12/19/03 0910
CONTROL NUMBER: 0459773 ✓

TO:
SHEREE WEST
3500 N CAUSEWAY BLVD
STE 1442
METAIRIE, LA 70002

RE:
AIRESRING, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

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

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

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

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 12/22/03

FROM:
AIRESRING INC
15350 SHERMAN WAY
STE 492
VAN NUYS, CA 91406-0000

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


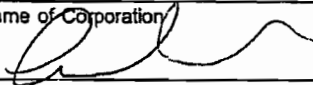
RECEIPT NUMBER: 00003396681
ACCOUNT NUMBER: 00441999



SS-445K

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

 <p style="text-align: center;">State of Tennessee Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243</p>	APPLICATION FOR CERTIFICATE OF AUTHORITY (FOR PROFIT)	<p style="text-align: right; font-size: small;">For Office Use Only</p> <div style="border: 1px solid black; padding: 5px; font-size: x-small;"> RECEIVED DEC 19 9:10 RILEY D. BELL SECRETARY OF STATE </div>				
<p>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:</p>						
<p>1. The name of the corporation is <u>Airespring, Inc.</u> *If different, the name under which the certificate of authority is to be obtained is _____</p>						
<p><small>[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.]</small></p>						
<p>2. The state or country under whose law it is incorporated is <u>Delaware</u></p>						
<p>3. The date of its incorporation is <u>05/24/2001</u> (must be month, day, and year), and the period of duration, if other than perpetual, is <u>perpetual</u></p>						
<p>4. The complete street address (including zip code) of its principal office is <u>6060 Sepulveda Blvd, Suite 220, Van Nuys, CA 91411-2512</u></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; border-bottom: 1px solid black;">Street</td> <td style="width: 33%; border-bottom: 1px solid black;">City</td> <td style="width: 33%; border-bottom: 1px solid black;">State/Country</td> <td style="width: 33%; border-bottom: 1px solid black;">Zip Code</td> </tr> </table>			Street	City	State/Country	Zip Code
Street	City	State/Country	Zip Code			
<p>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 <u>1900 Church Street, Suite 400, Nashville, TN 37203</u></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%; border-bottom: 1px solid black;">Street</td> <td style="width: 33%; border-bottom: 1px solid black;">City</td> <td style="width: 33%; border-bottom: 1px solid black;">State/Country</td> <td style="width: 33%; border-bottom: 1px solid black;">Zip Code</td> </tr> </table> <p>Registered Agent <u>National Registered Agents, Inc.</u></p>			Street	City	State/Country	Zip Code
Street	City	State/Country	Zip Code			
<p>6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) <u>see attached</u></p>						
<p>7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.) <u>see attached</u></p>						
<p>8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) <u>n/a</u></p>						
<p>9. The corporation is a corporation for profit.</p>						
<p>10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____, _____ (date), _____ (time). <small>[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.]</small></p>						
<p><small>[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.]</small></p>						
<p><u>12-15-03</u> Signature Date</p> <p>_____ President</p> <p>_____ Signer's Capacity</p>	<p><u>Airespring, Inc.</u> Name of Corporation</p> <p> Signature</p> <p><u>Avi Lonstein</u> Name (typed or printed)</p>					
<p>SS-4431 (Rev. 4/01)</p>	<p>Filing Fee: \$600</p>	<p>RDA 1678</p>				

AIRESPRING, INC.

ACCOUNT NUMBER: P0000
INVOICE DATE: 00/00/00

AIRESPRING, INC.
6060 Sepulveda Blvd.
Van Nuys, California 91411

FOR BILLING INQUIRES: 1-XXX-XXX-XXXX
FOR SERVICE INQUIRES: 1-XXX-XXX-XXXX

John E. Doe
1 Drive
Anytown, NY 12345

PAST DUE CHARGES		\$.00
CURRENT CHARGES		
DOMESTIC	\$.00	
INTERNATIONAL	\$.00	
FEDERAL TAX	\$.00	
STATE TAX	\$.00	
LOCAL/OTHER CHARGES	\$.00	
TOTAL CURRENT CHARGES		\$.00
TOTAL AMOUNT DUE BY 00/00/00		\$.00

IMPORTANT: Please detach and return this portion with your payment

ACCOUNT	INVOICE DATE	CURRENT CHARGES	TOTAL AMOUNT DUE	AMOUNT ENCLOSED
(000) 000-0000	00/00/00	\$.00	\$.00	

John E. Doe
1 Drive
Anytown, NY 12345

PLEASE MAKE CHECKS PAYABLE TO:

Airespring, Inc.
6060 Sepulveda Blvd.
Van Nuys, California 91411

A one-time late fee of 1.5% will be charged on any monthly invoice due for more than 30 days.

AIRESPRING, INC.

ACCOUNT NUMBER:

P0000

INVOICE DATE:

00/00/00

ORIGINATING NUMBER: (000) 000-0000

[illegible]

Bond

**Bond has been provided under authorization for Interexchange authority.
Docket No. 04-00048; Company ID: 128888**

AIRESRING, INC.

SMALL AND MINORITY-OWNED TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, Airespring, Inc. ("Airespring") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to resell intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers.

Airespring is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. Airespring will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, Airespring will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to Airespring of such opportunities. Airespring's representatives have already contacted the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, Airespring will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51 %) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

Airespring's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting Airespring's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Avi Lonstein, President
Airespring, Inc.
6060 Sepulveda Blvd.
Van Nuys, California 91411
Telephone: (818) 786-8990
Facsimile: (818) 786-9225

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.

(3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.

(4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.

(5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.

(6) Providing records and reports and cooperates in any authorized surveys as required by the Tennessee Regulatory Authority.

(7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.

(8) Providing information and educational activities to persons within CLECI and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business

The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

Airespring will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, Airespring will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

Airespring will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, Airespring will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Airespring, Inc.

By: 

Avi Lonstein
President

Dated: May 29, 2007