

TELECOM

PROFESSIONALS, INC.

RECEIVED

2009 JUN 11 5:09 PM
5909 North West Expressway, Suite 101
Oklahoma City, OK 73132

T.R.A. DOCKET ROOM

Judith A. Riley, J.D.

June 8, 2009

VIA EXPRESS DELIVERY

Tennessee Regulatory Authority
Telecommunications Division
460 James Robertson Parkway
Nashville, TN 37243-0505
(515) 741-2904

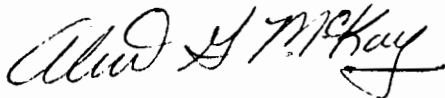
RE: iNetworks Group, Inc. Application Certificate to Provide Resold Telecommunications

Enclosed please find one (1) original and thirteen (13) copies of the Application for a Certificate to Provide Resold Telecommunications in the State of Tennessee of iNetworks Group, Inc. Also enclosed is check number 1705 in the amount of \$50.00 for the required filing fee.

Please acknowledge receipt of these documents by file stamping the duplicate letter of transmittal enclosed and returning it in the self-addressed stamped envelope included.

Should you have any questions or need additional information, please contact me at (405) 755-8177 ext. 25 or by email at amckay@telecompliance.net

Sincerely,



Alicia G. McKay
Regulatory Agent

Enclosure(s)

Evaluator

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

NA

- C. Provide the name, business address 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

PHONE NO.

EMPLOYMENT HISTORY (with details of duties/responsibilities for each position held)

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?

☐ Yes ☒ No If yes, please explain fully and 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) NA

(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.

David J. Smat (312)212 0822 (312) 422 9201
Name Phone No. Fax No.
(800) 363-6387 e-mail Address info@inetworksgroup.com

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

Judith A. Riley (405)755 8177 (405)558377
Name Phone No. Fax No.
(800) 406-4777 e-mail Address jriley@telecompliance.net

- 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.

866-363-6387
PHONE NUMBER ALTERNATE PHONE NUMBER
125 S. Wacker Drive, Suite 2510 Chicago IL 60606
ADDRESS CITY ST ZIPCODE

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

C T Corporation System
800 S. Gay Street, Suite 2021, Knoxville, TN 37929

- (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) Private Line

- 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 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.

There have been no complaints filed against the company as of the date of this application.

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)

The company has not been denied authority in any jurisdiction as of the date of this application.

- E. Areas in Tennessee to be served.

The company will provide services throughout the State of Tennessee.

- 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. N/A

- 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? N/A

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

No, the company will not maintain facilities within the State of Tennessee.

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?

AT&T

- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly¹? Customers will be billed directly.

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

The Company will utilize the standard media methods of print, radio and television sources.

- 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

- 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.

The consumer will be required to sign an agreement with the Company

- 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 ☐

- S. Is the Applicant aware of the requirement to insure that any telephone call made between two points in the same county in Tennessee shall be classified as toll-free and not billed to any customer pursuant to Tennessee Code Annotated § 65-21-114? Yes ☐ No ☐

- T. Is the Applicant aware of the TAR Code data base maintained by BellSouth, its use to insure compliance with T.C.A. § 65-21-114 and the procedures used to enter telephone numbers in that data base? Yes ☒ No ☐

- U. How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee. Use additional pages if necessary.
Applicant will use NPA NXX code tracking and Rate Center identification to ensure county wide calls are not billed as Toll calls.

¹A 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 S Corporation (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: Illinois 01/16/2002

(1) Parent Company, if applicable N/A

(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: ~50

Employer Identification Number (E.I.N.) 61-1403061

Part IV: Financial Information

A. Address where business records are kept: 125 S. Wacker Drive, Suite 2510

Chicago	IL	60606	(312) 212-0822
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: N/A

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

N/A

(4) Period covered by financial statement attached: 2006-2008

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

If so, Name of internal auditor Not Applicable

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

BY: iNETWORKS GROUP, Inc.
(NAME OF CORPORATION)
[Signature]
SIGNATURE
David J. Smat
PRINTED NAME
President
Title

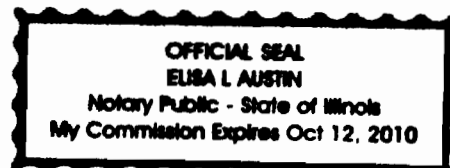
ATTEST: [Signature]
Title
SR VP & GEN MGR
Title

On this the 8th day of February 2008 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.

[Signature]
Notary Public

seal



Biographical Resume
David J. Smat, President and Treasurer
iNetworks Group, Inc.

Contact Information:

Principal Business Address

125 S. Wacker Drive, Suite 2510
Chicago, IL 60606
Phone: (312) 212-0822 Voice
(866) 363-6387 Toll Free
(312) 422-9201 Fax

Vital:

Resides: Chicago, Illinois
Wife and three children

Education:

University of Illinois
Bachelor of Science

Case Western University
Masters in Business Administration

Statement of Abilities:

David J. Smat, President and CEO of iNETWORKS Group, Inc. started the company in 2001 after a highly successful 12 year career with AT&T Corp.

Under Mr. Smat's leadership, iNETWORKS Group, Inc has grown to become a major provider of network integration and off net services, performing as a comprehensive solutions provider delivering high capacity services. The company provides services to enterprise and other carriers including government customers such as the United States Department of Defense.

Prior to founding iNETWORKS Group, Mr. Smat held multiple positions at AT&T Corp including Sales Vice President and General Manager in AT&T's Wholesale organization. At AT&T, Mr. Smat built and managed a number of sales organizations supporting Service Provider and Systems Integrator customers.

Mr. Smat has vast experience in over-seeing the planning, design and implementation of many large scale SONET networks. His experience includes overseeing the design and implementation of toll free and long distance networks as well as a strong management background while having directed multiple sales organizations and sales support functions.

Biographical Resume
Raymond L. Cowley, Secretary and Vice President
iNetworks Group, Inc.

Contact Information:

Principal Business Address

125 S. Wacker Drive, Suite 2510
Chicago, IL 60606
Phone: (312) 212-0822 Voice
(866) 363-6387 Toll Free
(312) 422-9201 Fax

Vital:

Resides in Naperville, IL
Wife and two children

Education:

University of Toledo
Bachelors in Business Administration

Statement of Knowledge, Skills and Ability:

Raymond L. Cowley, Senior VP and General Manager joined iNETWORKS Group, Inc., in 2004 after successful assignments with several Fortune 500 firms.

Under Mr. Cowley's leadership, iNETWORKS Group, Inc. has grown to become a major provider of network integration and off net services, performing as a comprehensive solutions provider delivering high capacity services. The company provides services to enterprise and other carriers, including the United States Department of Defense.

Prior to joining iNETWORKS Group, Mr. Cowley held multiple positions at Key Corp, a multi-regional banking institution headquartered in Cleveland, Ohio. While at Key Corp, Mr. Cowley attained the position of Senior VP of Network Operations and was responsible for the overall telecommunication engineering and operations.

Prior to his assignment at Key Corp, Mr. Cowley held telecommunications management positions at both Blue Cross Blue Shield of Ohio and the Libbey-Owens-Ford Company.

During his career at Libbey-Owens Ford Company, Mr. Cowley was responsible for implementation of the corporate voice and data networks including the implementation of PBX systems throughout the company. While continuing his career at BCBSOH, Mr. Cowley was responsible for designing and streamlining the company voice network and implementing a state of the art Call Center ACD system.

Finally, as Sr VP Network Operations at Key Corp, Mr. Cowley implemented a company wide Cisco data network and upgraded the customer facing ACD call centers.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE
AND CORRECT COPY, CONSISTING OF 04 PAGES, AS TAKEN FROM THE
ORIGINAL ON FILE IN THIS OFFICE FOR INETWORKS GROUP, INC..*****



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 19TH
day of SEPTEMBER A.D. 2008 .

Jesse White

Form **BCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1999)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
http://www.sos.state.il.us

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

This space for use by Secretary of State

Filed 1/16/2002

Jesse White Secretary of State

62002301



CP0684676

SUBMIT IN DUPLICATE!

This space for use by Secretary of State

Date **Filed 1/16/2002**

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Approved **BE** **\$100.00**

1. CORPORATE NAME: INETWORKS Group, Inc. **RB**

(The corporate name must contain the word "corporation", "company", "incorporated", "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Laurence J. DeVries

First Name	Middle Initial	Last name
566 West Adams, Suite 600		
Number	Street	Suite #
Chicago	IL	Cook
City	County	Zip Code
		60661

3. Purpose or purposes for which the corporation is organized:

(If not sufficient space to cover this point, add one or more sheets of this size.)

44

To conduct any and all business for which corporations may be organized under the Illinois Business Corporation Act.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ N/A	10,000	1000	\$100.00

TOTAL = \$100.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are: N/A

(If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: _____
(b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP

6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
(b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
(c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
(d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. **NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated December 17, 2001
(Month & Day) Year

Signature and Name
1. <u>[Signature]</u> Signature <u>Laurence J. DeVries</u> (Type or Print Name)
2. _____ Signature (Type or Print Name)
3. _____ Signature (Type or Print Name)

Address
1. <u>566 West Adams Street, Suite 600</u> Street <u>Chicago, Illinois 60661</u> City/Town State ZIP Code
2. _____ Street City/Town State ZIP Code
3. _____ Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

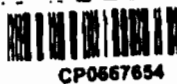
- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
 - The filing fee is \$75.
 - The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
 - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756
Department of Business Services Telephone (217) 782-9522 or 782-9523

C-162.20

FORM **BCA 5.10/5.20** (rev. Dec. 2003)
**STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR
REGISTERED OFFICE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-3847
www.cyberdriveillinois.com

FILED
FEB 26 2007
JESSE WHITE
SECRETARY OF STATE



CP0667654

PAID
FEB 27 2007
DEPARTMENT OF
BUSINESS SERVICES

Remit payment in the form of a
check or money order payable
to Secretary of State.

File #

6200-230-1

Filing Fee: \$25

Approved: JH

———— Submit in duplicate ———— Type or Print clearly in black ink ———— Do not write above this line ————

1. Corporate Name: INETWORKS Group, Inc.

2. State or Country of Incorporation: Illinois

3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent Laurence J. DeVries

First Name

Middle Name

Last Name

Registered Office 566 W. Adams, Suite 600

Number

Street

Suite No. (P.O. Box alone is unacceptable)

Chicago 60661 Cook

City

ZIP Code

County

4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):

Registered Agent Laurence J. DeVries

First Name

Middle Name

Last Name

Registered Office 900 W. Jackson, Suite #7E

Number

Street

Suite No. (P.O. Box alone is unacceptable)

Chicago

City

60607

ZIP Code

Cook

County

ott

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

a. ☐ Resolution duly adopted by the board of directors. (Note 5)

b. ☒ Action of the registered agent. (Note 6)

SEE REVERSE FOR SIGNATURE(S).

2

7. If authorized by the board of directors, sign here. See Note 5 below.

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____ , _____
Month & Day Year Exact Name of Corporation

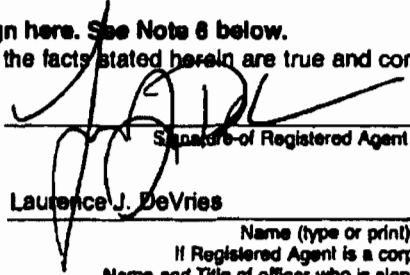
Any Authorized Officer's Signature

Name and Title (type or print)

If change of registered office by registered agent, sign here. See Note 6 below.

The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated February 8 , 2007
Month & Day Year



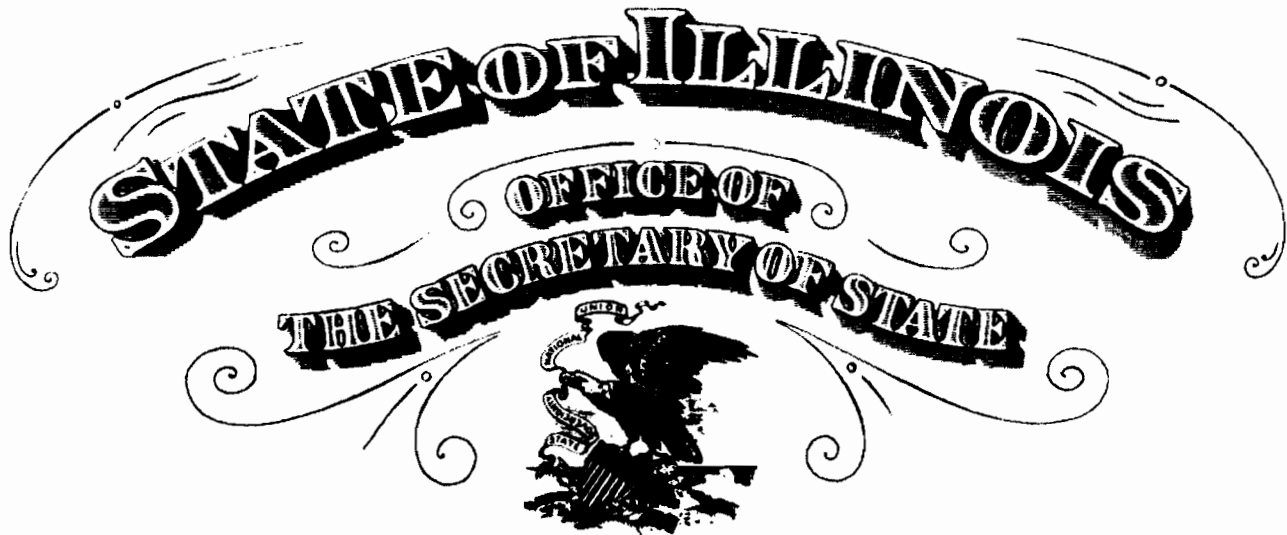
Signature of Registered Agent of Record

Laurence J. DeVries

Name (type or print)
If Registered Agent is a corporation,
Name and Title of officer who is signing on its behalf.

NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

INETWORKS GROUP, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JANUARY 16, 2002, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 18TH day of MAY A.D. 2009 .

Jesse White

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

DATE: 07/14/06

REQUEST NUMBER: 5821-2287

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 07/13/06 1020

EFFECTIVE DATE/TIME: 07/13/06 1020 ✓

CONTROL NUMBER: 0525038

TO:
INETWORKS GROUP, INC.
401 N. MICHIGAN AVE
SUITE 1200
CHICAGO, IL 60611

RE:
INETWORKS GROUP, 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: 07/13/06

FROM:
C T CORPORATION SYSTEM (CLAYTON, MO)
120 S. CENTRAL AVENUE
CLAYTON, MO 63105-0000

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

RECEIPT NUMBER: 00003997475
ACCOUNT NUMBER: 00282908



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State

Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
STATE SECRETARY
2006 JUL 13 10:20
DATE

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 INetworks Group, 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 Illinois

3. The date of its incorporation is 01/16/2002 (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
401 N. Michigan Avenue, Suite 1200 Chicago IL 60611
Street City State/County 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

800 S. Gay Street, Suite 2021, Knoxville, Tennessee, Knox County, 37929-9710
Street City State/County Zip Code

Registered Agent C T CORPORATION SYSTEM

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

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

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.]

Signature Date 6/12/06

President

Signer's Capacity

(Name of Corporation) INetworks Group, Inc.

Signature

David J. Smat

Name (typed or printed)

SS-4431 (Rev. 4/01)

Filing Fee: \$600

RDA 1678