

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00112239
American Network Exchange, Inc. ("AMNEX")
100 W. Lucerne Circle Ste. 100
Orlando, FL 32801

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee August 2, 1995

IN RE: CASE NUMBER: 95-02728

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on August 1, 1995 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.


Executive Director



Commissioner


Commissioner

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APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL INTEREXCHANGE TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-.57]

SECTION A

Part 1: General Information

A. Name of Applicant American Network Exchange, Inc. ("AMNEX")
Address 100 West Lucerne Circle, Suite 100, Orlando
State Florida Zip Code 32801 Phone No. (407) 246-1234

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Peter M. Izzo	100 W. Lucerne Cir.	Orlando	FL	32801
Michael R. Berard	Same as above			
Kevin Griffo	Same as above			
Amy S. Gross	101 Park Ave., Ste. 2507	New York	NY	10178

C. *AB 10/25* Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.

Amy S. Gross (212) 867-4639 (212) 867-1591
Name ~~Tennessee~~ Phone No. Fax No.

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 1-800-366-2850

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

☒ Resell Interexchange long distance services

☒ Operator Services

☐ Other (describe below) _____

F. 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.

G. List the state(s) you are authorized to operate in at this time. AL, AZ, CA, CO, DE, FL, GA, ID, IL, IN, KS, KY, LA, MD, MA, MI, MS, MO, MT, NV, NJ, NY, ND, OH, OK, OR, PA, RI, SC, SD, TX, UT, VA, WA, WVA, WI

(To be filled out by PSC)
Company ID Number 112239
Date Approved 10/5/2008
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615)741-3939.

H. List any states that you have been denied authority to provide service.

AMNEX has never been denied authority to provide service.

I. Areas in Tennessee to be served.

Entire state.

J. What type of customers will the company serve?

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

K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. No

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes X No _____

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

N. What is the applicant's 10XXX or 800 access code? 10370; 1-800-444-9606; 1-800-950-0370
(Travel Card only)

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

P. What facility-based network will the applicant be reselling? MCI, CTS, QWEST

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Both. AMNEX bills all operator assisted calls through the local telephone company. 1+, 800 and travel card customers are billed either through the LEC or directly. A copy of a bill is attached as Exhibit A.

R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address.
See Exhibit B.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. See Exhibit C

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.

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

T. 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 x No

U. Applicant gives permission to the local telephone company to provide the Commission 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 x No

Part II: Organization Structure

A. Type of Organization

 Individual x Corporation

 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident See Exhibit D

(1) Attach a copy of Articles of Incorporation and current by-laws.

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

Part III: Financial Information

A. Attach a current financial statement showing 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. See Exhibit E

Part IV: Display Card

Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57, B)³, which includes a toll-free number consumers can call for service problems and refunds. See Exhibit F

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

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

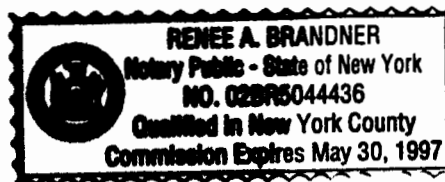
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
- That all information provided in the attached registration document is true to the best of my knowledge.

American Network Exchange, Inc. ("ANNEX")
Company Name Date 7/11/95

[Signature], Vice President Legal and
Company Official Title Regulatory

Subscribed and sworn
before me this 11 day
of July, 19 95

Renee A. Brandner
Notary Public



seal

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "AMERICAN NETWORK EXCHANGE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "AMNEX ACQUISITION CORP." TO "AMERICAN NETWORK EXCHANGE, INC.", FILED THE THIRTIETH DAY OF MARCH, A.D. 1990, AT 9 O'CLOCK A.M.

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



William T. Quillen

William T. Quillen, Secretary of State

2214231 8310

944034908

AUTHENTICATION: 7048956

DATE: 03-07-94

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMNEX ACQUISITION CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 1989, AT 9 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

2214231 8100

AUTHENTICATION: 7048952

944034908

DATE: 03-07-94

709 37 FILED 16
CERTIFICATE OF INCORPORATION
OF
ANNEX ACQUISITION CORP.

NOV 22 1969

9
SECRETARY OF STATE

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, do hereby set forth as follows:

FIRST: The name of the corporation is
ANNEX ACQUISITION CORP.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	1,000	\$.01

FIFTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	9 East 40th Street New York, New York 10016

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this twenty-first day of November, 1989.


RAY A. BARR
Ray A. Barr, Incorporator

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"AMERICAN NETWORK EXCHANGE, INC.", A FLORIDA CORPORATION,
WITH AND INTO "AMNEX ACQUISITION CORP." UNDER THE NAME OF
"AMERICAN NETWORK EXCHANGE, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1990,
AT 9 O'CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

2214231 8100M

AUTHENTICATION: 7048953

944034908

DATE: 03-07-94

CERTIFICATE OF MERGER

FILED

OF

AMERICAN NETWORK EXCHANGE, INC.
(a Florida corporation)

MAR 20 1990 9 AM
[Signature]

INTO

AMNEX ACQUISITION CORP.
(a Delaware corporation)

Under Section 252 of the Delaware General Corporation Law

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned hereby certifies:

FIRST: The names and the states of incorporation of the constituent corporations which are parties to the merger (the "Merger") are American Network Exchange, Inc., a Florida corporation ("AMNEX"), and AMNEX Acquisition Corp., a Delaware corporation ("AAC").

SECOND: An Agreement and Plan of Merger, dated as of December 5, 1989 (the "Merger Agreement"), by and among AMNEX, AAC and NYCOM Information Services, Inc., a New York corporation and parent corporation of AAC ("NYCOM"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law.

THIRD: Pursuant to the Merger Agreement, AMNEX will merge with and into AAC with AAC to be the surviving corporation in the Merger (the "Surviving Corporation").

FOURTH: Pursuant to the Merger Agreement, Article First of the Certificate of Incorporation of the Surviving Corporation is amended to read as follows:

FIRST: The name of the corporation is "American Network Exchange, Inc."

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, 5 High Ridge Park, Stamford, Connecticut.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed on its behalf this 2nd day of March, 1990.

AMNEX ACQUISITION CORP.

By:

David A. Lyons
David A. Lyons,
President

Attest:

Morton D. Brozinsky
Morton D. Brozinsky,
Secretary

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/25/1994
REQUEST NUMBER: .94115030

CHARTER/QUALIFICATION DATE: 04/25/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0278504
JURISDICTION: DELAWARE

TO:
SEARCH IS ON
P.O. BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
SEARCH IS ON
P.O. BOX 120598

NASHVILLE, TN 37212

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"AMERICAN NETWORK EXCHANGE, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
2840-0491	04/25/1994	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 04/25/94

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

NASHVILLE, TN 37212-0000

	FEE	TAX
RECEIVED:	\$110.00	\$110.00
TOTAL PAYMENT:		\$220.00

RECEIPT NUMBER: 00001650341
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE