

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: 00112392
Cleartel Communications
1232 22nd St. NW
Washington, DC 20037

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee September 12, 1995

IN RE: CASE NUMBER: 95-02774

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 September 7, 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.

A handwritten signature in dark ink, appearing to read "Paul Allen", written over a horizontal line.

Executive Director

Three handwritten signatures in dark ink, each written over a horizontal line. The first signature is "Keith Bissell", the second is "Steve Hewlett", and the third is "Sara Kyle".

Chairman

Commissioner

Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

JUL 21 1995 /pc

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

PAUL ALLEN, EXECUTIVE DIRECTOR

**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 Cleartel Communications
Address 1232 22nd Street, NW Washington
State DC Zip Code 20037 Phone No. (202) 463 8500

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Ulysses Auger II	1232 22nd St NW	Washington	DC	20037
Ronald Burleson	1232 22nd St NW	Washington	DC	20037
Ulysses Auger	1217 22nd St NW	Washington	DC	20037
Barton R. Groh	1232 22nd St NW	Washington	DC	20037

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.

HIQ Corporate Services (800) 564 - 5300 (410) 752 - 2808
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. 1-800-456-7587

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. MD, VA, PA, NJ, NY,
MA, CA, FL, TX, MI, OH

(To be filled out by PSC)

Company ID Number 112392/95/277

Date Approved _____

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.
None
- I. Areas in Tennessee to be served.
LATAs 468, 470, 472, 474 and 956
- 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? 10548 / 1-800-304-5483
- 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? Qwest, IXC Communications, CTS, Wiltel
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? LEC - through a billing clearinghouse, Zero Plus Dialing Inc
- 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.
Company employed sales representatives
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. We prefer the customer call the coin office to change carrier

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

² A 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

- (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.

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.

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.

Cleartel Communications July 20, 1995
Company Name Date

Barta, Grol VP-Finance
Company Official Title

Subscribed and sworn
before me this 20 day
of July, 1995

HCB
Notary Public

My Commission Expires March 31, 1999

seal

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT
OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and

ACCORDINGLY, this CERTIFICATE of _____ INCORPORATION

is hereby issued to _____ CLEARTEL COMMUNICATIONS, INC.

as of _____ JULY 6 _____, 1987

Donald G. Murray
Director

Henry C. Lee, III
Acting Administrator
Business Regulation Administration


VANDY L. JAMISON JR.

ASSISTANT _____ Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF INCORPORATION

OF

CLEARTEL COMMUNICATIONS, INC.

FILED
JUL 6 1987
BY: [Signature]

WE, the undersigned, natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under Title 29, Chapter 3 of the Code of Laws of the District of Columbia adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is CLEARTEL COMMUNICATIONS, INC.

SECOND: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(A) To provide telephone operator services of every type and description including but not limited to the provision of such services for guests rooms and pay phones located in hotels and motels; the ownership, leasing and operation of switching equipment and all other equipment necessary to provide the aforesaid services and any other services the corporation may desire to provide, and the purchase and sale of telephone services obtained from other telephone carriers.

(B) To purchase, lease, sublet, hire or in any manner acquire, and to hold, own, use, develop, operate, manage, build upon, improve, encumber, mortgage, pledge, sell, exchange, convey, lease, sublet or otherwise dispose of or deal in or with, or in any manner turn to account, any real or personal property, and any rights, privileges or interests therein situate either within or without the District of Columbia, and suitable or convenient for any of the business of the Corporation, and in any manner whatsoever to acquire, own, hold, use and dispose of any easements, appurtenances, franchises, privileges, permits, licenses or rights in any real estate or personal property and other property interests.

(C) To enter into, perform and carry out contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Corporation.

(D) To subscribe to, purchase or otherwise acquire, or to guarantee or become surety in respect to the stock, bonds or other securities and obligations of other companies, but not to be a surety company.

(E) To purchase, lease, sublet, hire, import, hold, own or otherwise acquire, and to manufacture, produce, sell, export, mortgage, pledge, transfer, lease, sublet, assign

or in any manner dispose of, and to otherwise deal in and with goods, wares and merchandise of every class and description wherever situate.

(F) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(G) To purchase or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire and reissue shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(H) To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for monies so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

(I) To guarantee the performance of any contract by any person, firm, association or corporation, and to endorse or otherwise guarantee the payment of the principal and interest or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such person, firm, association or corporation but not to be a surety company.

(J) To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, sublet, dispose of and otherwise deal in and with, any shares of stocks, shares, bonds, debentures, notes, mortgages, deeds of trust, warehouse receipts or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any other persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all rights, powers and privileges of individual holders.

1

(K) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(L) To charge for any service rendered, duty performed, or act done, in or concerning any of the powers of authority which may be lawfully exercised hereunder or to settle the same in money, property, or any other thing of value.

(M) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purpose of attaining or furthering of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(N) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any and all states, territories, districts and possessions of the United States of America and in foreign countries.

(O) To engage in and carry on any other business or purpose which may conveniently be conducted in conjunction with any business of the Corporation and which is permitted by the laws of the District of Columbia.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon corporations of a similar character by the General Laws of the District of Columbia now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

THIRD: The post office address of the place at which the registered office of the Corporation in the District of Columbia will be located is 1707 H Street, N.W. Suite 300, Washington, D.C. 20006. The registered agent of the Corporation is C. Richard Beyda who is a resident of the District of Columbia, whose business address is 1707 H Street, N.W., Suite 300, Washington, D.C. 20006

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses, including street and number, if any, of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Ulysses G. Auger	1217 22nd Street, N.W. Washington, D.C. 20037
Gregory U. Auger	1217 22nd Street, N.W. Washington, D.C. 20037
Ulysses G. Auger II	1217 22nd Street, N.W. Washington, D.C. 20037
John Bolus	5 Hugo Court Silver Spring, MD 20906
John G. Masin	3140 West Ox Road Herndon, VA 20071

FIFTH: The aggregate number of shares which the Corporation is authorized to issue is 1000. The designation of the class, the number of shares of such class, and the par value, if any, of the shares of such class, or a statement that the shares of such class are without par value, are as follows:

<u>Number of Shares</u>	<u>Class</u>	<u>Series (if any)</u>	<u>Par Value per share or statement that shares are without par Value</u>
1000	common	none	No Par Value

SIXTH: The preference, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class are to be set forth in a stockholder's agreement to be entered into by all stockholders.

SEVENTH: The preemptive rights to shareholders to acquire additional shares is denied.

EIGHTH: The Corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for the issuance of shares.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(B) The Board of Directors shall have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the by-laws; and, except as so provided, no stockholder shall have any right to inspect any books, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(C) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purpose shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

(D) Unless the by-laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by authority of the Board of Directors.

(E) The Corporation reserves the right from time to time to make any amendment of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of at least fifty-one percent (51%) of the shares of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: The name and address, including street and number, if any, of each incorporator is:

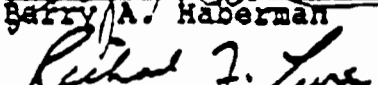
Barry A. Haberman 1707 H Street, N.W.
Suite 300
Washington, D.C. 20006

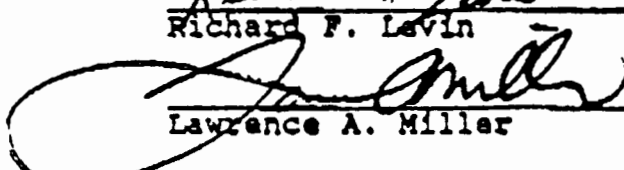
Richard F. Levin 1707 H Street, N.W.
Suite 300
Washington, D.C. 20006

Lawrence A. Miller 1707 H Street, N.W.
Suite 300
Washington, D.C. 20006

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 6th day of July, 1987.


Barry A. Haberman (SEAL)

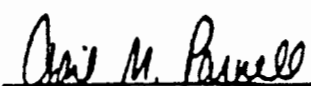

Richard F. Levin (SEAL)


Lawrence A. Miller (SEAL)

DISTRICT OF COLUMBIA, SS:

I hereby certify that on the 6th day of July, 1987, before me, the subscriber, a Notary Public in and for the District of Columbia, personally appeared BARRY A. HABERMAN, RICHARD F. LEVIN and LAWRENCE A. MILLER and acknowledged the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and notarial seal the day and year first above written.


Notary Public, D.C.

My Commission Expires: 2-14-88

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 07/11/94

REQUEST NUMBER: 2866-0119

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 07/11/94 1028

EFFECTIVE DATE/TIME: 07/11/94 1028

CONTROL NUMBER: 0281266

TO:

TSIO

P.O. BOX 120598

NASHVILLE, TN 37212

RE:

CLEARTEL COMMUNICATIONS, 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: 07/11/94

FROM:
HIQ CORPORATE SERVICES
307 DOLPHINE STREET

BALTIMORE, MD 21217-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00001674966
ACCOUNT NUMBER: 00137567



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

SECRETARY OF STATE

DATE FILED JUL 10 1987

CLEARTEL COMMUNICATIONS, INC.

SECRETARY OF STATE OF THE STATE OF TENNESSEE:

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 CLEARTEL COMMUNICATIONS, INC.

If different, the name under which the certificate of authority is to be obtained is _____

[NOTE: 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 an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

2. The state or country under whose law it is incorporated is DISTRICT OF COLUMBIA

3. The date of its incorporation is JULY 6, 1987, and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is 1232 22ND STREET, N.W. SUITE 100, WASHINGTON, D.C. 20037

5. The complete street address (including zip code) of its registered office in this state and the name of its registered agent at that office is HIQ CORPORATE SERVICES, INC.

c/o HIQ CORPORATE SERVICES, INC. 258 HARDING PLACE NASHVILLE TN 37205

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

SEE ATTACHED

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

SEE ATTACHED

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is 1, 1987 (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 one (1) month prior to the date the application is filed in this state.]

6/29/87

Signature Date

VICE PRESIDENT

Signer's Capacity

CLEARTEL COMMUNICATIONS, INC.

Name of Corporation

Patricia Bindrim

Signature

PATRICIA BINDRIM

Name (typed or printed)

SS-4431