

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: 00112766
VarTec Telecom, Inc.
3200 W. Pleasant Run Rd.
Lancaster, TX 75165

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee August 23, 1995

IN RE: CASE NUMBER: 95-02796

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.


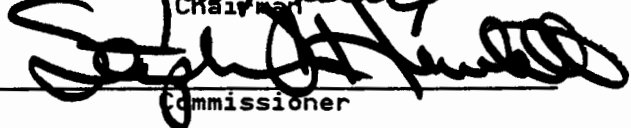

---ORDER---

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 22, 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


Chairman

Commissioner

Commissioner

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



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

REC'D TEL. PUBLIC
SERVICE COM'L.
1995 JUL 25 AM 11:21
OFFICE OF THE
EXECUTIVE DIRECTOR

SECTION A

Part 1: General Information

A. Name of Applicant VarTec Telecom, Inc.
Address 3200 W. Pleasant Run Road
State TX Zip Code 75165 Phone No. (214) 230-7200

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
See Attachment 1				

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

AKG
Patrick Case (214) 230-7200 (214) 230-7299
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. 1-800-583-8811

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. N/A

G. List the state(s) you are authorized to operate in at this time. See Attachment 2

(To be filled out by PSC)

Company ID Number 112760/95 JAL

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.
Statewide
- J. What type of customers will the company serve?
a. Business X
b. Residential X
c. Aggregators _____
(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. N/A
- 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. See Attachment 3
- N. What is the applicant's 10XXX or 800 access code? 10811 (1+ services) (800) 583-2255
(800) 583-7277 (Prepaid Calling Card) Travel Card
- 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, Wiltel
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Local Telephone Company
- 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.
VarTec will utilize Direct Mail and/or in-house telemarketing to solicit potential customers in Tennessee
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. See Attachment 4

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.

See Attachment 5

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 Attachment 6

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. N/A

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.

VarTec Telecom, Inc.

Company Name

7/21/95
Date

Michael G. Hoffman

Company Official

Title

Michael G. Hoffman, Esq.

Senior Vice President

Legal & Regulatory Affairs

Subscribed and sworn
before me this 21st day
of July, 1995

[Signature]
Notary Public





The State of Texas

SECRETARY OF STATE

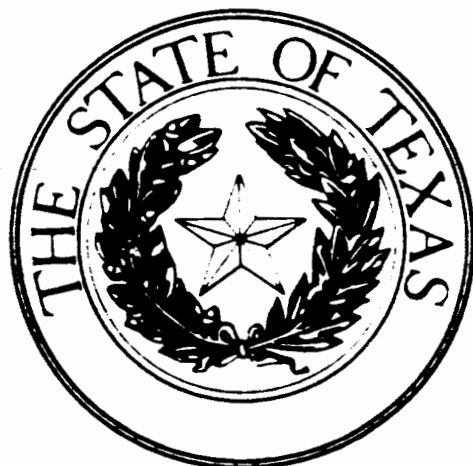
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

VARTEC TELECOM, INC.
CHARTER NO. 1105487-00

were filed in this office and a certificate of incorporation was issued on

FEBRUARY 27, 1989;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 26, 1995.*

MAC

Antonio O. Garza, Jr.
Secretary of State

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the Corporation is VarTec National, Inc.

FILED
In the Office of the
Secretary of State of Texas

ARTICLE TWO

FEB 27 1989

The period of its duration is perpetual.

Corporations Section

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Two Million One Hundred Thousand (2,100,000) which shall be issued in the following classes:

- 1) 1,000,000 shares of Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.
- 2) 1,000,000 shares of Class "B" Common shares which shall have no par value and no voting rights.
- 3) 100,000 shares of a Single Class of Preferred shares which shall have no par value, and shall have no voting rights, but shall participate in all dividends or other payments to shareholders prior to participation by any Common Shareholders.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of share consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1180 Whispering Oak, DeSoto, Tx 75115 and the name of its initial registered agent at such address is ALVIE JOE MITCHELL, JR.

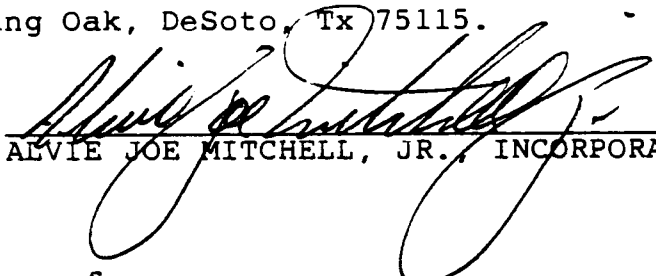
ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who will serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

ALVIE JOE MITCHELL, JR.
1180 Whispering Oak
DeSoto, Tx 75115

ARTICLE EIGHT

The name and address of the incorporator is: ALVIE JOE MITCHELL, JR., 1180 Whispering Oak, DeSoto, Tx 75115.


ALVIE JOE MITCHELL, JR., INCORPORATOR

STATE OF TEXAS

§

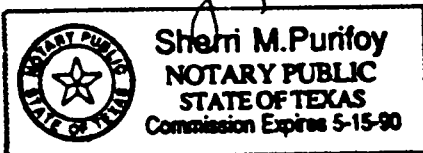
COUNTY OF DALLAS


§

§

Before me, a notary public, on this day personally appeared ALVIE JOE MITCHELL, JR., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 24th day of February, 1989.




NOTARY PUBLIC, STATE OF TEXAS

DEC 12 1990

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS DOMESTIC CORPORATION

Corporations Section

1. The name of the corporation is VARTEC NATIONAL, INC.

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 1180 Whispering Oak,
Desoto, Texas 75115

3. The address, including street and number, to which its registered office is to be changed is c/o C T CORPORATION SYSTEM, 350 N. St. Paul Street,
Dallas, Texas 75201

(Give new address or state "no change")

4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Alvin Joe Mitchell, Jr.

5. The name of its new registered agent is C T CORPORATION SYSTEM

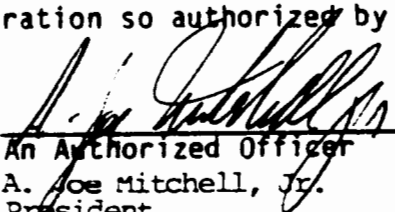
(Give new name or state "no change")

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

7. Such change was authorized by: (Check One)

 A. The Board of Directors

 X B. An officer of the corporation so authorized by the Board of Directors.


An Authorized Officer
A. Joe Mitchell, Jr.
President

ASSUMED NAME CERTIFICATE
OF
VARTEC NATIONAL, INC.

FILED
In the Office of the
Secretary of State of Texas
JUN 21 1991
Corporations Division

STATE OF TEXAS

COUNTY OF DALLAS

I, A. JOE MITCHELL, JR. PRESIDENT of VARTEC NATIONAL, INC., a Texas corporation, for the purpose of complying with Section 36.11 of the Business and Commerce Code of the State of Texas, do hereby certify the following facts:

1. That the assumed name under which the corporation will conduct and transact business is VARTEC TELECOM of Dallas County, Texas.

2. That the true and full name of the corporation conducting or transacting the business is VARTEC NATIONAL, INC. and the charter number or certificate of authority number is 1105487.

3. The state, country, or other jurisdiction under the laws of which the corporation was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is C.T. Corporation System, 350 N. St. Paul, Dallas, Texas 75201. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

4. The corporation is required to maintain a registered office in Texas, and the address of the registered office is 350 N. St. Paul, Dallas, Texas, 75201 and the name of its registered agent at this address is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

5. The corporation will use the assumed name from January 1, 1991, until Dec. 31, 2000.

6. The corporation VARTEC NATIONAL, INC., is transacting business under its assumed name in Dallas County Texas.

I have signed this certificate this 10th day of May.

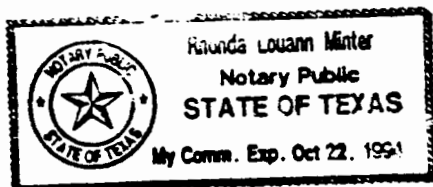
VARTEC NATIONAL, INC.

A. Joe Mitchell, Jr.
By: A. JOE MITCHELL, JR. PRESIDENT

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on May 10, 1991, by A. JOE MITCHELL, JR. of VARTEC NATIONAL, INC., a Texas corporation, on behalf of the corporation.



Rhonda Louann Minter
Notary Public, State of Texas

My Commission expires: Oct. 22, 1994

ASSUMED NAME CERTIFICATE
OF
VARTEC NATIONAL, INC.

FILED
In the Office of the
Secretary of State of Texas

JUN 21 1991

Corporations Section

STATE OF TEXAS

COUNTY OF DALLAS

I, A. JOE MITCHELL, JR. PRESIDENT of VARTEC NATIONAL, INC., a Texas corporation, for the purpose of complying with Section 36.11 of the Business and Commerce Code of the State of Texas, do hereby certify the following facts:

1. That the assumed name under which the corporation will conduct and transact business is VARTEC TELECOM, INC. of Dallas County, Texas.

2. That the true and full name of the corporation conducting or transacting the business is VARTEC NATIONAL, INC. and the charter number or certificate of authority number is 1105487.

3. The state, country, or other jurisdiction under the laws of which the corporation was incorporated is Texas, and the address of its registered or similar office in that jurisdiction is C.T. Corporation System, 350 N. St. Paul, Dallas, Texas 75201. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

4. The corporation is required to maintain a registered office in Texas, and the address of the registered office is 350 N. St. Paul, Dallas, Texas, 75201 and the name of its registered agent at this address is C.T. Corporation System. The address of the principal office is 3200 W. Pleasant Run Rd., Lancaster, Texas 75146.

5. The corporation will use the assumed name from January 1, 1991, until Dec. 31, 2000.

6. The corporation VARTEC NATIONAL, INC., is transacting business under its assumed name in Dallas County Texas.

I have signed this certificate this 10th day of May.

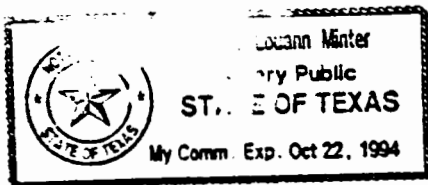
VARTEC NATIONAL, INC.

A. Joe Mitchell, Jr.
By: A. JOE MITCHELL, JR. PRESIDENT

STATE OF TEXAS

COUNTY OF DALLAS

This instrument was acknowledged before me on May 10, 1991, by A. JOE MITCHELL, JR. of VARTEC NATIONAL, INC., a Texas corporation, on behalf of the corporation.



Rhonda LouAnn Minter
Notary Public, State of Texas

My Commission expires: Oct. 22, 1994

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

JUL 20 1992
Corporations Section

Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The name of the corporation is VarTec National, Inc.

ARTICLE TWO

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on July 14, 1992. RESOLVED, that the corporation hereby changes its corporate name from VarTec National, Inc. to VarTec Telecom, Inc.

The amendment alters Article One of the original articles of incorporation and the full text of the provision altered is now as follows:

The name of the corporation is VarTec Telecom, Inc.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated 7/14, 1992.

VarTec National, Inc.

By A. Joe Mitchell, Jr.
A. Joe Mitchell, Jr., President
Its Authorized Officer

2 0 1 5 2 5 1 0 2 3 5

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**



Pursuant to the provisions of article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its articles of incorporation: **FILED**

In the Office of the
Secretary of State of Texas

ARTICLE ONE

The name of the corporation is VarTec Telecom, Inc.

JAN 11 1993

ARTICLE TWO

Corporations Section

The following amendment to the articles of incorporation was adopted by the shareholders of the corporation on December 31, 1992.

BE IT RESOLVED, that the corporation hereby changes its aggregate number of authorized shares from Two Million One Hundred Thousand (2,100,000) to One Thousand (1,000).

BE IT FURTHER RESOLVED, the corporation hereby deletes the entire 1,000,000 shares of Class "B" Common shares and the 100,000 shares of a Single Class of Preferred shares, while reducing the total number of authorized Class "A" Common shares from 1,000,000 to 1,000, thereby amending Article Four of the corporation's Articles of Incorporation dated February 27, 1989, in order to reflect this alteration.

The amendment alters Article Four of the original articles of incorporation and the full text of the provision altered is now as follows:

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000). The shares shall be issued as Class "A" Common shares which shall have no par value and which shall have full rights as provided by the Texas Business Corporation Act.

ARTICLE THREE

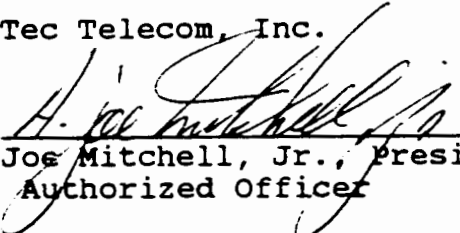
The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a unanimous consent in writing pursuant to Article 9.10 adopting said amendment and any written notice required by Article 9.10 has been given.

Dated January 8, 1993.

VarTec Telecom, Inc.

By 
A. Joe Mitchell, Jr., President
Its Authorized Officer

VarTec Telecom
3200 W. Pleasant Run Road
Lancaster, Texas 75146
(214) 230-7200
(214) 230-7299 Fax



ASSUMED NAME CERTIFICATE

FILED
in the Office of the
Secretary of State of Texas

AUG 08 1994

1. The name of the corporation, limited liability company, limited partnership, or ~~registered limited liability partnership~~ as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application or comparable document is VarTec Telecom, Inc.
2. The assumed name under which the business or professional service is or is to be conducted or rendered is U.S. Republic Communications
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is 3200 W. Pleasant Run Rd., Lancaster, TX 75146
4. The period, not to exceed 10 years, during which the assumed name will be used is ^{8-1-94 to} 7-31-2003.
5. The entity is a (circle one) business corporation, non-profit corporation, professional corporation, professional association, limited liability company, limited partnership, registered limited liability partnership or some other type of incorporated business, professional or other association (specify) _____
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 350 N. St. Paul, Dallas, TX 75201 and the name of its registered agent at such address is C.T. Corporation System. The address of the principal office (if not the same as the registered office) is 3200 W. Pleasant Run Rd., Lancaster, TX 75146
7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is _____ and the office address elsewhere is _____
8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT"):
ALL

(Certificate must be executed and notarized on the back of this form.)

Secretary of State

Corporations Section

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

DATE: 08/17/92
REQUEST NUMBER: 2528-1127
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 08/17/92 1503
EFFECTIVE DATE/TIME: 08/17/92 1503
CONTROL NUMBER: 0251074

TO:
VARTEC TELEVISION
3200 PLEASANT RUN
LANCASTER, TX 75146

RE:
VARTEC TELECOM, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

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

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - PROFIT

FROM:
VARTEC NATIONAL, INC.
3200 W. PLEASANT RUN
ROAD
LANCASTER, TX 75146-0000



**BRYANT MILLSAPS
SECRETARY OF STATE**



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

JOHN SHARP • COMPTROLLER • AUSTIN, TEXAS 78774

JUNE 9, 1995

VARTEC TELECOM INC
3200 W PLEASANT RUN RD
LANCASTER, TX 75146-1003

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, John Sharp, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

VARTEC TELECOM INC

is, as of this date, in good standing with this office having no franchise
tax reports or payments due at this time.

This certificate is valid through the date that the next franchise tax report
will be due, November 15, 1995.

This certificate is not valid for the purpose of dissolution, merger or
withdrawal.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 9th day of
June 1995 A.D.

JOHN SHARP
Comptroller of Public Accounts

Charter/C.O.A. number: 01105487-0