

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: 00113186
Hertz Technologies, Inc.
5601 Northwest Expressway
Oklahoma City, OK 73132

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

IN RE: CASE NUMBER: 95-02839

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

Keith Bissell
Chairman

Steve Hewlett
Commissioner

Sara Kyle
Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONERAPPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL INTEREXCHANGE
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-.57]RECEIVED
CONSUMER SERVICES DIV.
AUG 03 1995
TN PUBLIC SERVICE COMM.

SECTION A

Part 1: General Information

A. Name of Applicant Hertz Technologies, Inc.
Address 5601 Northwest Expressway, Oklahoma City
State OK Zip Code 73132 Phone No. (405) 720-5019

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
	SEE EXHIBIT	"I"		

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

Rebecca Reed (405) 720-5019 (405) 728-4615

Name Tennessee Phone No. Fax No.
CT Corporation (TN) 615-546-8030 615-522-8879D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. SEE EXHIBIT "2"

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. All states except Hawaii and Alaska.(To be filled out by PSC)
Company ID Number _____
Date Approved _____
Evaluator _____

113186/P50031

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 198709, Nashville, TN 37219-8709. 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.

All areas - statewide

J. What type of customers will the company serve?

- a. Business X
- b. Residential
- 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. NO

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes XX 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? SEE EXHIBIT "3"

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? None at this time.

P. What facility-based network will the applicant be reselling?

Wiltel, AT&T, MCI

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Billing Customer Directly

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.

We utilize independent agents and direct sales personnel.

S. Describe the procedures the applicant will use to switch a consumer's preferred

interexchange service. Customer is required to sign a service agreement which details services ordered. Customer also must sign a Letter of Agency for the carrier chosen. A RESP ORG form is required for 800 service. Once paperwork is complete we contact underlying carrier and process order.

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 XX No
- Our intent is to honor.
Our ability is limited to that of the underlying carrier.
- 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.

We do not provide operator services. Long distance operator services are provided by each underlying carrier. Applicant offers only presubscribed services.

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.

Hertz Technologies, Inc.

Company Name

Date

Dan Owen
Company Official

President

Title

Subscribed and sworn
before me this 21 day
of JULY, 1995

Billy K. Williams
Notary Public

My Commission Expires - 2-10-97

seal



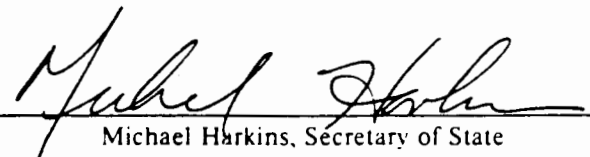
Office of Secretary of State

I, MICHAEL HARKINS, 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 HERTZ TECHNOLOGIES, INC. FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 1991, AT 1:30 O'CLOCK P.M.

* * * * *



711094096


Michael Harkins, Secretary of State

AUTHENTICATION: * 1010004

DATE: 04/06/1991

CERTIFICATE OF INCORPORATION
OF

HERTZ TECHNOLOGIES, INC.

* * * * *

1. The name of the corporation is
HERTZ TECHNOLOGIES, INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1,500); all of such shares shall be without par value.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
M. A. Brzoska	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
C. E. Kepka	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
D. A. Hampton	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. 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 statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 5th day of April, 1991.

M. A. Brzoska

M. A. Brzoska

C. E. Kepka

C. E. Kepka

D. A. Hampton

D. A. Hampton

- 3 -

RECEIVED
STATE OF DELAWARE

Office of the Secretary of State

1992 DEC 21 AM 11:00

EXAMINER
SECRETARY OF STATE

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY HERTZ TECHNOLOGIES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



Michael Ratchford
Michael Ratchford, Secretary of State

AUTHENTICATION: *3705951

DATE: 12/17/1992

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/21/92

REQUEST NUMBER: 2609-0035

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 12/21/92 1100

EFFECTIVE DATE/TIME: 12/21/92 1100

CONTROL NUMBER: 0260406

TO:
C T CORP. SYSTEM
% LEE WEENING
1633 BROADWAY 23RDFL
NEW YORK, NY 10019

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

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

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

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

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 12/21/92

FROM:
C T CORPORATION SYSTEM (1633 BROADWAY)
1633 BROADWAY

	FEE	TAX
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT:		\$600.00

NEW YORK, NY 10019-0000

RECEIPT NUMBER: 00001434869
ACCOUNT NUMBER: 00000025



Bryant Millsaps

**BRYANT MILLSAPS
SECRETARY OF STATE**

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

HERTZ TECHNOLOGIES, INC.

To the 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 HERTZ TECHNOLOGIES, 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 Delaware3. The date of its incorporation is April 5, 1991 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual4. The complete street address (including zip code) of its principal office is _____

<u>5601 N.W. Expressway,</u>	<u>Oklahoma City,</u>	<u>Oklahoma</u>	<u>73132</u>
Street	City	State/Country	Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

<u>530 Gay Street,</u>	<u>Knoxville, Tennessee</u>	<u>County of Knox</u>	<u>37902</u>
Street	City/State	County	Zip Code

The name of its registered agent at that office is

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 attached rider

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

See attached rider

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

_____, 19____ (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.]

December 15, 1992
Signature DatePresident
Signer's Capacity

SS-4431 (Rev. 8/89)

HERTZ TECHNOLOGIES, INC.

Name of Corporation

Gary Orrell
SignatureGary Orrell

Name (typed or printed)

Filing Fee: \$300.00