

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee
March 28, 2002

IN RE:

ACC National Long Distance Corp.

**For Revocation of Authority to Conduct Business
as a Public Utility in the State of Tennessee**

)

)

)Docket No. 95-02952

)Company ID:114014

**ORDER REVOKING AUTHORITY TO CONDUCT
BUSINESS AS A PUBLIC UTILITY IN THE STATE OF TENNESSEE
FOR FAILURE TO PROVIDE SURETY BOND OR IRREVOCABLE LETTER OF
CREDIT**

This matter came before the Tennessee Regulatory Authority (hereafter the "Authority" or "TRA") to consider the revocation of the authority of ACC National Long Distance Corp. (hereafter the "Company") to conduct business in the state of Tennessee as a public utility for failure to comply with Tenn. Code Ann. § 65-4-125. This matter was considered by the Authority at a regularly scheduled Authority Conference held on March 26, 2002.

Tenn. Code Ann. § 65-4-125(j) provides:

(j) By September 1, 2000, all telecommunications service providers subject to the control and jurisdiction of the authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to § 65-4-301(b), or any telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million dollars (\$5,000,000), shall file with the authority a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding, brought under this title or the Consumer Telemarketing Protection Act of 1990, compiled in title 47, chapter 18, part 15, by or on behalf of the authority.

The Company has failed to comply with Tenn. Code Ann. § 65-4-125(j) that requires all telecommunications service providers that own and operate equipment facilities in Tennessee with a value of less than five million dollars (\$5,000,000) to file with the Authority a \$20,000 corporate surety bond or irrevocable letter of credit to secure the payment of any monetary sanction imposed in any enforcement proceeding. Notices advising each company of this requirement were mailed on August 15, 2000 via first class mail. On July 17, 2001, via certified

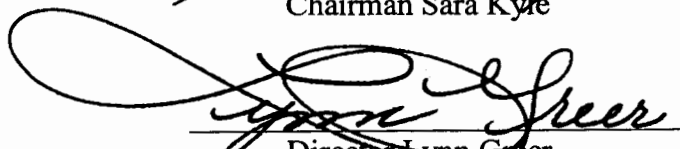
mail, Notice of Non-compliance was mailed to all companies that were out of compliance. The Company did not respond to these notices.

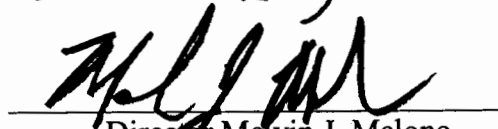
On February 11, 2002, a Notice of Cancellation (hereafter the "Notice") was sent, certified, return receipt requested, to the Company. The Notice advised the Company that if the Authority did not receive a response from the Company by March 13, 2002, regarding its failure to file with the Authority the required \$20,000 corporate surety bond or irrevocable letter of credit; its authority to transact business in the state of Tennessee as a public utility would be subject to cancellation at a regularly scheduled Authority Conference thereafter. The Company did not respond to this Notice.

IT IS THEREFORE ORDERED THAT:

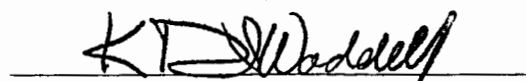
- 1) The authority of ACC National Long Distance Corp., granted in Docket No. 95-02952, to conduct business in the state of Tennessee as a public utility is hereby revoked,
- 2) Any party aggrieved by the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within fifteen (15) days from the date of this Order; and
- 3) Any party aggrieved with the Authority's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.


Chairman Sara Kyle


Director Lynn Greer


Director Melvin J. Malone

ATTEST:


K. David Waddell, Executive Secretary

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: 00114014
ACC National Long Distance Corp.
400 West Ave.
Rochester, NY 14611

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee September 14, 1995

IN RE: CASE NUMBER: 95-02952


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.


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]**

SECTION A

Part 1: General Information

A. Name of Applicant ACC National Long Distance Corp. ("ACC")
Address 400 West Avenue, Rochester
State NY Zip Code 14611 Phone No. (716) 987 - 3000

B. Owner, Partners, or Corporate Officer

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP CODE</u>
Richard T. Aab	400 West Avenue	Rochester	NY	14611
Michael L. LaFrance	400 West Avenue	Rochester	NY	14611
Francis D.R. Coleman	400 West Avenue	Rochester	NY	14611
Michael R. Daley	400 West Avenue	Rochester	NY	14611
John J. Zimmer	400 West Avenue	Rochester	NY	14611

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday. Applicant does not have a Tennessee address at this time. Commission inquiries concerning the ongoing operations of the Company may be directed to Richard Ottalagana at 716-987-3224 (phone) or 716-987-3335 (facsimile).

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. 800-456-6000

E. Check the type of telecommunications services you plan to provide in Tennessee. **RECEIVED**
X Resell Interexchange long distance services **CONSUMER SERVICES DIV**
____ Operator Services
____ Other (describe below) _____ **AUG 16 1995**

F. If providing operator services, list company name, address and contact person for Tennessee. Provide the above information on Appendix I. **TENNESSEE PUBLIC SERVICE COMMISSION**

Not applicable. ACC will not provide operator services in Tennessee.

G. List the state(s) you are authorized to operate in at this time. Alabama, Arizona, Arkansas, California, Colorado, Delaware, Florida, Idaho, Indiana, Iowa, Louisiana, Maryland, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Jersey, North Carolina, North Dakota, Oklahoma, Oregon, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Virginia, Washington, West Virginia, Wisconsin and Wyoming.

(To be filled out by PSC)
Company ID Number 11404
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) University locations.
- 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 II.^{1/}
See attached Appendix II.
- N. What is the applicant's 10XXX or 800 access code? 10234; 800-388-1111 (for travel service access)
- 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? Applicant will provide resold services over facilities leased from AT&T, MCI and Allnet.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?^{2/}
Applicant will bill customers directly. A sample bill rendered by ACC is appended hereto as Attachment 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.
ACC has not finalized its marketing plan, however, ACC expects that its initial marketing vehicles will include press releases, direct mail and in-house telemarketing.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. ACC requires signed contracts from potential customers requesting its services and authorizing ACC to notify their existing telephone company to change their primary interexchange carrier to ACC. If the customer makes the request via telephone, ACC makes a separate call to the customer at a later time to confirm the customer's authorization to switch its preferred interexchange service to ACC.

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^{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.

ACC's Certificate of Incorporation is appended hereto as Attachment B. ACC's Certificate of Authority to transact business in Tennessee is appended as Attachment C.

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.

ACC is financially qualified to provide intrastate interexchange telecommunications services within the state. In particular, ACC has access to the capital necessary to fulfill any obligations it may undertake with respect to the provision of intrastate telecommunications services.

Appended hereto as Attachment D is the 1994 Annual Report of ACC Corp., Applicant's parent company, which includes ACC's Corp.'s audited financial statements.

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)^{2/}, which includes a toll-free number consumers can call for service problems and refunds.

Not applicable.

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TO PUBLIC SERVICE COMM.

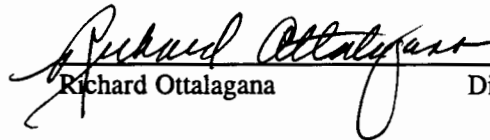
^{2/} It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

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.

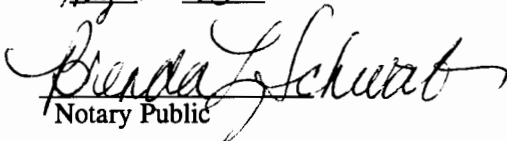
ACC National Long Distance Corp.
Company Name

8/2/95
Date


Richard Ottalagana

Director of Regulatory Affairs

Subscribed and sworn
before me this 2nd day
of Aug, 19 95


Notary Public

seal

BRENDA L. SCHWAB
Notary Public, State of New York
Qualified in Monroe County
Commission Expires Jan. 22, 1997

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CONSUMER SERVICES DIV.

AUG 16 1995

TN PUBLIC SERVICE COMM.

State of Delaware
Office of the Secretary of State

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 "ACC NATIONAL LONG DISTANCE CORP." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *4117156

DATE: 10/26/1993

723298150

**CERTIFICATE OF INCORPORATION
OF
ACC NATIONAL LONG DISTANCE CORP.
(a Delaware Corporation)**

ARTICLE ONE

The name of the Corporation is ACC National Long Distance Corp.

ARTICLE TWO

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

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares, all of one class of Common Stock without par value, and each share of Common Stock shall be entitled to one vote on all matters as to which such stock is entitled to vote.

ARTICLE FIVE

The business and affairs of the Corporation shall be managed by its Board of Directors which shall consist of not less than three persons. The exact number of Directors shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation and may be increased or decreased as therein provided. Directors of the Corporation need not be elected by ballot unless required by the Bylaws. The Board of Directors is authorized to adopt, alter, amend or repeal the Bylaws, subject

to the right of the stockholders to adopt, alter, amend or repeal Bylaws made by the Board of Directors; provided, however, that Bylaws shall not be adopted, altered, amended or repealed by the stockholders except by the affirmative vote of the holders of at least 80% of the issued and outstanding Common Stock of the Corporation.

ARTICLE SIX

SECTION 1

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. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

SECTION 2

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnatee"), whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be

amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss, including without limitation attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement, reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in Paragraph (b) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding, or part thereof, initiated by such indemnitee only if such proceeding, or part thereof, was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by the Court of Chancery of the State of Delaware or the court in which such proceeding is brought, that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise (hereinafter an "undertaking").

(b) Right of Indemnitee to Bring Suit. If a claim under Paragraph (a) of this Section is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be

entitled to recover such expenses upon an adjudication by the Court of Chancery of the State of Delaware or the court in which such suit is brought, that the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified or to such advancement of expenses under this Section or otherwise shall be on the Corporation.

(c) Non-Exclusivity of Rights. The rights to indemnification and the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested Directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(e) Indemnification of Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of Directors, officers and employees of the Corporation.

ARTICLE SEVEN

SECTION 1

Notwithstanding anything contained in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of at least 80% of the issued and outstanding Common Stock of the Corporation shall be required to alter, amend, adopt any provision inconsistent with or repeal Articles FIVE, SIX, and this Section 1 of Article SEVEN of this Certificate of Incorporation in any respect.

SECTION 2

Except as otherwise provided in this Certificate of Incorporation, the Corporation reserves the right at any time and from time to time to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or as hereafter prescribed by law, and all rights, preferences and privileges conferred upon stockholders, Directors and officers by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are subject to the right reserved in this Section.

ARTICLE EIGHT

The name and mailing address of the incorporator of the Corporation is: Thomas P. Young, Esq., 1800 Lincoln First Tower, Rochester, New York 14604.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator for the purpose of forming a corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, has executed this Certificate of Incorporation this 25th day of October, 1993.


Thomas P. Young
Sole Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/05/94
REQUEST NUMBER: 2900-0321
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 10/05/94 1027
EFFECTIVE DATE/TIME: 10/05/94 1027
CONTROL NUMBER: 0284722

TO:
HIO CORPORATE SERVICES
SUITE 501
516 N. CHARLES ST.
BALTIMORE, MD 21201

RE:
ACC NATIONAL LONG DISTANCE CORP.
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: 10/05/94

FROM:
HIO CORPORATE SERVICES
307 DOLPHINE STREET
BALTIMORE, MD 21217-0000

	FEES	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00001703394
ACCOUNT NUMBER: 00137567



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

1993 OCT 10 10:12 AM

RECEIVED
STATE OF TENNESSEE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

94 OCT -5 AM 10: 27

ACC NATIONAL LONG DISTANCE CORP.

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 ACC NATIONAL LONG DISTANCE CORP.

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 State of Delaware

3. The date of its incorporation is October 25, 1993, and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

400 West Avenue, Rochester, New York 14611

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

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STATE OF DELAWARE

State of Delaware

PAGE 1

Office of the Secretary of State

94 OCT -5 AM 10: 27

RILEY DARNELL
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACC NATIONAL LONG DISTANCE CORP." 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 NINETEENTH DAY OF SEPTEMBER, A.D. 1994.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACC NATIONAL LONG DISTANCE CORP." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1993.



Edward J. Freel

Edward J. Freel, Secretary of State

2399920 8300

AUTHENTICATION: 7242244

944175119

DATE: 09-19-94