

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

IN RE:	Capital Long Distance)	
	Request for Cancellation of)	Docket No.
	Authority to Resell)	95-03339
	Telecommunications Services)	
	in Tennessee)	

**ORDER GRANTING CANCELLATION
OF AUTHORITY TO PROVIDE OPERATOR SERVICES/
RESELL TELECOMMUNICATIONS SERVICES**

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of Capital Long Distance, (hereafter "Capital") to cancel its authority to resell telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on July 7, 1998.

WHEREFORE, having considered the request of Capital to cancel its authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

1) That the request of Capital Long Distance to cancel its authority to resell telecommunications services in Tennessee, Docket No. 95-03339, is hereby granted; and

- 2) That this docket is herewith closed.


CHAIRMAN


DIRECTOR


DIRECTOR

ATTEST:


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: 00116466
Capital Long Distance
600 Congress Ave.
Ste. 1360
Austin, TX 78701

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee November 10, 1995

IN RE: CASE NUMBER: 95-03339

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 November 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.

Marcia Lewis
Executive Director
Office

Keith Bissell
Chairman
Steve Hewlett
Commissioner
Sara Kyle
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 Capital Network System, Inc. d/b/a Capital Long Distance
Address 600 Congress Avenue, Suite 1360, Austin
State TX Zip Code 78701 Phone No. (512) 477-6566

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Robert A. Rowland	600 Congress Ave.	Ste. 1360, Austin	TX	78701
Donald D. Simmons	600 Congress Ave.	Ste. 1360, Austin	TX	78701
C. Michael Moehle	600 Congress Ave.	Ste. 1360, Austin	TX	78701
Daniel Matheson	600 Congress Ave.	Ste. 1360, Austin	TX	78701

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

Douglas Britton (800) 777-6577 (512) 472-1173
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. 800-777-6577

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

☒ Resell Interexchange long distance services
☐ Operator Services
☒ Other (describe below) Travel Card Services

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. AR, AZ, CA, CO, DE, FL, GA, ID, IL, IN, KS, KY, LA, MD, MA, MN, MS, MO, NE, NJ, NM, NY, NC, OH, OR, PA, SC, SD, TX, VT, WA, WI

(To be filled out by PSC) 95-3339
Company ID Number 116406
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.
N/A
- I. Areas in Tennessee to be served.
CLD intends to provide service throughout the State of Tennessee.
- 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 _____ No _____ N/A
- 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? 10425
- 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? Owest
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Billing and collecting will be handled by Capital Long Distance.
- 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.
The services of CLD are marketed by in-house sales representatives.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. After receiving a signed letter of Agency, CLD will submit this order to the appropriate LEC electronically.

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 _____ No x Operator assisted service will not be offered.

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.

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.



Company Name _____ Date _____
Capital Network System, Inc.
d/b/a Capital Long Distance

Donald Simmons *EVP*
Company Official _____ Title _____
Donald Simmons
Executive Vice-President

Subscribed and sworn
before me this 12th day
of Sept., 1995

Charles Rowe
Notary Public

seal

ARTICLES OF INCORPORATION
OF
DALLAS OPERATOR SERVICE, INC.

FILED
In the Office of the
Secretary of State of Texas

NOV 17 1987

Corporations Section

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Dallas Operator Service, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which this corporation is organized is to engage in any act, activity and/or business for which corporations may be organized under the Texas Business Corporation Act; provided, however, that this corporation shall not transact any business in this state which is prohibited by Article 2.01-B of the Texas Business Corporation Act, as amended.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) without par value. The corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate and unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE V

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received.

7 0 3 2 1 1 2

ARTICLE VI

No shareholder of this corporation shall have, by reason of his holding, shares of any class of stock of this corporation, any preemptive or preferential right to purchase or subscribe for any shares (including treasury shares) of any class of stock of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other security convertible into or carrying options, warrants or rights to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any shares or such notes, debentures, bonds or other security would adversely affect the dividend or voting rights of any such shareholder, other than such rights, if any, as the Board of Directors, at its discretion, from time to time may grant, and at such price as the Board of Directors at its discretion may fix; and the Board of Directors may issue shares of any class of stock of this corporation or any notes, debentures, bonds or other securities convertible into or carrying options, warrants or rights to purchase shares of any class without offering any such shares of any class or such notes, debentures, bonds or other security either in whole or in part to the existing shareholders of any class.

ARTICLE VII

All of the corporation's directors and officers and former directors and officers and all persons who may have served at this corporation's request as a director or officer of another corporation in which this corporation owns shares of capital stock or of which this corporation is a creditor, shall be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. The foregoing right to indemnification shall include reimbursement of the amounts and expenses paid or incurred in settlement of any such action, suit or proceeding if settlement thereof or a plea of nolo contendere (or other plea of substantially the same import and effect) in the opinion of counsel for this corporation appears to be in the interest of this corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or under any bylaws, agreement, vote of shareholders or otherwise.

ARTICLE VIII

The right to cumulate votes in the election of directors and/or cumulative voting by any shareholder is hereby expressly denied.

ARTICLE IX

The street address of the corporation's initial registered office is 1122 Colorado Street, Unit 2004, Austin, Texas 78701, and the name of its initial registered agent at such address is Robert A. Rowland.

1 1 ; 3 2 3 0 1 2 7 4

ARTICLE X

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders and until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Robert A. Rowland	609 W. 9th St. Austin, Texas 78701

ARTICLE XI

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
William A. Broussard	1500 United Bank Tower Austin, Texas 78701

ARTICLE XII

The Board of Directors is expressly authorized to adopt, alter and amend the bylaws of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of November, 1987.

William A. Broussard
William A. Broussard

THE STATE OF TEXAS :
COUNTY OF TRAVIS :

I, LINDA CAMP, a Notary Public, do hereby certify that on this 17th day of November, 1987, personally appeared before me Robert A. Rowland, who being by me first duly sworn, declared that he signed the foregoing document as incorporator and that the statements therein contained are true.

Linda Camp
Notary Public in and for State of Texas

My Commission Expires:

1-17-91

DATED: April 27, 1988

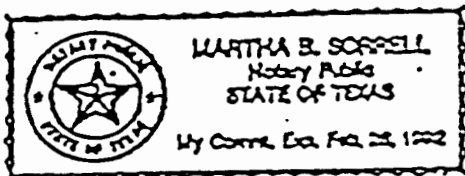
CAPITAL NETWORK SYSTEM, INC.

By: Michael Moehle
Michael Moehle
Vice President

STATE OF TEXAS)
)
COUNTY OF TRAVIS)

BEFORE ME, a notary public, on this day personally appeared Michael Moehle, known to me to be the person whose name is subscribed to the foregoing instrument 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 29th day of April, A.D. 1988.



Martha B. Sorrell
Notary Public in and for
the State of Texas

My Commission Expires:

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DALLAS OPERATOR SERVICE, INC.

FILED
In the Office of the
Secretary of State of Texas

MAY 02 1988

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 Dallas Operator Service, Inc.

ARTICLE TWO

Article One and Article Four of the original Articles of Incorporation are amended to read in their entirety as follows:

ARTICLE ONE

The name of the Corporation is Capital Network System, Inc.

ARTICLE FOUR

The aggregate number of shares of stock which the Corporation shall have authority to issue is two million (2,000,000) shares of common stock, no par value.

ARTICLE THREE

The foregoing amendments were adopted by the sole shareholder of the Corporation on April 22, 1988.

ARTICLE FOUR

The number of shares of the Corporation outstanding at the time of the adoption of the amendment was 1,000, and the number of shares entitled to vote thereon was 1,000.

ARTICLE FIVE

The holder of all of the shares outstanding and entitled to vote on said amendment has signed a unanimous written consent dated as of April 22, 1988 adopting said amendments.

DATED: April 29, 1988

CAPITAL NETWORK SYSTEM, INC.

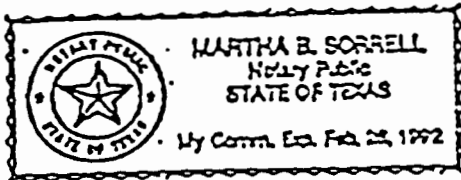
By: *Michael Moehle*
Michael Moehle
Vice President

STATE OF TEXAS)

COUNTY OF TRAVIS)

BEFORE ME, a notary public, on this day personally appeared Michael Moehle, known to me to be the person whose name is subscribed to the foregoing instrument 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 29th day of April, A.D. 1988.



Martha B. Sorrell
Notary Public in and for
the State of Texas

My Commission Expires:



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

CAPITAL NETWORK SYSTEM, INC.

Articles of Amendment

November 22, 1989



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, this

22nd day of November, A. D. 19⁸⁹

James S. Bayne Jr.
Secretary of State

dem

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CAPITAL NETWORK SYSTEM, INC.

FILED
In the Office of the
Secretary of State of Texas

NOV 22 1989

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 Capital Network System, Inc..

ARTICLE TWO

An amendment to the Articles of Incorporation was adopted by the sole shareholder of the corporation on November 21, 1989, in order to reduce the aggregate number of shares of stock the corporation has authority to issue from Two Million (2,000,000) shares of common stock, no par value to Ten Thousand (10,000) shares of common stock, no par value.

Article IV of the Articles of Incorporation, as previously amended, is hereby amended and revised in its entirety so as to read as follows:

"The aggregate number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, no par value."

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was 1000 shares of common stock; 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 adopting said amendment.

Dated November 22, 1989.

CAPITAL NETWORK SYSTEM, INC.,
a Texas corporation

By: Robert A. Rowland
Robert A. Rowland, President

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this 22nd day of November, 1989,
by Robert A. Rowland, President of Capital Network System, Inc., a Texas corporation, on
behalf of said corporation.

Mary Stephens
Notary Public in and for the State of Texas

MARY Stephens
Notary's Printed Name

My Commission Expires:

7/1/92

Secretary of State

Corporations Section

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

DATE: 06/17/93
REQUEST NUMBER: 2702-2210
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/17/93 1001
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0266286

TO:
CIT CORPORATION SYSTEM
%RODNEY LIEMBE
311 DALLAS AVE.
HOUSTON, TX 77002

RE:
CAPITAL LONG DISTANCE
ASSUMED NAME REGISTRATION

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

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

FOR: ASSUMED NAME REGISTRATION

ON DATE: 06/17/93

FROM:
CIT CORPORATION SYSTEM (HOUSTON, TX.)
311 DALLAS AVE
HOUSTON, TX 77002-0000

RECEIVED: FEE \$10.00 TAX \$10.00
TOTAL PAYMENT: \$20.00

RECEIPT NUMBER: 00001523334
ACCOUNT NUMBER: 00000023



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
STATE OF TENNESSEE
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

93 JUN 17 AM 10:02

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

SECRETARY OF STATE

1. The true name of the corporation is _____

Capital Network System, Inc.

2. The state or country of incorporation is Texas

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The corporation is for profit.

~~The corporation is nonprofit.~~

[NOTE: Please strike the sentence which does not apply to this corporation.]

5. The assumed corporate name the corporation proposes to use is _____

Capital Long Distance

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

June 7, 1993
Signature Date

Vice-President

Signer's Capacity

Capital Network System, Inc.

Name of Corporation

Don Simmons
Signature

Don Simmons

Name (typed or printed)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 05/26/93
REQUEST NUMBER: 2697-0207
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 05/26/93 0953
EFFECTIVE DATE/TIME: 05/26/93 0953
CONTROL NUMBER: 0266288

TO:
CT CORP. SYSTEM
%BEVERLY PARKER
911 DALLAS. #1500
HOUSTON. TX 77002

RE:
CAPITAL NETWORK SYSTEM, 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: 05/26/93

FROM:
C T CORPORATION SYSTEM (HOUSTON. TX.)
911 DALLAS AVE

HOUSTON. TX 77002-0000

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

RECEIPT NUMBER: 00001516485
ACCOUNT NUMBER: 00000023



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED
RECEIVED
STATE OF TENNESSEE
MAY 26 AM 9 53

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

CAPITAL NETWORK SYSTEM 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 CAPITAL NETWORK SYSTEM, 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 Texas

3. The date of its incorporation is November 17, 1987 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

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

600 Congress Ave., Ste. 1250, Austin, Texas 78701

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

c/o C T Corporation System, 530 Gay Street, Knoxville, County of Knox 37902

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 list of officers

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

See attached list of directors

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

N/A, 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.]