

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

H. LYNN GREER, JR., DIRECTOR
SARA KYLE, DIRECTOR
MELVIN J. MALONE, DIRECTOR



Company ID: 00116052
Premiere Communications, Inc.
3399 Peachtree Rd.
Ste. 400
Atlanta, GA 30326

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee August 14, 1996

IN RE: CASE NUMBER: 95-03352 *

Application for Authority for Operator Services and/or Resell
Telecommunications Service and/or Telecommunications Operator Services
Services in Tennessee Pursuant to Rule 1220-4-2-.57.

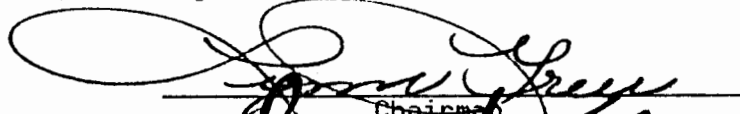
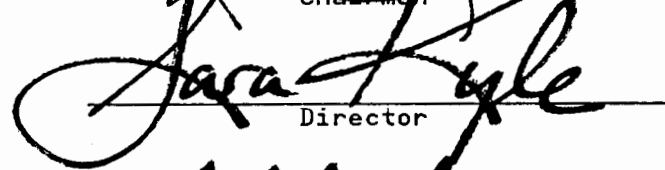
---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at its regularly scheduled Commission Conference held on August 13, 1996 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of 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 a 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 TRA 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 TRA'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 TRA'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 Secretary


Chairman

Director

Director

TENNESSEE PUBLIC SERVICE COMMISSION
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

SEP 08 1995 / pc

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

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: Premiere Communications, Inc.,

Address 3399 Peachtree Road, Suite 400, Atlanta
State: Georgia Zip Code: 30326 Phone No. (404)237-2911

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Boland T. Jones President	3399 Peachtree Road, Suite 400	Atlanta	GA	30326
David Gregory Smith Executive Vice President	3399 Peachtree Road, Suite 400	Atlanta	GA	30326

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

Name Boland T. Jones
Tennessee Phone No. (404)237-2911 Fax No. (404)231-4393

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.

(800)725-1000

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.

95-3352
(To be filled out by PSC)
Company ID Number 116052
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.

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

Premiere is authorized to operate in Alabama, Arizona, California, Colorado, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Nevada, North Carolina, Ohio, South Carolina, and Texas. The Company is pending in Massachusetts, Mississippi, New Mexico, New York, Oregon, Pennsylvania, and Washington. No certification is required in Montana, Michigan, Utah or Virginia.

H. List any states that you have been denied authority to provide service.

None.

I. Areas in Tennessee to be served.

Entire State

J. What type of customers will the company serve?

- a. Business X
- b. Residential X
- c. Aggregators X
(e.g. Hotels, Payphones)
- d. Other (specify) _____

K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount.

No.

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Yes.

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?

The Company does not use a 10-XXX code. Access by 1-800 is available for travel cards and is printed on each individual card.

O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

No.

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.

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

WilTel

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

The local telephone company's billing system will be utilized in areas where a billing and collection agreement exists between Premiere's third party clearinghouse and the local exchange carrier. Premiere will also bill some customers 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.

Premiere will employ its own sales force to market directly to business and residential customers, as well as aggregator locations.

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

Premiere obtains a written letter of agency from all customers and submits PIC changes to the appropriate LEC. Customers may also contact the LEC directly to switch to Premiere.

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 _____

²A copy of a bill is required if the applicant is going to bill the customer direct.

Part II: Organization Structure

A. Type of Organization

_____ Individual X Corporation
_____ Partnership _____ Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

Part IV: Display Card

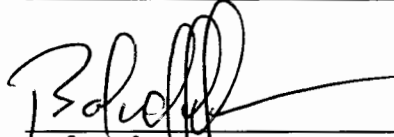
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds.

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

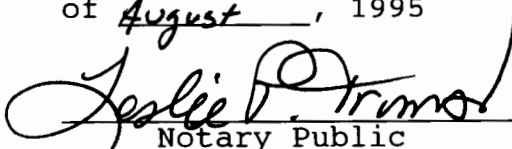
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations.
 - Understands the penalties for non-compliance, and all associated 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.
 - That all information provided in the attached registration document is true to the best of my knowledge.

Premiere Communications, Inc.


Boland T. Jones
President

Date: Aug 29, 1995

Subscribed and sworn
before me this 29th day
of August, 1995


Notary Public

SEAL

Notary Public, Fulton County, Georgia
My Commission Expires Dec. 21, 1998

ARTICLES OF INCORPORATION

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PREMIERE COMMUNICATIONS, INC., a corporation organized under the laws of the State of Florida, filed on October 22, 1991, effective October 21, 1991, as shown by the records of this office.

The document number of this corporation is S89009.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
day of
3rd January, 1992.



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION FILED
OF
PREMIERE COMMUNICATIONS, INC.
91 OCT 22 AM 8:20
SECRETARY OF STATE
TAMPA, FLORIDA

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is PREMIERE COMMUNICATIONS, INC. The corporation's address is 800 West Platt Street, Suite Four, Tampa, Florida 33606.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence October 21, 1991; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE III

BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of no par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the corporation will not have preemptive rights.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 800 West Platt Street, Suite Four, Tampa, Florida 33606 and the initial registered agent at that same address is David Gregory Smith.

ARTICLE VII

INITIAL DIRECTORS

The following named persons will be the initial directors of the corporation:

Boland T. Jones
George L. MacKay
David Gregory Smith

The initial directors will hold office for the first year of the corporation's existence and until their successors are duly elected and qualified, subject to their resignation, or their removal by the shareholders of the corporation at any time with or without cause.

ARTICLE VIII

INDEMNIFICATION

A. The corporation will indemnify any person who is or was a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, and not opposed to, the best interests of the corporation or, with

respect to any criminal proceeding, had reasonable cause to believe that the person's conduct was unlawful.

B. The corporation will indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal; provided however, that the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation. No indemnification will be provided under this paragraph B in respect of any claim, issue, or matter as to which the person has been adjudged to be liable unless, and only to the extent that, the court in which the proceeding was brought, or any other court of competent jurisdiction, determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

C. Any indemnification pursuant to these Articles of Incorporation will be made upon a determination, by a majority vote of those directors who are not at that time a party to the proceedings (if at least two such directors are available), that indemnification is proper under the circumstances based upon the standards set forth in these Articles of Incorporation. If, at least two disinterested directors are not available, then the determination will be made by independent legal counsel selected by a majority vote of the board of directors, including those directors who are parties to the proceeding.

D. The indemnification provided for by these Articles of Incorporation will not be exclusive and the corporation may make any other indemnification allowed by law. Moreover, the indemnification provided for by these Articles of Incorporation will continue as to any person who has ceased to be a director, officer, employee, or agent of the corporation or ceases to at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise and will inure to the heirs, executors, and administrators of such a person.

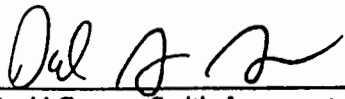
E. The indemnification provided for by these Articles of Incorporation will be personal in nature and the corporation will not have any liability to any insurer or any person, corporation, partnership, trust or association or other entity (other than heirs, executors or administrators) by reason of subrogation, assignment or succession by any other means to the claim of any person indemnified pursuant to these Articles of Incorporation.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is David Gregg Smith, 800 West Platt Street, Suite Four, Tampa, Florida 33606.

IN WITNESS WHEREOF the incorporator has executed these Articles of Incorporation
12-21, 1991.



David Gregory Smith, Incorporator

TENNESSEE SECRETARY OF STATE CERTIFICATE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/05/92

REQUEST NUMBER: 2371-1025

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 02/05/92 1057

EFFECTIVE DATE/TIME: 02/05/92 1057

CONTROL NUMBER: 0249665

TO:

C T CORPORATION SYSTEM

ATTN: BARBARA BURKE

8751 W BROWARD BLVD

PLANTATION, FL 33324

RE:

PREMIERE COMMUNICATIONS, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE CERTIFICATE OF AUTHORITY FOR THE ABOVE CORPORATION IS VALID AS OF THE EFFECTIVE DATE INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR (EFFECTIVE JULY 1, 1990). PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF YOUR 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

RECEIVED: \$300.00

ON DATE: 02/05/92

FROM:
C T CORPORATION SYSTEM (PLANTATION, FL.)
8751 W BROWARD BLVD

RECEIPT NUMBER: 00001304432
ACCOUNT NUMBER: 00000008

PLANTATION, FL 33324



Bryant Millsaps

BRYANT MILLSAPS
SECRETARY OF STATE

SAMPLE DISPLAY CARD