

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: 00116517
American Teletronics Long Distance, Inc.
70 West Madison
Ste. 5500
Chicago, IL 60602

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee October 13, 1995

IN RE: CASE NUMBER: 95-03380

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 October 11, 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 American Teletronics Long Distance, Inc.

Address 70 West Madison, Suite 5500 Chicago

State IL Zip Code 60602 Phone No. (312) 372-7575 *Disconnected, 2/7/99*

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
John Paulsen	70 W. Madison	Chicago	IL	60602
Frank Aulenta	70 W. Madison	CHicago	IL	60602
Henry Paulsen	70 W. Madison	Chicago	IL	60602

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

Christina Weiksnar (312) 372-7575 (312) 372-7706
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) 245-4232

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

☒ X Resell Interexchange long distance services

☐ Operator Services

☐ Other (describe below) _____

F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I. N/A

G. List the state(s) you are authorized to operate in at this time. All except ME, NM, SC, SD, HI, AK

(To be filled out by PSC)

Company ID Number 95-3380 116517

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.

I. Areas in Tennessee to be served.

All areas where facilities are available

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. 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 II¹.

N. What is the applicant's 10XXX or 800 access code? 10216 or 10555

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? WilTel

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Applicant will utilize USBI and DCA, but will not bill customers direct

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.
Applicant will market its services through independent sales agents in the state of Tennessee; Applicant will not utilize an independent telemarketing firm to market its services in TN presently.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will first obtain a verified, signed letter of authorization executed by the person authorized to switch long distance providers; orders for long distance service will be submitted electronically; LOA's will be kept on premise or obtainable with 48 hours.

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 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. (Appendix III)
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. (Appendix IV)

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. (Appendix V)

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 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.

American Teletronics Long Distance, Inc.

Company Name

Date

Company Official

Title

Vice President

Subscribed and sworn
before me this 7 day
of Sept., 1995

Christina M. Weiksnar
Notary Public



seal



0060960550

Whereas, ARTICLES OF INCORPORATION OF
AMERICAN TELETRONICS LONG DISTANCE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 3TH
day of FEBRUARY AD 1990 and
of the Independence of the United States
the two hundred and 14TH.

Jim Edgar

SECRETARY OF STATE

Secretary of State
State of Illinois

Payments must be made by Certified Check, Cashiers' Check or a Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

ARTICLES OF INCORPORATION

File #

This Space For Use By
Secretary of State

Date 2-8-90
License Fee \$ 25.00
Franchise Tax \$ 75.00
Filing Fee \$ 10.00
Clerk 10.00

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporators hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is AMERICAN TELETRONICS LONG DISTANCE, INC.
(shall contain the word "corporation", "company", "incorporated",

"United", or an abbreviation thereof)

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent JOHN C. PAULSEN
First Name Middle Name Last Name

Registered Office 208 South LaSalle Street (Suite 550)
Number Street Suite # (A P.O. Box alone is not acceptable)
City Chicago 60697 Cook
State Ill. Zip Code Country

ARTICLE THREE The purpose or purposes for which the corporation is organized are:
If not sufficient space to cover this point, add one or more sheets of this size.

TO ENGAGE IN ANY LAWFUL ACTIVITY AS PERMITTED
UNDER THE ILLINOIS "BUSINESS COOPERATION ACT"

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
COMMON	\$5.00	10,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

***If not sufficient space to cover this point, add one or more sheets of this size.**

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

PAID

FEB 1 1980

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	\$5.00	200	\$ 1,000
			\$
			\$
			\$
		TOTAL	\$ 1,000

* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to par value is desired.

55A3-621-3

ARTICLE SIX **OPTIONAL**

The number of directors constituting the initial board of directors of the corporation is _____ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address

ARTICLE SEVEN **OPTIONAL**

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

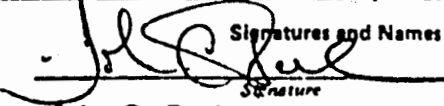
ARTICLE EIGHT **OTHER PROVISIONS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated February 1, 1990

	Signatures and Names	Post Office Address
1.	 John C. Paulsen Name (please print)	208 South LaSalle Street (Suite 550) Chicago, Illinois 60697 City/Town State Zip
2.	_____ Name (please print)	_____ City/Town State Zip
3.	_____ Name (please print)	_____ City/Town State Zip

Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on confirmed copies.

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Form BCA-2.10

File No

ARTICLES OF INCORPORATION

FILED

FEB 8 1990

JIM EDGAR
SECRETARY OF STATE

FEE SCHEDULE

The following fees are required to be paid at the time of filing the Certificate of Incorporation: FILING FEE \$75.00 INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (see Art. 2), MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares (see Art. 2), MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE*
\$1,000	\$100.50
\$5,000	\$102.50
\$10,000	\$105.00
\$25,000	\$112.50
\$50,000	\$150.00
\$100,000	\$225.00

*Includes Filing Fee + License Fee + Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62776
Telephone (217) 782 6864

C 102 M



235090456

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF AMERICAN TELETRONICS LONG DISTANCE, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereunto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 9TH day of AUGUST AD 1990 and of the Independence of the United States the two hundred and 15TH.

Jim Edgar

SECRETARY OF STATE

BCA-10.30 (Form Rev. Jan. 1986)

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT

File # 5585-621-3

This Space For Use By Secretary of State	
Date	8-9-90
License Fee	\$
Franchise Tax	\$ 25
Filing Fee	\$
Clerk	MT

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is American Teletronics Long Distance, Inc.
(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on April 15
19 90 in the manner indicated below. ("X" one box only.)

☒ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10.

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

PAID

PAID

AUG 10 1990

AUG 10 1990

All changes other than name, include on page 2
(over)

Page 2
Resolution

Resolved, that the Articles of Incorporation are hereby amended to increase from 10,000 shares to 6,000,000 shares of no par value common stock.

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6

ARTICLE THREE The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows. (If not applicable, insert "No change")

No Change

ARTICLE FOUR (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) is as follows (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital (Paid in Capital replaces the terms Stated Capital and Paid in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-In Capital	\$ 100	\$ 100

(Complete either item 1 or 2 below)

(1) The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated _____, 19 _____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

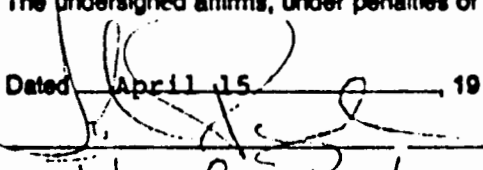
(2) If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 15, 19 90


John C. Penick

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
 (a) to remove the names and addresses of directors named in the articles of incorporation;
 (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.
 (f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (but if class voting applies, then also at least a 2/3 vote within each class is required).
- The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form BCA-10.30

File No.

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Statd Articles \$100.00

FILED

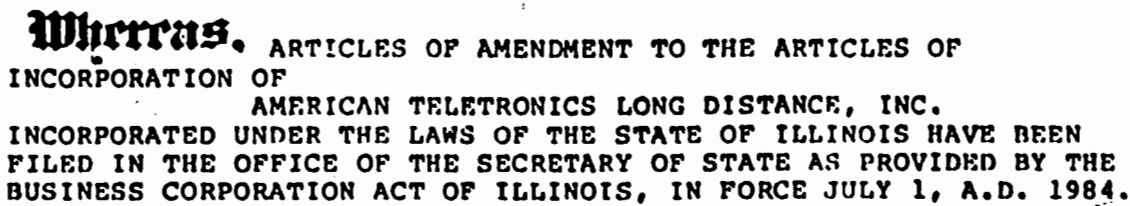
AUG 09 1991

Secretary of State

RETURN TO:

Corporation Department
 Secretary of State
 Springfield, Illinois 62756
 Telephone 217 — 782-6961

C 1713



Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 13TH day of DECEMBER A.D. 19 91 and of the Independence of the United States the two hundred and 16TH



George H. Ryan
SECRETARY OF STATE

Form **BCA-10.30**
(Rev. Jan. 1991)

ARTICLES OF AMENDMENT

File # 5583-671-3

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

SUBMIT IN DUPLICATE

FILED PAID

DEC 18 1991 DEC 17 1991

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 12-13-91

Franchise Tax \$
Filing Fee \$25
Penalty \$

Approved: MA

Remit payment in check or money
order, payable to "Secretary of State."

1. CORPORATE NAME: American Teletronics Long Distance, Inc.

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on September 1

19 91 in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is **RESOLVED**, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

RESOLUTION

AMERICAN TELETRONICS LONG DISTANCE, INC.

Articles of Amendment

Article Two

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing the Article Four thereof so that, as amended, said Article shall be and read as follows:

The total number of shares of all classes of stock which the corporation shall have authority to issue is Fifteen Million (15,000,000) shares which shall be divided into two classes as follows: Fourteen Million Five Hundred Thousand (14,500,000) shares of Common Stock of no par value per share (Common Stock) and Five Hundred Thousand (500,000) shares of 10% Cumulative Convertible Preferred Stock of no par value (Preferred Stock).

The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualification, limitations or restrictions of the Common Stock and other general provisions relating thereto shall not be amended.

The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualification, limitations or restrictions of the Preferred Stock and other general provisions relating thereto shall be as follows:

(a) The holders of the Preferred Stock, in preference to the holders of Common Stock are entitled in each year to receive, when declared and issued by the Board of Directors, cash dividends in an amount equal to the annual rate of ten percent (10%) of the invested equity capital of each such holders, payable semi-annually on the 15th day of June and December in each year commencing on June 15, 1992. Any dividends unpaid in the Preferred Stock during any period will accumulate and be paid before any dividends are paid on Common Stock. Accumulations of Dividends on the Preferred Stock will not bear interest.

(b) Cash dividends on the Preferred Stock shall commence to accrue and shall be cumulative:

(1) If issued on or prior to the record date for the June 15, 1992 dividend on the Preferred Stock, then from date of issuance; and

(2) If issued during the period commencing immediately after the record date for a dividend on shares of Preferred Stock and ending at the close of the payment date for such dividend, then from such dividend payment date.

(c) No dividends shall be paid upon, or declared and set apart for, any share of Preferred Stock, or any shares of the corporation's Preferred Stock, for the then current dividend period, unless and until the Board of Directors of the corporation shall have duly and lawfully declared and paid in full all accumulated dividends required to be paid to the holders of the Preferred Stock of the corporation.

(d) The holders of Preferred Stock shall be entitled to the same number of votes per share on each matter submitted to a vote of stockholders as is given to the holders of Common Stock.

009290365

(e) At any time, the holders of Preferred Stock may elect to convert their shares of Preferred Stock to Common Stock on the basis on one share of Preferred Stock for three and one-third shares of Common Stock; however, there shall be no fractional shares issued, but a fractional share shall be counted and issued as one full share if such fraction equals or exceeds one-half of one share. A fractional share which is less than one-half of one share shall not be counted or issued as a share of Common Stock.

009290565

3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment is as follows. (If not applicable insert "No change")

No Change

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows. (If not applicable, insert "No change")

No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated September 3, 1991 American Teletronics Long Distance, Inc.
(Exact Name of Corporation)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Frank R. Aulenta, Secretary John C. Paulsen, President
(Type or Print Name and Title) (Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

_____	_____
_____	_____
_____	_____
_____	_____



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF AMERICAN TELETRONICS LONG DISTANCE, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 16TH day of APRIL A.D. 1993 and of the Independence of the United States the two hundred and 17TH.



George H Ryan
SECRETARY OF STATE

PAID

Form **BCA-10.30**

(Rev. Jan. 1991)

ARTICLES OF AMENDMENT

MAY 5 1993

File # 5583-621-3

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

MAY 11 1993

GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 5-4-93

Franchise Tax \$

Filing Fee \$ 7.00

Penalty \$

Approved: 

Remit payment in check or money
order, payable to "Secretary of State."

1. CORPORATE NAME: American Teletronics Long Distance, Inc.

(Note 1)

2. MANNER OF ADOPTION:

The following amendment of the Articles of Incorporation was adopted on November 16,19 92 in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued by shareholder action not being required for the adoption of the amendment;

(Note 3)

☒ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is RESOLVED, that the Articles of Incorporation be amended to read as follows:)

(NEW NAME)

Resolution

Article 4. The amended first paragraph of Article 4 provides as follows:

The total number of shares of all classes of stock which the corporation shall have authority to issue is Forty Million (40,000,000) shares which shall be divided into three classes as follows: Thirty-Four Million Five Hundred Thousand (34,500,000) shares of Common Stock of no par value per share (Common Stock), Five Hundred Thousand (500,000) shares of 10% Cumulative Convertible Preferred Stock of no par value per share (Preferred Stock), and Five Million (5,000,000) shares of Preferred Stock, no par value, of which the Board of Directors may, by an affirmative vote of a majority of the directors, classify or reclassify any unissued authorized shares thereof from time to time by setting or changing the preferences, conversion, or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or items or conditions of redemption thereof.

Articles 8, 9, 10, 11, and 12 are added as follows:

Article 8. In the event of any tender offer for the shares of common stock of the Corporation ("Shares"), for the purpose of obtaining direct or indirect control or beneficial ownership as defined by Rule 13d-3 of the Securities Exchange Act of 1934 of ten percent (10%) or more of the outstanding shares, which 10% includes any Shares already owned by the tender offeror, whether in one transaction or a series of transactions, such shares shall be purchased by the tender offeror for no less than the highest of (1) the book value of the Shares, (2) the highest price paid for any of the Shares on the open market within the previous 18 months, or (3) the highest tender offer or market price paid by the tender offeror for any of the Shares within the previous 18 months, including any brokerage commissions, transfer taxes, and soliciting dealer's fees, paid by the tender offeror. However, this Article shall not be effective as to a particular tender offer or series of tender offers if such tender offer or series is approved by an affirmative vote of at least 75% of the members of the Board of Directors.

Article 9. Before expiration of his term a Director may only be removed for cause and for no other reason. A director may be removed for cause at any meeting of shareholders, duly called and at which a quorum is present, by the affirmative vote of the holders of a majority of the votes entitled to be cast thereon. At such meeting, after the removal of a director, the shareholders may elect a successor or successors to fill any resulting vacancies for the unexpired term of the removed director(s).

Article 10. The By-Laws shall be amended as provided in the By-Laws, except that the following By-Law provisions are hereby adopted by the shareholders, and may be amended only by an affirmative vote of at least 80% of the outstanding shares of

3. The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

200 shares of common stock, \$5.00 par value were converted on a one for one basis into shares of common stock, no par value.

4. (a) The manner in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No Change

- (b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No Change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either item 5 or 6 below)

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 1, 1983 American Teletronics Long Distance, Inc.
(Exact Name of Corporation)
attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Frank Aulenta, Secretary John Paulsen, President
(Type or Print Name and Title) (Type or Print Name and Title)

6. If amendment is authorized by the incorporators, the incorporators must sign below.

OR

If amendment is authorized by the directors and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

SECRETARY OF STATE
GEORGE H. RYAN
MAY 04 1983

FILED

voting stock of the Corporation at a meeting of the shareholders duly called for consideration of such amendment:

(a) The provision concerning the number, tenure, qualification and vacancies of, and nominations for the Board of Directors; and

(b) The provisions concerning removal for cause of the Directors.

Article 11. Transactions of the Corporation involving merger, consolidation, sale of assets or other actions resulting in transfer of substantially all the assets of the Corporation (whether in one transaction or a series of transactions) shall require an affirmative vote of the holders of at least 80% of the voting stock held by shareholders who are not parties to such a transaction or individuals or entities directly or indirectly controlling, controlled by, or under common control with any such shareholders, or members of the immediate family of any such shareholders. Members of the immediate family shall be defined as spouse, parent, child, grandparent, grandchild, or sibling.

Article 12. Articles 8, 9, 10, 11, and 12 of the Articles of Incorporation may only be amended, altered, changed, or repealed by a resolution duly adopted by an affirmative vote of the holders of not less than 80% of the outstanding shares of voting stock of the Corporation at a meeting of the shareholders duly called for consideration of such amendment, alteration, change or repeal.

1993

YEAR OF
File Prior to:

02/01/93

STATE OF ILLINOIS

DOMESTIC CORPORATION ANNUAL REPORT

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

CORPORATION
FILE NO.

D 5583-621-3

- 1.) CHANGES ONLY: REGISTERED AGENT 70 West Madison Suite 5500
 REGISTERED OFFICE Chicago, Illinois 60602
 CITY, IL ZIP CODE

COUNTY 016

- 2.) CORPORATE NAME, REGISTERED AGENT, REGISTERED OFFICE, CITY, IL, ZIP CODE

AMERICAN TELETRONICS LONG DISTANCE,
INC.

% CHRISTINA M WEIKSNAR

042892

208 S LASALLE #550

CHICAGO, IL. 60604

FILED

COOK FEB 03 1993
COUNTYGEORGE H. RYAN
SECRETARY OF STATE

- 3.) Date Incorporated 02/08/1990

- 4.) The names and residential addresses of ALL officers & directors MUST be listed here!

OFFICE	NAME	NUMBER & STREET	CITY	STATE	ZIP
President	John C. Paulsen	70 West Madison Ste.5500	Chicago	IL	60602
Secretary	Frank Aulenta	70 West Madison Ste.5500	Chicago	IL	60602
Treasurer	Frank Aulenta	70 West Madison Ste.5500	Chicago	IL	60602
Director	John C. Paulsen	70 West Madison Ste.5500	Chicago	IL	60602
Director	Frank Aulenta	70 West Madison Ste.5500	Chicago	IL	60602
Director					

- 5.) If 51% or more of the stock is owned by a minority or female, please check appropriate box ☐ Minority Owned ☐ Female Owned

- 6.) Number of shares authorized and issued (as of 11/30/92):

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMM-QUIST		5.00000		200.000
COMM			14500000	200.000
PREF			500000	

IMPORTANT! Whenever the amount in item 6 or 7a differs from the Secretary of State's records, the enclosed BCA 14 30 must be completed.

- 7a.) The amount of paid-in capital as of 11/30/92 is: \$ 1,000

- 7b.) The Paid in Capital on record with the Secretary of State is: \$ 1,000

- 8.) By [Signature] President
 (Any Authorized Officer's Signature) (Title) (Date)

RETURN TO:

Department of Business Services
 Secretary of State
 Springfield, IL 62756
 Phone (217) 782-7808

ITEM 8 MUST BE SIGNED!

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

[PLEASE COMPLETE THE REVERSE SIDE OF THIS REPORT]

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/29/95
REQUEST NUMBER: 3048-1014
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 08/29/95 0931
EFFECTIVE DATE/TIME: 08/29/95 0931
CONTROL NUMBER: 0299569

TO:
AMERICAN TELETRONICS
55TH FL, 3 1ST NATL
70 W MADISON ST
CHICAGO, IL 60602

RE:
AMERICAN TELETRONICS LONG DISTANCE, 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: 08/29/95

FROM:
AMERICAN TELETRONICS
70 W. MADISON ST.

CHICAGO, IL 60202-0000

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

RECEIPT NUMBER: 00001843040
ACCOUNT NUMBER: 00222288



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

95 AUG 29 AM 9:31

AMERICAN TELETRONICS LONG DISTANCE, INC.

To the Secretary of State of the State of Tennessee:

RILEY DARNELL
SECRETARY OF STATE

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 American Teletronics Long Distance, 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 Illinois

3. The date of its incorporation is February 8, 1990 (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 _____

70 West Madison, Suite 5500 Chicago, Illinois 60602

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

1912 Hayes Street Nashville, Tennessee 37203 Davidson County

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is

National Registered Agents, Inc.

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

John Paulsen, President 70 W. Madison, Suite 5500 Chicago, IL 60602

Frank Aulenta, Vice-President, Secretary 70 W. Madison, Suite 5500 Chicago, IL 60602

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

John Paulsen 70 W. Madison, Suite 5500 Chicago, IL 60602

Frank Aulenta 70 W. Madison, Suite 5500 Chicago, IL 60602

Henry Paulsen 70 W. Madison, Suite 5500 Chicago, IL 60602

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