

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00117386
Total National Communications, dba Total World Telecom
1001 Fannin
Ste. 300
Houston, TX 77002

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee December 22, 1995

IN RE: CASE NUMBER: 95-03670

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.

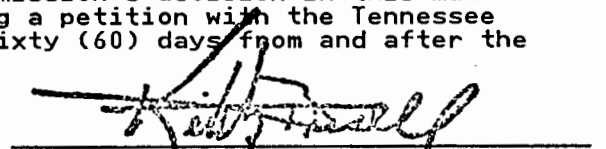


---ORDER---

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 December 19, 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

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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 Total National Communications, DBA Total World Telecom
Address 1001 Fannin, Suite 300, Houston
State Texas Zip Code 77002 Phone No. (713) 622-6009

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Donald W. Booth	1001 Fannin#300	Houston	TX	77002
President				

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

Alan Smith (214) 753-1378 (214) 756-6015
Name XXXXXXXXXX Phone No. XXXXXX Fax No. XXXXXX
Texas

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 1-800-569-2280

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

X Resell Interexchange long distance services
X 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. Do not provide services for other carriers.

G. List the state(s) you are authorized to operate in at this time. Texas, Florida, Louisiana, Georgia

(To be filled out by PSC)
Company ID Number 95-3670
Date Approved 117386
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

- H. List any states that you have been denied authority to provide service.
None
- I. Areas in Tennessee to be served.
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 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? 612
- 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? Allnet Communications Services, Inc. and their own network.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Both
- 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.
Through in-house and independent Sales Agents.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Customer signs letter of agency and the company order the change through the local exchange carrier.

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 tarified rates. Yes X No _____

Part II: Organization Structure

A. Type of Organization

_____ Individual X Corporation

_____ Partnership _____ Other (Explain on separate sheet)

B. If partnership and/or Non-resident

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

Part III: Financial Information

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

Part IV: Display Card

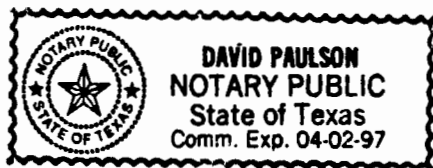
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57, B)³, which includes a toll-free number consumers can call for service problems and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

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.



Total World Telecom

Company Name

Date

[Signature] President
Company Official Title

Subscribed and sworn
before me this 11th day
of Sep, 1995

David Paulson
Notary Public

seal



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:


TOTAL NATIONAL TELECOMMUNICATIONS, INC.

**ARTICLES OF INCORPORATION
ARTICLES OF AMENDMENT**

**OCTOBER 2, 1991
JANUARY 19, 1995**

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, on March 24, 1995.





Antonio O. Garza, Jr.
Secretary of State

CEB

FILED
In the Office of the
Secretary of State of Texas

OCT 02 1991

Corporations Section

ARTICLES OF INCORPORATION
OF
TOTAL NATIONAL TELECOMMUNICATIONS, INC.

The undersigned natural person of the age of eighteen (18) years or more acting as incorporator of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is TOTAL NATIONAL TELECOMMUNICATIONS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SIX

Each shareholder shall be entitled as a matter of preemptive right to subscribe for, purchase or receive any shares of stock or any rights or options to purchase or receive shares of stock of the corporation which the corporation may issue or sell, whether the shares are to come from shares that are authorized but unissued or from previously issued shares that have been acquired by the corporation. The acceptance of stock in the corporation shall be an affirmation of this preemptive or preferential right. No shareholder shall be entitled as a matter or right to cumulate his votes.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TOTAL NATIONAL TELECOMMUNICATIONS, INC.

FILED
In the Office of the
Secretary of State of Texas

JAN 19 1995

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 Articles of Incorporation:

ARTICLE I

The name of the corporation is TOTAL NATIONAL TELECOMMUNICATIONS, INC.

ARTICLE II

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on January 17, 1995:

Article Four of the Articles of Incorporation of the Corporation be and hereby is amended to read in its entirety as follows:

"The total number of shares which the Corporation shall have the authority to issue, and which shall comprise its total capitalization, is one million (1,000,000) shares of common stock with no par value."

ARTICLE III

The number of shares outstanding at the time of such adoption was 100,000 and the number of shares entitled to vote thereon was 100,000.

ARTICLE IV

The holders of all of the shares outstanding entitled to vote on such amendment have signed a consent in writing adopting said amendment.

Dated January 17, 1995.

TOTAL NATIONAL
TELECOMMUNICATIONS, INC.

By: 

Donald W. Booth, President

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/28/1995
REQUEST NUMBER: 95059100

CHARTER/QUALIFICATION DATE: 01/30/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0289873
JURISDICTION: TEXAS

TO:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"TOTAL NATIONAL TELECOMMUNICATIONS, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
2948-2313	01/30/1995	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 02/28/95

FEES

FROM:
TSIO (BOX 120598)
P. O. BOX 120598

RECEIVED: \$30.00 \$30.00
TOTAL PAYMENT RECEIVED: \$60.00

NASHVILLE, TN 37212-0000

RECEIPT NUMBER: 00001760599
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
STATE OF TENNESSEE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

55 JAN 30 AM 9 42 Total National Telecommunications, Inc.

To the Secretary of State of the State of Tennessee:
SILEY BARNETT
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 Total National Telecommunications, 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 October 2, 1991 (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 _____

Suite 1100

3200 Southwest Fwy., Houston,

Texas

77027

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 The Prentice-Hall Corporation System, Inc., 500 Tallan Building,
Two Union Square, Chattanooga, Tennessee

Hamilton

37402-2571

Street

City/State

County

Zip Code

The name of its registered agent at that office is

The Prentice-Hall Corporation System, Inc.

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

See attached rider

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

See attached rider

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is filed in this state.]

Signature Date

President

Signer's Capacity

Total National
Telecommunications, Inc.

Name of Corporation

Signature