

BEFORE THE TENNESSEE REGULATORY AUTHORITY
September 14, 1999 Nashville, Tennessee

In Re: DeltaTel, Inc.
for Cancellation of Authority to Provide) Docket No. 95-03801
Resold Telecommunication) Co. ID: 118151
Services In Tennessee)

ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES


This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request DeltaTel, Inc. of to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on September 14, 1999.

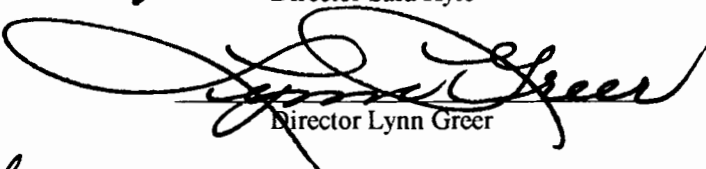
WHEREFORE, having considered the request of DeltaTel, Inc. to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

- 1) That the request of DeltaTel, Inc. to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 95-03801 is hereby granted; and
- 2) That this docket is herewith closed.


Chairman Melvin Malone


Director Sara Kyle


Director Lynn Greer

ATTEST:


K. David Waddell

BEFORE THE
TENNESSEE REGULATORY AUTHORITY

IN THE MATTER OF:	§	
	§	
DELTATEL, INC.'S PETITION FOR	§	
CANCELLATION OF CERTIFICATE	§	
OF PUBLIC CONVENIENCE AND	§	DOCKET NO. _____
NECESSITY TO PROVIDE INTRASTATE	§	
INTEREXCHANGE RESALE OF	§	
TELECOMMUNICATIONS SERVICES	§	
AND OPERATOR SERVICES WITHIN	§	
THE STATE OF TENNESSEE	§	

**DELTATEL, INC.'S PETITION FOR CANCELLATION OF CERTIFICATE
AND TARIFF**

COMES NOW DeltaTel, Inc. ("DeltaTel") and hereby files this Petition for Cancellation of Certificate and Tariff (the "Petition") with the Tennessee Regulatory Authority (the "TRA"). In furtherance thereof, DeltaTel hereby states as follows.

1.

DeltaTel is a Georgia corporation located at 1030 Delta Boulevard, Post Office Box 45811, Hartsfield International Airport, Atlanta, Georgia 30320-5811. DeltaTel is qualified to transact business in the State of Tennessee and was issued a Certificate of Public Convenience and Necessity to Provide Intrastate Interexchange Resale of Telecommunications Services and Operator Services within the State of Tennessee (the "Certificate") pursuant to the TRA's Order issued on December 12, 1995. DeltaTel has also filed a tariff with the TRA pertaining thereto.

2.

The names and addresses of the attorneys representing DeltaTel in this matter are:

Walt Sapronov, Esq.
Brad S. Macdonald, Esq.
Gerry, Friend & Sapronov, LLP
Three Ravinia Drive, Suite 1450
Atlanta, GA 30346-2131
Tel: (770) 399-9500
Fax: (770) 395-0000

and

Kenneth A. Klatt, Esq.
General Attorney
Delta Airlines
1030 Delta Boulevard
Atlanta, GA 30320-6001
Tel: (404) 715-2044
Fax: (404) 715-2233

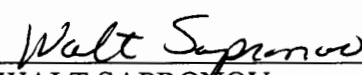

3.

DeltaTel has determined that it no longer wishes to be in the business of reselling toll telephone service in the State of Tennessee. Currently DeltaTel serves no customers in the State of Tennessee. Thus, no customers will be affected by cancellation of its certificate and tariff. DeltaTel therefore respectfully submits that the TRA's approval of this petition is in the public interest.

WHEREFORE DeltaTel respectfully requests the TRA to cancel its certificate and tariff and to permit its withdrawal from Tennessee's market for intrastate telecommunications services.

Respectfully submitted this 20th day of August, 1999.

GERRY, FRIEND & SAPRONOV LLP

 
WALT SAPRONOV


BRAD S. MACDONALD

Three Ravinia Drive, Suite 1450
Atlanta, GA 30346-2131
(770) 399-9500

COUNSEL FOR DELTATEL, INC.

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00118151
DeltaTel, inc.
1030 Delta Blvd, P.O. Box 4581
Hartsfield Int'l Airport
Atlanta, GA 30320-581

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

IN RE: CASE NUMBER: 95-03801

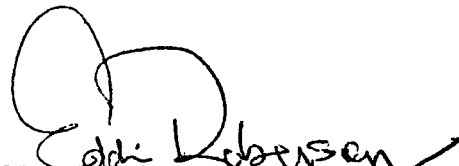
Application for Authority for Operator Services and/or Resell Interexchange
(Long Distance) Telecommunications Service and/or Telecommunications Operator
Services in Tennessee Pursuant to Rule 1220-4-2-.57.

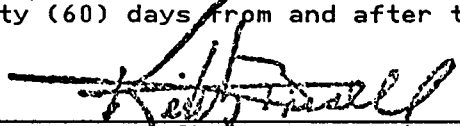
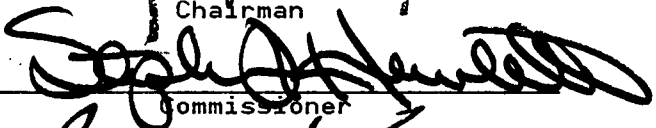

---ORDER---

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.


Eddi Roberson
Executive Director


Chairman

Commissioner

Commissioner

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

RECEIVED
CONSUMER SERVICES DIV.

OCT 25 1995

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL INTEREXCHANGE
TELECOMMUNICATION SERVICES IN TENNESSEE**
[RULE 1220-4-2-57]

TN PUBLIC SERVICE COMM.

SECTION A

Part 1: General Information

A. Name of Applicant: **DeltaTel, Inc.**
Address: **1030 Delta Blvd., P.O. Box 45811, Hartsfield Int'l Airport, Atlanta**
State: **Georgia** Zip Code: **30320-5811** Phone No.: **(770) 715-3996**

B. Owner, Partners, or Corporate Officers:

NAME	ADDRESS	CITY	STATE	ZIP
Rex McClelland Chairman	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320- 5811
John C. King Director	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320- 5811
James H. Sanregret Director	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320- 5811

95-3801
(To be filled out by PSC)
Company ID Number *118151*
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.

B. Owner, Partners, or Corporate Officers (cont.):

NAME	ADDRESS	CITY	STATE	ZIP
David A. Taylor President	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320-5811
John Gilleland Vice President	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320-5811
Edward H. West Treasurer	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320-5811
Kenneth A. Klatt Secretary & General Counsel	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320-5811
Anita B. O'Reilly Asst. Treasurer	1030 Delta Blvd. P.O. Box 45811 Hartsfield Int'l Airport	Atlanta	GA	30320-5811

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

Applicant respectfully requests a waiver of naming a Tennessee contact person at this time. Applicant submits the name of its General Counsel, Kenneth A. Klatt, Esq., and the following toll-free telephone number where he may be contacted: 1-800-335-8279.

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

Applicant's toll-free telephone number for customer service is: 1-800-335-8279.

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.

Applicant does not offer, or provide, operator services to other resellers in the State of Tennessee.

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

Applicant is not authorized to provide common carrier telecommunications service in any state at this time. Applicant has filed, or intends to file, applications to resell telecommunications service and operator service in the states of Alabama, California, Connecticut, Georgia, Florida, Illinois, New York, North Carolina, South Carolina and Texas.

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

Applicant has not been denied authority to operate as an interexchange carrier or operator service provider by any state regulatory authority.

- I. Areas in Tennessee to be served.

Applicant intends to serve the entire state of Tennessee.

- J. What type of customers will the company serve?

- a. Business XX
- b. Residential XX
- c. Aggregators XX
(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.

Applicant does not permit a property imposed fee to be added to the price of intrastate telecommunications services.

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

Yes XX No _____

- M. Describe the type of services and price that the applicant will be offering in Tennessee on the informational Tariff Form found in Appendix II.¹

Applicant's proposed tariff, which describes rates, terms and conditions of service in the State of Tennessee, is attached hereto at Exhibit "A".

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

Applicant does not utilize 10XXX or 800 access codes at this time. Applicant shall advise the Commission of any future 10XXX or 800 access codes as they are implemented.

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

Applicant does not currently operate, nor intends to operate, any facilities within the State of Tennessee.

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

Applicant resells the services of certificated facilities-based common carriers (e.g., AT&T Corp., MCI Telecommunications Corp., and Sprint Communications Company, L.P.) for the purpose of providing switchless intrastate, interLATA voice communications services and operator services to customers in the State of Tennessee.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?²

Applicant initially intends to bill its customers directly for operator services. In the future, Applicant intends to enter into a billing agreement with a non-affiliated billing contractor. The billing contractor will bill for Applicant's operator services through its existing billing and collection agreements with either BellSouth Telecommunications, Inc., other local exchange companies ("LECs") in the State of Tennessee, or Third Party Billing Companies (as that term is defined in Applicant's tariff). Any disputes regarding customer charges will be addressed by Applicant or its billing contractor in accordance with established Commission regulation.

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.

- 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 intends to market its telecommunications services through employee sales and marketing personnel.

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

Upon receipt of a customer's executed "Letter of Agency", Applicant shall switch the customer's preferred interexchange carrier. Applicant does not accept verbal requests to switch a customer's preferred interexchange carrier.

- 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 XX 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 XX No

Part II: Organization Structure

- A. Type of Organization

 Individual XX 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.

Applicant's Articles of Incorporation and By-laws are attached hereto at Exhibit "B".

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

Applicant's Certificate of Authority to engage in business in the State of Tennessee is attached hereto at Exhibit "C".

Part III: Financial Information

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

Applicant is a wholly-owned subsidiary of Delta Air Lines, Inc. ("Delta"). Delta's current financial statements are attached hereto at Exhibit "D".

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.

A copy of the display card Applicant intends to place on aggregator telephones is attached hereto at Exhibit "E".

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.

Respectfully submitted this 20 day of October, 1995.

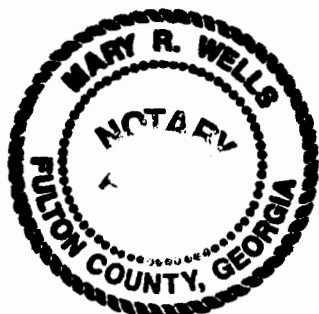
DELTATEL, INC.

By: Kenneth A. Klatt
KENNETH A. KLATT
Secretary and General Counsel

Subscribed and sworn before me
this 20 day of Oct, 1995

SEAL

Mary R. Wells
Notary Public



My Commission Expires April 28, 1999

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DELTACOMM INCORPORATED", CHANGING ITS NAME FROM "DELTACOMM INCORPORATED" TO "DELTATEL, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 1995, AT 10 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2494575 8100

950108872

AUTHENTICATION:

7509611

DATE:

05-18-95

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

DeltaComm Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of DeltaComm Incorporated be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

1. The name of the corporation is

DeltaTel, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said DeltaComm Incorporated has caused this certificate to be signed by Rex A. McClelland, its Chairman of the Board of Directors, this 12th day of May, 1995.

DeltaComm Incorporated

By Rex A. McClelland

Rex A. McClelland

Chairman of the Board of Directors

CERTIFICATE OF INCORPORATION

OF

DELTACOMM INCORPORATED

* * * * *

1. The name of the corporation is

DeltaComm Incorporated

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

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) and the par value of each of such shares is One

Dollar and No Cents (\$1.00) amounting in the aggregate to One Thousand Dollars and No Cents (\$1,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
L. J. Vitalo	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
K. A. Widdoes	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801
D. M. Dembkowski	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper

purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stock-

holders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at

such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

11. The corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of Delaware.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 31st day of March, 1995.

L. J. Vitalo

L. J. Vitalo
Incorporator

K. A. Widdoes

K. A. Widdoes
Incorporator

D. M. Dembkowski

D. M. Dembkowski
Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/09/95
REQUEST NUMBER: 3018-2833A
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/09/95 1112
EFFECTIVE DATE/TIME: 06/09/95 1112
CONTROL NUMBER: 0295942

TO:
CAPITAL FILING SERVICE, INC.
214 OLD HICKORY BLVD
NO. 199
NASHVILLE, TN 37221

RE:
DELTATEL, 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: 06/09/95

FROM:
C T CORPORATION SYSTEM (ATLANTA, GA.)
1201 PEACHTREE ST.,
N.E. STE 1240
ATLANTA, GA 30361-0000

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

RECEIPT NUMBER: 00001815127
ACCOUNT NUMBER: 00000009



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
STATE OF TENNESSEE

DeltaTel, 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 DeltaTel, 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 Delaware

3. The date of its incorporation is March 31, 1995 (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 _____

1030 Delta Blvd., Dept. 852, Atlanta, Georgia 30320

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, Tennessee, 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.]

[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 two (2) months prior to the date the application is filed in this state.]

6/6/95

Signature Date

President

Signer's Capacity

SS-4431 (Rev. 8/89)

DeltaTel, Inc.

Name of Corporation

David A. Taylor
Signature

David A. Taylor

Name (typed or printed)

Filing Fee: \$300.00

RECEIVED
STATE OF TENNESSEE

Office of the Secretary of State

95 JUN -9 AM 11:12

RILEY BARNES
SECRETARY OF STATE

EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "DELTATEL, INC." IS DULY

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MAY,
A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2494575 8300

950119626

AUTHENTICATION:

DATE:

7521878

05-31-95