

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00118450
NeTel, Inc.
6300 NE First Ave. Third Floor
Fort Lauderdale, FL 33334

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee February 8, 1996

IN RE: CASE NUMBER: 95-03859

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.

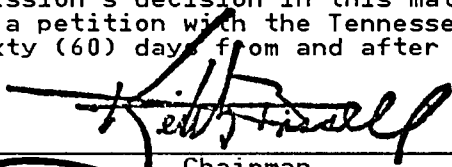


---ORDER---

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 January 30, 1996 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.


Eddie Robinson
Executive Director


Chairman

Commissioner

Commissioner

TENNESSEE PUBLIC SERVICE COMMISSION

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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 NeTel, Inc.
Address 6300 N.E. First Avenue, Third Floor
City Fort Lauderdale State Florida Zip Code 33334 Phone No. (305) 776-9100

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Menderes Akdag	6300 N.E. First Ave., Third Floor	Fort Lauderdale	Florida	33334
Ragip Devres	6300 N.E. First Ave., Third Floor	Fort Lauderdale	Florida	33334
Nelson Futch	6300 N.E. First Ave., Third Floor	Fort Lauderdale	Florida	33334

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

Ragip Devres (800) 99-NeTel (305) 776-9120
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 adjustment. 800/99-NeTel

E. Check the type of telecommunications 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.

G. List the state (s) you are authorized to operate in at this time. Arizona; Arkansas; California; Colorado; Delaware; Florida; Georgia; Idaho; Illinois; Indiana; Iowa; Kansas; Kentucky; Louisiana; Maryland; Massachusetts; Michigan; Missouri; Nevada; New Hampshire; New Jersey; New York; North Dakota; Ohio; Pennsylvania; Texas; Virginia; West Virginia and Wyoming.

(To be filled out by PSC)

Company ID Number 11842

Date Approved _____

Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 198709, Nashville, TN 37219-8709. 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.
Statewide.
- J. What type of customers will the company serve?
a. Business ☒
b. Residential ☒
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

At this time NeTel, Inc. does not provide 0+ service, therefore, no property imposed fees are added to interstate pricing.
- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes ☒ No _____

At this time NeTel, Inc. does not provide 0+ service, therefore, no property imposed fees are added to interstate pricing.
- 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? _____

NeTel, Inc. 10XXX is 10555 and its access code is 1-800-488-3999.
- 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? NeTel, Inc. will be reselling the services of WilTel.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? NeTel, Inc. will be utilizing the services of USBI, a third party billing agent, to bill its customers.

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.

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TN PUBLIC SERVICE COMM.

- 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. NeTel, Inc. will market its services primarily through telemarketing and personal solicitation. NeTel, Inc. will utilize direct sales in certain instances where the size of a potential account justifies this approach.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. When a subscriber agrees to switch his or her service to NeTel, Inc., the subscriber is requested to execute a Letter of Agency ("LOA") which authorizes NeTel to be the subscriber's preferred interexchange carrier. The LOA explains that the subscriber is to select only one preferred interexchange carrier and that a fee may be charged by the local exchange company for switching.
- 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 ☒ No ☐
- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

Part II: Organization Structure

A. Type of Organization

☐ Individual ☒ 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.

Not Applicable.

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

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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.

NeTel, Inc.

Company Name

10/20/95
Date




Ragip Devres,
Company Official

Vice President

Title

Subscribed and sworn
before me this 20th day
of October, 1995


Notary Public



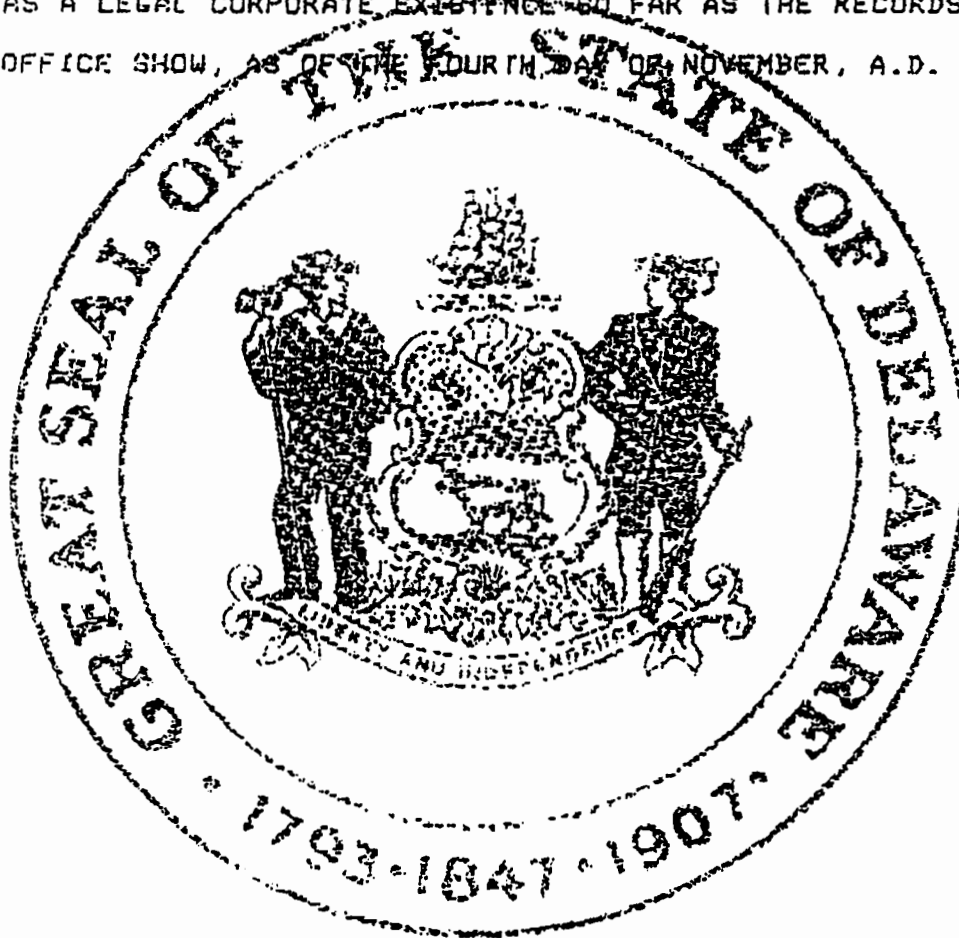
DARLENE NOUSS
My Commission CC448000
Expires Apr. 04, 1999
Bonded by ANB
800-852-5878

seal

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETEL, 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 FOURTH DAY OF NOVEMBER, A.D. 1994.



Edward J. Freel

Edward J. Freel, Secretary of State

2450018 8300

744212780

AUTHENTICATION:

7292471

DATE:

11-04-94

CERTIFICATE OF INCORPORATION

OF

NeTel, Inc.

1. The name of the corporation is as follows:

NeTel, Inc.

2. This corporation shall have a perpetual existence.

3. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Delaware General Corporation Law.

4. The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Nelson H. Funch Address: c/o 350 SW 12th Avenue
Deerfield Beach, FL 33432

Menderes Akdag Address: c/o 350 SW 12th Avenue
Deerfield Beach, FL 33432

Stephen Dewhurst Address: c/o 350 SW 12th Avenue
Deerfield Beach, FL 33432

5. The street address of the initial registered office of this corporation is 1013 Centre Road, County of New Castle, City of Wilmington, Delaware 19803, and the name of the initial registered agent of this corporation at that address is Corporation Service Company.
6. The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) shares of common stock with the par value of each such share being \$.01.
7. The Board of Directors is authorized to make, alter, amend or repeal the By-Laws of the Corporation, but the stockholders of the corporation, by at least a two-thirds affirmative

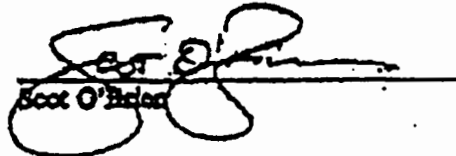
vote of the shares of the corporation entitled to vote thereon, may adopt, alter, amend or repeal the By-laws adopted by either the stockholders or the Board of Directors.

8. Election of directors need not be by ballot.
9. This corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify any and all persons whom it shall have power to indemnify. Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the General Corporation Law of Delaware, currently 8 Del.C. §145, as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding, other than in an action, suit or proceeding brought by the Corporation upon authorization of the Board of Directors or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section 9. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.
10. The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate the liability of a director (i) for any breach of such 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 Title 8 of the Delaware Code, or (iv) for any transaction from which such director derived an improper personal benefit.

11. The name and mailing address of the incorporator is:

Scott O'Brien, Esq.
c/o Gunster, Yoakley & Stewart, P.A.
300 E. Broward Blvd., Ste. 1600
Fort Lauderdale, FL 33394

I, the undersigned, being the incorporator hereinafter named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of November, 1994.


Scott O'Brien

14718

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 02/27/95
REQUEST NUMBER: 2964-1769
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 02/27/95 1010
EFFECTIVE DATE/TIME: 02/27/95 1010
CONTROL NUMBER: 0291177

TO:
UNISEARCH INC
P O BOX 40189

ST PAUL, MN 55104-0189

RE:
NETEL, 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: 02/27/95

FROM:
UNISEARCH, INC. (MN)
475 W. UNIVERSITY AV
#103
ST. PAUL, MN 55103-0000

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

RECEIPT NUMBER: 00001760258
ACCOUNT NUMBER: 00202444



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

NeTeL, Inc.

FILED

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 NeTeL, 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 11-3-94 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

The complete street address (including zip code) of its principal office is 6300 NE First Avenue,
Third Floor, Fort Lauderdale, FL USA 33334

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

<u>306 Gay Street, Suite 200, Nashville, TN,</u>	<u>Davidson,</u>	<u>37201</u>
Street	City/State	County
Zip Code		

The name of its registered agent at that office is

Corporation Service Company

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

Menderes Aldag (Pres), 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334
Pagip Devres (VP), 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334
Nelson H. Futch (Sec'y/Treas), 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334

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

Edward Lipton (Chair), 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334
Scott Sessa, 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334
Menderes Aldag, 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334
Nelson H. Futch, 6300 NE First Avenue, Third Floor, Fort Lauderdale, FL 33334

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 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.]

2-15-95

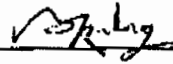
Signature Date

President

Signer's Capacity

NeTeL, Inc.


Name of Corporation



Signature

Menderes Akdag

Name (typed or printed)

 SS-4431 (Rev. 8/89)

Filing Fee: ~~500.00~~ 500.00

(10) The aggregate number of it issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number or shares	Class	Series	Par value per share or statement that shares are without par value
970	Common		.01

(11) The amount of its stated capital is \$ 10.00

(12) This application is accompanied by a CERTIFICATE OF FACT duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated Feb. 15, 1995

(Signature)

Menderes Akdag, President

(Title)

State of Florida
County of Broward

On this 15th day of Feb, 19 95, before me Menderes Akdag, known to me, or proved to me, to be the President of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES APRIL 04, 1995
BONDED THRU AGENT'S NOTARY BROKERAGE

(Notary Public)

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the
(name of registered agent)

registered agent for NeTeL, Inc.
(corporate name)

Dated 2-13 19 95

Corporation Service Company
(signature of registered agent)