

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00119622
Hi-Rim Communications, Inc.
1771 East Flamingo Ste. 111A
Las Vegas, NV 89119

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee February 29, 1996

IN RE: CASE NUMBER: 96-00046

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 February 20, 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.

A handwritten signature in cursive script, appearing to read "Eddie Robinson".

Executive Director

Three handwritten signatures in cursive script, stacked vertically. The top signature is for Keith Bissell, the middle for Steve Hewlett, and the bottom for Sara Kyle.

Chairman

Commissioner

Commissioner

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SARA KYLE, COMMISSIONER
PAUL ALLEN, EXECUTIVE DIRECTOR

REC'D TEL. PUBLIC
SERVICE COMM.
96 JUN 9 AM 11 07
OFFICE OF THE
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 Hi-Rim Communications, Inc.
Address 1771 East Flamingo, Suite 111A, Las Vegas
State Nevada **Zip Code** 89119 **Phone No.** (702) 734-4898

B. Corporate Officers:

Thomas A. Mills	President
Wayne J. Godbout	Vice-President
John Vergiels	Secretary
John Vergiels	Treasurer

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

 Patrick D. Crocker
EARLY, LENNON, PETERS & CROCKER, P.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
(616) 381-8844

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

1-800-899-4476

(To be filled out by PSC) Company ID Number

Date Approved

Evaluator

119622/ 96-46

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.

Not Applicable

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

Please see Exhibit A.

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

Applicant has not been denied authority to operate in any state.

I. Areas in Tennessee to be served.

Applicant will provide service in all equal access areas within Tennessee.

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.

Not Applicable

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

Not Applicable

M. Describe the type of services and prices that Applicant will be offering in Tennessee on the International Tariff found in Appendix II.

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

Applicant's carrier identification code is ("CIC"). Applicant may also utilize the MCI's CIC access code.

- 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?**

Applicant will utilize the underlying networks provided by MCI.

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

Applicant will bill customers directly.

- R. Describe briefly how the applicant plans to market their service in Tennessee? If an independent telemarketer is going to be used state company name and address.**

Applicant will market services through independent agents.

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

Applicant will confirm the order to change long distance services by following one of the four confirmation procedures established by the FCC. Applicant will primarily rely upon a signed Letter of Agency.

- 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?**

 X 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.**

 X Yes No

PART II: Organization Structure

- A. Type of Organization**

Individual _____ Corporation X

Partnership _____ Other (Explain on separate sheet) _____

B. (1) Attach a copy of Articles of Incorporation and current by-laws.

Please see Exhibit B.

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

Please see Exhibit C.

PART III: Financial Information

Applicant attaches a copy of its most recent financial statements as Exhibit D.

PART IV: Display Card

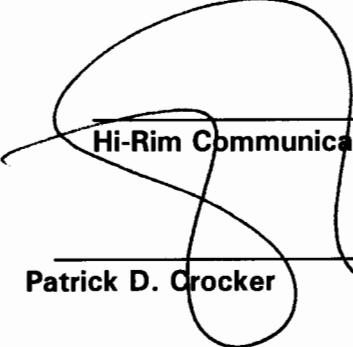
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B), which includes a toll-free number consumers can call for service problems and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

Not Applicable

PART V: Rule Compliance Agreement

A. The Interexchange reseller or Operator Service Provider applicant, hereby, affirms the following:

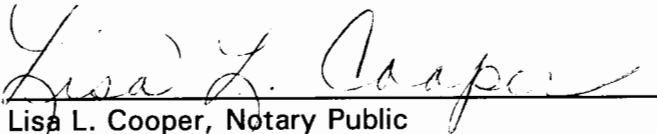
- **Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)**
- **Understands the penalties for non-compliance and all associated fees to provide such service.**
- **Will comply with the TPSC Interexchange Reseller 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.**



Hi-Rim Communications, Inc. **Date**

Patrick D. Crocker **Attorney**

Subscribed and sworn before me this 7th day of January, 1996.



Lisa L. Cooper, Notary Public

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **HI-RIM COMMUNICATIONS, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 24th day of July, 1995.

A handwritten signature in cursive script, reading 'Dean Heller'.

Secretary of State

By

A handwritten signature in cursive script, reading 'Eric Gate'.

Certification Clerk

Corporations Section

Room K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 07/26/95
REQUEST NUMBER: 3035-2334
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 07/26/95 1220
EFFECTIVE DATE/TIME: 07/26/95 1220
CONTROL NUMBER: 0297968

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

RE:
RA-RIM COMMUNICATIONS, 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: 07/26/95

FROM:
PRENTICE HALL LEGAL & FIN (LOS ANGELES)
5670 WILSHIRE BLVD
SUITE 750
LOS ANGELES, CA 90036-0000

RECEIVED: **FEE** \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00001831594
ACCOUNT NUMBER: 00022486



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

HI-RIM COMMUNICATIONS, 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 HI-RIM COMMUNICATIONS, 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 NEVADA

3. The date of its incorporation is JUNE 24, 1993 (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 1771 E FLAMINGO ROAD,

SUITE 111A LAS VEGAS NEVADA 89119

Street City State/Country Zip Code

5. The complete street address (including the country and zip code) of its registered office in this state is

c/o The Prentice-Hall Corporation System, Inc.

800 Telen 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.)

THOMAS A MILLS, PRESIDENT 1771 E FLAMINGO RD, #111A, LAS VEGAS, NV 89119

WAYNE J GODBOUT, VICE PRESIDENT 1771 E FLAMINGO RD, #111A, LAS VEGAS, NV 89119

JOHN VERGIELS, SECRETARY 1771 E FLAMINGO RD, #111A, LAS VEGAS, NV 89119

JOHN VERGIELS, TREASURER 1771 E FLAMINGO RD, #111A, LAS VEGAS, NV 89119

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

THOMAS A. MILLS 1771 E FLAMINGO RD, #111A, LAS VEGAS, NV 89119

JOHN VERGIELS 1771 E FLAMINGO RD, #111A, LAS VEGAS, NV 89119

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

(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.)

Feb 17, 1996
Signature Date

VICE PRESIDENT
Signer's Capacity

HI-RIM COMMUNICATIONS, INC.
Name of Corporation

[Signature]
Signature

WAYNE J. GODBOUT
Name (typed or printed)