

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

H. LYNN GREER, JR., DIRECTOR
SARA KYLE, DIRECTOR
MELVIN J. MALONE, DIRECTOR



Company ID: 00119833
Xtracom, Inc.
935 W. Chestnut, Ste. 206
Chicago, IL 60622

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee August 13, 1996

IN RE: CASE NUMBER: 96-00142,

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

---ORDER---

This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at its regularly scheduled Commission Conference held on August 13, 1996 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of 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 a 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 TRA 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 TRA'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 TRA'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.


Chairman


Director


Director

Executive Secretary

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

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

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: Xtracom, Inc.
Address: 935 W. Chestnut, Suite 206, Chicago,
State: Illinois Zip Code: 60622
Telephone: (312) 243-8660 Facsimile: (312) 243-8660

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Mr. Steve Shyman	935 W. Chestnut, Suite 206	Chicago	IL	60622
Mr. Leon Shyman	935 W. Chestnut, Suite 206	Chicago	IL	60622

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

Name Steve Shyman, President of Xtracom, Inc.
Telephone: (312) 243-8660 Facsimile: (312) 243-8660

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

(800) 728-7283

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

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Other (describe below)

(To be filled out by PSC) 1/9/83/96-142
Company ID Number _____
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.

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.

Xtracom is presently authorized to operate in Colorado, Michigan, Montana, New Jersey, Texas, Utah, and Virginia.

Xtracom's Certificate of Authority for the state of Tennessee is attached as **Exhibit II**.

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

Not applicable.

I. Areas in Tennessee to be served.

The entire state of 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 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? Not applicable.

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

No, the company does not plan to have any telecommunications facilities in Tennessee.

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

Xtracom is a customer of its underlying facilities based carrier. Xtracom purchases AT&T and Wiltel tariffed carrier services, which are in turn resold to End Users. Xtracom intends to provide direct dialed (1+) and travel card service for communications originating and terminating within the state of Tennessee over resold transmission facilities.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²?

Xtracom will bill customer either directly or through AT&T for the services Xtracom will provide in Tennessee. Copies of the customer's billing from is provided in **Exhibit I**.

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.

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

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

A copy of a bill is required if the applicant is going to bill the customer direct.

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. See **Exhibit 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. See **Exhibit III**.

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. See **Exhibit IV**.

Xtracom is providing the 1994 financial statements,
which include balance sheet and income statement.

Part IV: Display Card

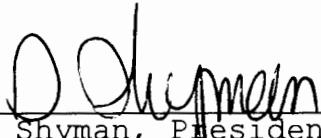
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and refunds. Not applicable.

It 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 understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for noncompliance, 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.

Date: 8 December 1995

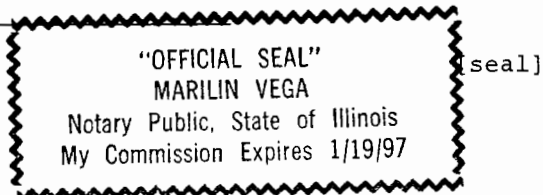


Steve Shyman, President
Xtracom, Inc.

Subscribed and sworn before me this 14th day of December, 1995.



Notary Public



File Number

5561-767-8



Whereas, ARTICLES OF INCORPORATION OF
XTRACOM, 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 2ND
day of AUGUST AD 19 89 and
of the Independence of the United States
the two hundred and 14TH.

Jim Edgar

SECRETARY OF STATE

FORM BCA-17

ARTICLES OF INCORPORATION

Filing Requirements — Present 2 originally signed and fully executed copies in exact duplicate

For Insert — Use White Paper — Size 8½ x 11

(Do not write in this space)

Date Paid 8-2-89
 Initial License Fee \$ 50
 Franchise Tax \$ 2.00
 Filing Fee \$ 2.00
 Clerk 100.50

TO: JIM EDGAR, Secretary of State

I/We, the incorporator(s), being one or more natural persons of the age of twenty-one years or more or a corporation for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE The name of the corporation is: XTRACOM, INC.

ARTICLE TWO The name and address of the initial registered agent and registered office are:
 Registered Agent Steven Shyman

First Name	Middle Name	Last Name
Steven		Shyman

Registered Office: 1360 Sandburg 710

Number	Street	(Do not use P.O. Box)	Suite #
Chicago	60610	Cook	

City	Zip Code	County
Chicago	60610	Cook

ARTICLE THREE The duration of the corporation is ☒ perpetual OR _____ years.

ARTICLE FOUR The purposes for which the corporation is organized are: (11)

Marketing and consulting in telecommunications services business.

ARTICLE FIVE

Paragraph 1: The number of shares which the corporation shall be authorized to issue, itemized by class, series and par value, if any, is

Class	Series	*Par Value per share	Number of shares authorized
Common	None	NPV	1,000

PAID

AUG 2 1989

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

None

ARTICLE SIX

The number of shares which the corporation proposes to issue without further report to the Secretary of State, itemized by class, series, and par value, if any, and the consideration to be received by the corporation therefor (expressed in dollars) are:

Class	Series	*Par Value per share	Number of shares to be issued	Total consideration to be received therefor
Common	None	NPV	100	\$ 1,000.00
				\$
				\$
				\$
				\$
			Total	\$ 1,000.00

*(Use NPV if no Par Value)

ARTICLE EIGHT: The number of directors to be elected at the first meeting of the shareholders is One

ARTICLE NINE (Complete EITHER A or B)

☒

A. All the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or the incorporator(s) elect to pay the initial franchise tax on the basis of the entire consideration to be received for the issuance of shares.

☐

B. Paragraph 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$ _____

Paragraph 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____

Paragraph 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$ _____

Paragraph 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be: \$ _____

I/WE the incorporator(s) declare that I/we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my/our knowledge and belief, true, correct and complete. Executed this 31st day of July, 19 89.

(Signatures must be in ink. Carbon copy, xerox or rubber stamp signatures are not acceptable.)

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

Signature and Names

1. X Steven Shyman
Signature
Steven Shyman
Name (please print)
2. _____
Signature
Name (please print)
3. _____
Signature
Name (please print)

Post Office Address

1. 1360 Sandburg Apt. 710
Street
Chicago Illinois 60610
City/Town State Zip
2. _____
Street
City/Town State Zip
3. _____
Street
City/Town State Zip

FORM BCA-47

ARTICLES OF INCORPORATION

under the

BUSINESS CORPORATION ACT

For determination of Proper Fees please
consult The Business Corporation Act.

JIM EDGAR
Secretary of State

AUG - 2 1989

FILED

RETURN TO:

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

3-162.7

0719.584

ANNIVERSARY MONTH
AUGUST

COOK
County

STATE OF ILLINOIS
Office of
THE SECRETARY OF STATE

D 5561-767-8
File Number

CERTIFICATE OF DISSOLUTION OF DOMESTIC CORPORATION
BUSINESS CORPORATION ACT

WHEREAS it appears that

XTRACOM, INC.
% STEVEN SHYMAN
1360 SANDBURG STE 710
CHICAGO, IL. 60610-2027

080289

being a corporation organized under the laws of the State of Illinois relating to Domestic
Corporations, has failed to

FILE AN ANNUAL REPORT AND PAY AN ANNUAL FRANCHISE TAX
as required by the provisions of "The Business Corporation Act" of the State of Illinois,
in force July 1, A.D. 1984, and all acts amendatory thereof; AND WHEREAS, said acts
provided that upon failure to,

FILE AN ANNUAL REPORT AND PAY AN ANNUAL FRANCHISE TAX
the Secretary of State shall dissolve the corporation pursuant to Section 12.40 effective
July 1, 1984.

NOW THEREFORE, the Secretary of State of the State of Illinois, hereby
dissolves the said
XTRACOM, INC.

in pursuance of the provisions of the aforesaid Act.



C-88.6

IN TESTIMONY WHEREOF, I hereto set my hand and
cause to be affixed the Great Seal of the State of Illinois.

Done at the City of Springfield,

this 3 RD day of JANUARY

A.D. 1994

George H. Ryan

Secretary of State

0719.584

EXPEDITED
SECRETARY OF STATE

MAR 14 1995

EXP. FEES 25.00
COPY - CERT. 10.00



STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of four pages, as taken from the original on file in this office.

George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED March 14, 1995

Julie Jeger

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/20/95
REQUEST NUMBER: 3088-2229
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 12/20/95 1115
EFFECTIVE DATE/TIME: 12/20/95 1115
CONTROL NUMBER: 0304508

TO:
CAPITAL FILING SERVICE, INC.
7051 HWY. 70 SOUTH
NO. 333
NASHVILLE, TN 37221

RE:
XTRACOM, 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: 12/20/95

FROM:
C T CORPORATION SYSTEM (CHICAGO, IL.)
208 S LASALLE ST

CHICAGO, IL 60604-0000

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

RECEIPT NUMBER: 0000188047
ACCOUNT NUMBER: 00000592



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED
 RECEIVED
 STATE OF TENNESSEE

95 DEC 20 AM 11:15

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 Xtracom 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 ILLINOIS3. The date of its incorporation is 8/89 (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 _____

937 W. Chestnut #104	Chicago IL	USA	60682
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

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.)

Steve Shyman	Pres	937 W Chestnut #104	Chicago IL	60682
LEON Shyman	VP	"	"	"

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

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

File Number 5561-767-8

RECEIVED
STATE OF ILLINOIS

95 DEC 20 11 15

NICHOLSON
SECRETARY OF STATE

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that XTRACOM, INC., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE AUGUST 2, 1989, APPEARS
TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS
CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL
REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN
GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 15TH
day of DECEMBER A.D., 19 95.

George H Ryan
SECRETARY OF STATE