

**TENNESSEE PUBLIC SERVICE COMMISSION**

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

STEVE HEWLETT, CHAIRMAN  
SARA KYLE, COMMISSIONER  
MELVIN J. MALONE, COMMISSIONER



Company ID: 00120882  
Key Communication Management, Inc., d/b/a Discount Plus  
330 West Spring St.  
Ste. 101  
Columbus, OH 43215

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

IN RE: CASE NUMBER: 96-00621

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 May 24, 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

A handwritten signature in cursive script, appearing to read "Steve Hewlett".

Chairman

A handwritten signature in cursive script, appearing to read "Sara Kyle".

Commissioner

A handwritten signature in cursive script, appearing to read "Melvin J. Malone".

Commissioner

REC'D TN. PUBLIC  
SERVICE COMM.  
OFFICE OF THE  
EXECUTIVE DIRECTOR  
'96 MAR 27 AM 10 17

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

**KEITH BISSELL, CHAIRMAN**  
**STEVE HEWLETT, COMMISSIONER**  
**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** Key Communication Management, Inc. d/b/a Discount Plus  
**Address** 330 West Spring Street Suite 101, Columbus  
**State** Ohio **Zip Code** 43215 **Phone No.** (800) 653-0083

**B. Owners/Partners/Officers:**

Frank A. Turgeon

**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.**

1-800-653-0083

(To be filled out by PSC) Company ID Number 96-621  
Date Approved 120882  
Evaluator \_\_\_\_\_

- 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.**

- 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 ☒

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.**

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 utilizes the carrier identification code of the underlying network provider Sprint.

**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 Sprint.

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

Applicant will utilize the local telephone company's billing system, and bill customers direct. Applicant's billing company is Zero Plus Dialing, Inc.

**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 sales representatives employed directly by the Applicant, along with 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 followed by the FCC.

**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   X  

Partnership \_\_\_\_\_ Other (Explain on separate sheet) \_\_\_\_\_

**B. (1) Attach a copy of Articles of Incorporation.**

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**

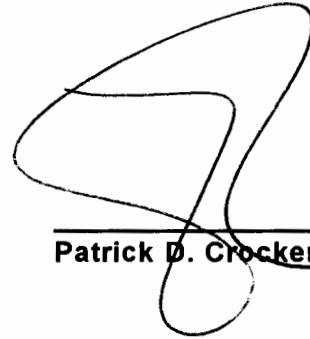
**PART V: Rule Compliance Agreement**

**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.**

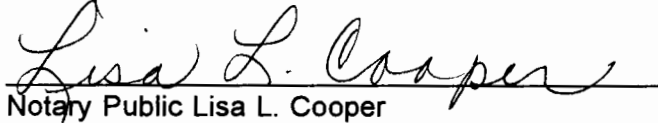
- Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV).
- That all information provided in the attached registration document is true to the best of my knowledge.

Date



Patrick D. Crocker Attorney

Subscribed and sworn before me this 22<sup>nd</sup> day  
of March, 1996

  
Notary Public Lisa L. Cooper

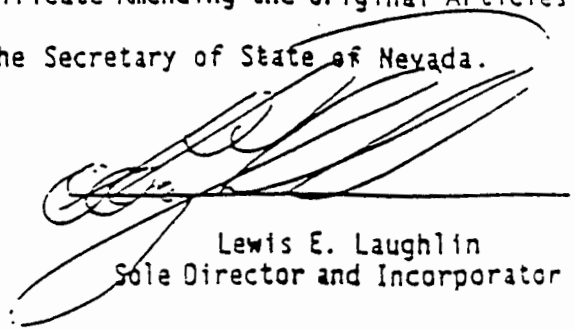
CERTIFICATE AMENDING ARTICLES OF INCORPORATION

OF

MUNCHKINS INC.

CONTINUED

The undersigned hereby certify that he has on this 6th day of MAY, 19 91; executed this Certificate Amending the original Articles of Incorporation heretofore filed with the Secretary of State of Nevada.

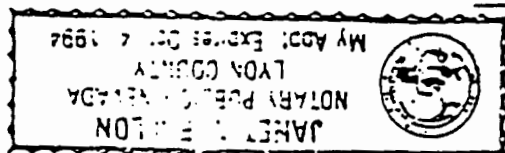
  
Lewis E. Laughlin  
Sole Director and Incorporator

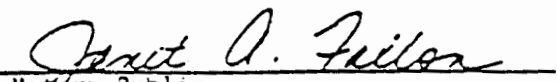
STATE OF NEVADA )  
COUNTY OF CARSON CITY ) SS:

On this 6th day of MAY, 1991, before me, the undersigned, a Notary Public in and for the County of Carson City, State of Nevada personally appeared: Lewis E. Laughlin

Known to me to be the person(s) whose name(s) are subscribed to the foregoing Certificate Amending Articles of Incorporation and acknowledged to me that he executed the same.

(seal)



  
Notary Public

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAY - 8 1991

CHERYL A. LAU SECRETARY OF STATE

*Cheryl A. Lau*  
6-397-84

CERTIFICATE AMENDING ARTICLES OF INCORPORATION  
OF  
MUNCHKINS INC.

The undersigned, being the Sole Incorporator and only Director of MUNCHKINS INC., a Nevada Corporation, no stock having been issued, hereby certifies that he has decided that this CERTIFICATE AMENDING ARTICLES OF INCORPORATION be filed.

The undersigned further certifies that the original Articles of Incorporation of MUNCHKINS INC. were filed with the Secretary of State of Nevada on the 10th day of August, 1988, and a Certified copy of said Articles were filed with the Carson City County Clerk on the 16th day of August, 1988. The undersigned further certifies that ARTICLE FIRST of the original Articles of Incorporation filed on the 10th day of August, 1988, herein is ~~amended~~ to read as follows:

ARTICLE FIRST

FIRST. The name shall be:

KEY COMMUNICATION MANAGEMENT INC.



**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAY - 8 1991

CHERYL A. LAU SECRETARY OF STATE

*Cheryl A. Lau*  
6397-84

CERTIFICATE AMENDING ARTICLES OF INCORPORATION  
OF  
MUNCHKINS INC.

The undersigned, being the Sole Incorporator and only Director of MUNCHKINS INC., a Nevada Corporation, no stock having been issued, hereby certifies that he has decided that this CERTIFICATE AMENDING ARTICLES OF INCORPORATION be filed.

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ARTICLE FIRST

FIRST. The name shall be:

KEY COMMUNICATION MANAGEMENT INC.

ARTICLES OF INCORPORATION

**FILED**  
IN THE OFFICE OF THE  
CLERK OF STATE OF THE  
STATE OF NEVADA

OF

MUNCHKINS INC.

**AUG 10 1988**

FIRST. The name of the corporation is:

MUNCHKINS INC.

AMBER ELLIOTT PAPA SECRETARY OF STATE

*Amber Elliott Papa*

6397-88

SECOND. Its principal office in the State of Nevada is located at 1000 East William Street, Suite 100, Carson City, Nevada 89701, that this corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.

(C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up and dissolved.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on its corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

(P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

FOURTH. That the total number of voting common stock authorized that may be issued by the Corporation is TWENTY-FIVE HUNDRED (2,500) shares of stock without nominal or par value and no other class of stock shall be authorized. Said shares without nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to less than one (1).

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Lewis E. Laughlin	1000 East William Street, Suite 100 Carson City, Nevada 89701

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the incorporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Lewis E. Laughlin	1000 East William Street, Suite 100 Carson City, Nevada 89701

EIGHTH. The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent, and, the principal or statutory address of this corporation in the state of Nevada, shall be:

1000 East William Street, Suite 100  
Carson City, Nevada 89701

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the

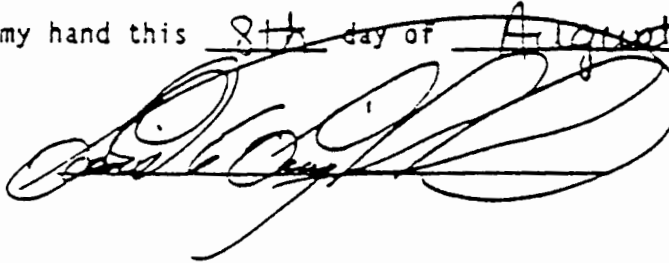
Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only; and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.



I, THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of August, 1988.



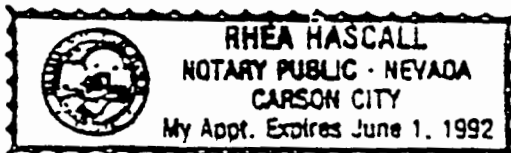
STATE OF NEVADA )  
                          ) SS:  
CARSON CITY )

On this 8th day of August, 1988, in Carson City, Nevada, before me, the undersigned, a Notary Public in and for Carson City, State of Nevada, personally appeared:

Lewis E. Laughlin

Known to me to be the person whose name is subscribed to the foregoing document and acknowledged to me that he executed the same.

Rhea Hascall  
Notary Public



## APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

KEY COMMUNICATION MANAGEMENT INC.

FILED

95 FEB 17 AM 10:20

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 KEY COMMUNICATION MANAGEMENT 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 Nevada3. The date of its incorporation is August 10, 1988 (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 330 West Spring Street,

<u>Suite 101,</u>	<u>Columbus,</u>	<u>OH</u>	<u>43215</u>
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>230 Fourth Avenue, North, 3rd Floor, Nashville, TN</u>	<u>Davidson</u>	<u>37219</u>
Street	City/State	County Zip Code

The name of its registered agent at that office is

Joseph Martin, Jr.

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

<u>Frank A. Turgeon,</u>	<u>CEO and</u>	<u>330 West Spring Street, Suite 101</u>
<u>President, Secretary</u>		<u>Columbus, OH 43215</u>
<u>and Treasurer</u>		

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

<u>Frank A. Turgeon, Director</u>	<u>330 West Spring Street, Suite 101</u>
	<u>Columbus, OH 43215</u>

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).