

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



DAVID WADDELL, EXECUTIVE SECRETARY

Company ID: 00121160
Brittan Communications International Corporation
602 Sawyer
Ste. 202
Houston, TX 77007

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee April 17, 1997

IN RE: CASE NUMBER: 96-00682

Application for Authority to Provide Operator Services and/or Resell
Telecommunications 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 of telecommunications / operator service provider in Tennessee. The TRA considered this application at a Conference held on April 15, 1997 and concluded that the applicant has met all the requirements for certification and should be authorized to provide operator services and/or resell telecommunications services on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with all applicable state laws and TRA rules and regulations.
3. That this order shall be retained as proof of certification with this Authority, and may be used to obtain appropriately tariffed service and billing arrangements from Authority authorized telecommunications service providers.

Chairman

Director

ATTEST:
Executive Secretary

Director

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 Brittan Communications International Corporation
Address 602 Sawyer, Suite 202, Houston
State Texas Zip Code 77007 Phone No. (713) 880 9911

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
See Exhibit 1				

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Jim G. Edwards (800) 460 - 9834 (800) 460 - 9835
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 adjustments. (800) 460-1110

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. California, Colorado, Michigan, Montana, New Jersey, North Dakota, Texas, Utah, and Virginia.

(To be filled out by PSC) 96-682
Company ID Number 121160
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.
Service will be provided statewide.
- 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. No
- 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? 10700 (U.S. Long Distance)
- 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? U.S. Long Distance
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Applicant's customers normally will be billed by the local telephone company.
- 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's services will be marketed primarily via direct marketing, including promotions at shopping malls and at special events, such as fairs and exhibits.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. See Exhibit 3.

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.

- 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.

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.

Brittan Communications
International Corporation

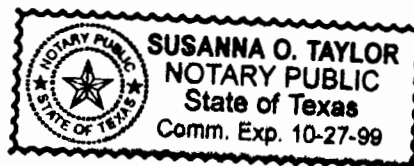
Company Name

4/4/96
Date

[Signature] C.E.O.
Company Official Title

Subscribed and sworn
before me this 4 day
of Apr., 19 96

[Signature]
Notary Public



seal



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

BRITTAN COMMUNICATIONS INTERNATIONAL CORPORATION

ARTICLES OF INCORPORATION

NOVEMBER 18, 1994



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on March 22, 1995.

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

CEB

NOV 18 1994

Corporations Section

**ARTICLES OF INCORPORATION
OF
BRITTAN COMMUNICATIONS INTERNATIONAL CORPORATION**

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS § **KNOW ALL MEN BY THESE PRESENTS:**

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Texas, acting as an Incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation, *to wit* :

ARTICLE I

The name of the Corporation is **BRITTAN COMMUNICATIONS INTERNATIONAL CORPORATION.**

ARTICLE II

The period of its duration for which the Corporation is formed shall be perpetual, unless dissolved by operation of law or by voluntary action of the incorporators or stockholders in the manner provided by law.

ARTICLE III

The purpose or purposes for which said Corporation is organized shall be to engage in all aspects of the long distance telephony interconnect business, general communications business, the conduct of any lawful business, and to do any and all things permitted to corporations under the laws of the State of Texas, all for profit.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,500,000 shares of no-par value common stock and 1,000,000 shares of non-voting preferred stock. @ npv.

ARTICLE V

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00, which may consist of money, labor done or property actually received, in accordance with subsection A(7) of Article 3.02 of the Texas Business Corporation Act.

ARTICLE VI

Unless and/or until amended, if such be done, the practice of cumulative voting, as well as preemptive rights, are hereby specifically excluded and prohibited. No other provisions for the regulation of the internal affairs of the Corporation have been adopted as a part of these Articles, save and except as set forth at Article VIII hereof.

ARTICLE VII

The street address of the Corporation's initial registered office is 2103 Commonwealth Ave., Houston, Texas 77006. The name of the initial registered agent of the Corporation at such address is Helen N. Primeaux.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the initial Director is as follows:

Name

Helen N. Primeaux

Address

2103 Commonwealth Ave.
Houston, TX 77006

The Board of Directors shall have the right to raise or lower the number of Directors constituting the Board by a simple plurality vote of the then existing Board of Directors, subject to the ratification of a majority of the outstanding shares.

ARTICLE IX

The name and address of the Incorporator hereof is Helen N. Primeaux, 2103 Commonwealth Avenue, Houston, Texas 77006.

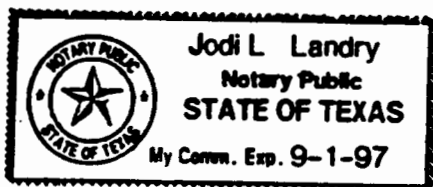
IN WITNESS WHEREOF, I have hereunto set my hand this the 14th day of November, 1994.



Helen N. Primeaux, Incorporator

THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, the undersigned Notary Public, do hereby certify that on this the 14th day of November, 1994, personally appeared before me Helen N. Primeaux, who, being by me first duly sworn, declared that she is the person who signed the foregoing document as Incorporator, that the statements therein contained are true and correct, and that she acted in her capacity as therein set forth.

WITNESS MY HAND AND SEAL OF OFFICE, this the 14th day of November, 1994.




Notary Public in and for the State of Texas

P378a/2/np

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/14/96

REQUEST NUMBER: 3117-3051

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 02/14/96 1352

EFFECTIVE DATE/TIME: 02/14/96 1352

CONTROL NUMBER: 0307472

TO:
C T CORPORATION SYSTEM
ATTN: BILL ERWIN
811 DALLAS AVENUE
HOUSTON, TX 77002

RE:
BRITTAN COMMUNICATIONS INTERNATIONAL CORPORATION
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: 02/14/96

FROM:
C T CORPORATION SYSTEM (HOUSTON, TX.)
811 DALLAS AVE

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

HOUSTON, TX 77002-0000

RECEIPT NUMBER: 00001910742
ACCOUNT NUMBER: 00000023



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Brittan Communications International Corporation

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 Brittan Communications International Corporation

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 Texas

3. The date of its incorporation is November 18, 1994 (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 _____

602 Sawyer, Suite 202, Houston, Texas 77007

Street	City	State/Country	Zip Code
<u>602 Sawyer</u>	<u>Houston</u>	<u>Texas</u>	<u>77007</u>

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
<u>c/o C T Corporation System</u>	<u>530 Gay Street</u>	<u>Knoxville</u>	<u>37902</u>

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 of incorporation.]



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

BRITTAN COMMUNICATIONS INTERNATIONAL CORPORATION

were filed in this office and a certificate of incorporation was issued on
NOVEMBER 18, 1994;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 7, 1996.*

Antonio O. Garza, Jr.
Secretary of State

DEM