

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00122090
TTI National, Inc.
515 East Amite St.
Jackson, MS 39201

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee June 26, 1996

IN RE: CASE NUMBER: 96-01000

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 Public Service Commission upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on June 25, 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 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.

Executive Director

Chairman

Commissioner

Commissioner

KELLEY DRYE & WARREN LLP

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D. C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

NEW YORK, N.Y.

LOS ANGELES, CA.

MIAMI, FL.

CHICAGO, IL.

STAMFORD, CT.

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BRUSSELS, BELGIUM

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TOKYO, JAPAN

September 19, 1996

BY UNITED PARCEL SERVICE

Mr. Eddie Roberson, Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Transfer of Assets from Target Telecom Inc. to TTI National, Inc.

Dear Mr. Roberson:

Please be advised that the transfer of assets from Target Telecom, Inc. to TTI National, Inc. was completed on August 23, 1996.

Enclosed please find a duplicate of this letter and a self-addressed stamped envelope. Please date-stamp the duplicate and return it in the envelope provided.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Michelle Burgee
Legal Assistant

KELLEY DRYE & WARREN LLP

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RECEIVED
CONSUMER SERVICES DIV.
JUN 10 1996
TN PUBLIC SERVICE COMM.

June 7, 1996

By United Parcel Service

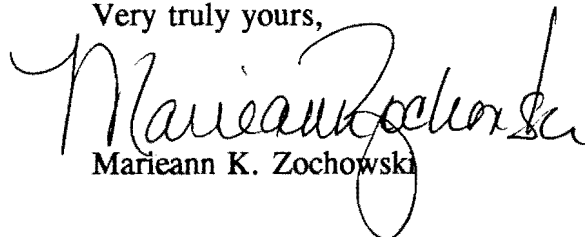
Mr. Scott Trout
Tennessee Public
Service Commission
460 James Robertson Parkway
Nashville, TN 37243-0505

**Re: Application of TTI National, Inc. for Authority to Provide
Operator Services and/or Resell Interexchange Telecommunications
Services in the State of Tennessee**

Dear Mr. Trout:

As per our conversation, enclosed please find a courtesy copy of the application of TTI National, Inc. ("TTI") for a certificate to provide operator services and/or resell interexchange telecommunications services in Tennessee. Please do not hesitate to contact me at (202) 955-9883 if you have any questions.

Very truly yours,


Marieann K. Zochowski

KELLEY DRYE & WARREN LLP

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TOKYO, JAPAN

June 14, 1996

By United Parcel Service

Mr. Scott Trout
Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Application of TTI National, Inc. - Docket No. 96-1000

Dear Mr. Trout:

Enclosed for filing with the Tennessee Public Service Commission please find and original and 1 copy of TTI National, Inc.'s Certificate of Authority. Enclosed please also find a duplicate of this filing and a self-addressed stamped envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided.

Please do not hesitate to contact me at (202) 955-9883 if you have any questions.

Very truly yours,


Marieann K. Zochowski

Corporations Section

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

DATE: 06/05/96
REQUEST NUMBER: 3179-0206
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/05/96 0952
EFFECTIVE DATE/TIME: 06/05/96 0952
CONTROL NUMBER: 0313025

TO:
NOWALSKY-BRONSTON
3900 N. CAUSEWAY
SUITE 1275
METAIRIE, LA 70002

RE:
TTI NATIONAL, 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: 06/05/96

FROM:
NOWALSKY-BRONSTON (METRAIRE, LA)
SUITE 1275
3900 W. CAUSEWAY
METAIRIE, LA 70002-0000

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

RECEIPT NUMBER: 0000197082
ACCOUNT NUMBER: 00193877



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

[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.]

TTI NATIONAL, 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 TTI National, Inc.

If different, the name under which the certificate of authority is to be obtained is N/A

[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 March 21, 1996 (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 _____

<u>515 East Amite</u>	<u>Jackson</u>	<u>MS</u>	<u>39201</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>1912 Hayes Street, Nashville, TN 37230</u>
Street
City/State
County
Zip Code

The name of its registered agent at that office is _____

National Registered Agents, Inc.

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

<u>Bernard J. Ebberts - President</u>	<u>515 East Amite, Jackson, MS 39201</u>
<u>Scott Sullivan - Secretary</u>	<u>515 East Amite, Jackson, MS 39201</u>
<u>David Meyers - Treasurer</u>	<u>515 East Amite, Jackson, MS 39201</u>

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

<u>Bernard J. Ebberts</u>	<u>515 East Amite, Jackson, MS 39201</u>
<u>Charles Cannada</u>	<u>515 East Amite, Jackson, MS 39201</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).
[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed.]

KELLEY DRYE & WARREN LLP

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D. C. 20036

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BRUSSELS, BELGIUM

HONG KONG

AFFILIATED OFFICES

NEW DELHI, INDIA

TOKYO, JAPAN

June 3, 1996

By United Parcel Service

Mr. Eddie Roberson
Executive Director
Tennessee Public
Service Commission
460 James Robertson Parkway
Nashville, TN 37243-0505

**Re: Application of TTI National, Inc. for Authority to Provide
Operator Services and/or Resell Interexchange Telecommunications
Services in the State of Tennessee**

Dear Mr. Roberson:

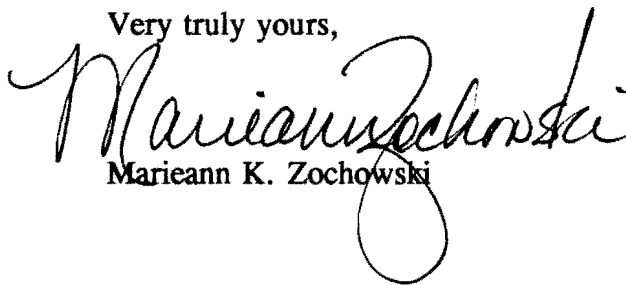
Enclosed for filing by TTI National, Inc. ("TTI") with the Tennessee Utilities Public Service Commission ("Commission") please find an original and one copy of TTI's application for a certificate to provide operator services and/or resell interexchange telecommunications services in Tennessee. Please also find a check in the amount of \$50.00 for the filing fee.

TTI is a corporation formed specifically for the purpose of facilitating the acquisition of selected assets of Target Telecom, Inc. by WorldCom, Inc. ("WorldCom"). TTI is wholly-owned by WorldCom and is incorporated under the laws of the State of Delaware. TTI is in the process of being qualified to transact business in Tennessee as a foreign corporation. A copy of TTI's qualifying document will be forwarded to the Commission as soon as it is available.

Enclosed please also find a duplicate of this application and a self-addressed stamped envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided.

Please do not hesitate to contact me at (202) 955-9883 if you have any questions.

Very truly yours,

A handwritten signature in black ink, reading "Marieann Zochowski". The signature is written in a cursive style with a large, looping "M" and a long, sweeping "Z".

Marieann K. Zochowski

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 TTI National, Inc.
 Address 515 East Amite Street, Jackson
 State MS Zip Code 39201 Phone No. (601) 360 8600

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
See Attachment A				

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Claire Daly (318) 261 2554 (318) 261 2564
 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. 1-800-307-6024

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. N/A

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

(To be filled out by PSO)
 Company ID Number 122090
 Date Approved _____
 Evaluator _____

96-1000

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.

- H. List any states that you have been denied authority to provide service.
None
- I. Areas in Tennessee to be served.
State-wide
- J. What type of customers will the company serve?
a. Business X
b. Residential X
c. Aggregators X
(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. N/A
- 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? 10995
- 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? WorldCom Network Services, Inc. d/b/a WillTel Network Services
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Direct Billing. See Attachment C.
- 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.
TTI will use independent contractors to market its services.
See Attachment D.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Contact customer and receive an LOA signed by customer or verbal LOA when the customer states date of birth or other I.D. and requests the service.

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

² A 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 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 _____

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 Attachment E.
- (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 Attachment F.

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 attachment G.

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.

N/A

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

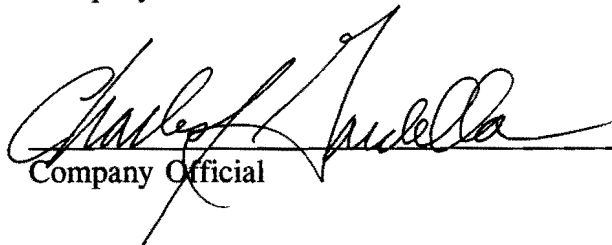
Part V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provide 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.

TTI National, Inc.
Company Name

5-28-96

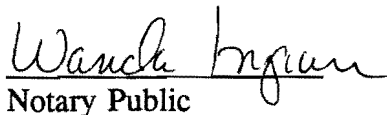
Date


Company Official

V.P.

Title

Sworn and subscribed to
before me this 28th
day of May, 1996.


Notary Public

My Commission Expires
July 16, 1999

TTI National, Inc.'s corporate officers and directors are:

Bernard J. Ebbers	--	President, Chief Executive Officer and Director
Scott D. Sullivan	--	Chief Financial Officer and Secretary
David Myers	--	Treasurer
Charles T. Cannada	--	Director

All of the above-named corporate officers and directors can be contacted at 515 East Amite Street, Jackson, Mississippi 39201.

TTI National, Inc. is a wholly-owned subsidiary of WorldCom, Inc. d/b/a LDDS WorldCom ("WorldCom"). WorldCom is a publicly-held Georgia corporation whose principal offices are located at 515 East Amite Street, Jackson, Mississippi 39201. WorldCom, through its operating subsidiaries, is a non-dominant worldwide telecommunications company that provides a full array of domestic and international voice and data communications services to business and residential customers. WorldCom operates as a facilities-based and non-facilities-based interexchange carrier that provides service directly and indirectly in 48 states, including Tennessee. WorldCom and its subsidiaries currently provide a full-array of telecommunications services over their own nationwide state-of-the-art fiber optic transmission network. WorldCom had annual revenue of \$3.64 billion in 1995, and reported net income of \$267 million. The company currently ranks as the nation's fourth largest interexchange carrier.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TTI NATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

2604473 8100

960082153

AUTHENTICATION: 7876872

DATE: 03-21-96

SECRETARY OF STATE
DIVISION OF CORPORATIONS
ED 09:00 AM 03/21/1996
60062153 - 2604473

CERTIFICATE OF INCORPORATION
OF
TTI NATIONAL, INC.

FIRST: The name of the Corporation is TTI NATIONAL, INC.

SECOND: Its registered office in the State of Delaware is to be located at 9 East Loockerman St., Dover, Delaware 19901 and its Registered Agent is National Registered Agents, Inc.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of Common Stock which the Corporation shall have authority to issue is 1,000 shares, all of which shall be with a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is:

Name

Mailing Address

Leon L. Nowalsky

3900 N. Causeway Blvd., Suite 1275
Metairie, Louisiana 70002

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following named individuals, whose mailing addresses are set out beside their names, shall serve as directors until the first Annual Meeting of Stockholders or until their successors are elected and qualified:

Name

Mailing Address

Bernard J. Ebbers

515 East Amite
Jackson, Mississippi 39201

Charles Cannada

515 East Amite
Jackson, Mississippi 39201

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for defining and regulating the powers of the Corporation and its directors and stockholders:

1. The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.
2. The first meeting of the stockholders for the election of directors shall be held in Jackson, Mississippi, at the office of the Corporation, on March 21, 1996, or at such other time and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place named in the By-Laws of the Corporation.
3. Written ballots shall not be required for the election of directors of the Corporation.
4. The Board of Directors shall have the power to make, alter or repeal By-Laws of the Corporation.
5. The By-Laws of the Corporation may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than two.
6. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Corporation hereinbefore named, do certify that the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 21st day of March, 1996.



Leon Nowalsky