

BEFORE THE TENNESSEE REGULATORY AUTHORITY
July 13, 1999 Nashville, Tennessee

In Re: Five Star Telecom, Inc.)
for Cancellation of Authority to Provide) Docket No. 96-01123
Resold Telecommunication) Co. ID: 122648
Services In Tennessee)

**ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES**


This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of Five Star Telecom, Inc. to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on July 13, 1999.

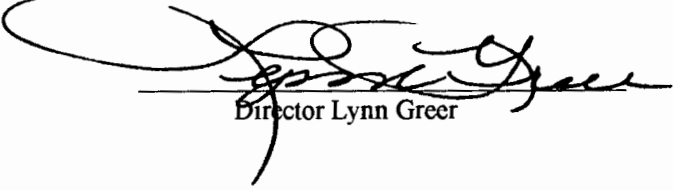
WHEREFORE, having considered the request of U.S. Osiris Corporation to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

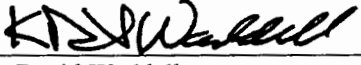
- 1) That the request of Five Star Telecom, Inc. to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 96-01123, is hereby granted; and
- 2) That this docket is herewith closed.


Chairman Melvin Malone


Director Sara Kyle


Director Lynn Greer

ATTEST:


K. David Waddell

TENNESSEE REGULATORY AUTHORITY

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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



Company ID: 00122648
Five Star Telecom, Inc.
624 S. Grand Ave
Suite 302
Los Angeles, CA 90017

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee October 2, 1996

IN RE: CASE NUMBER: 96-01123

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 October 1, 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.

ATTEST:


Executive Secretary


Chairman


Director


Director

TENNESSEE PUBLIC SERVICE COMMISSION460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

PAUL ALLEN, EXECUTIVE DIRECTOR**RECEIVED**
EXEC. SECRETARY OFF

JUL 05 1996

TN REGULATORY AUTHORITY

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL INTEREXCHANGE
TELECOMMUNICATION SERVICES IN TENNESSEE
[RULE 1220-4-2-.57]**122648 -
96-01123**SECTION A**Part 1: General InformationA. Name of Applicant Five Star Telecom, Inc.
Address 624 S Grand Ave Suite 302 Los Angeles
State CA Zip Code 90017 Phone No. (213) 612-0838

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Gene Elmore	624 S Grand Ave	Ste302 L.A.	CA	90017
David Reid	5905 Johns Rd	Tampa	FL	34634
Thomas Brunette	5905 Johns Rd	Tampa	FL	34634
Roger Mock	5905 Johns Rd	Tampa	FL	34634

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

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. 1-800-334-8378

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. FL, KY, IN, LA, CA
MT, MI, NJ, CO, GA, TX, OR, NV, AL, SC, NY,Completing Process in AZ, OK, CT, WA, IL, WA(To be filled out by PSC)
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.

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

NONE

I. Areas in Tennessee to be served.

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) _____ Other Resellers

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 NO

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes _____ No _____ N/A

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? None at this time

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? Not in Tennessee

P. What facility-based network will the applicant be reselling? Wiltel, MCI, Sprint, AT&T, and Bell Core

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Primarily Direct Billing - See Attached first page bill copy.

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.

Trade Magazines - Industry contacts - Independent agents

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. A signed LOA will be required - LOA meets all FCC Requirements including recent revisions in minimum requirements

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.

See Attached

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.**

Financial Report Attached

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

Do Not Service Aggregator Phones

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

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

- | | |
|-------------------------|---------|
| Five Star Telecom, Inc. | 6/28/96 |
| Company Name | Date |

Subscribed and sworn
before me this 2nd day
of 07, 1996

Notary Public

My commission expires 2-11-97

seal

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 "FIVE STAR TELECOM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1995, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2508461 8100

960054950

AUTHENTICATION:

DATE: 7847056
02-29-96

CERTIFICATE OF INCORPORATION

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/25/1995
950116385 - 2508461

OF

FIVE STAR TELECOM, INC.

The undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is Five Star Telecom, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 15 E. North Street, in the City of Dover, County of Kent. The name of its registered agent at that address is Incorporating Services, Ltd.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

FOURTH: The total number of shares which the Corporation shall have authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The incorporator of the Corporation is Leslie J. Barnett, whose mailing address is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

SIXTH: Each holder of any of the shares of the capital stock of the Corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the Corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration.

SEVENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is hereafter amended to

authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification. The provisions of this Article SEVENTH shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated or limited by the provisions of this Article SEVENTH.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the by-laws, except to the extent that the by-laws or this Certificate of Incorporation otherwise provide. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and the Directors need not be elected by ballot unless required by the by-laws of the Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this 22nd day of May, 1995.


Leslie J. Barnett, Incorporator