

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: 00124007
Annox, Inc.
PO Box 230
Pleasant View, TN 37146

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee October 10, 1996

IN RE: CASE NUMBER: 96-01314

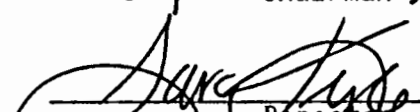
Application for Authority for Operator Services and/or Resell
Telecommunications Service and/or Telecommunications Operator Services
Services in Tennessee Pursuant to Rule 1220-4-2-.57.
---ORDER---

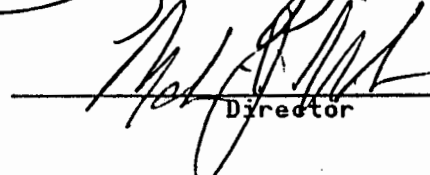
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at its regularly scheduled Commission Conference held on October 15, 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

ATTEST:


Executive Secretary

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-.57]

SECTION A

Part 1: General Information

A. Name of Applicant Annox, Inc.
Address P.O. Box 230 Pleasant View
State TN Zip Code 37146 Phone No. (615) 746-8927

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Tom Linder, Jr.	P.O. Box 230	Pleasant View	TN	37146
Mark T. Linder	P.O. Box 230	Pleasant View	TN	37146

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Mark T. Linder (615) 746-8927 (615) 746-3409
Name 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. 1-800-339-5806

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

☒ Resell Interexchange long distance services

☒ Resell Local Exchange 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. None

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

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 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. 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? To be provided

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? BellSouth

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

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.

Annox, Inc. existing sales force which presently markets cable-TV
services in 3 Middle Tennessee counties will be utilized to market
local and long-distance service.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Customer letter of authorization or customer
voice authorization with recorded back-up.

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 _____

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 Authority 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.

(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.

Secretary of State

Corporations Section

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

ISSUANCE DATE: 08/29/1996
REQUEST NUMBER: 3209-20

CHARTER/QUALIFICATION DATE: 03/06/1989
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0213005
JURISDICTION: GEORGIA

TO:
ANNOX INC.
AT: L. DEMONBREUN
P.O. BOX 230
PLEASANT VIEW, TN 37146

REQUESTED BY:
ANNOX INC.
AT: L. DEMONBREUN
P.O. BOX 230
PLEASANT VIEW, TN 37146

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ANNOX, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
			NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
1181-0803	03/06/1989	QUAL-PROFIT									
2084-0059	02/19/1991	AMEND-QUAL-PROF	X						X		

FOR: REQUEST FOR COPIES

ON DATE: 08/29/96

FEEES

FROM:
ANNOX, INC.
115 PERIMETER CENTER
PLACE NE
ATLANTA, GA 30346-0000

RECEIVED: \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002003593
ACCOUNT NUMBER: 00125306



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

1181 0803

RECEIVED
STATE OF TENNESSEE
100 MAR -3 PM 2:44

APPLICATION FOR
CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION

TO THE SECRETARY OF STATE OF THE STATE OF TENNESSEE:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporations-Foreign Corporations Act, the undersigned submits the following information for the purpose of receiving a certificate of authority to transact business in the State of Tennessee.

1. NAME OF CORPORATION AND THE NAME UNDER WHICH THE CERTIFICATE OF AUTHORITY IS TO BE OBTAINED:

Cable USA, Inc.

2. STATE OF INCORPORATION: Georgia

3. DATE OF INCORPORATION: April 7, 1986

4. PERIOD OF DURATION: Perpetual

**5. PRINCIPAL OFFICE OF CORPORATION: 602 Old Buford Road,
Cumming, Georgia 30130**

6. PRINCIPAL OFFICE IN THE STATE OF TENNESSEE:

4724 Ashland City Road, Clarksville, Tennessee 37043.

7. REGISTERED OFFICE AND AGENT IN THE STATE OF TENNESSEE:

4724 Ashland City Road, Clarksville, Tennessee 37043

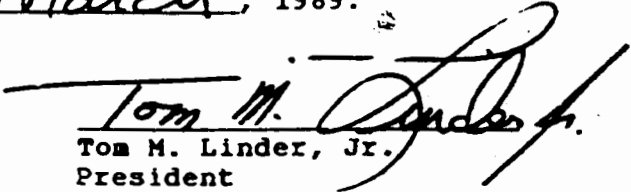
AGENT: Mike D. Kelly

8. CURRENT DIRECTORS AND OFFICERS:

Tom M. Linder, Jr., President and director, 602 Old Buford Road, Cumming, Georgia 30130; Cloyd Hall, Executive Vice President, Secretary and director, 602 Old Buford Road, Cumming, Georgia 30130; Andre P. Jones, Vice President and director, 602 Old Buford Road, Cumming, Georgia 30130; Jeffrey Patterson, Vice President and director, 602 Old Buford Road, Cumming, Georgia 30130.

THIS IS A CORPORATION FOR PROFIT.

Dated this 6th day of March, 1989.


Tom M. Linder, Jr.
President

Secretary of State

Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334

1191-8804
RECEIVED
STATE OF GEORGIA
MAR -5 PM
GEN
SECRET
CERTIFICATE DATE
TRANSACTION NUMBER
EXAMINER
TELEPHONE
CONTROL NUMBER
INCORP/AUTH/FILED
JURISDICTION

: 02/28/89
: 89059724 (725)
: DONNA HYDE
: 404-656-0624
: 8605652
: 04/07/86
: GEORGIA

REQUESTED BY:

COY R. JOHNSON
112 MAIN STREET
CUMMING, GEORGIA 30130

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that:

"CABLE USA, INC."
a domestic profit corporation

was formed in the jurisdiction set forth above, and filed its certificate of limited partnership in the Office of the Secretary of State on, or was incorporated or authorized to do business in the State of Georgia, on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of the Georgia laws relating to corporations and limited partnerships (Title 14 of the Official Code of Georgia Annotated) and has not filed articles of dissolution, withdrawal or cancellation with the Secretary of State. This certificate is issued under the authority of O.C.G.A. §14-2-6 or O.C.G.A. §14-3-6 and shall be taken and received in all courts, public offices, and official bodies as prima-facie evidence of the existence or nonexistence of the facts stated herein.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

STATE OF TENNESSEE

RECEIVED
STATE OF TENNESSEE

49 JAN 14 PM 3:05

91 FEB 19 AM 10:58

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is CABLE USA, INC.

If different, the name under which the certificate of authority is to be obtained is ANNEX, INC.

2. The state or country under whose law it is incorporated is GEORGIA

3. The date of its incorporation is 4/7/86 (must be month, day, and year), and the period of duration, if other than perpetual, is N/A

4. The complete street address (including zip code) of its principal office is 602 Old Buford Road
Cumming GA USA 30130
 Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is 6509 Highway 41A South, PLEASANTVIEW, TN, Montgomery 37146
 Street City/State County Zip Code

The name of its registered agent at that office is ANNEX, INC., formerly Cable USA
Greg Hill

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

<u>Tom Linder, Jr.</u>	<u>President</u>	<u>602 Old Buford Rd. Cumming, GA</u>
<u>Clayd Hall</u>	<u>EVP</u>	<u>(Same) 30130</u>
<u>Jeff Patterson</u>	<u>SVP</u>	<u>(Same)</u>

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

Tom Linder is the board. (Same as #6)

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 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 under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee.]

January 7, 1991
 Signature Date
CONRAD, H.E.
 Signer's Capacity

ANNEX, INC.
 Name of Corporation
Martin J. Corcoran
 Signature
MARTIN CORCORAN
 Name (typed or printed)

RECEIVED
STATE OF TENNESSEE
91 FEB 19 AM 10:58
BRYANT MILLS
SECRETARY OF STATE

FORM NUMBER : C1
CERTIFICATE DATE : 02/12
BUCKET NUMBER : 91042527
EXAMINER : BRADLEY PITTS
TELEPHONE : 404-656-2817
CONTROL NUMBER : 8605652
INCORP/AUTH/FILED : 06/07/86
JURISDICTION : GEORGIA

REQUESTED BY:

GWEN GORTON
602 OLD BUFORD ROAD
CUMMING GA 30130

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, THE SECRETARY OF STATE OF THE STATE OF GEORGIA, DO HEREBY CERTIFY UNDER THE THE SEAL OF MY OFFICE THAT:

"ANNOX, INC."
"A DOMESTIC PROFIT CORPORATION"

HAS FORMED IN THE JURISDICTION SET FORTH ABOVE, AND FILED ITS FORMATION DOCUMENTS ON APPLICATION FOR CERTIFICATE OF AUTHORITY IN THE OFFICE OF THE SECRETARY OF STATE AND WAS INCORPORATED, FORMED OR AUTHORIZED TO TRANSACT BUSINESS ON THE ABOVE DATE. SAID ENTITY IS IN COMPLIANCE WITH THE APPLICABLE FILING AND ANNUAL REGISTRATION PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS OR LIMITED PARTNERSHIPS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED) AND HAS NOT FILED ARTICLES OF DISSOLUTION OR A CERTIFICATE OF CANCELLATION OR WITHDRAWAL WITH THE SECRETARY OF STATE. THIS CERTIFICATE IS ISSUED UNDER THE AUTHORITY OF O.C.G.A. SECS. 14-2-128 AND 14-2-130, 14-3-6 AND 14-3-37 OR 14-9-1102 AND SHALL BE TAKEN AND RECEIVED IN ALL COURTS, PUBLIC OFFICES AND OFFICIAL BODIES AS PRIMA-FACIE EVIDENCE OF THE EXISTENCE OR NONEXISTENCE OF THE FACTS STATED HEREIN.

IMPORTANT NOTICE. PLEASE RETURN THE PINK COPY AND THE AMOUNT DUE TO THE SECRETARY OF STATE IMMEDIATELY.

AMOUNT DUE: \$ 10.00



Max Cleland

MAX CLELAND
SECRETARY OF STATE

17
Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

TRANSACTION NUMBER: 90254361
CONTROL NUMBER : 8605652
DATE INCORPORATED : 04/07/86
DATE AMENDED : 09/11/90
EXAMINER : JACKIE SLATE
TELEPHONE : 404-656-2821

REQUESTED BY:
LIPSCOMB, JOHNSON & ASHWAY
R. TIMOTHY HAMIL
112 NORTH MAIN ST.
CUMMING, GA 30130

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that the articles of incorporation of

"CABLE USA, INC."

have been duly amended under the laws of the State of Georgia, changing its name to

"ANNOX, INC."

by the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true and correct copy of said articles of amendment.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: SEPTEMBER 12, 1990



Max Cleland

MAX CLELAND
SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
CABLE USA, INC.

Purasant to O.C.G.A. §14-2-1006, the Articles of Incorporation of Cable USA, Inc. are amended as set forth herein:

1.

The present name of the Corporation is CABLE USA, INC.

2.

Both the Sole Director of the Corporation and the Sole Shareholder of the Corporation have adopted the following resolution:

RESOLVED, the name of the Corporation shall be changed from Cable USA, Inc. to Annox, Inc. The Corporation's President, Thomas M. Linder, Jr., is authorized to undertake any and all action necessary to effectuate this name change, including execution of Articles of Amendment on behalf of the Corporation.

3.

This amendment to the Corporation's Articles of Incorporation was adopted on June 15, 1990.

4.

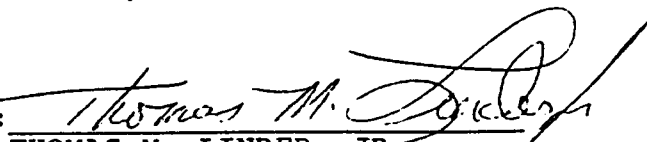
This amendment was adopted by joint action of the Sole Director and the Sole Shareholder of the Corporation in accordance with O.C.G.A. §14-2-1003.

IN WITNESS WHEREOF, CABLE USA, INC. has caused these Articles of Amendment to be executed by it duly authorized Sole Director on this 15th day of June, 1990.

CABLE USA, INC.

[CORPORATE SEAL]

BY:


THOMAS M. LINDER, JR.

SEP 11 8 24 AM '90
BSR (3)

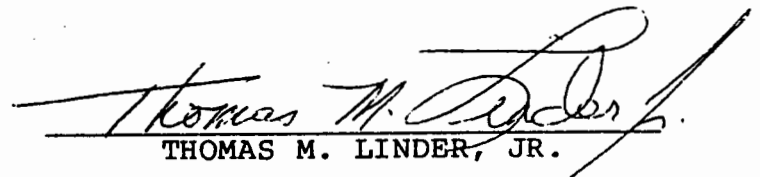
SECRETARY OF STATE

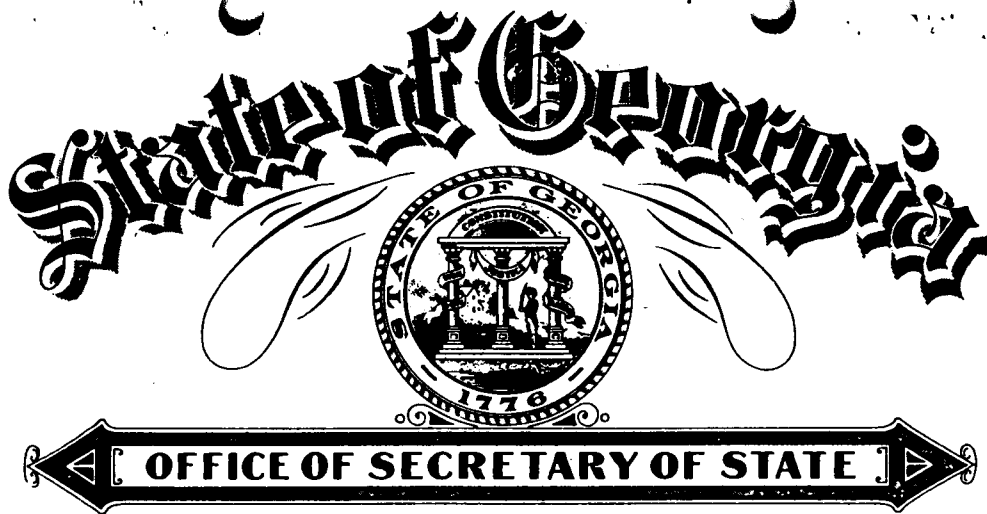
C E R T I F I C A T I O N

I, Thomas M. Linder, Jr., President of Cable USA, Inc., do hereby verify that the request for publication of a Notice of Change of Corporate Name and payment therefor have been made to The Forum as required by O.C.G.A.

\$14-2-1006.1(b).

This 7th day of September, 1990.

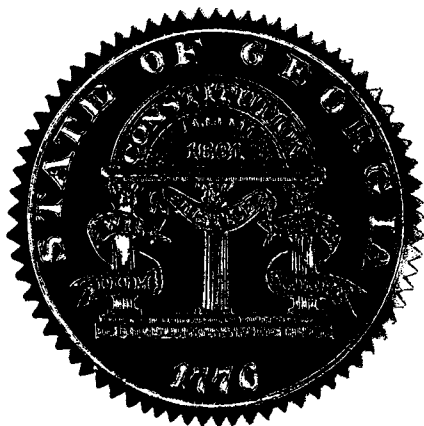

THOMAS M. LINDER, JR.



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"CABLE USA, INC."

has been duly incorporated under the laws of the State of Georgia on the 7th day of April, 19 86, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 7th day of April in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION OF
CABLE USA, INC.

I.

The name of the corporation is Cable USA, Inc.

II.

The corporation shall have perpetual duration.

III.

The corporation is organized pursuant to the Georgia Business Corporation Code for the following purposes: to engage in the business of operating cable television systems for homes, and to engage in any other business activities not prohibited to corporations for profit under the laws of the State of Georgia.

IV.

The corporation shall have authority to issue not more than five hundred (500) shares of common stock of (\$5.00) par value.

V.

The corporation shall not commence business until it shall have received not less than Five Hundred Dollars (\$500).

VI.

The initial registered office of the corporation shall be at 6135 Roswell Road N.E., Atlanta, Georgia 30328. The initial registered agent of the corporation shall be Thomas M. Linder, Jr.

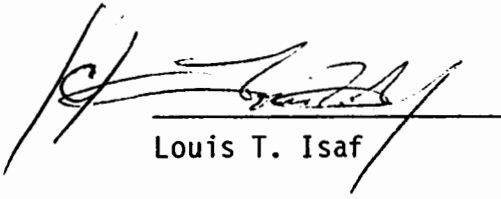
VII.

The initial Board of Directors shall consist of three members who shall be Thomas M. Linder, Jr., #6, 1561 Mercer Avenue, College Park, Georgia 30337; G. A. Malone, 30203 Fairfield Circle, Evans, Georgia 30809; and Lewis D. Linder, #6, 1561 Mercer Avenue, College Park, Georgia 30337.

VIII.

The name and address of the incorporator is: Louis T. Isaf, 6400 Powers Ferry Road, Suite 110, Atlanta, Georgia 30339.

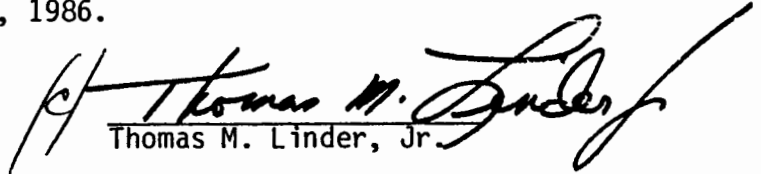
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

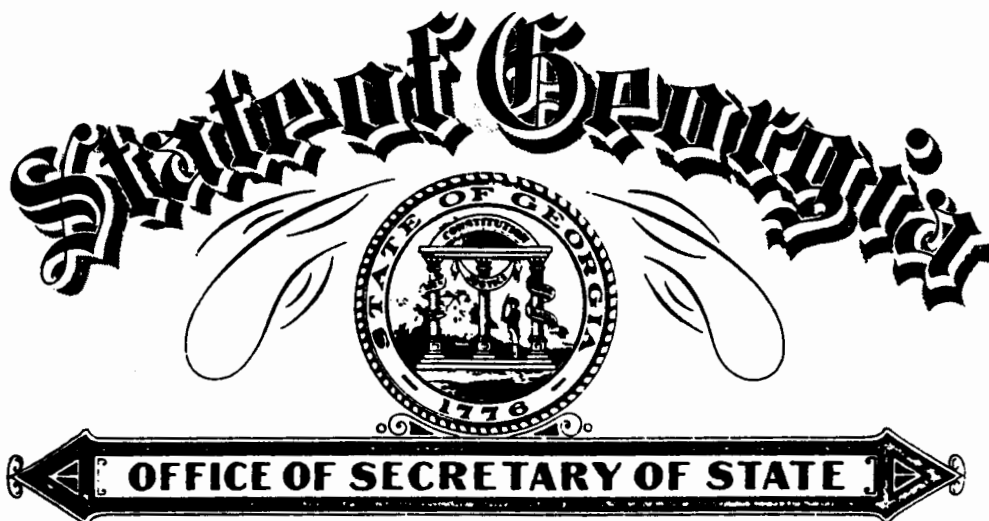

Louis T. Isaf

APR 7 3 06 PM '86
SECRETARY OF STATE

I, Thomas M. Linder, Jr., hereby consent to act as Registered Agent for Cable USA, Inc. My office, and Registered office of the Corporation, is 6135 Roswell Road N.E., Atlanta, Georgia 30328.

This 4th day of April, 1986.


Thomas M. Linder, Jr.



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"CABLE USA, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
1st day of April, in the year of our Lord
One Thousand Nine Hundred and Eighty Six and
of the Independence of the United States of America the Two
Hundred and Ten.

Max Cleland

86091384

SECRETARY OF STATE
COMMISSIONER OF CORPORATIONS