

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: 00124242
Gillette Global Network, Inc.
725 Fifth Ave.
17th Floor
New York, NY 10022

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee November 27, 1996

IN RE: CASE NUMBER: 96-01390

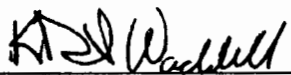
Application for Authority for Operator Services and/or Resell
Telecommunications Service and/or Telecommunications Operator Services
Services in Tennessee Pursuant to Rule 1220-4-2-.57.
---ORDER---

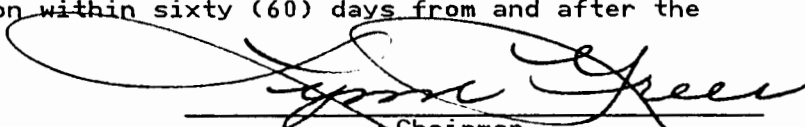
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at its regularly scheduled Commission Conference held on November 26, 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.

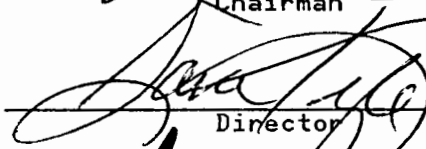
IT IS THEREFORE ORDERED:

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

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/30/96

REQUEST NUMBER: 3235-3373

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 10/30/96 1056

EFFECTIVE DATE/TIME: 10/30/96 1056

CONTROL NUMBER: 0320012

TO:

LANCE STEINHART ATTY

SUITE 11112

1100 ABERNATHY RD NE

ATLANTA, GA 30328

RE:

GILLETTE GLOBAL NETWORK, 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: 10/30/96

FROM:
GILLETTE COMMUNICATIONS, INC.
725 5TH AVE 17THFL

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

NEW YORK, NY 10022-2519

RECEIPT NUMBER: 00002026452
ACCOUNT NUMBER: 00247837



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

Gillette Global Network, 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 Gillette Global Network, 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 New York

3. The date of its incorporation is 11/01/94 (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 725 Fifth Avenue, 17th Floor

New York, New York 10022

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

530 Gay Street, Knoxville, Tennessee 37902 Knox County

Street	City/State	County	Zip Code

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.)

Joseph P. Gillette, President & CEO, 725 Fifth Avenue, New York, NY 10022

Raul K. Martynek, Chief Information Officer, Same as above

Bruce Ventriglia, Vice President, Same as above

Aegis Frumento, Secreary, Same as above

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

Joseph P. Gillette, 725 Fifth Avenue, New York, NY 10022

David Blau, Same as above

Chuck Blazer, Same as above

Jason Abboud, Same as above

Renee Noto, Same as above

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

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 Gillette Global Network, Inc.
Address 725 Fifth Avenue, 17th Floor, New York
State NY Zip Code 10022 Phone No. (212) 906-0100

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Joseph Gillette	725 Fifth Ave., 17th Flr.	New York	NY	10022
Aegis Frumento	725 Fifth Ave., 17th Flr.	New York	NY	10022
Raul Martynnek	725 Fifth Ave., 17th Flr.	New York	NY	10022
Bruce Ventriglia	725 Fifth Ave., 17th Flr.	New York	NY	10022

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Joseph Gillette (212) 906-0100 (212) 906-0103
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. 800-890-4424

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. AZ, CA, CO, CT, GA, IA, FL, MT, OR, PA, MI, NC, TX, VA, NY, NJ, UT..

(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 all states that you have been denied authority to provide service.
None.
- I. Areas in Tennessee to be served.
The entire State.
- 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? 10555
- 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 be reselling the networks of AT&T, MCI, WilTel, and/or USS Telecommunications Services..
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Applicant will 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.
Applicant will market its services in Tennessee through its sales department.
No sales office will be opened in Tennessee.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. All customers are required to execute a letter of agency authorizing Applicant to switch services.

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:

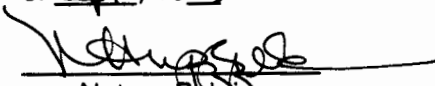
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TPSC Interexchange Reseller Rules 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.

Gillette Global Network, Inc.

Company Name Date


Regulatory Counsel
Company Official Title

Subscribed and sworn
before me this 12 day
of Sept, 1996



Notary Public

seal

Notary Public, Cobb County, Georgia
My Commission Expires On January 18th, 2000

E-12 F 951 206000576 E-12
Certificate of Amendment of
the Certificate of Incorporation of

GILLETTE COMMUNICATIONS, INC.

Pursuant to §805 of the Business Corporation Law

I, Joseph P. Gillette, the sole director and sole shareholder of Gillette Communications, Inc. (the "Corporation"), for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to §805 of the Business Corporation Law, do hereby certify as follows:

FIRST: The name of the Corporation is Gillette Communications, Inc.

SECOND: The Certificate of Incorporation was filed with the Department of State on 11/1/94, under the name GCI Communications, Inc., and was amended on 11/4/94.

THIRD: Paragraph FIRST of the Certificate of Incorporation, as amended, is hereby further amended to change the name of the Corporation, so that such paragraph FIRST shall read in its entirety as follows:


FIRST: The name of the Corporation is:
GILLETTE GLOBAL NETWORK, INC.

FOURTH: Paragraph FOURTH of the Certificate of Incorporation is hereby amended to increase the aggregate number of shares the Corporation shall have authority to issue, so that such paragraph FOURTH shall read in its entirety as follows:

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is **TEN THOUSAND AT \$1.00 PAR VALUE**, each of which shall be common stock.

FIFTH: This certificate was authorized by a vote of the sole director and sole shareholder of the Corporation, pursuant to §803(a) of the Business Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed to by me this 30th day of November, 1994. I hereby affirm that the statements made herein are true under the penalties of perjury.


Joseph P. Gillette
Sole Director
Sole Shareholder

①

F 951 206000576

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

GILLETTE COMMUNICATIONS, INC.

Under Section 805 of the Business Corporation Law

SAC \$10 tax

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 6, 1995

TAX \$

10

BY:

SAC

New York

FILER:

AEGIS J. FRUMENTO, ESQ.
805 THIRD AVENUE
NEW YORK, NY 10022

E-12

FILED

DEC 11 1995

(2)

951 206000616

941104000 144

Certificate of Amendment

of

Certificate of Incorporation

of

GCI COMMUNICATIONS, INC.

Pursuant to Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED:

FIRST: The name of the Corporation is GCI COMMUNICATIONS, INC., hereinafter referred to as the "Corporation".

SECOND: The Certificate of Incorporation was filed with the Department of State of the State of New York on November 1, 1994.

THIRD: The Certificate of Incorporation is hereby amended to effect the foregoing change:

To amend paragraph FIRST, the name of the corporation.

Paragraph FIRST shall read as follows:

FIRST: The name of the Corporation is:

GILLETTE COMMUNICATIONS, INC.

FOURTH: The amendment to the Certificate of Incorporation was authorized by the written consent of the incorporator of the corporation there being no shareholders of record or subscribers to shares whose subscriptions have been accepted nor officers or directors.

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed by the undersigned, this 3rd day of November 1994, who affirms that the statements made herein are true under the penalties of perjury.

s/Christine Pucci
Christine Pucci
Incorporator

941104000/44

Certificate of Amendment
of the
Certificate of Incorporation
of
GCI COMMUNICATIONS, INC.

Pursuant to Section 805 of the Business Corporation Law

XL-39
BILLED

FILED BY:
Leslie Susser Esq.
6 east 43rd Street, Suite 1900
New York, NY10017

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 04 1994

TAX \$

BY:

TLG
New York

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941104000/52

~~F-941101000 085~~

CERTIFICATE OF INCORPORATION

OF

GCI COMMUNICATIONS, INC.

Pursuant to Section 402 of the Business Corporation Law

I, the undersigned, a natural person of at least 18 years of age, for the purpose of forming a corporation under Section 402 of the Business Corporation Law of the State of New York hereby certify:

FIRST: The name of the corporation is:

GCI COMMUNICATIONS, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Article IV of the Business Corporation Law, except that is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation is to be located in the County of **NEW YORK** State of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is **TWO HUNDRED AT \$1.00 PAR VALUE**, each of which shall be common stock.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

c/o JOSEPH B. GILLETTE
370 CENTRAL PARK WEST #314
NEW YORK, NY 10025

SIXTH: No director of the corporation shall have personal liability to the corporation or to its shareholders for damages for any breach of duty in such capacity, provided, however, that the provision shall not eliminate or limit:

(a) the liability of any director of the corporation if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or, with respect to any director of the corporation, that his acts violated Section 719 of the Business Corporation Law of the State of New York, or

(b) the liability of a director for any act or omission prior to the final adoption of this article.

IN WITNESS WHEREOF, this certificate of incorporation has been subscribed by the undersigned this 10/31/94, who affirms the statements made herein are true under the penalties of perjury.

s/ Christine Pucci
Christine Pucci, Incorporator

XL Corporate & Research
Services, Inc.
194 Washington Avenue
Albany, New York 12210

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