

Company ID: 00124854

ACCUTEL Communications, Inc.
1100 S. Federal Highway, Suite 200
Deerfield Beach, FL 33441

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN January 23, 1998

IN RE: CASE NUMBER: 96-01572

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 or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on October 21, 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

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee
March 28, 2002

IN RE:)	
Accutel Communications, Inc.)	
For Revocation of Authority to Conduct Business))Docket No. 96-01572
as a Public Utility in the State of Tennessee)Company ID:124854

**ORDER REVOKING AUTHORITY TO CONDUCT
BUSINESS AS A PUBLIC UTILITY IN THE STATE OF TENNESSEE
FOR FAILURE TO PROVIDE SURETY BOND OR IRREVOCABLE LETTER OF
CREDIT**

This matter came before the Tennessee Regulatory Authority (hereafter the "Authority" or "TRA") to consider the revocation of the authority of Accutel Communications, Inc. (hereafter the "Company") to conduct business in the state of Tennessee as a public utility for failure to comply with Tenn. Code Ann. § 65-4-125. This matter was considered by the Authority at a regularly scheduled Authority Conference held on March 26, 2002.

Tenn. Code Ann. § 65-4-125(j) provides:

(j) By September 1, 2000, all telecommunications service providers subject to the control and jurisdiction of the authority, except those owners or operators of public telephone service who pay annual inspection and supervision fees pursuant to § 65-4-301(b), or any telecommunications service provider that owns and operates equipment facilities in Tennessee with a value of more than five million dollars (\$5,000,000), shall file with the authority a corporate surety bond or irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000) to secure the payment of any monetary sanction imposed in any enforcement proceeding, brought under this title or the Consumer Telemarketing Protection Act of 1990, compiled in title 47, chapter 18, part 15, by or on behalf of the authority.


The Company has failed to comply with Tenn. Code Ann. § 65-4-125(j) that requires all telecommunications service providers that own and operate equipment facilities in Tennessee with a value of less than five million dollars (\$5,000,000) to file with the Authority a \$20,000 corporate surety bond or irrevocable letter of credit to secure the payment of any monetary sanction imposed in any enforcement proceeding. Notices advising each company of this requirement were mailed on August 15, 2000 via first class mail. On July 17, 2001, via certified


mail, Notice of Non-compliance was mailed to all companies that were out of compliance. The Company did not respond to these notices.

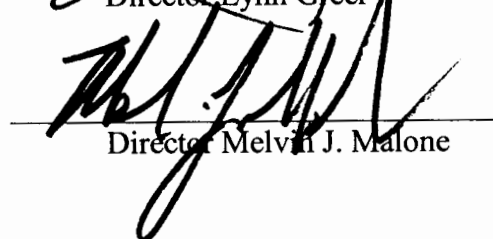
On February 11, 2002, a Notice of Cancellation (hereafter the "Notice") was sent, certified, return receipt requested, to the Company. The Notice advised the Company that if the Authority did not receive a response from the Company by March 13, 2002, regarding its failure to file with the Authority the required \$20,000 corporate surety bond or irrevocable letter of credit; its authority to transact business in the state of Tennessee as a public utility would be subject to cancellation at a regularly scheduled Authority Conference thereafter. The Company did not respond to this Notice.

IT IS THEREFORE ORDERED THAT:

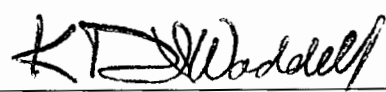
- 1) The authority of Accutel Communications, Inc., granted in Docket No. 96-01572, to conduct business in the state of Tennessee as a public utility is hereby revoked,
- 2) Any party aggrieved by the Authority's decision in this matter may file a Petition for Reconsideration with the Authority within fifteen (15) days from the date of this Order; and
- 3) Any party aggrieved with the Authority's decision in this matter has the right of judicial review by filing a Petition for Review in the Tennessee Court of Appeals, Middle Section, within sixty (60) days from and after the date of this Order.


Chairman Sara Kyle


Director Lynn Greer


Director Melvin J. Malone

ATTEST:


K. David Waddell, Executive Secretary

**TENNESSEE REGULATORY AUTHORITY
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505**

**LYNN GREER, CHAIRMAN
SARA KYLE, DIRECTOR
MELVIN MALONE, 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 Accutel Communications, Inc.
Address 1100 S. Federal Highway, Suite 200, Deerfield Beach
State Florida **Zip Code** 33441 **Phone No.** (800) 373-4523

B. Owner, Partners, or Corporate Officers:

Lynn M. Soreide - President, Secretary, Treasurer

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

Patrick D. Crocker
EARLY, LENNON, PETERS & CROCKER, P.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Telephone: (616) 381-8844
Fax: (616) 349-8525

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.

1-800-373-4523

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

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.

Not Applicable

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

Please see Exhibit A.

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

Applicant has not been denied authority to operate in any state.

I. Areas in Tennessee to be served.

Applicant will provide service in all equal access areas within Tennessee.

J. What type of customers will the company serve?

a. Business ☒

b. Residential ☒

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.

Not Applicable

L. Are your prices for intrastate services plus and PIF equal to or less than the dominant carriers price for similar services?

Not Applicable

M. Describe the type of services and prices that the Applicant will be offering in Tennessee on the Informational Tariff Form.

Please see Exhibit B.

N. What is the applicant's 10XXX or 800 access code?

1-800-373-4523

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?

AT&T

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

Yes.

R. Describe briefly how the applicant plans to market their service in Tennessee? If an independent telemarketer is going to be used state company name and address.

N/A

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Written Letter of Agency

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?

 X 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.

 X Yes No

PART II: Organization Structure

A. Type of Organization

Individual _____ Corporation X

Partnership _____ Other (Explain on separate sheet) _____

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

ACCUTEL COMMUNICATIONS, INC.

To the Secretary of State of the State of Tennessee: 10396

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 ACCUTEL COMMUNICATIONS, 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 FLORIDA

3. The date of its incorporation is 7/31/96 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is 1100 S. FEDERAL HIGHWAY, SUITE 200, DEERFIELD BEACH, FL 33441

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 230 FOURTH AVENUE, NORTH, 3RD FLOOR, NASHVILLE, TN 37219-4994 - DAVIDSON COUNTY

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is

JOSEPH MARTIN JR.

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

LYNN M. SOREIDE - PRESIDENT, SECRETARY AND TREASURER - 1100 SOUTH FEDERAL HIGHWAY, SUITE 200, DEERFIELD BEACH, FL 33441

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

LYNN M. SOREIDE 1100 S. FEDERAL HIGHWAY, SUITE 200, DEERFIELD BEACH FL 33441

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 filed in this state.]

Signature-Date

Signer's Capacity

ACCUTEL COMMUNICATIONS, INC.

Name of Corporation

Signature

Name (typed or printed)

B. Attached as Exhibit C.

(1) Attach a copy of Articles of Incorporation and current by-laws.

Attached as Exhibit D.

(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

Applicant attaches a copy of its most recent financial statements as Exhibit F.

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), which includes a toll-free number consumers can call for service problems and refunds.

Not Applicable

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.**



DONNA M. TINGCANG-KIM
My Comm Exp. 10/02/99
Bonded By Service Ins
No. CC499141
☒ Personally Known ☐ Other I.D.

Accutel Communications, Inc.

Company Name

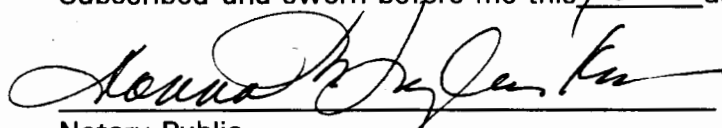
10/25/96
Date


Lynn M. Soreide

President

Title

Subscribed and sworn before me this 25th day of October, 1996


Notary Public

OCT-15-96 TUE 11:32 AM CORP GUAR TR CO

FAX NO. 2155639410

P. 8

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 10/07/96

REQUEST NUMBER: 3225-0396

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 10/07/96 0955

EFFECTIVE DATE/TIME: 10/07/96 0955

CONTROL NUMBER: 0318915

TO:
CORP GUARANTEE & TRUST CO
117 S 17TH ST
SUITE 701
PHILADELPHIA, PA 19103-5090

RE:
ACCUTEL COMMUNICATIONS, 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: 10/07/96

FROM:
CORPORATION GUARANTEE & TRUST CO
117 S. 17TH ST
SUITE 701
PHILADELPHIA, PA 19103-0000

	FEE	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00002017079	
ACCOUNT NUMBER:	00073224	



RILEY C. DARNELL
SECRETARY OF STATE

SECRET
10/10/95

ARTICLES OF INCORPORATION

OF

ACCUTEL COMMUNICATIONS, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ACCUTEL COMMUNICATIONS, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1100 South Federal Highway, Suite 200, Deerfield Beach, Florida 33441 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Lynn M. Soreide
Secretary:	Lynn M. Soreide
Treasurer:	Lynn M. Soreide

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Lynn M. Soreide

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



AMERILAWYER®

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



AMERILAWYER®

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JUL 30 1996.




Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered


By: _____
Natalia Utrera, Vice President



**TENNESSEE REGULATORY AUTHORITY
460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505**

**LYNN GREER, CHAIRMAN
SARA KYLE, DIRECTOR
MELVIN MALONE, 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** Accutel Communications, Inc.
Address 1100 S. Federal Highway, Suite 200, Deerfield Beach
State Florida **Zip Code** 33441 **Phone No.** (800) 373-4523
- B. Owner, Partners, or Corporate Officers:**
- Lynn M. Soreide - President, Secretary, Treasurer
- C. Name and telephone number of Tennessee Contact Person authorized to respond to Commission inquiries Monday through Friday.**
- Patrick D. Crocker
EARLY, LENNON, PETERS & CROCKER, P.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Telephone: (616) 381-8844
Fax: (616) 349-8525
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.**

1-800-373-4523

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

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.

Not Applicable

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

Please see Exhibit A.

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

Applicant has not been denied authority to operate in any state.

I. Areas in Tennessee to be served.

Applicant will provide service in all equal access areas within Tennessee.

J. What type of customers will the company serve?

a. Business ☒

b. Residential ☒

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.

Not Applicable

L. Are your prices for intrastate services plus and PIF equal to or less than the dominant carriers price for similar services?

Not Applicable

M. Describe the type of services and prices that the Applicant will be offering in Tennessee on the Informational Tariff Form.

Please see Exhibit B.

N. What is the applicant's 10XXX or 800 access code?

1-800-373-4523

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?

AT&T

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

Yes.

R. Describe briefly how the applicant plans to market their service in Tennessee? If an independent telemarketer is going to be used state company name and address.

N/A

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Written Letter of Agency

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?

 X 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.

 X Yes No

PART II: Organization Structure

A. Type of Organization

Individual _____ Corporation X

Partnership _____ Other (Explain on separate sheet) _____

B. Attached as Exhibit C.

(1) Attach a copy of Articles of Incorporation and current by-laws.

Attached as Exhibit D.

(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

Applicant attaches a copy of its most recent financial statements as Exhibit F.

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), which includes a toll-free number consumers can call for service problems and refunds.

Not Applicable

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.**



DONNA M. TINGCANG-KIM
My Comm Exp. 10/02/99
Bonded By Service Ins
No. CC499141

☒ Personally Known ☐ Other I.D.

Accutel Communications, Inc.

Company Name

10/25/96
Date


Lynn M. Soreide

President

Title

Subscribed and sworn before me this 25th day of October, 1996


Notary Public

JUN 19 11 05 AM '95

ARTICLES OF INCORPORATION
OF
ACCUTEL COMMUNICATIONS, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ACCUTEL COMMUNICATIONS, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1100 South Federal Highway, Suite 200, Deerfield Beach, Florida 33441 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Lynn M. Soreide
Secretary:	Lynn M. Soreide
Treasurer:	Lynn M. Soreide

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Lynn M. Soreide

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this JUL 30 1996.




Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By: 

Natalia Utrera, Vice President



EXHIBIT D

OCT-15-96 TUE 11:32 AM CORP GUAR TR CO

FAX NO. 2155639410

P. 8

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 10/07/96

REQUEST NUMBER: 3225-0396

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 10/07/96 0955

EFFECTIVE DATE/TIME: 10/07/96 0955

CONTROL NUMBER: 0318915

TO:

CORP GUARANTEE & TRUST CO

117 S 17TH ST

SUITE 701

PHILADELPHIA, PA 19103-5090

RE:

ACCUTEL COMMUNICATIONS, 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: 10/07/96

FROM:
CORPORATION GUARANTEE & TRUST CO
117 S. 17TH ST
SUITE 701
PHILADELPHIA, PA 19103-0000

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

RECEIPT NUMBER: 00002017079
ACCOUNT NUMBER: 00073224*Riley C. Darnell*RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

ACCUTEL COMMUNICATIONS, INC.

To the Secretary of State of the State of Tennessee: 3-22-95 10398

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 ACCUTEL COMMUNICATIONS, 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 FLORIDA

3. The date of its incorporation is 7/31/96 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is 1100 S. FEDERAL HIGHWAY, SUITE 200, DEERFIELD BEACH, FL 33441

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 230 FOURTH AVENUE, NORTH, 3RD FLOOR, NASHVILLE, TN 37219-4994 - DAVIDSON COUNTY

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is
JOSEPH MARTIN JR.

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

LYNN M. SOREIDE - PRESIDENT, SECRETARY AND TREASURER - 1100 SOUTH FEDERAL HIGHWAY, SUITE 200, DEERFIELD BEACH, FL 33441

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

LYNN M. SOREIDE 1100 S. FEDERAL HIGHWAY, SUITE 200, DEERFIELD BEACH FL 33441

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 filed in this state.]

Signature Date

Signer's Capacity

ACCUTEL COMMUNICATIONS, INC.

Name of Corporation

Signature

Name (typed or printed)