

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: 00125161
Providian Group, Inc.
10175 Slater Ave.
Suite 200
Fountain Valley, CA 92708

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee February 11, 1997

IN RE: CASE NUMBER: 96-01736

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 February 4, 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

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN

STEVE HEWLETT, COMMISSIONER

DAVID 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 Providian Group, LLC
Address 10175 Slater Avenue, Suite 200 Fountain Valley
State CA Zip Code 92708 Phone No. (888) 776-8427

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Jayne Amirie	10175 Slater Ave., Ste. 200	Fountain Valley, CA	CA	92708
Kenny Gharib	Same as above			
Kirk Waldfogel	Same as above			
Michael Mastro	Same as above			

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

Jayne Amirie (888) 776-8427 (714) 378-2844
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. 888-776-8427

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. Colorado, New Jersey, Iowa, Montana, Virginia, Utah and Michigan

(To be filled out by PSC)

Company ID Number 125161

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.

T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes x No _____

U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes x No _____

Part II: Organization Structure

A. Type of Organization

_____ Individual _____ Corporation

_____ Partnership x Other (Explain on separate sheet) Limited Liability Company

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.

Provision Group, LLC 11/13/96
Company Name Date

Jayme Amie CEO
Company Official Title

Subscribed and sworn
before me this 13th day
of Nov., 1996

[Signature]
Notary Public



seal

LIST OF ATTACHMENTS

Tariff

Articles of Organization

Operating Agreement

Certificate of Authority from Secretary of State

Current Financial Statement

Sample Invoice

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/06/97
REQUEST NUMBER: 3263-1174
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 01/02/97 1255
EFFECTIVE DATE/TIME: 01/02/97 1255
CONTROL NUMBER: 0323261

TO:
LANCE STEINHART, ATTY.
SUITE 1112
1100 ABERNATHY RD
ATLANTA, GA 30328

RE:
PROVIDIAN GROUP, L.L.C.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 01/03/97


FROM:
PROVIDIAN GROUP, L.L.C.
SUITE 200
10175 SLATER AVE
FOUNTAIN VLY., CA 92708-0000

RECEIVED: FEES \$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00
RECEIPT NUMBER: 00002046870
ACCOUNT NUMBER: 00250867



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

<p style="text-align: center;">State of Tennessee</p> <p style="text-align: center;"></p> <p style="text-align: center;">Department of State Corporation Section 18th Floor, James K. Polk Building Nashville, TN 37243-0306</p>	<div style="text-align: right; font-size: small;">For Office Use Only</div> <div style="text-align: center;"> <p>RECEIVED</p> <p>SECRETARY OF STATE</p> <p>97 JAN -2 PM 12:55</p> <p>RILEY DARNELL SECRETARY OF STATE</p> </div> <p style="text-align: center; font-weight: bold; font-size: 1.2em;">APPLICATION FOR CERTIFICATE OF AUTHORITY</p>		
<p>APPLICATION FOR CERTIFICATE OF AUTHORITY FOR: Providian Group, L.L.C.</p>			
<p>To the Secretary of State of the State of Tennessee:</p> <p>Pursuant to the provisions of § 48A-45-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:</p>			
<p>1. The name of the Limited Liability Company is: <u>Providian Group, L.L.C.</u></p>			
<p>If different, the name under which the certificate of authority is to be obtained is:</p> <p><i>NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48A-7-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48A-7-101(1D).</i></p>			
<p>2. The state or country under whose law it is formed is: <u>California</u></p>			
<p>3. The date of its organization is: <u>November 19, 1996</u> (must be month, day and year)</p>			
<p>4. The complete street address (including zip code) of its principal office is:</p> <p><u>10175 Slater Avenue, Suite 200, Fountain Valley, California</u> <u>92708</u></p> <p style="font-size: small;">Street City/State Zip Code</p>			
<p>5. The complete street address (including the county and the zip code) of its registered office in Tennessee:</p> <p><u>530 Gay Street</u> <u>Knoxville, Tennessee</u> <u>37902</u></p> <p style="font-size: small;">Street City/State County Zip Code</p> <p>The name of its registered agent at that office is: <u>C T Corporation System</u></p>			
<p>6. Please insert the number of members at the date of filing <u>4</u></p> <p><i>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 the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.</i></p>			
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: bottom;"> <p><u>11/25/96</u></p> <p>Signature Date</p> <p><u>CEO</u></p> <p>Signer's Capacity</p> </td> <td style="width: 50%; vertical-align: bottom;"> <p><u>Providian Group, L.L.C.</u></p> <p>Name of Limited Liability Company</p> <p><u>[Signature]</u></p> <p>Signature</p> <p><u>Jayma Amico</u></p> <p>Name (typed or printed)</p> </td> </tr> </table>		<p><u>11/25/96</u></p> <p>Signature Date</p> <p><u>CEO</u></p> <p>Signer's Capacity</p>	<p><u>Providian Group, L.L.C.</u></p> <p>Name of Limited Liability Company</p> <p><u>[Signature]</u></p> <p>Signature</p> <p><u>Jayma Amico</u></p> <p>Name (typed or printed)</p>
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<p>SS-4233 RDA Pending</p>			