

Company ID: 126066
GST Net, Inc.
4317 N.E. Thurston Way
Vancouver, WA 98662

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN August 20, 1997

IN RE: CASE NUMBER: 97-0457


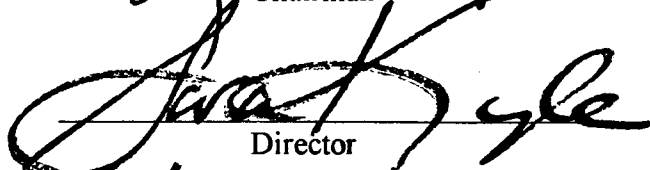
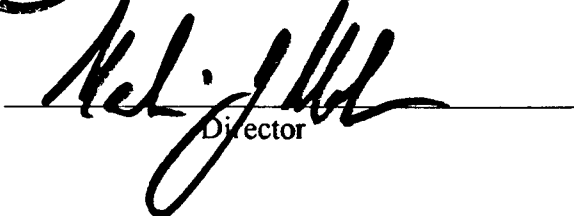
Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 8/19/97, 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

Director

ATTEST:


Executive Secretary

BEFORE THE TENNESSEE REGULATORY AUTHORITY

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES
AND/OR RESELL
TELECOMMUNICATIONS SERVICES IN TENNESSEE
RULE 1220-4-2-57**

SECTION A

126066
97-00457

GST Net, Inc. ("GST Net") hereby applies for issuance of a Certificate of Public Convenience and Necessity pursuant to 1220-4-2-57 (5), to provide intrastate and interstate interexchange telecommunications services in the State of Tennessee. In support of this application, GST Net submits the following:

GST Net is operating in compliance with all applicable federal and state laws and all FCC and Commission rules.

Part 1: General Information

- A. GST Net is a Delaware corporation with headquarters at 4317 NE Thurston Way, Vancouver, Washington 98662, (360) 254-4700. GST Net is a wholly owned subsidiary of GST USA, Inc.
- B. A list of GST Net's officers is attached as Exhibit A.

GST Net, Inc. is a privately held corporation.

- C. GST Net's Regulatory Contact is:

Geri Roper
Manager, Contracts & Dockets
4317 N.E. Thurston Way
Vancouver, WA 98662
Ph: (360) 254-4700
Fax: (360) 891-4610

Company ID Number _____
Date Approved _____
Evaluator _____
GST Net, Inc. pg. 1

- D. The toll free number that consumers can call to report service problems and/or request refunds or adjustments is 1-800-355-4841
- E. GST Net initially proposes to provide the following resold long distance telecommunications services to subscribers to and from all points in the State of Tennessee.
1. Message Telecommunications Service;
 2. 800 Service;
 3. Calling Card Services;
 4. Prepaid Calling Cards.
- As a non-facilities based telecommunications reseller, GST Net does not own, operate, control or manage any telecommunications facilities in Tennessee. However, GST Net will serve as a central point of contact for customer assistance.
- F. GST Net will not be providing operator services at this time.
- G. GST Net is currently applying for authority to provide resold long distance telecommunication services throughout the United States.
- H. GST Net has not been denied authority to provide service by any state.
- I. GST Net intends to provide service throughout the State of Tennessee.
- J. GST Net will service the following types of customers:
- a. Residential.
 - b. Business.
- K. GST Net will not allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over their network.
- L. GST Net's prices for intrastate services plus any PIF will X (be) _____ (not be) equal to or less than the dominant carriers' prices for similar services.
- M. A proposed tariff reflecting services to be offered, including rates and regulations applicable to each service is submitted with this Application as Exhibit B.
- N. GST Net's 10XXX code is 10583.
- ☒ O. GST Net does not intend to have a switch in Tennessee.
- P. GST Net will be reselling MCI and other underlying carriers currently certified in the State of Tennessee.
- Q. GST Net will be billing their customers directly.
- R. Attached as Exhibit C is a description of how GST Net plans to market its services in Tennessee.
- S. Customers will switch to GST Net by either entering into a written contract with GST Net or by buying a prepaid calling card.
- T. GST Net agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company.

U. GST Net does not give permission to the local telephone company to sample GST Net's intrastate toll calls.

Part II: Organizational Structure

GST Net is a corporation organized under the laws of the State of Delaware.

GST Net's organizational chart is attached as Exhibit D.

Copies of GST Net's Articles of Incorporation and current by-laws are attached as Exhibit E.

A copy of GST Net's Certificate of Authority to do Business as a Foreign Corporation within the State of Tennessee is attached as Exhibit F.

Part III: Financial Information

Exhibit G contains profiles of both GST Net's key managerial personnel and a copy of GST Net's ultimate parent company's most recent annual report to demonstrate that GST Net possesses the financial, managerial and technical abilities to provide subscribers with comprehensive, cost effective long distance services throughout the State of Tennessee.

Commission approval sought

GST Net, Inc. requests that the Tennessee Regulatory Authority approve this Application and grant it the authority to operate as a resale carrier of intrastate interexchange telecommunications services within the State of Tennessee.

Respectfully submitted this 27 day of March, 1997.

GST Net, Inc.

By: Michelle-Shari Kruss
Michelle-Shari Kruss
Attorney at Law
Law Offices of Charles L. Best
1220 S.W. Morrison Street
Suite 805
Portland, OR 97204
Phone (503) 222-1886
Fax (503) 222-4711

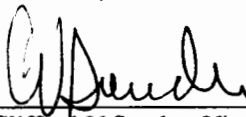
BEFORE THE TENNESSEE REGULATORY AUTHORITY

RULE COMPLIANCE AGREEMENT

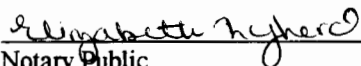
GST Net, Inc. (GST Net) hereby affirms the following:

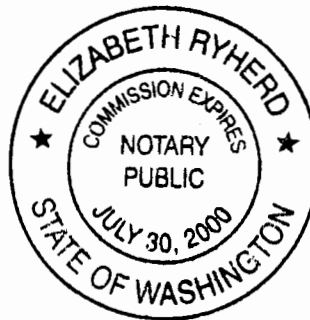
1. GST Net, has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations.
2. GST Net understands the penalties for non-compliance, and all associated fees to provide such service.
3. GST Net will comply with the TRA Interexchange Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206.
4. That all information provided in the attached registration document is true to the best of my knowledge.

GST Net, Inc.


Clifford V Sander Vice-President

Subscribed and sworn before me this 26 day of March, 1997.


Notary Public



CERTIFICATE OF SERVICE

TENNESSEE REGULATORY AUTHORITY

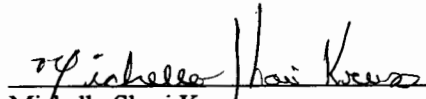
Application of GST Net, Inc.

I certify that I have this day served the foregoing document upon all parties of record in this proceeding by delivering a copy in person, by fax or by mailing a copy properly addressed with first class postage prepaid to the following parties:

Tennessee Regulatory Authority
Telecommunications Division
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Scott Trout
Tennessee Regulatory Authority
Telecommunications Division
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Dated this 27th day of March, 1997.



Michelle-Shari Kruss
Attorney for GST Net, Inc.

Certificate of Incorporation

of

GST OmniNet, Inc.

FIRST: The name of the Corporation is: GST OmniNet, Inc. (the "Corporation").

SECOND: The registered office of the corporation and registered agent in the State of Delaware is to be located at 32 Loockerman Square, Suite L-100 in the City of Dover, County of Kent. The name of its registered agent is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business, and the objects and purposes proposed to be transacted, promoted and carried on, are to do any lawful act or thing for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "GCL").

FOURTH: The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) with a par value of one cent (\$.01) per share, all of which shall be designated "Common Stock".

FIFTH: The name and mailing address of the Incorporator is:

Eugene J. Stroz, Jr.
c/o Olshan Grundman Frome & Rosenzweig
505 Park Avenue
New York, New York 10022

SIXTH: A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the directors' duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended. Any repeal or modification of this Paragraph A by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation with respect to events occurring prior to the time of such repeal or modification.

B. (1) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she or a person of whom he or she is the legal representative is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation, as a director, officer or employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the GCL as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in paragraph (2) of this Paragraph B with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Paragraph B shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that if the GCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity) in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Paragraph B or otherwise.

(2) If a claim under paragraph (1) of this Paragraph B is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the

Corporation) that the claimant has not met the standards of conduct which make it permissible under the GCL for the Corporation to indemnify the claimant for the amount claimed but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the GCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Paragraph B shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of Incorporation, By-Laws, agreement, vote of stockholders or disinterested directors or otherwise.

(4) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the GCL.

(5) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation for the expenses incurred in defending any proceeding in advance of its final disposition, to any agent of the Corporation to the fullest extent of the provisions of this Paragraph B with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

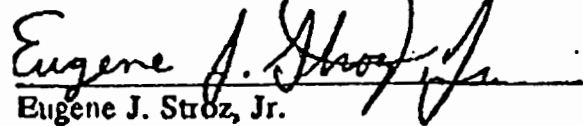
SEVENTH: In addition to any other considerations which the Board of Directors may lawfully take into account, in determining whether to take or to refrain from taking corporate action on any matter, including proposing any matter to the stockholders of the Corporation, the Board of Directors may take into account the long-term as well as short-term interests of the Corporation and its stockholders (including the possibility that these interests may be best served by the continued independence of the Corporation), the interests of creditors, customers, employees and other constituencies of the Corporation and its subsidiaries and the effect upon communities in which the Corporation and its subsidiaries do business.

EIGHTH: In furtherance and not in limitation of the powers conferred by law or in this Certificate of Incorporation, the Board of Directors (and any committee of the Board of Directors) is expressly authorized; to the extent permitted by law, to take

such action or actions as the Board or such committee may determine to be reasonably necessary or desirable to (A) encourage any person to enter into negotiations with the Board of Directors and management of the Corporation with respect to any transaction which may result in a change in control of the Corporation which is proposed or initiated by such person or (B) contest or oppose any such transaction which the Board of Directors or such committee determines to be unfair, abusive or otherwise undesirable with respect to the Corporation and its business, assets or properties or the stockholders of the Corporation, including, without limitation, the adoption of plans or the issuance of rights, options, capital stock, notes, debentures or other evidences of indebtedness or other securities of the Corporation, which rights, options, capital stock, notes, evidences of indebtedness and other securities (i) may be exchangeable for or convertible into cash or other securities on such terms and conditions as may be determined by the Board or such committee and (ii) may provide for the treatment of any holder or class of holders thereof designated by the Board of Directors or any such committee in respect of the terms, conditions, provisions and rights of such securities which is different from, and unequal to, the terms, conditions, provisions and rights applicable to all other holders thereof.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, subject to the limitations set forth in this Certificate of Incorporation and in the manner now or hereafter provided herein by statute, and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as amended are granted subject to the rights reserved in this Article NINTH.

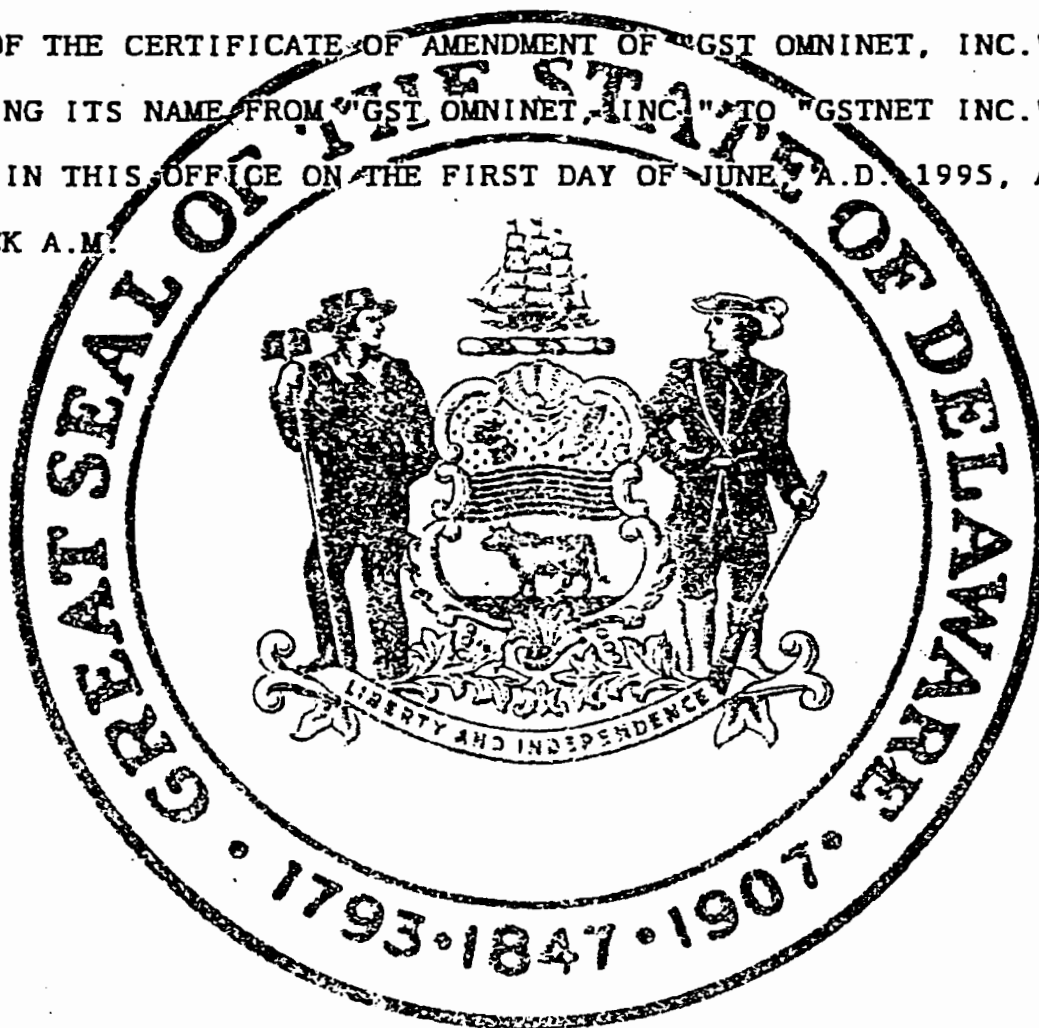
IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of February, 1995.


Eugene J. Stroz, Jr.
Sole Incorporator

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GST OMNINET, INC.", CHANGING ITS NAME FROM "GST OMNINET, INC." TO "GSTNET INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE A.D. 1995, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7745143

12-11-95

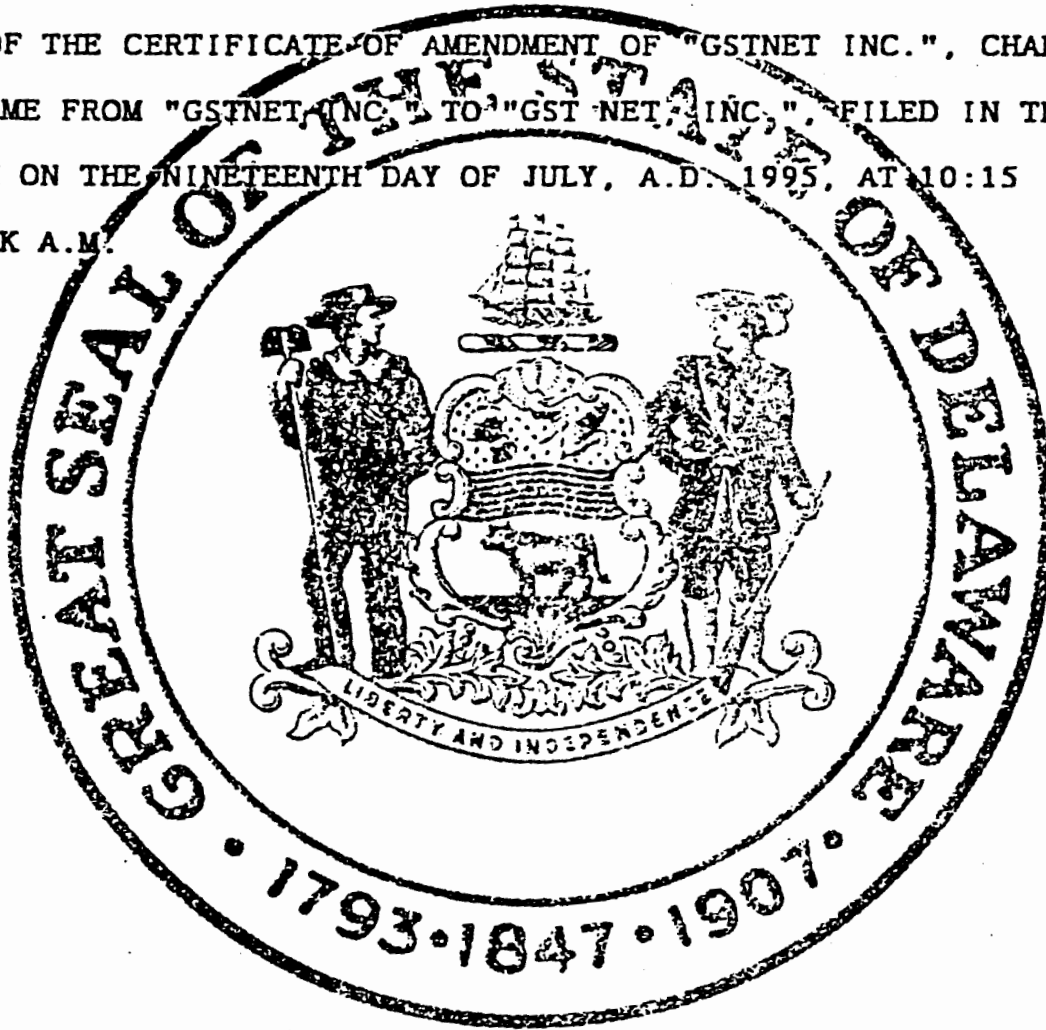
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GSTNET INC.", CHANGING ITS NAME FROM "GSTNET INC." TO "GST NET, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 1995, AT 10:15 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7745144

12-11-95

2477253 8100

950289533

Corporations Section

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

DATE: 03/24/97
REQUEST NUMBER: 3309-0756
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 03/24/97 0949
EFFECTIVE DATE/TIME: 03/24/97 0949
CONTROL NUMBER: 0327758

TO:
UNITED STATES CORPORATION
375 HUDSON ST.

NEW YORK, NY 10014

RE:
GST NET, 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: 03/24/97

FROM:
UNITED STATES CORPORATION (375)
375 HUDSON ST 11TH FL

NEW YORK, NY 10014-0000

RECEIVED. FEES \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 0000209537
ACCOUNT NUMBER: 00251167



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Exhibit F

To the Secretary of State of the State of Tennessee:

FILED

Pursuant to the provisions of Section 48-28-103 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 GST Net, Inc.

SECRETARY OF STATE

If different, the name under which the certificate of authority is to be obtained is N/A

(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 Delaware3. The date of its incorporation is February 2, 1995, and the period of duration, if other than perpetual, is N/A4. The complete street address (including zip code) of its principal office is 4317 NE Thurston Way, Vancouver, Washington 98662

5. The complete street address (including zip code) of its registered office in this state and the name of its registered agent at that office is

The Prentice-Hall Corporation System, Inc., 500 Tallan Building, 2 Union Square,
Chattanooga, Tennessee 37402-2571

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

John Warts (President, Chairman & CEO) → 4317 NE Thurston Way, Vancouver, Washington 98662
Clifford V. Sander (Vice President, CFO → 4317 NE Thurston Way, Vancouver, Washington 98662
Treasurer & Secretary)
Stephen Irwin (Assistant Secretary) → 505 Park Avenue, New York, New York 10022

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

John Warts → Same as above
Clifford V. Sander → Same as above
Stephen Irwin → 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 N/A, 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.)

February 28, 1997
 Signature Date

Vice President
 Signer's Capacity

GST Net, Inc.
 Name of Corporation

Clifford V. Sander
 Signature

Clifford V. Sander
 Name (typed or printed)