

Company ID: 126139
GTI Telecom, Inc.
507 N. New York Avenue
Winter Park, FL 32789

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN July 9, 1997

IN RE: CASE NUMBER: 97-0928


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

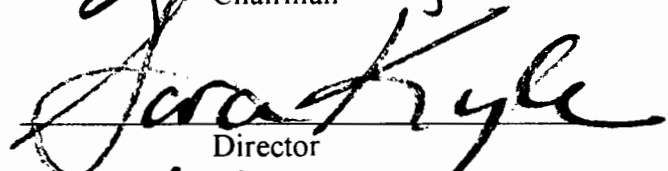
---ORDER---

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 7/1/97, 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.

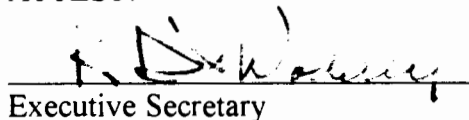
IT IS THEREFORE ORDERED:


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

ATTEST:


Executive Secretary


Director

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

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

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: **GTI Telecom, Inc.**
Address **507 N. New York Avenue, Winter Park**
State: **Florida** Zip Code: **32789** Phone No. **(407) 629-2300**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
William R. Harger President	507 N. New York Avenue	Winter Park	FL	32789

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

Name **Tamie Barsky, Vice President**
Phone No. **(407) 629-2300** Fax No. **(407) 629-1597**

(To be filled out by PSC)
Company ID Number _____
Date Approved _____
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

- Customer Service: (800) 364-9292**

- X Resell Interexchange long distance services
 Operator Services
 Other (describe below)

- Response:** Not applicable.

- No certification required in Colorado, Montana, Michigan, North Carolina, Utah or Virginia.

- Response:** None

- Response:** Entire State

- a. Business X
- b. Residential X
- c. Aggregators _____
(e.g. Hotels, Payphones)
- d. Other (specify) _____

Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

- 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.

Response: The company offers prepaid services and does not include a property imposed fee.

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

Response: Yes _____ No _____
Not applicable.

- 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

Response: GTI intends to offer prepaid debit card service.

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

Response: Not applicable.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

Response: No. GTI proposes to operate as a switchless reseller.

- P. What facility-based network will the applicant be reselling?

Response: WilTel

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct ²?

Response: Access to the Company's service is available by prepayment only. Billing does not apply.

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.

- 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.

Response: GTI intends to market primarily through direct retail locations.

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

Response: GTI does not offer presubscribed interexchange service.

- 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.

Response: 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.

Response: Yes X No

Part II: Organization Structure

A. Type of Organization

_____ Individual X Corporation
_____ Partnership _____ Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

See Attachments I and II

Part III: Financial Information

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.

See Attachment III

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.

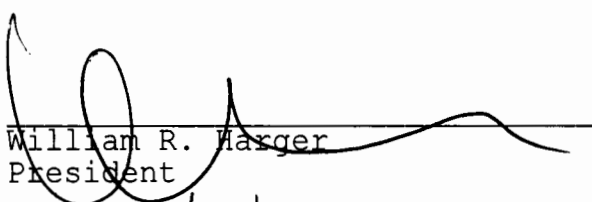
Not applicable.

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

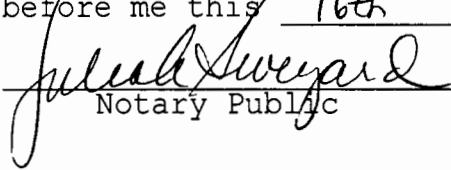
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understand the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and 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.

GTI Telecom, Inc.


William R. Harger
President

Date: 4/16/97

Subscribed and sworn
before me this 16th day of April, 1997



Notary Public

SEAL



JULIA A. SWEIGARD
My Comm Exp. 11/24/2000
Bonded By Service Ins
No. CC603747
☒ Personally Known ☐ Other I.D.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GTI TELECOM, INC., a corporation organized under the laws of the State of Florida, filed on February 15, 1993, as shown by the records of this office.

The document number of this corporation is P93000011467.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Fourteenth day of April, 1997



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State

ARTICLES OF INCORPORATION

OF

GTI TELECOM, INC.

FILED
1993 FEB 15 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: GTI TELECOM, INC. The address of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is G. Steven Brown.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

William R. Harger
399 Carolina Avenue
Winter Park, Florida 32789

Fernando L. Sabino
399 Carolina Avenue
Winter Park, Florida 32789

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
William R. Harger	500
Fernando L. Sabino	500

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this

restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of February, 1993.



G. Steven Brown

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 12th day of February, 1993 by G. Steven Brown, who is personally known to me and who did take an oath.



Josephine A. Dettmore
Notary Public, State of Florida at Large

Notary Public, State of Florida
My Commission Expires Oct. 1, 1994

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of GTI TELECOM, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 12th day of February, 1993.



G. Steven Brown

FILED
1993 FEB 15 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3 2 8 9 1 0 1 3 6
APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
 SECRETARY OF STATE

GTI Telecom, Inc.

97 FEB 14 AM 10:44

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 GTI Telecom, 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 2/15/93 (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 _____

507 N. New York Avenue, Winter Park, Florida 32789

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 _____

1912 Hayes St., Nashville, TN Davidson 37203

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

The name of its registered agent at that office is _____

National Registered Agents, Inc.

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

William R. Harger, President 507 N. New York Avenue, Winter Park, FL 32789

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

None

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).

RECEIVED
SECRETARY OF STATE
97 FEB 14 AM 10:44
R. D. RHELL
SECRETARY OF STATE



Department of State

I certify from the records of this office that GTI TELECOM, INC., is a corporation organized under the laws of the State of Florida, filed on February 15, 1993.

The document number of this corporation is P93000011467.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1996, that its most recent annual report was filed on May 1, 1996, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Eleventh day of February, 1997



CR2EO22 (2-95)

Sandra B. Mortham

Sandra B. Mortham
Secretary of State

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/03/97

REQUEST NUMBER: 3289-0196

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 02/14/97 1044

EFFECTIVE DATE/TIME: 02/14/97 1044

CONTROL NUMBER: 0326387

TO:
GTI TELECOM, INC.
ATTN: MARYCELI AYALA
501 N NEW YORK AVE
WINTER PARK, FL 32789

RE:
GTI TELECOM, 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.

received
3-7-97

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 02/27/97

FROM:
GTI TELECOM, INC.
507 N NEW YORK AVE

WINTER PARK, FL 32789-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002076907
ACCOUNT NUMBER: 00254587

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

