

Company ID: 126307  
Vista Group International, Inc.  
821 Westpoint Parkway  
Westlake, OH 44145

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

July 9, 1997

IN RE: CASE NUMBER: 97-1070

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

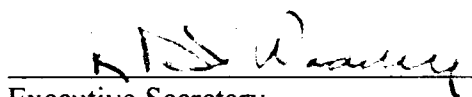
---ORDER---

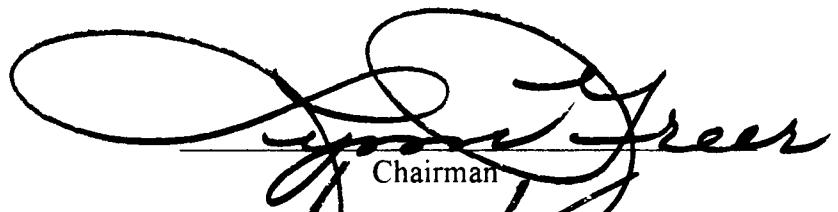
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on 7/1/97, and concluded that the applicant 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.

ATTEST:

  
Executive Secretary

  
Chairman

  
Director

  
Director

**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 Vista Group International, Inc.  
Address 821 Westpoint Parkway  
State Ohio Zip Code 44145 Phone No. (800) 701-6000
- B. Owner, Partners, or Corporate Officers:
- 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.

1-800-701-6000

(To be filled out by TRA)  
Company ID Number 97-1070  
Date Approved 126307  
Evaluator \_\_\_\_\_

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

1-800-701-6000

**O. Does the applicant now have or plan to have any telecommunications 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?**

Applicant will be utilizing the local telephone company's billing system.

**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?**

☒ Yes ☐ No

**U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.**

☒ Yes ☐ No

**PART II: Organization Structure**

**A. Type of Organization**

Individual \_\_\_\_\_ Corporation ☒

Partnership \_\_\_\_\_ Other (Explain on separate sheet) \_\_\_\_\_

- 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.

**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.**

Vista Group International, Inc.      12/3/96  
Company Name      Date

Thomas D. Coughlin      President  
Thomas Coughlin      Title

Subscribed and sworn before me this 3 day of DEC, 1996

[Signature]  
Notary Public



# The State of Ohio

Bob Taft

Secretary of State

838069

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Fillings; that said records show the filing and recording of: ARF

of:

VISTA GROUP INTERNATIONAL, INC.

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll H534 at Frame 0536 of  
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 10TH day of FEB

A.D. 19 93 .



*Bob Taft*

HC534-0536

DMC

2-10-93

75.50

ARTICLES OF INCORPORATION  
OF  
VISTA GROUP INTERNATIONAL, INC.

9302100600

The Undersigned, desiring to form a corporation for profit under the Ohio General Corporation Law, does hereby certify:

FIRST. The name of the Corporation shall be VISTA GROUP INTERNATIONAL, INC.

SECOND. The place in the State of Ohio where the principal office of the Corporation is to be located is the Township of Munson, in Geauga County.

THIRD. The purpose or purposes for which the Corporation is formed are:

(a) To market and sell telecommunication products and services as both an agent and a principal;

(b) To purchase, lease or otherwise acquire, to invest in, hold, use, and encumber, to sell, lease, exchange, transfer, or otherwise dispose of, and to construct, develop, improve, equip, maintain, and operate structures and real property of any description and any interest therein;

(c) To manufacture, to purchase, lease, or otherwise acquire, to hold and use, to sell, lease, or otherwise dispose of, and to deal in or with personal property of any description and any interest therein;

(d) To borrow money, to issue, sell, and pledge its notes, bonds, and other evidence of indebtedness, to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, and to guarantee and secure obligations of any person, all to the extent necessary, useful, or conducive to carrying out any of the purposes of the Corporation;

(e) To invest its funds in any shares or other securities of another corporation, business, or undertaking or of a government, governmental authority, or governmental subdivision; and

(f) To do whatever is deemed necessary, useful, or conducive to carrying out any purpose of the Corporation, and to engage in any lawful act or activity for which corporations may be formed under the Ohio General Corporation Law.

FOURTH. The authorized number of shares of the Corporation is 750, all of which are Common Shares, \$1.00 par value.

FIFTE. The Corporation, by action of its director(s), and without action by its shareholder(s), may purchase its own shares in accordance with the provision of the Ohio General Corporation Law.

SIXTE. The Corporation shall indemnify to the full extent authorized by law any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on February 6, 1993.




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Robert C. Peterson, Incorporator



MAY- 9-97 FRI 1:05 PM CORP GUAR TR CO

FAX NO. 2155639410

P. 6

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

DATE: 05/01/97

REQUEST NUMBER: 3333-1830

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 04/29/97 0933

EFFECTIVE DATE/TIME: 04/29/97 0933

CONTROL NUMBER: 0330174

TO:

CORPORATION GUARANTEE &amp; TRUST COMPANY

701 ARCHITECTS BLDG.

117 S 17TH ST.

PHILADELPHIA, PA 19103-5090

RE:

VISTA GROUP INTERNATIONAL, 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: 04/30/97

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

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

RECEIPT NUMBER: 00002128015  
ACCOUNT NUMBER: 00073224



RILEY C. DARNELL  
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

VISTA GROUP INTERNATIONAL, INC.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is VISTA GROUP INTERNATIONAL, 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 Ohio

3. The date of its incorporation is February 10, 1993 (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 821 Westpoint Parkway,

Street	City	State/Country	Zip Code
Suite 920,	Westlake,	OH	44145-1528

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

Street	City/State	County	Zip Code
230 Fourth Avenue, N.	Nashville, TN	Davidson	37219

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.)

Thomas M. Coughlin, President,	821 Westpoint Pky, Ste 920, Westlake, OH 44145
Shirley Link, Vice-Pres,	821 Westpoint Pky, Ste 920, Westlake, OH 44145
Philip Bethune, Secy/Treas,	821 Westpoint Pky, Ste 920, Westlake, OH 44145

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

Thomas M. Coughlin, Director,	821 Westpoint Pky, Ste 920, Westlake, OH 44145
Shirley Link, Director,	821 Westpoint Pky, Ste 920, Westlake, OH 44145
Philip Bethune, Director,	821 Westpoint Pky, Ste 920, Westlake, OH 44145

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

VISTA GROUP INTERNATIONAL, INC.

Name of Corporation

Signature

Name (typed or printed)

RDA 1678