

Company ID: 126325
International Charity Network, Inc.
120 University Park Dr., Suite 150
Winter Park, FL 32792

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

IN RE: CASE NUMBER: 97-1117

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

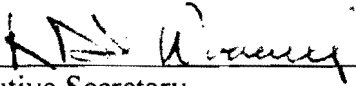
---ORDER---


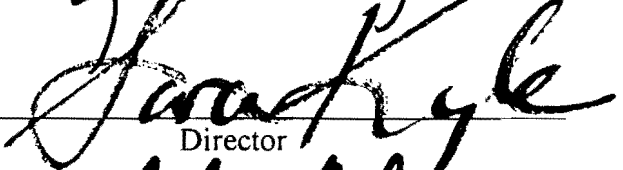
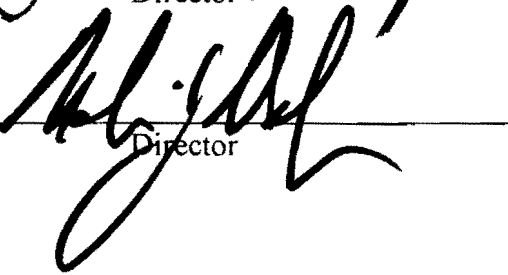
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on 7/1/97, and concluded that the applicant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

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN

STEVE HEWLETT, COMMISSIONER

MARK 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 International Charity Network, Inc.
Address 120 University Park Drive, Ste. 150, Winter Park
State FL Zip Code 32792 Phone No. (407) 679-5455

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Please see attached.				

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Stephen Wagoner (407) 679-5455 (407) 678-0361
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. _____

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. None.

(To be filled out by PSC)
Company ID Number 97-1117
Date Approved 12/25
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.

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

None.

I. Areas in Tennessee to be served.

The entire State.

J. What type of customers will the company serve?

- a. Business X
- b. Residential X
- 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. No

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services? Yes X No _____

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.

N. What is the applicant's 10XXX or 800 access code? 10888

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

P. What AT&T facility-based network will the applicant be reselling? _____

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Applicant will bill customers direct using AT&T Bill Manager Service.

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.

Applicant will market its services in Tennessee through its sales department. Applicant will not open a sales office in this state.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. All customers are required to execute a letter

authorizing Applicant to switch their services, or for telemarketing customer, all orders will be verified by an independent third party and a welcome kit will be sent to all customers.

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.

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 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.

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

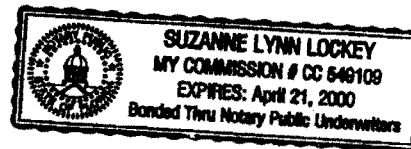
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and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

International Charity Network, Inc.
Company Name Date

Stephen J. Wagner SECRETARY
Company Official Title

Subscribed and sworn
before me this 9 day
of may, 19 97

Suzanne Lockett
Notary Public



seal

Office of the Secretary of State

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 INCORPORATION OF "INTERNATIONAL CHARITY NETWORK, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF APRIL, A.D. 1997, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2740369 8100

AUTHENTICATION:

8420680

DATE:

971121355

04-15-97

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

DATE: 11/25/97
REQUEST NUMBER: 3413-1987
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 11/24/97 0914
EFFECTIVE DATE/TIME: 11/24/97 0914
CONTROL NUMBER: 0330837

TO:
LANCE J.M. STEINHART ATTY
6455 E JOHNS CROSSIN
SUITE 285
DULUTH, GA 30155

RE:
INTERNATIONAL CHARITY NETWORK, INC
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

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

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 11/06/97

FROM:
INTERNATIONAL CHARITY NETWORK
PO BOX 4601

WINTERPARK, FL 32793-4601

	FEES	
RECEIVED:	\$10.00	\$10.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00002203191
ACCOUNT NUMBER: 00261779



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

3408 3003A
FILED
 APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

RECEIVED
 SECRETARY OF STATE
International Charity Network, Inc.

ST NOV -5 PM 2:13
 To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Charities Network International, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is April 15, 1997 (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 _____

120 University Park Drive, Suite 150, Winter Park, Florida 32792
 Street City State/Country Zip Code

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

1912 Hayes Street, Nashville, Tennessee 37203 Davidson
 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.)

** Please see attachment.

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

** Please see attachment.

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, _____, 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 _____]

Secretary of State**Corporations Section**

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

DATE: 05/13/97
REQUEST NUMBER: 3335-2597
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 05/13/97 1153
EFFECTIVE DATE/TIME: 05/13/97 1153
CONTROL NUMBER: 0330837

TO:
LANCE J M STEINHART ATTY
6455 E JOHNS CROSSIN
G
DULUTH, GA 30155

RE:
INTERNATIONAL CHARITY NETWORK, 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: 05/13/97

FROM:
INTERNATIONAL CHARITY NETWORK
PO BOX 4601

WINTERPARK, FL 32793-4601

RECEIVED: FEES \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00
RECEIPT NUMBER: 00002134845
ACCOUNT NUMBER: 00261779



Riley C. Darnell

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
SECRETARY OF STATE

MAY 13 AM 11:53 International Charity Network, Inc.

To the Secretary of State of the State of Tennessee:

SECRETARY OF STATE

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 International Charity Network, 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 Delaware3. The date of its incorporation is 04/15/97 (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 120 University Park Drive, Ste. 150, Winter Park, FL 32792

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

<u>530 Gay Street,</u>	<u>Knoxville, Tennessee</u>	<u>37902</u>
Street	City/State	County
Zip Code		

The name of its registered agent at that office is

CT Corporation System

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

Please see attached.

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

Please see attached.

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 _____