

Company ID: 00126408  
Call Plus, Inc.  
1350 Reynolds Avenue, Suite 105  
Irvine, CA 92714

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

January 23, 1998

IN RE: CASE NUMBER: 97-01256

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 October 7, 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.


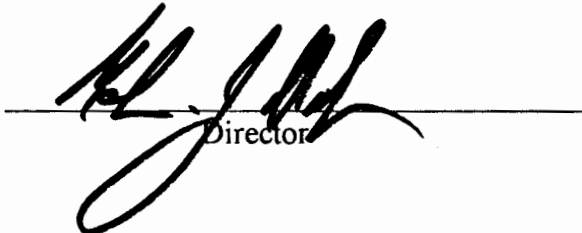


Chairman



Director

ATTEST:

  
Executive Secretary  
Director

# TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY  
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN

STEVE HEWLETT, COMMISSIONER

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]

# 97-01256  
# 126408

### SECTION A

#### Part 1: General Information

A. Name of Applicant Call Plus, Inc.  
Address 1350 Reynolds Avenue, Suite 105  
State California Zip Code 92714 Phone No. (714) 4768393

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
James Giannoit	1350 Reynolds Avenue, Suite 105	Irvine	CA	92714
Joseph Tuzinkiewicz	1350 Reynolds Avenue, Suite 105	Irvine	CA	92714

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

James Giannoit (714) 476-8393 (714) 476-3163  
Name TN 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.  
800-830-3679

E. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services  
☐ Operator Services  
☐ Other (describe below) \_\_\_\_\_

(To be filled out by PSC)

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

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

- 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. California, Iowa, Colorado, New Jersey, Michigan, Texas, Wyoming, Virginia, Utah, Montana
- H. List any states that you have been denied authority to provide service. None
- I. Areas in Tennessee to be served.  
The entire state of Tennessee.
- J. What type of customers will the company serve?  
a. Business XX  
b. Residential XX  
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 II<sup>1</sup>.
- N. What is the applicant's 10XXX or 800 access code? None
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No
- P. What facility-based network will the applicant be reselling?  
Sprint
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct<sup>2</sup>? Initially, the company is only providing prepaid calling card service, therefore no billing will be done.
- 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 intends to market through direct sales and agents.

<sup>1</sup>Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

<sup>2</sup>A copy of a bill is required if the applicant is going to bill the customers direct.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. All orders require a written letter of agency, unless through telemarketing, which require independent third party verification.
- 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)<sup>3</sup>, which includes a toll-free number consumers can call for service problems and refunds.

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<sup>3</sup>It 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.

Call Plus Inc. 6-2-97  
Company Name Date  
[Signature] President  
Company Official Title

Subscribed and sworn  
before me this 2nd day  
of June, 1997

[Signature]  
Notary Public



seal

CERTIFICATE OF INCORPORATION  
OF

Call Plus Inc.  
A CLOSE CORPORATION

FIRST: The name of this corporation is Call Plus Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 1,500 shares of  
NO par value.

FIFTH: The name and mailing address of the incorporator is:  
Regina Cephas, Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: FEBRUARY 9, 1996

*Regina Cephas*

**Secretary of State**

**Corporations Section**

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

DATE: 06/10/97  
REQUEST NUMBER: 3346-2884  
TELEPHONE CONTACT: (615) 741-0537  
FILE DATE/TIME: 06/10/97 1110  
EFFECTIVE DATE/TIME: 06/10/97 1110  
CONTROL NUMBER: 0332369

TO:  
LANCE J M STEINHART ATTY.  
6455 E JOHNS  
CROSSING  
DULUTH, GA 30155

RE:  
CALL PLUS, 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.

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FOR: APPLICATION FOR CERTIFICATE OF  
AUTHORITY - FOR PROFIT

FROM:  
CHRISTIAN M STOCKHOFF  
4085 MONTVALE  
CROSSING  
CUMMING, GA 30131-0000



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE