

Company ID: 126526
US Dial Tone, Inc.
23705 IH 10 West Suite 210
San Antonio, TX 78257

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

IN RE: CASE NUMBER: 97-1384

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

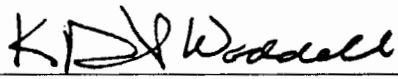
---ORDER---


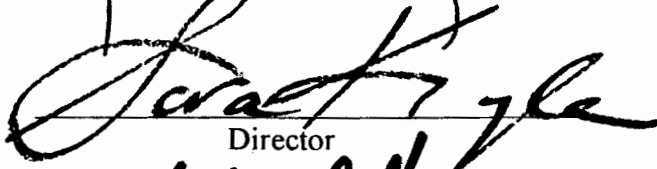
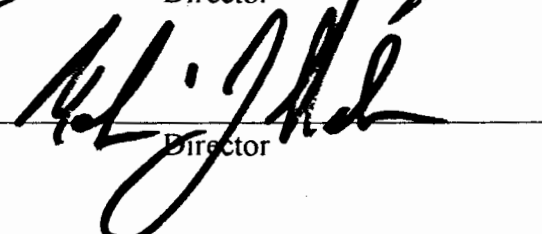
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on 8/19/97, and concluded that the applicant 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.

ATTEST:


Executive Secretary


Chairman

Director

Director

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director



RECEIVED
TENN. REG. AUTH.
'97 JUL 23 460 James Robertson Parkway
Nashville, Tennessee 37243-0505
JUL 23 PM
SECRETARY
SECRET

APPLICATION FOR CERTIFICATE TO PROVIDE OPERATOR SERVICES AND/OR RESELL TELECOMMUNICATION SERVICES IN TENNESSEE [RULE 1220-4-2-.57]

SECTION A

Part 1: General Information

A. Name of Applicant U.S. Dial Tone, Inc.
Address 23705 IH 10 West Suite 210 City San Antonio
State TX Zip Code 78257 Phone No. (210) 698-4141

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Bob Mahler	107 Dove Crest	Boerne	TX	78006
Mary Gonzalez	5 Weyfield	San Antonio	TX	78248
Terry Houston	9 Carriage Hills	San Antonio	TX	78257

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Mary Gonzalez (210) 698-4141 (210) 698-3901
Name 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. 1-800-810-9870

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) Prepaid Long Distance Calling Cards

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

G. List the state(s) you are authorized to operate in at this time. Applicant's affiliate, Texas Dial Tone, is authorized to provide service in Texas, Oklahoma and Missouri.

(To be filled out by TRA)
Company ID Number 126526
Date Approved _____
Evaluator _____

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

None

I. Areas in Tennessee to be served.

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. N/A

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? Reseller

O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No. Applicant is a non-facilities based reseller

P. What facility-based network will the applicant be reselling? USLD and WorldCom, Inc., BellSouth and any other entity certificated to provide local exchange service on a wholesale basis.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Direct on local service/Use LEC on long distance, except for pre-paid calling cards which will be sold directly to the customer.

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 plans to market their services using newspaper ads

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Please see Attachment A

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 _____

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 ☒ No ☐
- U. Applicant gives permission to the local telephone company to provide the Authority 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)

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.
- Please see Attachments B and C

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. Please see Attachment D**

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.

N/A

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

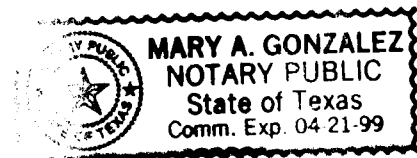
A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly 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 TRA Interexchange Reseller Rules and all other applicable Authority 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.

TEXAS DIAL TONE, INC. 7/11/97
Company Name Date
[Signature] PRESIDENT
Company Official Title

Subscribed and sworn
before me this 11th day
of July, 19 97

Mary A. Gonzalez
Notary Public



seal



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

U.S. DIAL TUNE, INC.
CHARTER NUMBER 01452587

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

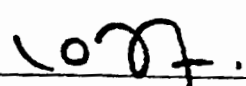
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JULY 14, 1997

EFFECTIVE JULY 14, 1997




Antonio O. Garza, Jr., Secretary of State

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 07/17/97
REQUEST NUMBER: 3363-1360
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 07/17/97 1057
EFFECTIVE DATE/TIME: 07/17/97 1057
CONTROL NUMBER: 0334144

TO:
TELEPLUS COMMUNICATIONS
SUITE 210
23705 IH-10 WEST
SAN ANTONIO, TX 78257

RE:
U.S. DIAL TONE, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - 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 - PROFIT

ON DATE: 07/17/97

FROM:
TEXAS DIAL TONE INC.
23705 IH 10 WEST
SUITE 210
SAN ANTONIO, TX 78257-1158

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

RECEIPT NUMBER: 0000215843
ACCOUNT NUMBER: 00265070

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

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 Texas Dial Tone, 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 Texas

3. The date of its incorporation is April 2, 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 23705 IH 10 West, #210

<u>23705 IH 10 West, #210</u>	<u>San Antonio, Texas</u>	<u>78257</u>
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, TN</u>	<u>37902</u>	<u>Knox</u>
Street	City/State	County	Zip Code

The name of its registered agent at that office is

C T Corporation Systems

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

<u>Robert T. Mahler Jr.</u>	<u>107 Dovecrest Dr.</u>	<u>Boerne, TX</u>	<u>78006</u>	<u>(President)</u>
<u>Mary A. Gonzalez</u>	<u>5 Weyfield</u>	<u>San Antonio, TX</u>	<u>78248</u>	<u>(Secr/Treasurer)</u>
<u>Terry Houston</u>	<u>9 Carriage Hill</u>	<u>San Antonio, TX</u>	<u>78257</u>	<u>(Vice-President)</u>

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

<u>Robert T. Mahler Jr.</u>	<u>107 Dovecrest Dr.</u>	<u>Boerne, TX</u>	<u>78006</u>
<u>Mary A. Gonzalez</u>	<u>5 Weyfield</u>	<u>San Antonio, Texas</u>	<u>78248</u>
<u>Terry Houston</u>	<u>9 Carriage Hill</u>	<u>San Antonio, Texas</u>	<u>78257</u>

8. The corporation is a corporation for profit. Yes

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.]

July 11, 1997

Signature Date

Secretary/Treasurer

Signer's Capacity



SS-4431 (Rev. 7/93)

Texas Dial Tone, Inc.

Name of Corporation

Mary A. Gonzalez

Signature

Mary A. Gonzalez

Name (typed or printed)

RDA 1678



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TEXAS DIAL TONE, INC.
CHARTER NO. 1440291

were filed in this office and a certificate of incorporation was issued on
APRIL 2, 1997;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on July 9, 1997.*

Antonio O. Garza, Jr.
Secretary of State

DAE