

Company ID: 00126530
VoCall Communications, Inc.
284 Sheffield St.
Mountainside, NJ 07092

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN February 3, 1998

IN RE: CASE NUMBER: 97-01397

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


---ORDER---

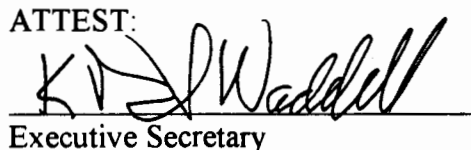
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on February 3, 1998 and concluded that the 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.

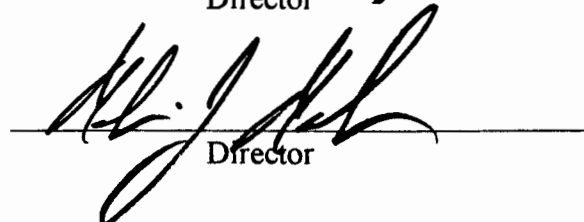
IT IS THEREFORE ORDERED:

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

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



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

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 VoCall Communications Corp.
Address 284 Sheffield Street, Mountainside
State NJ Zip Code 07092 Phone No. (908) 301-0090

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Gary Frank	2705 Crane Pl.	Union	NJ	07083
Bracha Frank	22 Dogwood Ter	Springfield	NJ	07081

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Gary Frank (908) 301-0090 (908) 301-1563
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. 1-800-891-6530

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 calling card service

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. New Jersey,
New York, Pennsylvania, Rhode Island

(To be filled out by TRA)
Company ID Number 126530
Date Approved _____
Evaluator _____

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

None

- I. Areas in Tennessee to be served.

Statewide

- J. What type of customers will the company serve?

- a. Business X
b. Residential X
c. Aggregators X
(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 _____ No _____ N/A

- 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? 1-800-975-1062

- 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? Bell Atlantic, FaciliCom International, IDT, LCI, NYNEX, TresCom International, Wiltel

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? No

- 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.

See Appendix III

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

- 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 x 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 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. See Appendix V
- (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 Appendix VI

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.

See Appendix VII

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.

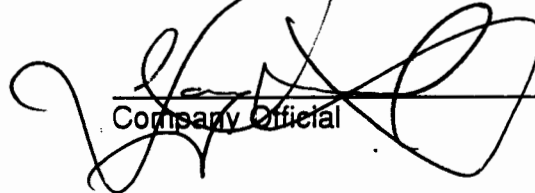
Part V: Rule Compliance Agreement

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.

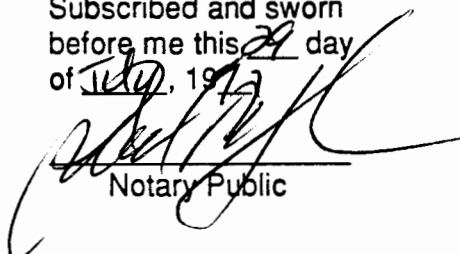
VoCall
Communications Corp. 8/4/97

Company Name Date



Company Official President
Title

Subscribed and sworn
before me this 24 day
of July, 1997



Notary Public

RICHARD B. FALKIN
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 13, 2001

seal

Secretary of State**Corporations Section**

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

DATE: 05/01/97

REQUEST NUMBER: 3332-1995

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 04/24/97 0932

EFFECTIVE DATE/TIME: 04/24/97 0932

CONTROL NUMBER: 0330206

O:
TELECOM PROFESSIONALS, INC.
912 LAKESIDE DR.

OKLAHOMA CITY, OK 73120

RE:
VOCALL COMMUNICATIONS CORP.
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: 04/28/97

FROM:
TELECOM PROFESSIONALS, INC.
2912 LAKESIDE DR.

OKLAHOMA CITY, OK 73120-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002125846
ACCOUNT NUMBER: 00260502



RILEY C. DARNELL
SECRETARY OF STATE

FILED**APPLICATION FOR CERTIFICATE OF AUTHORITY FOR**

VoCall Communications Corp.

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 VoCall Communications Corp.

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 New York3. The date of its incorporation is 4/27/90 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is _____

150 Morris Ave., Ste. 202	Springfield	NJ	07081
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

530 Gay Street	Knoxville, TN	Knox	37902
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.)

Gary Frank, President, 150 Morris Ave., Ste. 202, Springfield, NJ 07081Bracha Frank, Secretary, 150 Morris Ave., Ste. 202, Springfield, NJ 07081

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

Gary Frank, Director, 150 Morris Ave., Ste. 202, Springfield, NJ 07081

8. The corporation is a corporation for profit.

RECEIVED
SECRETARY OF STATE

97 APR 24 AM 9:32

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

RILEY DANIELLE
SECRETARY OF STATE

_____, 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.]

3-28-97
Signature Date

President

Signer's Capacity

VoCall Communications Corp.

Name of Corporation

Signature

Gary Frank

Name (typed or printed)

RDA 1678



SS-4431 (Rev. 7/93)

State of New York Department of State

| ss:

SECRETARY OF STATE

97 APR 21 AM 9:32

I hereby certify, that the certificate of incorporation of VOCALL COMMUNICATIONS CORP. was filed on 04/27/1990, under the name of NYNET, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment NYNET, INC., changing name to VOCALL COMMUNICATIONS CORP., was filed 05/11/1990.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 07th day of April
one thousand nine hundred and
ninety-seven.



Special Deputy Secretary of State

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