

Company ID: 00121298
Group Long Distance, Inc.
1451 Cypress Creek Road, Suite 200
Fort Lauderdale, FL 33309

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN July 2, 1998

IN RE: CASE NUMBER: 97-01426

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

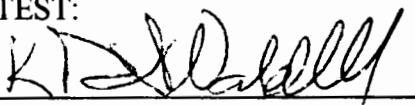
---ORDER---

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 May 5, 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.

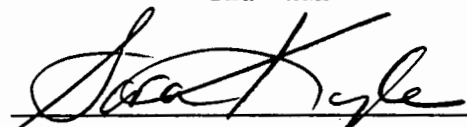
IT IS THEREFORE ORDERED:

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.

ATTEST:


Executive Secretary


Chairman


Director


Director

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

SECTION A

John American
1800-511-9699

Part 1: General Information

A. Name of Applicant Group Long Distance, Inc.
Address 1451 W. Cypress Creek Road, Suite 200, Fort Lauderdale
State Florida Zip Code 33309 Phone No. (954) 771-9696

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Gerald M. Dunne, Jr.	1451 W. Cypress Creek Rd., Ste. 200	Fort Lauderdale	FL	33309
Peter J. Russo	1451 W. Cypress Creek Rd., Ste. 200	Fort Lauderdale	FL	33309
Andrea A. Morey	1451 W. Cypress Creek Rd., Ste. 200	Fort Lauderdale	FL	33309
Michael Mueller	1451 W. Cypress Creek Rd., Ste. 200	Fort Lauderdale	FL	33309
Sam Hitner	1451 W. Cypress Creek Rd., Ste. 200	Fort Lauderdale	FL	33309

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

Michael Mueller 954-771-9696 954-771-9910

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.
800-521-5422

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) _____

(To be filled out by PSC)
Company ID Number 121298
Date Approved _____
Evaluator _____

971426

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. Interexchange - 48 contiguous states and Hawaii. Local exchange - Kentucky, Montana, New York, New Jersey, Rhode Island, and Wisconsin.
- 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 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. **Applicant will file a tariff with rates upon certification.**
- N. What is the applicant's 10XXX or 800 access code? Not applicable
- 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? Incumbent Local Exchange Carriers
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct²? The Applicant intends to utilize the local telephone company's billing system.
- 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 primarily to small to mid-sized businesses.

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 customers direct.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will get a letter of agency for all customers.
- 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 Local Exchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

- * Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Local Exchange 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 Local Exchange 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.

Group Long Distance, Inc.


8/27/97

Date



Lance Steinhart, Regulatory Counsel

Subscribed and sworn
before me this 27 day
of August, 1997



Notary Public

seal

ARTICLES OF INCORPORATION OF SECOND ITC CORPORATION

I

The name of this Corporation is Second ITC Corporation.

II

The initial principal office address and the mailing address of the Corporation shall be 1451 West Cypress Creek Road, Suite 208b, Ft. Lauderdale, Florida 33309.

III

The Corporation is authorized to issue two classes of shares, designated respectfully "Common Stock" and "Preferred Stock." Two million (2,000,000) shares of Common Stock may be issued. One million (1,000,000) shares of Preferred Stock may be issued. The Common Stock has voting rights. The Preferred Stock has no voting rights.

(a) The Preferred Stock is entitled to receive dividends on a noncumulative basis at the rate of One Dollar (\$1.00) per share, as and when declared by the board of directors out of funds legally available therefor. No dividends or other distributions may be made for the Common Stock during any fiscal year of the corporation until dividends on the Preferred Stock in the total amount of One Dollar (\$1.00) per share during that fiscal year have been declared and paid, or set apart for payment.

IV

The name and address in Florida of the Corporation's initial registered agent for service of process is: Manuel A. Avila, Esq., Lawyers Plaza 5th Floor, 2250 Southwest 3rd Ave., Miami, FL 33129.

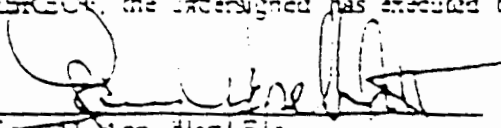
V

The name and street addresses of the incorporator to these Articles of Incorporation are:

Gary M. Appelblat, Esq.
3010 American River Drive, Suite 112
Sacramento, California 95836

Gary M. Appelblat, Esq.
1451 West Cypress Creek Road, Suite 208b
Ft. Lauderdale, Florida 33309

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 12, 1995.



Gary M. Appelblat Esq.
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



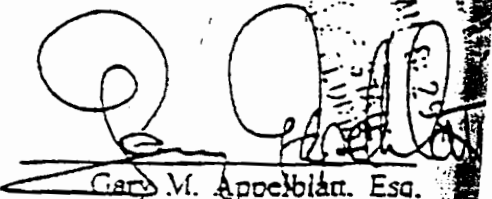
Manuel A. Avila Esq.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Second ITC Corporation.
2. The name and address of the registered agent and office is:

Manuel A. Avila, Esq.
Lawyers Plaza 5th Floor
2250 Southwest 3rd Avenue
Miami, FL 33129

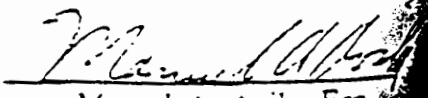
95 SEP 19
11 11 AM '95


Gary M. Appelbiant, Esq.
Incorporator
3610 American River Drive, Suite 112
Sacramento, CA 95864

1451 West Cypress Creek Road, Suite 208b
Ft. Lauderdale, Florida 33309

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: September 13, 1995


Manuel A. Avila, Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 22, 1995

Group Long Distance, Inc.
1451 W. Cypress Creek Road, Suite 200
Fort Lauderdale, FL 33309

Re: Document Number P95000072338

The Articles of Merger were filed November 16, 1995, for SECOND ITC CORPORATION which changed its name to GROUP LONG DISTANCE, INC., the surviving Florida corporation.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (904) 487-6050, the Amendment Filing Section.

Susan Payne
Senior Corporate Section Administrator
Division of Corporations

Letter Number: 795A00051523



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on November 16, 1995, for SECOND ITC CORPORATION which changed its name to GROUP LONG DISTANCE, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P95000072338.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twenty-second day of November, 1995



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/27/95

REQUEST NUMBER: 3025-1224

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 06/27/95 1016

EFFECTIVE DATE/TIME: 06/27/95 1016

CONTROL NUMBER: 0296747

TO:
CORPORATION GUARANTEE & TRUST CO
701 ARCHITECTS BLDG
117 S 17TH ST
PHILADELPHIA, PA 19103-5090

RE:
GROUP LONG DISTANCE, 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: 06/27/95

FROM:
CORPORATION GUARANTEE & TRUST CO
701 ARCHITECTS BLDG

PHILADELPHIA, PA 19103-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 0000182131
ACCOUNT NUMBER: 00073224



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE