

Company ID: 126547

Atlas Equity, Inc. d/b/a Performance Telecom
4100 Newport Place, Suite 400
Newport Beach, CA 92661

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN February 2, 1999

IN RE: CASE NUMBER: 97-01441

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


---ORDER---



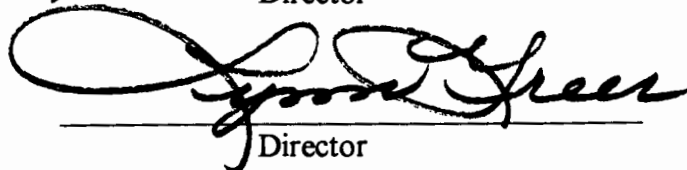
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on February 2, 1999 and concluded that the 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

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 Atlas Equity, Inc., d/b/a Performance Telecom
Address 4100 Newport Place, Suite 400
City Newport Beach State California Zip Code 92661 Phone No. (714) 789-1010

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	S TATE	ZIP CODE
Vincent E. Galewick	4100 Newport Place, Suite 400	Newport	Beach CA	92661

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

Michael W. Mlinar
Name

(805) 565-3338
Phone No.

(805) 565-1547
Fax No.

* D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. (800)-843-6822

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

XXX Resell Interexchange long distance services
Resell Local Exchange 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 1.

G. List the state(s) you are authorized to operate in at this time. Texas, Colorado, Michigan, Virginia

(To be filled out by TRA)
Company ID Number 126547
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 XXX

b. Residential XXX

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 ✓ 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 be offering presubscribed, travel card and prepaid calling card services

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? MCI and others

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct? Applicant will utilize the telephone company's billing system until Applicant's billing system is in place. Thereafter, Applicant will bill direct and will provide the TRA with a copy of a bill.

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 first market its prepaid calling card via its network marketing channel and through independent agents not within the network marketing channel. Presubscribed services will then be offered to holders of the calling cards via the same marketing channels and announcements appended the 800 access number.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Customers will sign both a service agreement and Letter of Authorization (copy attached) prior to switching carriers.

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 XXX No _____

¹ 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.

² A copy of the 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 XXX 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 XXX No _____

Part 11: Organization Structure

A. Type of Organization

_____ Individual XXX 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. **Attachment 1**
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **Attachment 2**

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 10-K and/or stockholder reports. **Attachment 3**

Part IV: Display

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

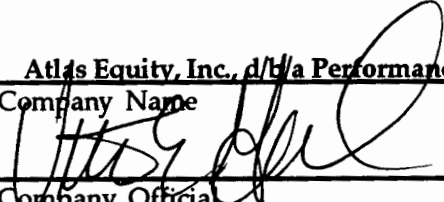
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)

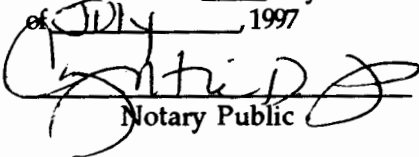
Understands the penalties for non-compliance, and all associated fees to provide such service.

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.

<u>Atlas Equity, Inc., d/b/a Performance Telecom</u>	
Company Name	Date
	
Company Official	President
	Title

Subscribed and sworn
before me this 29th day
of JULY, 1997


Notary Public



seal

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 1ST day of JUNE, 19 88,

ATLAS EQUITY, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

JUNE 4, 1997



Bill Jones

Secretary of State



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN 6 1900



March Fong Eu

Secretary of State

1437871

ARTICLES OF INCORPORATION
OF
ATLAS EQUITY, INC.

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

JUN 1 1988

MARCH FONG EU, Secretary of State

I

The name of this corporation is Atlas Equity, Inc.

II

The purpose of this corporation is to engage in any lawful act of activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Peter D. Knight

Not in directory

18881 Von Karman, Suite 1270, Irvine, California 92715

IV


This corporation is authorized to issue only one class of shares of stock; And, the total number of shares which this corporation is authorized to issue is 100,000.

Dated: May 31, 1988


(Signature of incorporator)

GAIL T. KNISELY

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



A448184



State
of
California

SECRETARY OF STATE'S OFFICE

CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN 24 1994



Tony Miller
Acting Secretary of State

**Restated Articles of Incorporation
of Atlas Equity, Inc.**

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

JUN 13 1994

Vincent E. Galewick certifies:

TONY MILLER, Acting Secretary of State

1. He is the President and Secretary of Atlas Equity, Inc., a California corporation.
2. The Articles of Incorporation of Atlas Equity, Inc., are amended and restated as follows:

I. NAME

The name of the corporation is Atlas Equity, Inc.

II. PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized pursuant to the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III. STOCK

The corporation is authorized to issue only one (1) class of shares, which shall be designated "common shares," having a total of one hundred thousand (100,000) shares.

IV. LIMITATION ON DIRECTORS' LIABILITY

In any action for breach of directors' duties pursuant to Section 309 of the California Corporations Code, the liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible pursuant to California law.

V. INDEMNIFICATION OF AGENTS

Corporate agents, as that term is defined by the provisions of Section 317 of the California Corporations Code, may be indemnified for breach of duty to the corporation and the corporation's stockholders by bylaw, agreement, or otherwise in excess of the indemnification permitted by the provisions of Section 317 of the California Corporations Code. There shall be no indemnification of any agent in circumstances expressly prohibited by the provisions of Section 317 of the California Corporations Code, or for any of the following acts, omissions, or transactions, from which a director may not be relieved of liability pursuant to the provisions of Section

204(a)(10) of the California Corporations Code:

- (1) Acts or omissions that involve intentional misconduct or a knowing and culpable violation of law;**
- (2) Acts or omissions that an agent believes to be contrary to the best interests of the corporation or the corporation's shareholders or that involve the absence of good faith on the part of that agent;**
- (3) Any transaction from which an agent derived an improper personal benefit;**
- (4) Acts or omissions that indicate a reckless disregard for an agent's duty to the corporation or the corporation's shareholders in circumstances in which that agent was aware or should have been aware, in the ordinary course of performing that agent's duties, of a risk of serious injury to the corporation or the corporation's shareholders;**
- (5) Acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of an agent's duty to the corporation or the corporation's shareholders;**
- (6) Transactions between corporation and directors that are prohibited by the provisions of Section 310 of the California Corporations Code;**
- (7) Distributions, loans, and guaranties pursuant to the provisions of Section 316 of the California Corporations Code;**
- (8) Acts or omissions that occurred prior to the date when the provisions become effective; or**
- (9) Acts or omissions made by an officer in that capacity, notwithstanding that such officer is, also, a director or that such officer's actions, if negligent or improper, have been ratified by the directors of the corporation.**

VI. NUMBER OF SHAREHOLDER

The corporation's issued and outstanding shares shall be held of record by not more than thirty-five (35) persons. The corporation is a "close" corporation.

- 3. The Articles of Incorporation of Atlas Equity, Inc., as amended and restated in this certificate, have been approved by a resolution of the Board of Directors of this corporation dated March 24, 1994.**
- 4. The Restated Articles of Incorporation specified above have been approved**

by the required shareholder vote in accordance with the provisions of Section 902 of the California Corporations Code. The corporation has one class of shares designated "common." The total number of outstanding shares entitled to vote with respect to the amendment and restatement of the Articles of Incorporation is ten (10). The percentage vote required entitled to vote is fifty-one percent (51%). The number of shares voting in favor of that amendment and restatement of the Articles of Incorporation was ten (10), which exceeded the vote required.

THE UNDERSIGNED DECLARES UNDER PENALTY OF PERJURY THAT THE MATTERS SET FORTH IN THE FOREGOING CERTIFICATE ARE TRUE OF HIS OWN KNOWLEDGE. EXECUTED IN COSTA MESA, CALIFORNIA ON MARCH 24, 1994.

Date: March 24, 1994



Vincent E. Galewick, President

Date: March 24, 1994



Vincent E. Galewick, Secretary

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

JUN 15 1997 JUN 15 1997

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 Atlas Equity, 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 California

3. The date of its incorporation is June 1, 1988 (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
4100 Newport Place, Suite 400 Newport Beach, CA 92660

Street	City	State/Country	Zip Code
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5. The complete street address (including the country and zip code) of its registered office in this state is

<u>500 Tallan Building, Two Union Square</u>	<u>Chattanooga, Tennessee</u>	<u>Hamilton</u>	<u>37402-2571</u>
Street	City/State	County	Zip Code

The name of its registered agent at that office is

Corporation Service Company

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

Vincent E. Galewick, President and Chief Executive Officer: 4100 Newport Place, Suite 400 Newport Beach, CA 92660
Michael Cushing, Vice President and Chief Financial Officer: 4100 Newport Place, Suite 400 Newport Beach, CA 92660
Michael Metcalf, Vice President: 4100 Newport Place, Suite 400 Newport Beach, CA 92660
William Savage, Vice President: 4100 Newport Place, Suite 400 Newport Beach, CA 92660

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

Vincent E. Galewick, Secretary/Treasurer 4100 Newport Place, Suite 400 Newport Beach, CA 92660

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

_____, 1997 (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 where law it is incorporated. The Certificate shall not bear a date of more than one (1) month prior to the date

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0366**

DATE: 12/11/97
 REQUEST NUMBER: 3416-1877
 TELEPHONE CONTACT: (615) 741-0547
 FILE DATE/TIME: 12/08/97 1435
 EFFECTIVE DATE/TIME: 12/08/97 1435
 CONTROL NUMBER: 0341930

TO:
 COMMUNICATIONS CONSULTING SERVICES
 1374 DANIELSON RD
 MONTECITO, CA 93108

RE:
 ATLAS MOTILITY, 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: 06/17/97

FROM:
 GREATER EPHESIANS CHURCH OF GOD IN CHRIS
 210 S. MAIN ST

RECEIVED: \$400.00 \$400.00

TOTAL PAYMENT RECEIVED: \$800.00

FRANKENMUTH, MI 48734-0000

RECEIPT NUMBER: 0000214876
 ACCOUNT NUMBER: 00251630



Riley C. Darnell

**RILEY C. DARNELL
 SECRETARY OF STATE**