

Company ID: 128050

Advanced Management Services, Inc.
d/b/a AMS Long-Distance Services
3030 N. Central Ave., Suite 702
Phoenix, AZ 85012

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

IN RE: CASE NUMBER: 97-07504

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.

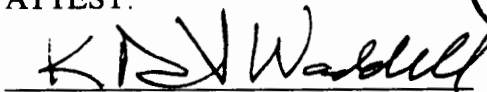


Chairman



Director

ATTEST:



Executive Secretary



Director

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

JEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



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

SECTION A

Part 1: General Information

- A. Name of Applicant Advanced Management Services, Inc.
d/b/a AMS Long-Distance Services
Address 3030 N. Central Ave., Suite 702, Phoenix
State AZ Zip Code 85012 Phone No. (602) 248 - 9379
- B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
See Exhibit "A"				

- C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
William Smith (602) 248 - 9379 (602) 248 - 9483
Name Tennessee 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) 800-3986
- E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ Resell Interexchange long distance 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 I.
Not Applicable
- G. List the state(s) you are authorized to operate in at this time. See Exhibit "B"

(To be filled out by PSC) 128050
Company ID Number _____
Date Approved _____
Evaluator _____ 97-07504

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 198709, Nashville, TN 37219-8709. Should you have any questions, call (615) 741-3939.

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

JEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
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(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, P.O. Box 198709, Nashville, TN 37219-8709. Should you have any questions, call (615) 741-3939.

- H. List any states that you have been denied authority to provide service.
Maryland See Exhibit "C"
- I. Areas in Tennessee to be served.
All areas
- 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 xxx 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. See Exhibit "D"
- N. What is the applicant's 10XXX or 800 access code? N/A
- 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, Wiltel, Frontier
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? Direct. Copy of bill is attached as Exhibit "E".
- 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.
AMS does not anticipate using independent telemarketers.
AMS generally sells directly or through independent agents to long-haul trucking companies and their employees.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. See Exhibit "F"

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 xx 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 xxx No

Part II: Organization Structure

A. Type of Organization

 Individual xx 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. (Exhibit "G")

(2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. (Exhibit "H")

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 Exhibit I)

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 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.

Advanced Management Services, Inc.
d/b/a AMS Long-Distance Services

Company Name

Date

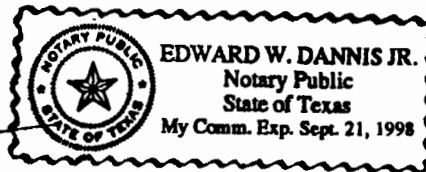
David Cosline

Company Official
David Cosline

Title
Vice President

Subscribed and sworn
before me this 20 day
of August, 1998

[Signature]
Notary Public



seal

State of Arizona



OFFICE OF THE

CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

*I, Geoffrey E. Gonsher, Executive Secretary of the
Arizona Corporation Commission, do hereby certify that*

*****ADVANCED MANAGEMENT SERVICES, INC.*****

*a domestic corporation organized under the laws of the state
of Arizona, did incorporate on August 30, 1991.*

*I further certify that this corporation has filed all
affidavits and annual reports and paid all filing fees
required to date and, therefore, is in good standing in this
state.*

*IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capitol, this
13th day of February, 1997, A. D.*



Geoffrey E. Gonsher
Executive Secretary

BY: *John M. Mullen*

ARTICLES OF INCORPORATION
OF 235335
ADVANCED MANAGEMENT SERVICES, INC.

Aug 30 4 53 PM '91
APPR *D. Budish*
DATE *8/25* FILED
TERM
DATE TIME

We, the undersigned incorporators, desiring to form a corporation under the laws of the State of Arizona, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

ADVANCED MANAGEMENT SERVICES, INC. *α 22*

ARTICLE II

The incorporators of the corporation are:

Ennis Rushton
5601 West Mohave
Phoenix, Arizona 85031

Gerald F. Ehrlich
4001 North Third Street, Suite 400
Phoenix, Arizona 85012

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE III

The corporation initially intends to conduct the business of acting as a communication service bureau and consulting firm and to do all and everything advantageous and necessary to engage in said business.

ARTICLE IV

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Arizona as they may be amended from time to time.

In furtherance of the purposes of the corporation, the corporation shall have the following powers:

(A) To own, acquire, hold, buy, sell, lease, rent, convey, improve, dispose of, encumber or deal in any and all kinds of real property or any interest therein, including lands, hereditaments, easements, rights of way and water rights.

(B) To buy, sell, own, pledge, hold, acquire, deal in and trade in personal property, tangible and intangible, including stocks, bonds and mortgages, and including shares of stock in this corporation; to borrow money and loan money; to give and hold collateral security, mortgages or otherwise, and to execute any and all easements incidental or necessary thereto.

(C) To make contracts with third parties, firms and corporations; to act as an incorporator of other corporations; to enter into partnerships with other persons or corporations; to make contracts with any of the officers, directors, shareholders or employees of this corporation, individually and without limitation, restriction or prejudice, including, but not limited to, profit sharing and pension plans, which contracts, when and if made, shall be considered and construed on the same basis as contracts with third parties are considered and construed, all in

furtherance of the management, operation, objects and purposes of this corporation.

(D) To hold meetings within or without the State of Arizona and to carry on any other lawful business whatsoever and to do all and everything necessary and advantageous in connection with and for the accomplishment of the foregoing, or which is calculated, directly or indirectly, to promote the interests of the corporation, and to do any or all of the things hereinbefore set forth to the same extent as natural persons could do, all upon such terms and conditions as the Board of Directors may determine.

The foregoing paragraphs shall be construed as the objects, purposes and powers of this corporation, and it is expressly intended that said objects, purposes and powers shall not be limited or restricted by reference to or inference from the terms of any other clause, term or paragraph herein contained.

ARTICLE V

The total authorized shares of the corporation shall be fifty thousand (50,000) common shares with a par value of One Dollar (\$1.00) each.

The shares of this corporation may be issued for cash, services, or property, upon such conditions and terms as may be determined by the Board of Directors, who shall have full power and authority to fix the value of the property or services for

which shares may be issued and whose valuations shall be conclusive, and the shares so issued shall be fully paid and nonassessable.

The Board of Directors may from time to time cause the corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the corporation.

ARTICLE VI

The affairs of the corporation shall be conducted by a Board of Directors, the number of which shall be determined at the annual meeting of the shareholders in the manner specified in the By-Laws of the corporation. Directors shall be elected at the annual meeting of the shareholders to be held at such time as may be provided in the By-Laws of the corporation and such Directors shall serve until their successors are elected and qualified. The following persons shall comprise the initial Board of Directors, who shall serve until their successors are elected and qualified:

Ennis Rushton
5601 West Mohave
Phoenix, Arizona 85031

Jerry Moyes
5601 West Mohave
Phoenix, Arizona 85031

Becky Kelley
8401 East Montebello
Scottsdale, Arizona 85250

Susan Martin
6533 North 7th Avenue, Suite 10
Phoenix, Arizona 85013

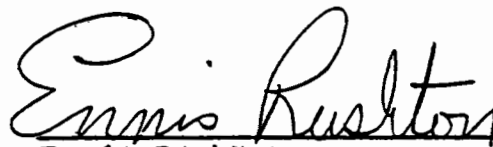
ARTICLE VII

The private property of the shareholders, directors, and officers of this corporation shall be forever exempt from corporate debts and liabilities.

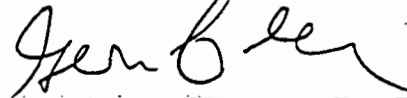
ARTICLE VIII

Gerald F. Ehrlich, with offices at 4001 North Third Street, Suite 400, Phoenix, Arizona 85012, is hereby appointed the initial statutory agent of the corporation. The Board of Directors of this corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 30th day of August, 1991.



Ennis Rushton



Gerald F. Ehrlich

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/13/96
BEST NUMBER: 3202-1190
PHONE CONTACT: (615) 741-0537
DATE/TIME: 08/07/96 1404
EFFECTIVE DATE/TIME: 08/07/96 1404
CONTROL NUMBER: 0316211

TO:
ADVANCED MANAGEMENT SERVICES INC.
SUITE 710
3030 N CENTRAL AVE.
PHOENIX, AZ 85012

RE:
ADVANCED MANAGEMENT SERVICES, INC.
APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATT
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE

A CORPORATION ANNUAL REPORT MUST BE FILED
ON OR BEFORE THE FIRST DATE OF THE FOURTH
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE
NOTIFICATION OF THE CORPORATION'S FISCAL
REPORT DURING THE LAST MONTH OF SAID FISCAL
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MA
OFFICE IN WRITING. FAILURE TO FILE THIS RE
AGENT AND OFFICE WILL SUBJECT THE CORPORAT
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUB
FILING, PLEASE REFER TO THE CORPORATION CO

ED CERTIFICATE OF
ATE AS INDICATED ABOVE.

TH THE SECRETARY OF STATE
NTH FOLLOWING THE CLOSE OF THE
S OFFICE WITH WRITTEN
R. THIS OFFICE WILL MAIL THE
YEAR TO THE CORPORATION AT THE
ING ADDRESS PROVIDED TO THIS
RT OR TO MAINTAIN A REGISTERED
N TO ADMINISTRATIVE REVOCATION

TTING DOCUMENTS FOR
ROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF
AUTHORITY - FOR PROFIT

FROM:
ADVANCED MANAGEMENT SERVICES-PHOENIX
3030 N. CENTRAL AVE.
SUITE 710
PHOENIX, AZ 85012-0000

ON DATE: 06/05/96

	FEES	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00001970700
ACCOUNT NUMBER: 00239044



Riley C. Darnell

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/13/96
REQUEST NUMBER: 3202-1195
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 08/07/96 1404
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0316211

TO:
ADVANCED MANATEMENT SERVIECS INC.
SUITE 710
3030 N CENTRAL AVE.
PHOENIX, AZ 85012

RE:
AMS LONG-DISTANCE SERVICES
ASSUMED NAME REGISTRATION

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: ASSUMED NAME REGISTRATION

ON DATE: 08/13/96

FROM:
ADVANCED MANAGEMENT SERVICES-PHOENIX
3030 N. CENTRAL AVE.
SUITE 710
PHOENIX, AZ 85012-0000

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

RECEIPT NUMBER: 00001995701
ACCOUNT NUMBER: 00239044



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE