

Company ID: 00128101
CSI Corp
12835 E. Arapahoe Road, Tower 1, Fifth Floor
Englewood, CO 80112

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

IN RE: CASE NUMBER: 98-00079

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


---ORDER---

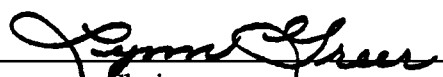
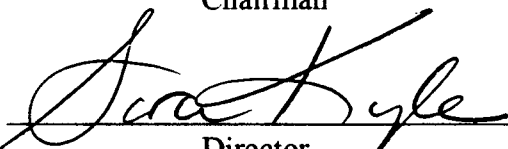
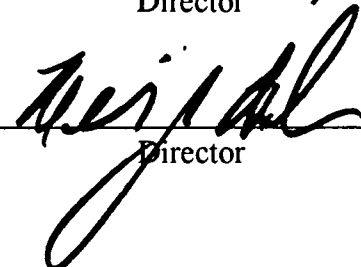
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on May 5, 1998 and concluded that the applicant 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

TENNESSEE REGULATORY AUTHORITY

Application for Certificate
to Provide Operator Services
and/or Resell
Telecommunication Services in Tennessee

RECEIVED
TELECOMMUNICATIONS DIVISION
TENNESSEE REGULATORY AUTHORITY

FEB 11 1998

Part 1: General Information.

A. Name of Applicant: CSI Corp
trade name - Comm Source International Corporation
Address: 12835 E. Arapahoe Road, Tower 1, Fifth Floor
Englewood, CO 80112
Phone: (303) 708-1000

B. Owner, Partners, or Corporate Officer.

Ray B. Ramirez, President and Director
CSI Corp
12835 E. Arapahoe Road, Fifth Floor
Englewood, CO 80112
(303) 708-1000

Ramon P. Ramirez, Secretary/Treasurer and Director
CSI Corp
12835 E. Arapahoe Road, Fifth Floor
Englewood, CO 80112
(303) 708-1000

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

Ray B. Ramirez
(303) 708-1000
(303) 708-1010 (Fax)

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

1-800-864-4306

Co. ID 128101
Docket # 98-00079

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

F. If providing operator services, list company name, address and contact person for all resell carriers you serve in Tennessee. Provide the above information on Appendix I.

N/A

G. List the state(s) you are authorized to operate in at this time.

Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Louisiana, Michigan, Minnesota, Missouri, Montana, Nevada, New Hampshire, New Jersey, Ohio, Oregon, Pennsylvania, Texas, Utah, Virginia, Wisconsin, Wyoming

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 ☒
- b. Residential ☒
- c. Aggregators ☐
- 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.

No.

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Yes. Less than.

- M. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II.

Please see Appendix II, attached hereto.

- N. What is the applicant's 10XXX or 800 access code? 10-444

- 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?

Frontier Communications, Inc.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct?

Bill customers directly.

- R. Describe briefly how the applicant plans to market its services in Tennessee? If any independent telemarketer is going to be used, state company name and address.

CSI markets through authorized agents who sell directly to customers. CSI does not telemarket.

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

In order to assure that customers affirmatively select the Applicant, the Applicant requires a signed "Letter of Authorization" for each user wishing to subscribe to its long distance services. Upon receipt of each sales order, a customer service representative contacts the new subscriber to validate the service and pricing that subscriber is to receive. If there are concerns regarding the validity of the charge, the Company will not process the order until such concerns are clarified. To date, the Company as had no complaints for "slamming" or illegally changing a customer's long-distance carrier. In the event an incorrect telephone number is provided to the Company and the Company changes the subscriber's preferred carrier by mistake, the Company immediately notifies the owner of the telephone number and promptly assists in converting the telephone number back to the original carrier, absorbing any costs therefor.

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with its 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
 Partnership
X Corporation
 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.

Attached hereto as Appendix III.

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.

Attached hereto as Appendix IV.

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), which includes a toll-free number consumers can call for service problems and refunds.

N/A

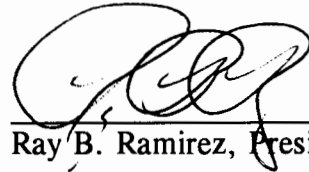
Part V: Rule Compliance Agreement

- 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.

CSI Corp

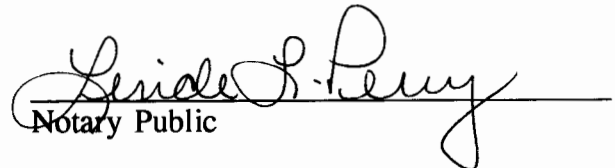
1/22/98
Date

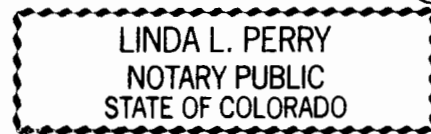

Ray B. Ramirez, President

STATE OF COLORADO)
) ss
COUNTY OF Arapahoe)

Subscribed and sworn to before me this 22 day of January, 1998, by Ray B. Ramirez, President, CSI Corp.

My Commission Expires:


Notary Public



My Commission Expires 9-25-2000

FEE \$50.00

CORP OCR

SUBMIT ORIGINAL OCR AND ONE COPY
PROFIT CORPORATION NAME AND PRINCIPAL
ADDRESS

ARTICLES OF INCORPORATION

NAME ☒ CSI CorpSTREET ☒ 3000 S. Jamacia Ct Suite 280CITY ☒ AuroraSTATE ☒ Co 80014

THIS DOCUMENT MUST
BE TYPED IN BLACK

SECRETARY OF STATE • 1560 BROADWAY #200, DENVER, CO 80202
(303) 834-2251

931041209 \$50.00
SOS 04-19-93 09:48

CUMULATIVE VOTING SHARES OF STOCK IS AUTHORIZED. YES ☒ NO ☐ IF DURATION IS LESS THAN PERPETUAL ENTER NUMBER OF YEARS ☒THERE ARE PROVISIONS LIMITING OR DENYING TO SHAREHOLDERS THE PREEMPTIVE
RIGHT TO ACQUIRE ADDITIONAL OR TREASURY SHARES OF THE CORPORATION.YES ☐ NO ☒IF YES! state provisions on a separate
8 1/2 x 11 sheet of paper.

STOCK INFORMATION: (if additional space is needed, continue and separate 8 1/2 x 11 sheet of paper).

STOCK CLASS ☒ Common AUTHORIZED SHARES ☒ 1000 PAR VALUE ☒ No Par ValueSTOCK CLASS ☒ AUTHORIZED SHARES ☒ PAR VALUE ☒

THE NAME OF THE INITIAL REGISTERED AGENT AND THE ADDRESS OF THE REGISTERED OFFICE IS: (corporations use LAST NAME space)

LAST NAME ☒ RamirezFIRST & MIDDLE NAME ☒ Ramon PSTREET ☒ 3000 S. Jamacia Ct, Suite 280CITY ☒ AuroraSTATE ☒ CoZIP ☒ 80014DIRECTORS: HOW MANY DIRECTORS CONSTITUTE THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION? ☒ 3THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE 1ST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR
SUCCESSORS ARE ELECTED AND QUALIFIED ARE: (if more than three, continue on a 8 1/2 x 11 sheet of paper)LAST NAME ☒ RamirezFIRST & MIDDLE NAME ☒ Ramon PSTREET ☒ 10290 W Burgundy AveCITY ☒ LittletonSTATE ☒ CoZIP ☒ 80127LAST NAME ☒ RamirezFIRST & MIDDLE NAME ☒ Ray BSTREET ☒ 4999 S. Prince Ct #102CITY ☒ LittletonSTATE ☒ CoZIP ☒ 80123LAST NAME ☒ JanusFIRST & MIDDLE NAME ☒ James ASTREET ☒ 11904 E Temple StCITY ☒ AuroraSTATE ☒ CoZIP ☒ 80015

INCORPORATORS: NAMES AND ADDRESSES: (if more than two, continue on a separate 8 1/2 x 11 sheet of paper)

NAME

ADDRESS

☒ Ray B Ramirez

3000 S Jamacia Ct, Suite 280, Aurora, Co 80014

☒

I/WE THE UNDERSIGNED PERSON(S) OF THE AGE OF 18 YEARS OR MORE, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE COLORADO COR-
PORATION CODE, ADOPT THE ABOVE ARTICLES OF INCORPORATION. THE CORPORATION IS ORGANIZED FOR ANY LAWFUL PURPOSE. A MORE SPECIFIC PUR-
POSE MAY BE STATED ON A SEPARATE 8 1/2 x 11 SHEET OF PAPER.

☒

SIGNATURE

☒

SIGNATURE

PLEASE READ REVERSE SIDE BEFORE COMPLETING

STOCK CHANGE

Mail To: Secretary of State
Corporations Section
1550 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

931109624 M \$25.00
SECRETARY OF STATE
07-01-95 13:45

MUST BE TYPED
FILING FEE: \$25.00
MUST SUBMIT TWO COPIES

Please include a typed
self-addressed envelope

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CSI Corp. ^{NY}

SECOND: The following amendment to the Articles of Incorporation was adopted on December 9th 1994, as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

- No shares have been issued or Directors Elected - Action by Incorporators
- No shares have been issued but Director Elected - Action by Directors
- XX Such amendment was adopted by the board of directors where shares have been issued.
- i) CSI issued 250 additional shares on 12/9/94 bringing total shares of common stock to 1250 shares.
- Such amendment was adopted by a vote of the shareholders. The numbers of shares voted for the amendment was sufficient for approval.

THIRD: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

If these amendments are to have a delayed effective date, please list that date: N/A
(Not to exceed ninety (90) days from the date of filing)

By

Its

Executive V.P.

Title

Notary Public

My Commission expires

4/1/99

RECEIVED
DATE COMPLETE
F.A.S.

STATE OF COLORADO
DEPARTMENT OF STATE

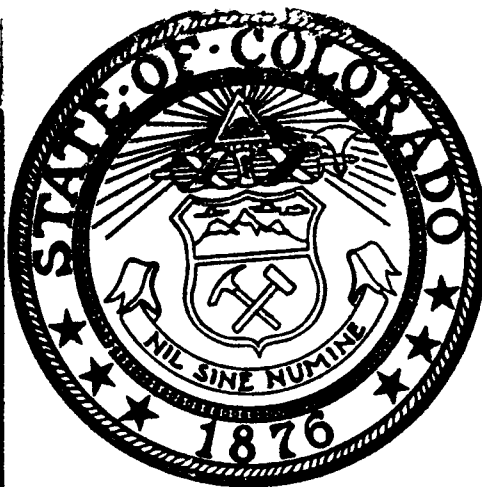
I hereby certify that this is a true and
complete copy of the document filed in
this office and admitted to record in

File 951109624

DATED Dec. 13 1996

Victoria Buckley
Secretary of State

By Linda Stevens



Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 08/22/97
REQUEST NUMBER: 3379-3070
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 08/22/97 1009
EFFECTIVE DATE/TIME: 08/22/97 1009
CONTROL NUMBER: 0336318

TO:
CSI CORP.
12835 E. ARAPAHOE RD
TWR 1, SUITE 500
ENGLEWOOD, CO 80112

RE:
CSI 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: 07/24/97

FROM:
CSI CORP.
SUITE 150
3000 S JAMAICA CT
AURORA, CA 90014-0000

RECEIVED: FEES \$300.00 \$300.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002161578
ACCOUNT NUMBER: 00265818



Riley C. Darnell

RILEY C. DARNELL

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/25/97
REQUEST NUMBER: 3379-3075
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 08/22/97 1009
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0336318

TO:
CSI CORP
12835 E. ARAPAHOE RD
TOWER 1, SUITE 500
ENGLEWOOD, CO 80112

RE:
COMM SOURCE INTERNATIONAL CORP
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: 08/22/97

FROM:
CSI CORP.
SUITE 150
3000 S JAMAICA CT
AURORA, CA 80014-0000

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

RECEIPT NUMBER: 00002174799
ACCOUNT NUMBER: 00265818



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE