

Company ID: 128105
Pride America, Inc.
5403 Ashton Court
Sarasota, FL 34233

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN December 1, 1998

IN RE: CASE NUMBER: 98-00083

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

---ORDER---

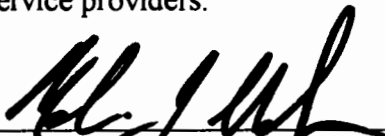


This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on December 1, 1998 and concluded that the 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 PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH 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

'98 JAN 20 PM 2 03
98-00083

Part 1: General Information

A. Name of Applicant: **Pride America, Inc.**
Address **5403 Ashton Court** City **Sarasota**
State: **Florida** Zip Code: **34233** Phone No. **(941) 924-5096**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
David Branch	5403 Ashton Court	Sarasota	FL	34233
Dan Hansen	5403 Ashton Court	Sarasota	FL	34233
Marty Kern	5403 Ashton Court	Sarasota	FL	34233
Daniel Branch	5403 Ashton Court	Sarasota	FL	34233

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

Name **Dan Hansen**
Phone No. **(941) 924-5096** Fax No. **(941) 923-5612**
Toll Free **(888) 774-3306**

(To be filled out by PSC)
Company ID Number 128105
Date Approved _____
Evaluator _____

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. Box 3412, Nashville, TN 37219-0412. Should you have any questions, call (615) 741-3939.

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

Customer Service: (888) 774-3306

- 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.

Response: Not applicable.

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

Response: Pride America is presently authorized to provide service in California, Delaware, Florida, Massachusetts, Maryland, Montana, Nevada, New Jersey, Ohio, Oregon, Pennsylvania, Texas, Utah, Virginia and Wyoming by virtue of direct authorization, certification or registration with state regulatory commissions.

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

Response: None

I. Areas in Tennessee to be served.

Response: Entire State

J. What type of Customers will the company serve?

- a. Business XX
- b. Residential XX
- 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.

Response: Not applicable.

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

Response: Not Applicable

- 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

Response: Pride America offers inbound and outbound telecommunications services to residential and business Customers utilizing switched access. Switched access service is available on a presubscription basis from equal access originating end offices. Pride America also offers travel card services. All services are available twenty-four (24) hours per day, seven (7) days a week. Service is offered as an add-on to Pride America's interstate service.

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

Response: The Company does not have a 10XXX code, nor does it offer presubscribed services via an 800 access code.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

Response: No. Pride America proposes to operate as a switchless reseller.

- P. What facility-based network will the applicant be reselling?

Response: UniDial

- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?

Response: Pride America will bill its customers directly.

- 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.

Response: The Company intends to market its services through distributors and retailers.

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.

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

Response: Pride America will require customers to sign a letter of authorization ("LOA") for those services the company offers that are presubscribed. Customer that utilize the company's access code to complete calls make the choice to subscribe to the company with each and every call.

- 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.

Response: Yes_____ No_____ Not Applicable.

- 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.

Response: Yes_____ No_____ Not Applicable.

Part II: Organization Structure

- A. Type of Organization

_____ Individual X Corporation
_____ Partnership _____ Other (Explain on separate sheet)
 Limited Liability Company

- 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

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.

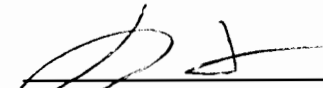
Part IV: Display Card

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.

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.

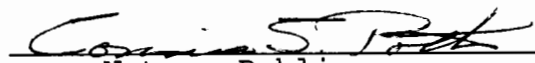
Pride America, Inc.



Dan Hansen
Senior Vice President

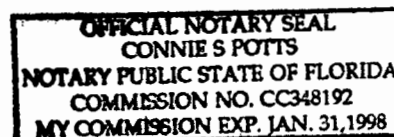
Date: 1-12-98

Subscribed and sworn
before me this 12th day of January, 1998.



Notary Public

SEAL



³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PRIDE AMERICA, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2715890 8100

971041913

AUTHENTICATION: 8321669

DATE: 02-07-97

CERTIFICATE OF INCORPORATION**OF****PRIDE AMERICA, INC.**

The undersigned, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is
PRIDE AMERICA, INC.

SECOND: The address of the registered office of the corporation in the State of Delaware is 9 East Loockerman Street, City of Dover, County of Kent; and the name of the registered agent of the corporation in the State of Delaware at such address is National Registered Agents, Inc.

THIRD: The purpose of the Corporation is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue one thousand (1,000) shares of Common Stock. The par value of each of such shares is \$.01.

FIFTH: Election of directors need not be by ballot except and to the extent provided in the by-laws of the corporation.

SIXTH: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend or repeal from time to time the by-laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal the by-laws made by the Board of Directors.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholders thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be

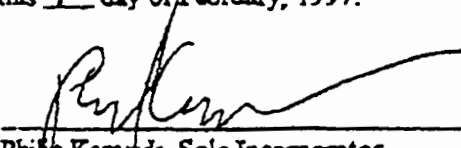
summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this corporation, as the case may be, and also on this corporation.

EIGHTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of § 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

NINTH: The corporation shall, to the fullest extent permitted by the provision of §145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The name and mailing address of the incorporator is: Philip Karasyk, 233 Broadway, Suite 1800, New York, New York 10279.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Philip Karasyk, Sole Incorporator, this 7th day of February, 1997.


Philip Karasyk, Sole Incorporator

Secretary of State**Corporations Section**

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

DATE: 08/19/97

REQUEST NUMBER: 3378-2544

TELEPHONE CONTACT: (515) 741-0537

FILE DATE/TIME: 08/19/97 0938

EFFECTIVE DATE/TIME: 08/19/97 0938

CONTROL NUMBER: 0336172

TO:
PRIDE AMERICA, INC.
5403 ASHTON COURT
SARASOTA, FL 34233

RE:
PRIDE AMERICA, 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: 08/19/97

FROM:
PRIDE AMERICA, INC.
5403 ASHTON COURT

SARASOTA, FL 34233-0000

	FEES	
RECEIVED:	\$353.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$653.00

RECEIPT NUMBER: 00002173202
ACCOUNT NUMBER: 00267625



A handwritten signature in black ink that reads "Riley C. Darnell".

RILEY C. DARNELL
SECRETARY OF STATE