

Company ID: 00128095
ACS Systems, Inc.
2510 N. Red Hill Ave., Suite 230
Santa Ana, CA 92705

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN March 12, 1998

IN RE: CASE NUMBER: 98-00096

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 March 10, 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.

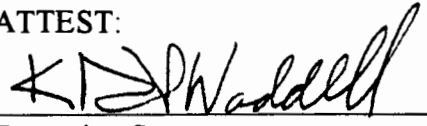
IT IS THEREFORE ORDERED:

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.


Chairman


Director

ATTEST:


Executive Secretary


Director

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 02/05/1998
REQUEST NUMBER: 344-2465
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 01/14/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0344069
JURISDICTION: CALIFORNIA

TO:
LANCE J.M. STEINHART ATTY
6455 E JONES CROSSIN
STE 285
DULUTH, GA 30558

REQUESTED BY:
LANCE J.M. STEINHART ATTY
6455 E JONES CROSSIN
STE 285
DULUTH, GA 30558

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"ACS SYSTEMS, INC.",

**A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.**

FOR: REQUEST FOR CERTIFICATE

ON DATE: 02/05/98

**FROM:
LANCE J. M. STEINHART, ATTY AT LAW
1100 ABERNATHY RD.
SUITE 1112
ATLANTA, GA 30328-0000**

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

**RECEIPT NUMBER: 00002244117
ACCOUNT NUMBER: 00240720**



Riley C Darnell

**RILEY C. DARNELL
SECRETARY OF STATE**

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

~~98-00076~~
98-00096

SECTION A

Part 1: General Information

- A. Name of Applicant ACS Systems, Inc.
Address 2510 N. Red Hill Avenue, Suite 230, Santa Ana
State California Zip Code 92705-5542 Phone No. (714) 622-4444
- B. OWNERS, PARTNERS, OR CORPORATE OFFICERS

NAME	ADDRESS	CITY	STATE	ZIP CODE
Mark J. Attaway	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705
Jeff A. Sanderson	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705
Allen D. Meadows	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705
Andrew F. Puzder	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705
M'Liss Jones Kane	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705
Sherry Popovicia	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705
Ernest Ellis	2510 N. Red Hill Avenue, Suite 230	Santa Ana	CA	92705

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

Ernest Ellis (714) 622-4444 (714) 477-6801

Name 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. 888-322-7797

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

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Other (describe below) _____

(To be filled out by PSC)
Company ID Number 128095
Date Approved _____
Evaluator _____

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. Colorado, Iowa, New Jersey, Montana, Virginia, Utah, Wyoming, Texas, Michigan and Pennsylvania.
- 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.
- N. What is the applicant's 10XXX or 800 access code? _____
- 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, AT&T or Qwest
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct²? Yes.
Applicant will also bill customers direct.
- 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 residential and mid-sized business customers using employees and agents via direct sales & telemarketing. Applicant currently has no agreements with independent telemarketers.

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 attempt to get a letter of agency for all customers. In addition, all customers obtained through telemarketing will be subject to third party verification in compliance with FCC rules.
- 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 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.

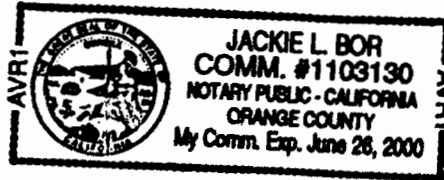
ACS Systems, Inc.

Date

Mark J. Attaway, President

Subscribed and sworn
before me this 24th day
of Jan, 1998

Notary Public



seal

1360130

ARTICLES OF INCORPORATION
OF

ACS SYSTEMS, INC.

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

DEC 16 1985

MARCH FONG EU, Secretary of State
Sharon K. Hawkins
Deputy

I

The name of this corporation is: ACS SYSTEMS, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California ("GCL") other than 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 the corporation's initial agent for the service of process, is: JOSEPH R. DAVIS, Attorney at Law, 2790 Harbor Boulevard, Suite 313, Costa Mesa, California 92626.

IV

The corporation is authorized to issue only one class of shares of stock and the total number of shares which the corporation is authorized to issue is 300,000 shares.

Dated this 10th day of December, 19 85.

R. Castelo
R. CASTELO Incorporator

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

R. Castelo
R. CASTELO Incorporator