

Company ID: 00128128

Elias Ventures, Inc. d/b/a American Freeway100
7633 E. 63rd Place, Suite 500
Tulsa, OK 74133

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

July 2, 1998

IN RE: CASE NUMBER: 98-00230

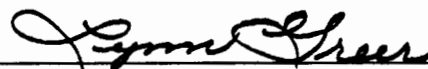
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

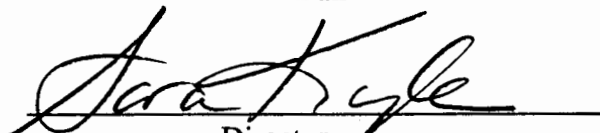
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on June 30, 1998 and concluded that the applicant 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

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director



REC'D TN
REGULATORY AUTH.
460 James Robertson Parkway
Nashville, Tennessee 37243-0505
98 MAR 24 AM 11:12

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

OFFICE OF THE
EXECUTIVE SECRETARY

SECTION A

Part 1: General Information

A. Name of Applicant Elias Ventures, Inc. dba American Freeway 100
Address 7633 E 63rd Place, Suite 500 City Tulsa
State OK Zip Code 74133 Phone No. (918) 632-7100

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Elias Masso	7633 E. 63rd Pl, Sk 500	Tulsa	OK	74133
Nanci Masso	7633 E. 63rd Pl, Sk 500	Tulsa	OK	74133
Paul Murphy	7633 E. 63rd Pl, Sk 500	Tulsa	OK	74133

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Cynthia D. Kott (954) 764-5093 (954) 764-0840
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. 800-290-7885

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 (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.

G. List the state(s) you are authorized to operate in at this time. New Jersey, Michigan, Massachusetts, Kentucky, Texas

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

128128
98-00230

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

I. Areas in Tennessee to be served.

American Freeway100 Intends to serve 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? 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? Telco, AT&T, US Sprint, and/or MCI.

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? American Freeway100 bills through an independant billing company and through LEC agreements.

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.

American Freeway100 uses independant agents who are paid standard industry commissions.

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. American Freeway100 receives signed authorization from the customer, the verifies with follow up call from customer service Department.

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 _____

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 ☒ 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 ☒ No ☐

Part II: Organization Structure

A. Type of Organization

☐ Individual ☒ 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.

N/A

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:

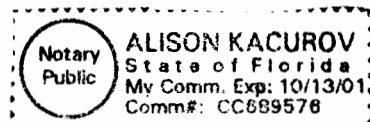
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- Understands the penalties for non-compliance, and all associated fees to provide such service.
- Will comply with the TRA Interexchange Reseller 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.

Elias Ventures, Inc. d/b/a
American Freeway 100 1-29-98
Company Name Date

Cynthia H. Kett 1-29-98
Company Official Title

Subscribed and sworn
before me this 27 day
of Jan, 1998

Alison Kacurov
Notary Public



seal

CERTIFICATE OF BUSINESS: FICTITIOUS FIRM NAME

THE UNDERSIGNED does hereby certify that **ELIAS VENTURES, INC.**, a Nevada corporation, is conducting a general corporate/distribution business at 2533 N. Carson Street, Carson City Nevada under the fictitious firm name of **AMERICAN FREEWAY100** and that said firm is composed of the following person whose name and address is:

ELIAS MASSO, 2533 North Carson Street, Carson City, NV

WITNESS my hand this 1st day of October, 1996.

REC'D & FILED

April 11, 1997
Date

ALAN GLOVER
CLERK

[Signature]
ELIAS MASSO, President & Director

BY [Signature]
DEPUTY
STATE OF OKLAHOMA

COUNTY OF TULSA

SS
)

ALAN GLOVER
Carson City
Clerk-Recorder

On this 1st day of October, 1996, before me, DeAnna Osborn, Notary Public in and for the said county and state, residing therein, duly commissioned and sworn, personally appeared Elias Masso, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this Certificate last above written.

[Signature]
DeAnna Osborn, Notary Public in and for said County and State

My Commission Expires:

June 14, 2000

ALAN GLOVER
Carson City
Clerk-Recorder
By [Signature]
Deputy

101 1991

LAU SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

ELIAS VENTURES, INC.

3620-91

FIRST. The name of the corporation is:

ELIAS VENTURES, INC.

SECOND. Its principal office in the State of Nevada is located at 1000 East William Street, Suite 100, Carson City, Nevada 89701, that this corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.

(C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp,

if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and

dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

(P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

FOURTH. That the total number of voting common stock authorized that may be issued by the Corporation is TWENTY-FIVE HUNDRED (2,500) shares of stock without nominal or par value and no other class of stock shall be authorized. Said shares without nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this

Corporation, providing that the number of directors shall not be reduced to less than one (1).

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Lewis E. Laughlin	1000 East William Street, Suite 100 Carson City, Nevada 89701

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the incorporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Lewis E. Laughlin	1000 East William Street, Suite 100 Carson City, Nevada 89701

EIGHTH. The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent, and, the principal or statutory address of this corporation in the state of Nevada, shall be:

1000 East William Street, Suite 100
Carson City, Nevada 89701

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.

ELEVENTH. No shareholder shall be entitled as a matter of right to

subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/11/97
REQUEST NUMBER: 3346-3303
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 06/11/97 1120
EFFECTIVE DATE/TIME: 06/11/97 1120
CONTROL NUMBER: 0332421

TO:
CT CORPORATION SYSTEM
906 OLIVER ST.

ST. LOUIS, MO 63101

RE:
ELIAS VENTURES, 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: 06/11/97

FROM:
C T CORPORATION SYSTEM (ST. LOUIS, MO)
906 OLIVE ST

ST. LOUIS, MO 63101-0000

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

RECEIPT NUMBER: 00002144659
ACCOUNT NUMBER: 00000015



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

ELIAS VENTURES, INC.

FILED
RECEIVED
SECRETARY OF STATE
97 JUN 11 AM 11:20
SECRETARY OF STATE

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. The purpose sets forth:

1. The name of the corporation is ELIAS VENTURES, 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 Nevada3. The date of its incorporation is May 1, 1991 (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 _____

6128 EAST 38TH STREET, SUITE 400, TULSA, Oklahoma 74135

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is

c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street City/State County Zip Code

The name of its registered agent at that office is

C T Corporation System

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

Elias Masso, 6128 EAST 38TH STREET, SUITE 400, TULSA, Oklahoma 74135, President
Nanci Masso, 6128 EAST 38TH STREET, SUITE 400, TULSA, Oklahoma 74135, Secretary/Treasurer
Paul Murphy, 6128 EAST 38TH STREET, SUITE 400, TULSA, Oklahoma 74135, Chief Financial Officer

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

Elias Masso, 6128 EAST 38TH STREET, SUITE 400, TULSA, Oklahoma 74135

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

N/A, 19____ (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 under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

4/26/97
 Signature Date

President
 Signer's Capacity

ELIAS VENTURES, INC.
 Name of Corporation

Elias Masso
 Signature

Elias Masso
 Name (typed or printed)



SECRETARY OF STATE

RE-NEWAL

SECRETARY OF STATE

MAY 11 AM 11:20



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ELIAS VENTURES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since May 1, 1991, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 12, 1997.



Dean Heller

Secretary of State

By

Rebecca Jennings

Certification Clerk