

BEFORE THE TENNESSEE REGULATORY AUTHORITY
April 17, 2001 **Nashville, Tennessee**

In Re: **DaveTel, Inc.**
 for Cancellation of Authority to Provide **) Docket No. 98-00231**
 Resold Telecommunication **) Co. ID: 128129**
 Services In Tennessee


**ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES**

This matter is before the Tennessee Regulatory Authority upon the request of DaveTel, Inc. to cancel their authority to provide Telecommunications Services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on April 17, 2001.

WHEREFORE, having considered the request of **DaveTel, Inc.** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

- 1) That the request of DaveTel, Inc. to cancel their authority to provide Resold Telecommunications services in Tennessee, Docket No. 98-00231, is hereby granted; and,
- 2) That this docket is herewith closed.


Chairman Sara Kyle


Director Lynn Greer


Director Melvin Malone

ATTEST:


K. David Waddell

Company ID: 128129
DavelTel, Inc.
1429 Massaro Blvd.
Tampa, FL 33619

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN February 16, 1999

IN RE: CASE NUMBER: 98-00231

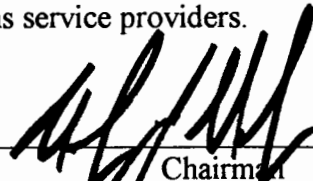
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 16, 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.

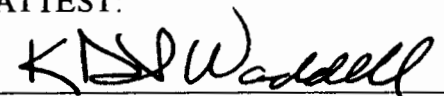
IT IS THEREFORE ORDERED:

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 REGULATORY AUTHORITY

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



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

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

SECTION A

Part 1: General Information

A. Name of Applicant DavelTel, Inc.
Address 1429 Massaro Blvd. City Tampa
State FL Zip Code 33619 Phone No. (813) 623-3545

B. Owner, Partners, or Corporate Officer See Attached Sheet

NAME	ADDRESS	CITY	STATE	ZIP CODE

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Theodore Rammelkamp (813) 623-3545 (813) 626-9610
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
Jade M. Maxwell (813) 623-3545 (813) 626-9610
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. 800 467-1086

E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ Resell Interexchange long distance services
☒ Operator Services
☐ Resell local services
☐ Other (describe) _____

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

128129
98-0231

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

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) that the applicant is authorized to operate in at this time. TX, OH, PA, AR, D.C. WV, DE, NY, & AZ (may operate while pending)

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

N/A

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

See reverse side

H. List any states that the applicant has been denied authority to provide service. N/A

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for the affiliate(s), as well as for the applicant.

I. Areas in Tennessee to be served. Statewide

J. What type of customers will the applicant serve?

- a. Business X
- b. Residential X
- c. Aggregators X
(e.g. Hotels, Payphones)
- d. Other (specify) _____

K. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its 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, if applicable? 10397 (800) 467-1085

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(s) will the applicant be reselling? LDDS, MCI, LCI, & Willtel

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Operator assisted calls are billed through agreements with LEC and DavelTel's billing agent, ILD. DavelTel's name appears on all bills.

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 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.
Direct sales through company employees and agents.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. State and Federal approved LOAs are obtained from the business owner. These are verified centrally with the business owner by company administration personnel prior to submission to the LEC.

- 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 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 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

If applicable, 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 Reseller or Operator Service Provider applicant, hereby, affirms the following:

- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) 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 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.

DavelTel, Inc. 3-12-98
Company Name Date

Frank R. McBride Sr. Vice President
Company Official Title

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

Steven J McBride
Notary Public



STEVEN J MCBRIDE
My Commission CC388112
Expires Jun. 30, 1998
Bonded by HAI
800-422-1555

seal

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/04/97
REQUEST NUMBER: 3417-2043
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 12/04/97 1057
EFFECTIVE DATE/TIME: 12/04/97 1057
CONTROL NUMBER: 0341535

TO:
CSC
1013 CENTRE RD.
WILMINGTON, DE 19805

RE:
DAVELTEL, 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: 12/04/97

FROM:
CSC/USC (1013 CENTRE RD)
1013 CENTRE ROAD
WILMINGTON, DE 19805-0000

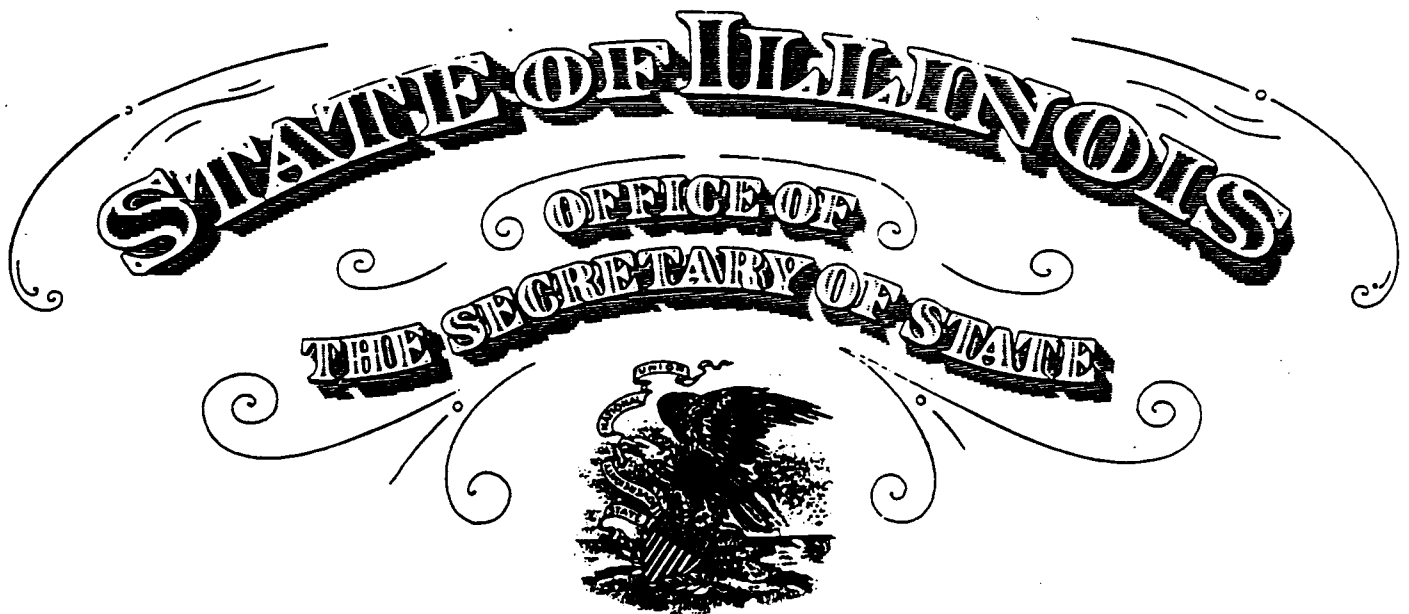
	FEES	
RECEIVED:	\$300.00	\$300.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00002211870
ACCOUNT NUMBER: 00250881



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION WERE FILED IN THIS OFFICE MARCH 26, 1997 WHEREIN THE
CORPORATE TITLE WAS CHANGED FROM PHONE ZONE, INC. TO DAVELTEL, INC.



In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ **5TH**
day of _____ **MAY** _____ *A.D., 19* **97**

George H Ryan

SECRETARY OF STATE

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF
PHONE ZONE, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 26TH day of MARCH A.D. 19 97 and of the Independence of the United States the two hundred and 21ST



George H. Ryan

Secretary of State

(Rev. Jan. 1995)

File # **5318-959-3**

George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1832

Remit payment in check or money
 order, payable to "Secretary of State."

*The filing fee for articles of
 amendment - \$25.00

FILED

MAR 26 1997

GEORGE H. RYAN
SECRETARY OF STATE

PAID

MAR 26 1997

SUBMIT IN DUPLICATE

This space for use by
 Secretary of State

Date **03-26-97**

Franchise Tax \$

Filing Fee* \$ **25.00**

Penalty \$

Approved: **MR**1. CORPORATE NAME: Phone Zone, Inc.

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on March 25, 1997

19 ____ in the manner indicated below. ("X" one box only)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4 & 5)

☒ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

DaveTel, Inc.

(NEW NAME)

EXPEDITED

MAR 26 1997

All changes other than name, include on page
 (over)

SECRETARY OF STATE

Text of Amendment

1005.0180

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

No Change

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

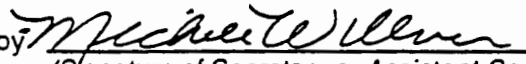
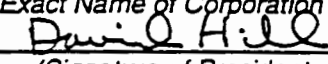
No Change

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK**.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated	March 25,	19 97	Phone Zone, Inc.
			(Exact Name of Corporation at date of execution)
attested by			by 
	(Signature of Secretary or Assistant Secretary)		(Signature of President or Vice President)
	Michele Willner		David Hill
	(Type or Print Name and Title)		(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

_____	_____
_____	_____
_____	_____
_____	_____

1005 .012E

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05,
- (g) to restate the articles of incorporation as currently amended. (§ 10.15)

NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)



Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF

PHONE ZONE FRANCHISES, LTD.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
herby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,*

at the City of Springfield, this 8TH
day of JUNE *A.D. 19* 93 *and*
of the Independence of the United States
the two hundred and 17TH.



George H Ryan
SECRETARY OF STATE

BCA-10.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in Check or Money
Order, payable to "Secretary of
State".

DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

ARTICLES OF AMENDMENT

File # 5308-0159-3

This Space For Use By Secretary of State	
Date	6-8-93
License Fee	\$
Franchise Tax	\$ 25.00
Filing Fee	\$
Clerk	MTJ 6X

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is PHONE ZONE FRANCHISES, LTD.
(Note 1)

ARTICLE TWO The following amendment of the Articles of Incorporation was adopted on April 19
19 93 in the manner indicated below. ("X" one box only.)

☐ By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; or by a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Note 4)

XX By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors have been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 4)

(INSERT AMENDMENT)

(Any article being amended is required to be set forth in its entirety.) (Suggested language for an amendment to change the corporate name is: RESOLVED, that the Articles of Incorporation be amended to read as follows:)

PHONE ZONE, INC. BC

(NEW NAME)

ARTICLE THREE The manner in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

ARTICLE FOUR (a) The manner in which said amendment effects a change in the amount of paid-in capital* is as follows: (If not applicable, insert "No change")

(b) The amount of paid-in capital* as changed by this amendment is as follows: (If not applicable, insert "No change")

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated May 13, 1983

PHONE ZONE FRANCHISES, LTD.

(Exact Name of Corporation)

attested by

Michele Willner
(Signature of Secretary or Assistant Secretary)

by

David Hill
(Signature of President or Vice President)

MICHELE WILLNER

(Type or Print Name and Title)

DAVID HILL

(Type or Print Name and Title)

*"Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§ 10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only six instances, as follows:
- (a) to remove the names and addresses of directors named in the articles of incorporation;
 - (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to § 5.10 is also filed;
 - (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 - (d) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "Ltd." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name;
 - (e) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with § 9.05.
 - (f) to restate the articles of incorporation as currently amended. (§ 10.15)
- NOTE 4: All amendments not adopted under § 10.10 or § 10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.
- Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).
- The articles of incorporation may supercede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§ 10.20)
- NOTE 5: When shareholder approval is by written consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment. (§§ 7.10 & 10.20)

Form BCA-10.30

File No.

ARTICLES OF AMENDMENT

Filing Fee \$25.00

Filing Fee for Re-Stated Articles \$100.00

FILED
 JUN 08 1993
 GEORGE H. RYAN
 SECRETARY OF STATE

RETURN TO:

Corporation Department
 Secretary of State
 Springfield, Illinois 62756
 Telephone 217 — 782-6961

UNANIMOUS ACTION BY THE SOLE SHAREHOLDER & SOLE DIRECTOR
PHONE ZONE FRANCHISES, LTD.
1990

Pursuant to 805 ILCS 5/7.10 and 5/8.45, the following actions are taken by the consent and direction of the sole shareholder, DAVEL CORPORATION, and the sole director of the corporation, David Hill:

1. RESOLVED: The director and shareholder hereby amend the Articles of Incorporation by deleting Article One of the Articles of Incorporation and substituting the following:

Article One: The name of the corporation is Phone Zone, Inc.

2. The sole shareholder acknowledges receipt of notice of this proposed amendment at least 5 days prior to the date hereof.

3. The foregoing corporate actions are effective April 19th, 1993 unless otherwise noted or required by law.

Sole Shareholder

David Hill
DAVEL CORPORATION by David Hill, its agent & President

Sole Director

David Hill
David Hill

Date: April 19th, 1993



To all to whom these Presents Shall Come, Greeting:

Whereas,

ARTICLES OF INCORPORATION, of

PHONE ZONE FRANCHISES, LTD.

incorporated under the laws of the State of ILLINOIS have been filed in the Office of the Secretary of State, as provided by The "Business Corporation Act" of Illinois, in force July 13, A.D. 1933.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 17th

day of May *AD. 19* 33 *and*

of the Independence of the United States

the two hundred and 7th.

(SEAL)

Jim Edgar

SECRETARY OF STATE

Filing Requirements - Present 2 originally signed and fully executed copies in exact duplicate

For Inserts - Use White Paper - Size 8 1/2 x 11

(Do not write in this space)

Date Paid 5-17-83
 Initial License Fee \$ 5.00
 Franchise Tax \$ 25.00
 Filing Fee \$ 75.00

Clerk LA 105.00

TO: JIM EDGAR, Secretary of State

I/We, the incorporator(s), being one or more natural persons of the age of twenty-one years or more or a corporation for the purpose of forming a corporation under "The Business Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE The name of the corporation is: PHONE ZONE FRANCHISES, LTD. OK

ARTICLE TWO The name and address of the initial registered agent and registered office are:

Registered Agent David Hill
 First Name Middle Name Last Name
 Registered Office 600 West Morgan
 Number Street (Do not use P.O. Box) Suite #
Jacksonville 62650 Morgan
 City Zip Code County

ARTICLE THREE The duration of the corporation is ☒ perpetual OR _____ years. (45)

ARTICLE FOUR The purposes for which the corporation is organized are: Organizing, Conducting, Operating and Supplying Telephone Retail Franchises.

ARTICLE FIVE Paragraph 1: The number of shares which the corporation shall be authorized to issue, itemized by class, series and par value, if any, is

Class	Series	*Par Value per share	Number of shares authorized
1	N/A	0	200

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are: None

ARTICLE SIX The number of shares which the corporation proposes to issue without further report to the Secretary of State, itemized by class, series, and par value, if any, and the consideration to be received by the corporation therefor (expressed in dollars) are:

Class	Series	*Par Value per share	Number of shares to be issued	Total consideration to be received therefor
1	N/A	0	100	\$ 10,000
				\$
				\$
				\$
				\$
			Total	\$ 10,000

*(Use NPV if no Par Value)

ARTICLE SEVEN The corporation will not commence business until at least one thousand dollars has been received as consideration for the issuance of shares. 10,000

ARTICLE EIGHT The number of directors to be elected at the first meeting of the shareholders is 3

ARTICLE NINE (Complete EITHER A or B)

☒ A. All the property of the corporation is to be located in this State and all of its business is to be transacted at or from places of business in this State, or the incorporator(s) elect to pay the initial franchise tax on the basis of the entire consideration to be received for the issuance of shares.

☐ B. Paragraph 1: It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be \$

Paragraph 2: It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$

Paragraph 3: It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be \$

Paragraph 4: It is estimated that the gross amount of business which will be transacted at or from places of business in the State of Illinois during the following year will be: \$

I/WE the incorporator(s) declare that I/we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my/our knowledge and belief, true, correct and complete. Executed this 17th day of May, 1983.

(Signatures must be in ink. Carbon copy, xerox or rubber stamp signatures are not acceptable.)

NOTE: If a corporation acts as incorporator the name of the corporation and the state of incorporation shall be shown and the execution must be by its President or Vice-President and verified by him, and the corporate seal shall be affixed and attested by its Secretary or an Assistant Secretary.

Signature and Names
1. Theodore C. Rammelkamp, Jr.
Signature
Name (please print)
2.
Signature
Name (please print)
3.
Signature
Name (please print)

Post Office Address
1. 232 West State Street
Street
Jacksonville, Illinois 62650
City/Town State Zip
2.
Street
City/Town State Zip
3.
Street
City/Town State Zip

FC 1 BCA-47

ARTICLES OF INCORPORATION

under the

BUSINESS CORPORATION ACT

or determination of Proper Fees please consult The Business Corporation Act.

PAID

MAY 17 1983

FILED

MAY 17 1983

JIM EDGAR
Secretary of State

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6961