

Company ID: 128138

Cable & Wireless Global Card Services, Inc.
1275 Pennsylvania Avenue
Washington, DC 20004

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

March 16, 1999

IN RE: CASE NUMBER: 98-00276

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 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.

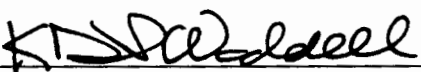
IT IS THEREFORE ORDERED:

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

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

SECTION A

Part 1: General Information

A. Name of Applicant Cable & Wireless Global Card Services, Inc.

Address 1275 Pennsylvania Avenue City Washington
State DC Zip Code 20004 Phone No. (703) 790 -5300

B. Owner, Partners, or Corporate Officer See Exhibit A.

NAME	ADDRESS	CITY	STATE	CODE	ZIP

C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday. **Not applicable.**

Name Tennessee Phone No. Fax No.

D. List a toll-free telephone that consumers can call to report service problems and/or request refunds or adjustments. (800) 486-8686

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.
Not applicable.

G. List the state(s) you are authorized to operate in at this time. **The Applicant is not authorized to provide service in any state but is in the process of obtaining authorization in all 50 states.**

Company ID Number _____

Date Approved _____

Evaluator _____

(To be filled out by PSC)

128138

98-00276

Mail the completed application and 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.

TENNESSEE REGULATORY AUTHORITY



Date: March 18, 1999

Transmitting: 2 Page(s)

To: Andrea D. Pruitt, Esq.

Company: Kelley Drye

Phone: 202-955 9600

Fax: _____

From: Shaula Dutton

Division: Telecommunications

Phone: 615-741-2904 X167

Fax: 615-741-2336

Comments: Andrea -

Here is The Final Order for Cable & Wireless.
Thanks for your help.

Shaula

Mission Statement:

The mission of the Tennessee Regulatory Authority is to promote the public interest by balancing the interests of utility consumers and providers while facilitating the transition to a more competitive environment.

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CABLE & WIRELESS GLOBAL CARD SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CABLE & WIRELESS GLOBAL CARD SERVICES, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2853437 8300

981310719

AUTHENTICATION: 9242422

DATE: 08-07-98

*** TOTAL PAGE.17 ***

*** TOTAL PAGE.05 ***

APPLICATION FOR CERTIFICATE OF AUTHORITY

Cable & Wireless Global Card Services, Inc.

FILED

To the Secretary of State of the State of Tennessee

Pursuant to the provisions of Section 48-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to conduct business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Cable & Wireless Global Card Services, 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 48-103 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 48-101(d).)

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is Feb. 18, 1998 (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
1275 Pennsylvania Avenue, N.W., Washington, D.C. 20004

Street City/State State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is
1010 First Union Tower, Nashville, Tennessee 37219-2426 Davidson

Street City/State County Zip Code

The name of its registered agent at that office is

United Corporate Services, Inc.

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

See Rider Attached -

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

- See Rider Attached -

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 _____

(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 one (1) month prior to the date the application is filed in this state.)

Witness my hand and seal this 18th day of February, 1999

Assistant Secretary
Signer's Capacity

Cable & Wireless Global Card Services, Inc.
Name of Corporation
Marcello Malleo
Signature

Marcello Malleo
Name (typed or printed)

Filing Fee: \$ 600.00

- H. List any states that you have been denied authority to provide service.
None
- I. Areas in Tennessee to be served.
Statewide
- 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 you, 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? None.
- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee? No.
- P. What facility-based network will the applicant be reselling? The Company has not yet determined which underlying carrier's service it will resell.
- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct²? The Applicant will utilize the billing system of its sister company Cable & Wireless, Inc.
- 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.
Cable & Wireless will market through in-person sales calls, phone solicitation, television, print and radio advertising.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. In compliance with FCC rules, Cable & Wireless will verify PIC changes using a letter of Authorization or an independent third party agent.

¹ Applicant is required to fill out an Information Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

² A 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 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)

● If partnership and/or Non-resident.

- (1) Attach a copy of Articles of Incorporation and current by-laws. **See Exhibit B.**
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. **To be late-filed.**

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. **See Exhibit C.**

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 Regulatory Authority (TRA; formerly

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

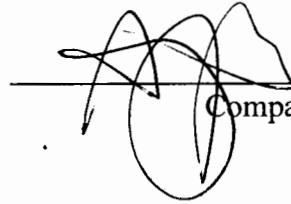
TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)

- 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.

Cable & Wireless Global Card Services, Inc.

Company Name

Date



Company Official

Title

County of Fairfax, Commonwealth of Virginia

Subscribed and sworn
before me this 27th day
of March, 1998

Cynthia M. Redcliff

Notary Public

My Commission Expires March 31, 2000

seal

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 "CABLE & WIRELESS GLOBAL CARD SERVICES, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2853437 8100

981063621

AUTHENTICATION:

8928258

DATE:

02-19-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/18/1998
981063621 - 2853437

CERTIFICATE OF INCORPORATION

OF

CABLE & WIRELESS GLOBAL CARD SERVICES, INC.

The undersigned incorporator, for the purpose of incorporating or organizing a corporation under the General Corporation Law of the State of Delaware, certifies:

FIRST: The name of the corporation is Cable & Wireless Global Card Services, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is United Corporate Services, Inc., 15 East North Street, Kent County, Dover, Delaware 19901. The name of its registered agent at such address is United Corporate Services, Inc.

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

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand Five Hundred (1,500) shares of Common Stock, and the par value of each such share is One Cent (\$0.01).

FIFTH: The name and mailing address of the incorporator is Marcello Hallake, Esq., Morgan, Lewis & Bockius, 101 Park Avenue, New York, New York 10178.

SIXTH: Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

SEVENTH: The Board of Directors of the Corporation may make By-Laws and from time to time may alter, amend or repeal By-Laws.

EIGHTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i)

for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit."

NINTH: 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 stockholder 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, 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 or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as 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.

18th IN WITNESS WHEREOF, I have signed this Certificate this day of February, 1998.


Marcello Hallake

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

DATE: 08/11/98
REQUEST NUMBER: 3543-3236
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/11/98 1052
EFFECTIVE DATE/TIME: 08/11/98 1052
CONTROL NUMBER: 0355653

TO:
CABLE & WIRELESS GLOBAL CARD SERVICES IN
1275 PENNSYLVANIA
AVE. N.W.
WASHINGTON, DC 20004

RE:
CABLE & WIRELESS GLOBAL CARD SERVICES, 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: 08/11/98

FROM:
UNITED CORPORATE SERVICES (WHITE PLAINS)
TEN BANK STREET
SUITE 560
WHITE PLAINS, NY 10606-0000

FEES
RECEIVED: \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002344599
ACCOUNT NUMBER: 0014082



RILEY C. DARNELL
SECRETARY OF STATE

**Secretary of State
Corporations Section**

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

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REQUEST NUMBER: 3543-3236
TELEPHONE CONTACT: (615) 741-2286
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EFFECTIVE DATE/TIME: 08/11/98 1052
CONTROL NUMBER: 0355653

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1275 PENNSYLVANIA
AVE., N.W.
WASHINGTON, DC 20004

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OF ITS CERTIFICATE OF AUTHORITY.

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FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 08/11/98

FROM:
UNITED CORPORATE SERVICES (WHITE PLAINS)
TEN BANK STREET
SUITE 560
WHITE PLAINS, NY 10606-0000

FEES
RECEIVED: \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002348599
ACCOUNT NUMBER: 00140877



Riley C. Darnell
RILEY C. DARNELL
SECRETARY OF STATE

** TOTAL PAGE.03 **
** TOTAL PAGE.03 **