

Company ID: 111379
Touch 1 Communications, Inc.
100 Brookwood Road
Atmore, AL 36502

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN February 2, 1999

IN RE: CASE NUMBER: 98-00447

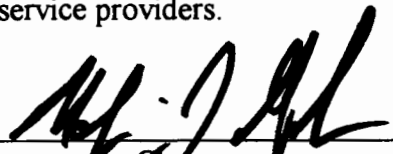
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 2, 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.

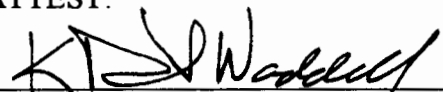
IT IS THEREFORE ORDERED:

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 PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00111379
Touch 1 Communications, Inc.
100 Brookwood Rd.
Atmore, AL 36502

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee July 31, 1995

IN RE: CASE NUMBER: 95-02456

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---ORDER---

This matter is before the Tennessee Public Service Commission upon the application of the above-mentioned company for certification as a long distance/interexchange reseller or telecommunication operator service provider in Tennessee. The Commission considered this application at its regularly scheduled Commission Conference held on July 18, 1995 and concluded that the applicant has met all the requirements for certification and should be authorized to provide the resell of interexchange telecommunications service and/or an operator service on an intrastate basis.

IT IS THEREFORE ORDERED:

1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an interexchange telecommunications reseller and/or an operator service provider for state-wide service in Tennessee as specified in its application on file with the Commission.
2. That said company shall comply with all applicable Commission rules and regulations.
3. That this order shall be retained as proof of certification with this Commission, and may be used to obtain appropriately tariffed access service and billing arrangements from Commission authorized telecommunications service providers.
4. That any party aggrieved with the Commission's decision in this matter may file a Petition for Reconsideration with the Commission within ten (10) days from and after the date of this Order.
5. That any Party aggrieved with the Commission's decision in this matter has the right of judicial review by filing a petition with the Tennessee Court of Appeals, Middle Section within sixty (60) days from and after the date of this Order.


Executive Director


Commissioner

TENNESSEE REGULATORY AUTHORITY

ORIGINAL

Lynn Greer, Chairman
Sara Kalle, Director
Nielvin 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: Touch 1 Communications, Inc.
Address: 100 Brookwood Road City: Atmore
State: Alabama Zip: 36502 Phone No.: 334-368-8600

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Dave Michaels, President & CEO	100 Brookwood Road	Atmore	Alabama	36502
Kathy Hawkins, Chief Operating Officer	100 Brookwood Road	Atmore	Alabama	36502
Trey Davis, Chief Financial Officer	100 Brookwood Road	Atmore	Alabama	36502

C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.
Name: Clarence Prestwood, Vice President Strategic Planning Phone: 334-446-2472 Fax: 334-368-1314

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 1-800-286-8241

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

____ Resell Interexchange long distance services

X 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. Not Applicable

G. List the state(s) you are authorized to operate in at this time. For long distance resale Touch 1 is authorized to do business in forty-eight States. Touch 1 is not certified in Alaska or Hawaii.

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

H. List any states that you have been denied authority to provide service. Touch 1 has never been denied service in any State it has applied in.

I. Areas in Tennessee to be served. Touch 1 plans to resell exchange telephone service in BellSouth exchanges in and around Chattanooga, 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. Not Applicable

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 II.

N. What is the applicant's 10XXX or 800 access code? 10534

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? BellSouth

Q. Will the applicant be utilizing the local telephone company's billing system or billing customers direct? Touch 1 will be billing customer direct. Exhibit A is a copy of a bill.

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 its services in the State of Tennessee using direct outbound telemarketing. The name and address of the independent telemarketing firm to be used is set forth below:

ProMark One Marketing Services
10624 North 32nd Street
Phoenix, Arizona 85028

S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Exhibit B describes the Touch 1 PIC change process.

- 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 tarified rates. Yes X No

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation (Subsidiary 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.

See Exhibit C

- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporations authority to engage in business in Tennessee.

See Exhibit D

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 E

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)', which includes a toll-free number consumers can call for service problems and refund.

Not Applicable

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 111)
- 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.

Touch 1 Communications, Inc 2/26/98
Company Name Date
Shelly Davis CFO
Company Official Title

Subscribed and sworn

before me this ^{26th} day

of February, 1998

Shelly A. Malone

Notary Public

my commission expires: 4-21-2000

Seal

ARTICLES OF INCORPORATION
OF
TOUCH 1 COMMUNICATIONS, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation;

1. The name of the corporation is TOUCH 1 COMMUNICATIONS, INC.

2. The corporation shall be of perpetual duration.

3. The purposes for which the corporation is organized are to act as a reseller of long distance telephone services; to engage in all aspects of the providing of telecommunications services; and to do any and all things necessary or incident to the furtherance of such purposes.

4. The aggregate number of shares which the corporation shall have authority to issue is Five Million (5,000,000), all of which shall consist of one class of common stock. The par value of each of such shares shall be One Cent (\$.01).

5. The address of the initial registered office of this corporation is 100 Brookwood Drive, Atmore, Alabama 36502, and the name of its initial registered agent at such address is James F. Corman.

6. The number of directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are.

James F. Corman
100 Brookwood Drive
Atmore, AL 36502

W. F. Corman
100 Brookwood Drive
Atmore, AL 36502

Bobbie H. Mack
100 Brookwood Drive
Atmore, AL 36502

Tara K. Wiggins
100 Brookwood Drive
Atmore, AL 36502

J. Richard Miller, III
100 Brookwood Drive
Atmore, AL 36502

From and after the date of incorporation, the number of directors shall be set forth and established in the bylaws.

7. The name and address of the incorporator are as follows:

Betty R. Buller
1495 University Blvd.
Mobile, Alabama 36609

8. The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation this the 18th day of August, 1994.

Betty R. Buller
BETTY R. BULLER

This instrument prepared by:
ANDREW L. SMITH
Brown, Hudgens, P.C.
1495 University Boulevard
Mobile, AL 36609
(205) 344-7744

STATE OF ALABAMA, ESCAMBIA COUNTY, I
DO HEREBY TAKE THE FOREGOING INSTRUMENT.
FILED 18 August 1994
94 AT 11:35 AM
75 122-123
D. W. W. W. 98
JUDGE OF PROBATE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/29/94

REQUEST NUMBER: 2884-2373

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 08/29/94 1124

EFFECTIVE DATE/TIME: 08/29/94 1124

CONTROL NUMBER: 0283183

TO:

C T CORPORATION SYSTEM
1201 PEACHTREE ST NW

ATLANTA, GA 30361

RE:

TOUCH 1 COMMUNICATIONS, 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: 08/29/94

FROM:
C T CORPORATION SYSTEM (ATLANTA, GA.)
1201 PEACHTREE ST.,
N.E., STE 1240
ATLANTA, GA 30361-0000

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

RECEIPT NUMBER: 000016908
ACCOUNT NUMBER: 00000009



Riley C. Darnell

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER



PAUL ALLEN, EXECUTIVE DIRECTOR

Company ID: 00111379
Touch 1 Communications, Inc.
100 Brookwood Rd.
Atmore, AL 36502

BEFORE THE TENNESSEE PUBLIC SERVICE COMMISSION
Nashville, Tennessee July 31, 1995

IN RE: CASE NUMBER: 95-02456

Application for Authority for Operator Services and/or Resell Interexchange (Long Distance) Telecommunications Service and/or Telecommunications Operator Services in Tennessee Pursuant to Rule 1220-4-2-.57.

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Executive Director


Commissioner