

Company ID: 128196

FirstWorld Communications, Inc.
9333 Genesee Avenue, Suite 200
San Diego, CA 92121

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, TN

November 3, 1998

IN RE: CASE NUMBER: 98-00505

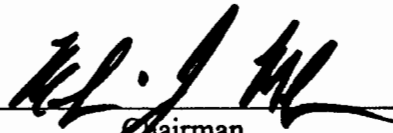
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 November 3, 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 PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

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

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: **FirstWorld Communications, Inc.**
Address **9333 Genesee Avenue, Suite 200** City **San Diego**
State: **California** Zip Code: **92121** Phone No. **(619) 552-8010**

B. Owner, Partners, or Corporate Officer

| NAME | ADDRESS | CITY | STATE | ZIP CODE |
|-------------------|--------------------------------|-----------|-------|----------|
| Donald L. Sturm | 9333 Genesee Avenue, Suite 200 | San Diego | CA | 92121 |
| Robert E. Randall | 9333 Genesee Avenue, Suite 200 | San Diego | CA | 92121 |
| Dennis Mulroy | 9333 Genesee Avenue, Suite 200 | San Diego | CA | 92121 |

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

Name **Kevin Timpane**
Phone No. **(619) 552-8010** Fax No. **(619) 552-8006**
Toll Free **(888) 644-4357**

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

^{check} 20180

128196
98-00505

Mail the completed application and a 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.

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

Customer Service: (888) 644-4357

- 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.

Response: Not applicable.

G. List the state(s) you are authorized to operate in at this time.

Response: FirstWorld Communications, Inc. is presently authorized to provide service in California by virtue of direct authorization, certification or registration with state regulatory commissions.

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

Response: None

I. Areas in Tennessee to be served.

Response: Entire State

J. What type of Customers will the company serve?

- a. Business XX
- b. Residential XX
- 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.

Response: Not applicable.

- L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Response: Not Applicable

- 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

Response: FirstWorld Communications, Inc. offers inbound and outbound telecommunications services to residential and business Customers utilizing switched access. Switched access service is available on a presubscription basis from equal access originating end offices. FirstWorld Communications, Inc. also offers travel card services. All services are available twenty-four (24) hours per day, seven (7) days a week. Service is offered as an add-on to FirstWorld Communications Inc.'s interstate service.

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

Response: The Company does not have a 10XXX code, nor does it offer presubscribed services via an 800 access code.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

Response: No. FirstWorld Communications, Inc. proposes to operate as a switchless reseller.

- P. What facility-based network will the applicant be reselling?

Response: Sprint

- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?

Response: FirstWorld Communications, Inc. will bill its customers 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.

Response: The Company intends to market its services through distributors and retailers.

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.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Response: FirstWorld Communications, Inc. will require customers to sign a letter of authorization ("LOA") for those services the company offers that are presubscribed. Customers that utilize the company's access code to complete calls make the choice to subscribe to the company with each and every call.

- 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.

Response: Yes___ No___ Not Applicable.

- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.

Response: Yes___ No___ Not Applicable.

Part II: Organization Structure

- A. Type of Organization

___ Individual X Corporation

___ Partnership ___ Other (Explain on separate sheet)
Limited Liability Company

- 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

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.

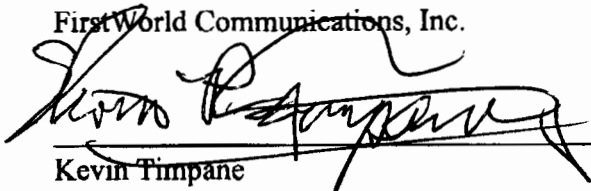
Part IV: Display Card

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.

Part V: Rule Compliance Agreement

- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TPSC Interexchange Reseller Rules and all other applicable Commission Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
 - That all information provided in the attached registration document is true to the best of my knowledge.

FirstWorld Communications, Inc.


Kevin Timpane
Vice President-Public Policy

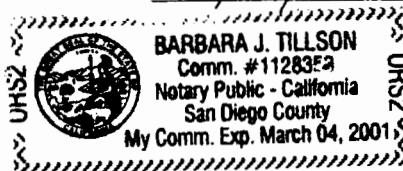
Date:

7/2/98

Subscribed and sworn
before me this 2nd day of July, 1998.


Notary Public

exp 3/4/01



SEAL

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

180701

A503855

ENDORSED
FILEDIn the office of the Secretary of State
of the State of CaliforniaCERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION

JAN 29 1998

Robert Randall and Dennis Mulroy certify that:


BILL JONES, Secretary of State

1. They are the Executive Vice President and Secretary, respectively, of SPECTRANET INTERNATIONAL, a California corporation (the "Corporation").

2. Article I. of the amended and restated articles of Incorporation of the Corporation is amended to read as follows:

"I.

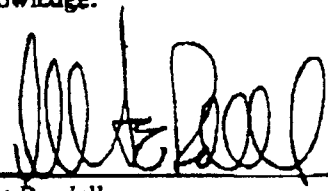
The name of this Corporation is FirstWorld Communications, Inc."

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 19,313,789. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: January 22, 1998


Robert Randall
Executive Vice President
Dennis Mulroy
Secretary

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

JUN 9 1995

BILL JOHNS, Secretary of State

RENNEY E. SENN and SIMON F. COLEMAN certify that:

1. They are the President and Secretary, respectively, of SpectraNet International, a California corporation.

2. The following provision shall be added as Article V to the corporation's Articles of Incorporation:

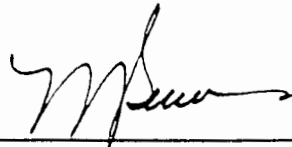
"Upon the filing of this Amendment to the Articles of Incorporation, each share of common stock of the Corporation outstanding immediately prior to such filing shall be reconstituted and reclassified as one share of the Corporation's Series B Preferred Stock."

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

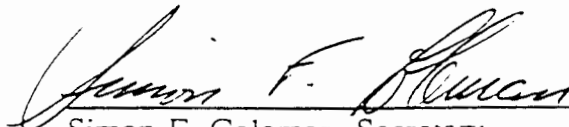
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of Common Stock shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Common Stock of the corporation is 3,149,671. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% in each eligible class and series. There are 143,134 shares outstanding of the Preferred Stock Series A and no outstanding shares of the Preferred Stock Series B.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

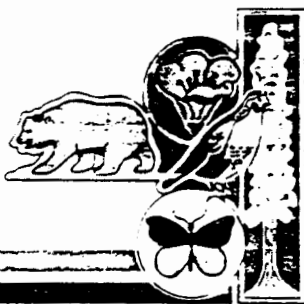
Dated: June 9, 1995



Renney E. Senn, President



Simon F. Coleman, Secretary



State
of
California
SECRETARY OF STATE

A462085

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JUN - 8 1995



Bill Jones

Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAY 25 1995

RENNEY E. SENN and SIMON F. COLEMAN certify that:


BILL JONES, Secretary of State

1. They are the President and Secretary, respectively, of SpectraNet International, a California corporation.

2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

"(a) This corporation is authorized to issue two classes of shares, designated respectively "Common Stock" and "Preferred Stock." The number of shares of Common Stock which the Corporation is authorized to issue is 5,000,000. The number of shares of Preferred Stock which the Corporation is authorized to issue is 10,000,000."

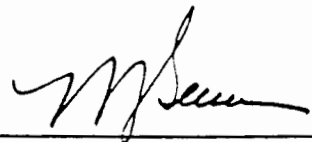
3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of Common Stock shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Common Stock of the corporation is 3,149,671. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% in each eligible class and series.

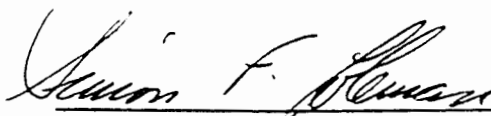
There are no shares of Preferred Stock outstanding.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May 5, 1995



Renney E. Senn, President



Simon F. Coleman, Secretary

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

A443954
ENDORSED
FILED
In the office of the Secretary of State
of the State of California
MAR 15 1994

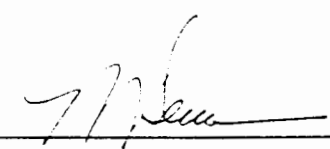
RENNEY E. SENN and SIMON F. COLEMAN certify that:

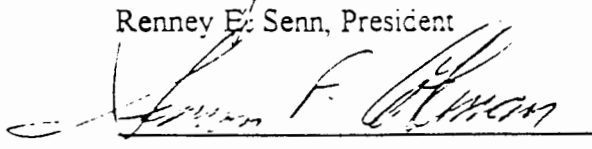
TONY MILLER
Acting Secretary of State

1. They are the President and Secretary, respectively, of SpectraNet International, a California corporation.
2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:
 - (a) This Corporation is authorized to issue two classes of shares, designated respectively "Common Stock" and "Preferred Stock." 5,000,000 shares of Common Stock, no par value, and 1,000,000 shares of Preferred Stock, no par value, may be issued.
 - (b) The Board of Directors may divide the Preferred Stock into any number of series. The Board shall fix the designation in number of shares of each such series. The Board may determine and alter the right, preferences, and privileges and restrictions granted to and imposed upon any wholly unissued series of the Preferred Stock. The Board of Directors (within the limits and restrictions of any resolution adopted by it, originally fixing the number of shares of any series) may increase or decrease the number of shares of any such series after the issue of shares of that series, but not below the number of then outstanding shares of such series.
3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: October 15, 1993


Renney E. Senn, President


Simon F. Coleman, Secretary

A436J47

ENDORSED

FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

SEP 7 1993

MARCH FONG EU, Secretary of State

Renney E. Senn and Simon F. Coleman certify that:

1. They are the President and Secretary,
respectively, of Lambda Link International, a California
corporation.

2. Article I of the Articles of Incorporation of this
corporation is amended to read as follows:

The name of the corporation is SpectraNet
International

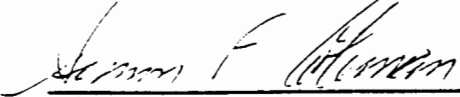
3. The foregoing Amendment of Articles of
Incorporation has been duly approved by the Board of
Directors.

4. The foregoing Amendment of Articles of
Incorporation has been duly approved by the required vote of
shareholders in accordance with Section 902 of the
California Corporations Code. The total number of outstand-
ing shares of the corporation is 100. The number of shares
voting in favor of the amendment equaled or exceeded the
vote required. The percentage vote required was more than
50%.

We further declare under penalty of perjury under the
laws of the State of California that the matters set forth
in this certificate are true and correct of our own
knowledge.

Dated: September 1, 1993


Renney E. Senn, President


Simon F. Coleman, Secretary

A432581

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAY 24 1993

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
SIGMA LINK

MARCH FONG EU, Secretary of State

Casey Glennon and Renney Senn certify that:

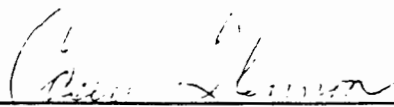
1. They are the President and the Secretary, respectively, of SIGMA LINK, a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the corporation is LAMBDA LINK INTERNATIONAL.

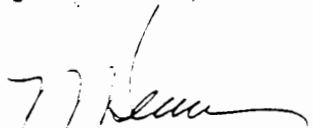
4. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.
5. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 100. The number of shares voting in favor of the amendment exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: May 1, 1993



Casey Glennon, President



Renney E. Senn, Secretary

1809083

ARTICLES OF INCORPORATION
OF
SIGMA LINK

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

JUL 16 1992

MARCH FONG EU, Secretary of State

I

The name of the corporation is SIGMA LINK.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Renney E. Senn
6440 Lusk Boulevard
Suite D-111
San Diego, CA 92121

IV

This corporation is authorized to issue only one class of shares of stock and the total number of shares which this corporation is authorized to issue is 1,000,000.

Dated: July 16, 1992



Scott T. Schafer

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



Scott T. Schafer

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 05/04/98

REQUEST NUMBER: 3508-1046

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 05/04/98 1108

EFFECTIVE DATE/TIME: 05/04/98 1108

CONTROL NUMBER: 0350222

TO:
UNISEARCH INC.
101 CAPITOL WAY N
STE 202
OLYMPIA, WA 98501

RE:
FIRSTWORLD 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.

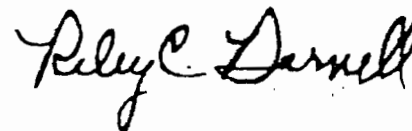
FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 05/04/98

FROM:
UNISEARCH, INC. (WA)
101 CAPITOL WAY N
SUITE 202
OLYMPIA, WA 98501-0000

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

RECEIPT NUMBER: 00002305004
ACCOUNT NUMBER: 00159375



RILEY C. DARNELL
SECRETARY OF STATE



RECEIVED
SECRETARY OF STATE

FirstWorld Communications, Inc.

MAY - 4 11:08
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, and for that purpose sets forth:

1. The name of the corporation is FirstWorld Communications, 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 California3. The date of its incorporation is July 16, 1992 (must be month, day, and year), and the period of duration, if other than perpetual, is Perpetual

4. The complete street address (including zip code) of its principal office is _____

| | | | |
|--------------------------------|-----------|---------------|----------|
| 9333 Genesee Avenue, Suite 200 | San Diego | CA | 92121 |
| 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 _____

| | | | |
|-------------------|---------------|----------|----------|
| 1912 Hayes Street | Nashville, TN | Davidson | 37203 |
| Street | City/State | County | Zip Code |

The name of its registered agent at that office is _____

National Registered Agents, Inc.

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

| | |
|------------------------------------|---|
| Donald L. Sturm - President | 3033 E. First Avenue, #200, Denver, CO 80206-5698 |
| Robert E. Randall - Vice President | 4472 Heritage Glen Lane, San Diego, CA 92130 |
| Dennis Milroy - Secretary | 4370 Mansha Place, San Diego, CA 92130 |
| Dennis Milroy - Treasurer | 4370 Mansha Place, San Diego, CA 92130 |

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

| | |
|-------------------------------|---|
| Donald L. Sturm - Chairperson | 3033 E. First Avenue, #200, Denver, CO 80206-5698 |
| Melanie Sturm - Director | 5430 Chevy Chase Parkway NW, Washington, DC 20015 |
| Jim Spitzenberger - Director | 16108 Burt Street, Omaha, NE 68118 |

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 _____, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 50th 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.]

4/28/98
Signature Date

Vice President

Signer's Capacity

FirstWorld Communications, Inc.

Name of Corporation

Signature

Robert E. Randall

Name (typed or printed)

Filing Fee: \$500.00

JAN, 20