

Company ID: 128223

Paradigm Communications Corporation
d/b/a Global Communications Network
401 Wilshire Boulevard, 9th Floor
Santa Monica, CA 90401

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

IN RE: CASE NUMBER: 98-00611

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: **Paradigm Communications Corporation d/b/a Global Communications Network**
Address: **401 Wilshire Boulevard, 9th Floor** City: **Santa Monica** ✓
State: **California** Zip Code: **90401** Phone No. **(310) 899-3400**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Nils A. Shapiro, President	401 Wilshire Boulevard, 9 th Floor	Santa Monica	CA	90401
Steven Kalish, Vice President	401 Wilshire Boulevard, 9 th Floor	Santa Monica	CA	90401

 ✓

Company stockholders / owners are filed separately as confidential in a sealed envelope attached to this application.

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

Name: **Nils Shapiro** Phone No. **(310) 899-3400** Fax No. **(310) 899-3499** ✓

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-480-0875 ✓

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

☒ Resell Interexchange long distance services ✓
☐ Resell Local Exchange services
☐ Operator Services
☐ Other (describe below) _____

F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I. N/A per application

G. List the state(s) you are authorized to operate in at this time. Paradigm is authorized to offer service in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Hawaii, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Texas, Washington, West Virginia and Wisconsin. The company also operates in the following states where authority is not required: North Carolina, Iowa, Virginia and Utah.

(To be filled out by TRA)
Company ID Number 128223
Date Approved 98-00611
Evaluator _____

- H. List any states that you have been denied authority to provide service.
None
- I. Areas in Tennessee to be served.
Entire State
- 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 ___ No ___ 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
- 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? MCI
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?
Not applicable. The company will utilize LEC billing for its direct dial services. The company primarily offers debit card service which is prepaid.
- 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.
The company intends to market through agents and retail locations.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.
The company has not yet begun to sell its direct dial service and has not developed any marketing materials, internal processes or letters of agency at this time.

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

²A copy of a bill is required if the applicant is going to bill the Customer direct.

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes___ No___ **X 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. Yes___ No___ **X Not Applicable**

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

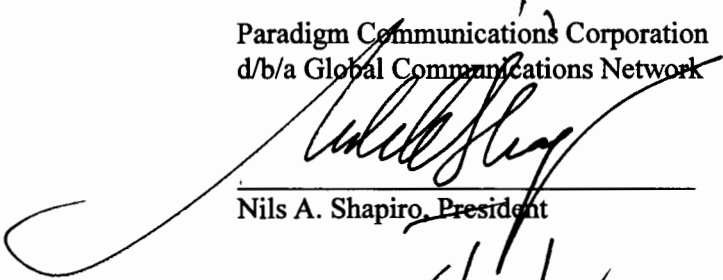
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and 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 Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TRA Interexchange Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV),
 - That all information provided in the attached registration document is true to the best of my knowledge.

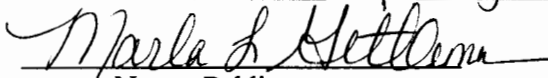
Paradigm Communications Corporation
d/b/a Global Communications Network



Nils A. Shapiro, President

Date: 8/24/98

Subscribed and sworn
before me this 24 day of August, 1998



Notary Public

SEAL



GLOBAL COMMUNICATIONS NETWORK

12750 VENTURA BOULEVARD

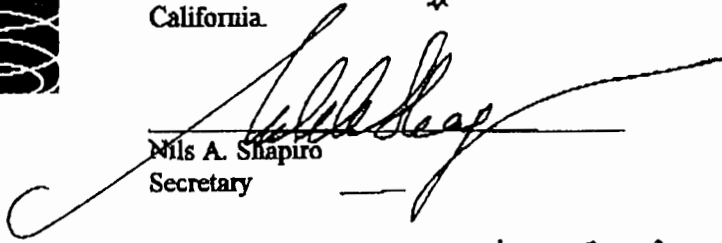
(818) 755-9589 FAX: (818) 755-9593

SUITE 202

STUDIO CITY, CALIFORNIA 91604

CERTIFICATE OF SECRETARYApril 8th, 1996

The undersigned, Nils A. Shapiro, Secretary of Paradigm Communications Corporation, hereby certifies that Nils A. Shapiro was elected President of the Corporation at a duly held meeting of the Board of Directors held on March 4th, 1996, at the Company's offices in Studio City, California.



Nils A. Shapiro
Secretary

Executed at:

Studio City, California

Date:

4/9/01

A452811

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NICKY D. CORP.
A California Corporation

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

OCT 25 1994

TONY MILLER, Acting Secretary of State

BONNIE JANE SINGER certifies that:

1. She is the President and the Secretary of Nicky D. Corp., a California corporation (the "Corporation").

2. Article FIRST of the Articles of Incorporation of this Corporation is amended to read as follows:

"FIRST:

The name of this corporation is Paradigm Communications Corporation."

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 1,333. The number of shares voting in favor of the amendment was 1,333, constituting all of the outstanding shares entitled to vote.

I 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 my own knowledge.

Dated: October 7, 1994



BONNIE JANE SINGER, President and Secretary

Secretary of State**Corporations Section**

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 07/22/98
REQUEST NUMBER: 3539-0714
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 07/20/98 0919
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0354516

TO:
UNISEARCH INC
1295 BANDANA BLVD.
SUITE 300
ST. PAUL, MN 55108

RE:
GLOBAL COMMUNICATIONS NETWORK
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 07/22/98
NAME

FROM:
UNISEARCH, INC. (MN)
1295 BANDANA BLVD, N
SUITE 300
ST. PAUL, MN 55108-0000

RECEIVED, FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002340269
ACCOUNT NUMBER: 00202444

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

