

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]

CK#
1826

RECEIVED
ADMINISTRATIVE

OCT 26 1998

Part 1: General Information

A. Name of Applicant Advantage Telecommunications, Corp.
Address 125 S. Swoope Rd., Suite 102 City Maitland
State FL Zip Code 32751 Phone No. (407) 629-4883

IN REGULATORY AUTHORITY

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Sonya Bly, Pres	125 S. Swoope Rd	Maitland	FL	32751

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Sonya A. Bly, President (407) 629-4883 (407) 629-1433
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
[REDACTED] (604) 831-0892
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. 1-888-729-2215

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 _____

128262

98-0076

9800762

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. _____
None.

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.

N/A

- H. List any states that the applicant has been denied authority to provide service.
None.

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 _____

(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. N/A

- 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.

MTS, Inbound 800 and Travel Card services.

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

- 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? _____
IXC Communications

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Customers will be billed by the Company's billing agent, Hold Billing Services.

¹ Applicant is required to fill out an Informational 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 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.
The Company will advertise using print media and
telephone sales. No independent telemarketer will be used.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. _____
Written LOAs.

- 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. Exhibits A & 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.

Exhibit C.

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.

Exhibit D.

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.

N/A

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.

Advantage Telecommunications, Corp.

Company Name

Date

Angela A. Bly President
Company Official Title

Subscribed and sworn
before me this 19 day
of Oct, 1998

Rebecca C. Riffle
Notary Public

REBECCA C. RIFFLE
Notary Public - State of Florida
My Commission Expires Aug 10, 2002
Commission # CC 766176

seal

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/12/1997
971080835 - 2727100

CERTIFICATE OF INCORPORATION

OF

ADVANTAGE TELECOMMUNICATIONS, CORP.

FIRST. The name of this corporation shall be:

ADVANTAGE TELECOMMUNICATIONS, CORP.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is CORPORATE AGENTS, INC.

THIRD. The purpose or purposes of the corporation shall be:

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 this corporation is authorized to issue is:

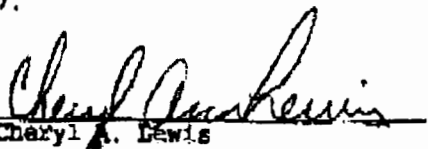
One Thousand Five Hundred (1,500) Shares Without Par Value.

FIFTH. The name and mailing address of the incorporator is as follows:

Cheryl A. Lewis
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this twelfth day of March, A.D. 1997.


Cheryl A. Lewis
Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/15/98
REQUEST NUMBER: 3559-2317
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 09/11/98 0916
EFFECTIVE DATE/TIME: 09/11/98 0916
CONTROL NUMBER: 0357488

TO:
NOWALSKY BRONSTON & GOTHARD LLP
3500 N CAUSEWAY BLVD
STE 1442
METAIRIE, LA 70002

RE:
ADVANTAGE TELECOMMUNICATIONS CORP.
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: 09/14/98

FROM:
ADVANTAGE TELECOMMUNICATIONS
P.O. BOX 140927

ORLANDO, FL 32814-0000

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

RECEIPT NUMBER: 00002362697
ACCOUNT NUMBER: 00294342



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Office of the Secretary of State

RECEIVED
STATE OF TENNESSEE
PAGE 1

98 SEP 11 AM 9:16

RILEY DARNELL
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADVANTAGE TELECOMMUNICATIONS, CORP." 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 FOURTH DAY OF SEPTEMBER, A.D. 1998.

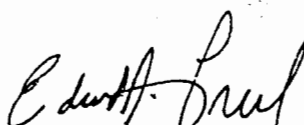
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2727100 8300

981346596


Edward J. Freel, Secretary of State

AUTHENTICATION: 9288271

DATE: 09-04-98

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

Advantage Telecommunications, Corp.

RECEIVED
STATE OF TENNESSEE

98 SEP 11 AM 9:16

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:

FILED
SECRETARY OF STATE

1. The name of the corporation is Advantage Telecommunications, Corp.

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 Delaware

3. The date of its incorporation is March 12, 1997 (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 125 S. Swoope Rd. , Suite 102
Maitland, Florida 32751

Street	City	State/Country	Zip Code
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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 37230

Street	City/State	County	Zip Code
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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.)

Sonya Bly 125 S. Swoope Rd. , Suite 102 Maitland, Florida, 32751 President
Cheyenne Devine 125 S. Swoope Rd., Suite 102 , Maitland, Florida 32751 Secretary

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

Sonya Bly 125 S. Swoope Rd. , Suite 102 , Maitland, Florida 32751

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).