

RECEIVED OCT 10 2000

BEFORE THE TENNESSEE REGULATORY AUTHORITY
September 26, 2000 Nashville, Tennessee

In Re: Corporate Calling Plan, Inc.)
for Cancellation of Authority to Provide) Docket No. 98-00766
Resold Telecommunication) Co. ID: 128079
Services In Tennessee)

ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of **Corporate Calling Plan, Inc.** to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on September 26, 2000.

WHEREFORE, having considered the request of **Corporate Calling Plan, Inc.** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

- 1) That the request of **Corporate Calling Plan, Inc.** to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 98-00766 is hereby granted; and
- 2) That this docket is herewith closed.

ATTEST:


K. David Waddell


Chairman Sara Kyle


Director Lynn Greer


Director Melvin Malone

STACEY A. KLINZMAN

**MILLER
ISAR** INC.
REGULATORY CONSULTANTS

7901 SKANSIE AVENUE,
SUITE 240
GIG HARBOR, WA 98335
TELEPHONE: 253.851.6700
FACSIMILE: 253.851.6474
HTTP://WWW.MILLERISAR.COM

PAID T.R.A.

Chk # 3896

Amount 50.00

Rcvd By JK

Date 11-5-01

Via Overnight Delivery

2 November 2001

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: U.S. Telecom Long Distance, Inc.
Application for Certificate to Resell Telecommunications Service

Dear Mr. Waddell:

Enclosed for filing please find an original and one (1) copy of U.S. Telecom Long Distance, Inc.'s ("Applicant") Application for Certificate to Resell Telecommunications Service, an executed Tennessee Telecommunications Provider's Surety Bond and a check in the amount of \$50.00 in payment of the filing fee. Applicant considers its financial statements, provided in Attachment 6, to be proprietary and confidential information. Thus, one copy is provided, under seal. Applicant respectfully requests that its financial statements be used only by Tennessee Regulatory Authority staff in the course of their review of Applicant's application and not be released to the public.

Please acknowledge receipt of this filing by date-stamping and returning the additional copy of this cover letter in the self-addressed, postage-paid envelope enclosed for this purpose.

Questions regarding this Application may be directed to me.

Sincerely,
MILLER ISAR, INC.



Stacey A. Klinzman
Director - Regulatory Compliance

Enclosures

cc: Robert Young, President, U.S. Telecom Long Distance, Inc.

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant U.S. Telecom Long Distance, Inc.
Full exact name of person, corporation, partnership, sole proprietorship, or other entity,
for which application is made.

Legal name of applicant, if different from above.

3960 Howard Hughes Parkway, 5th Floor #5001F
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 00159375

Federal Taxpayer ID Number 86-0887150

Social Security Number for Applicants

Applying as Individuals N/A

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address N/A City

State Zip Code Phone No. () -
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY	
Docket Number. <u>01-00977</u>	Company ID Number <u>128756</u>
	Date Approved <u></u>
	Evaluator <u></u>

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

- C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information) *See Attachment 1*
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE
BUSINESS ADDRESS
HOME ADDRESS
EMPLOYMENT HISTORY

SOCIAL SECURITY NUMBER
PHONE No.
PHONE No.

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

_____ Yes xx No **If yes, please explain fully.**

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

_____ Yes xx No **If yes, please explain fully.**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? _____ Yes xx No **If yes, please explain fully**

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. **(Use additional pages if necessary)**

None

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

_____ YES xx NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Robert Young (888) 299-6618 (888) 299-6619
Name Phone No. Fax No.

(800) 888-798-0061 e-mail Address _____

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Stacey Klinzman (253) 851-6700 (253) 851-6474
Name Phone No. Fax No.

(800) _____ e-mail Address sklinzman@millerisar.com

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

888-798-0061 888-299-6618
PHONE NUMBER ALTERNATE PHONE NUMBER

3960 Howard Hughes Parkway, 5th Floor #5001F, Las Vegas, NV 89109
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

National Registered Agents, 1900 Church St., Suite 400,
Nashville, TN 37203

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

Part II:

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

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Resell local services

Other (describe) N/A

- B. 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.**
- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

See Attachment 2

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) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary. N/A

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

Applicant has not been denied authority to provide service in any state.

- E. Areas in Tennessee to be served.

The entire state of Tennessee.

- F. What type of customers will the applicant serve?

- a. Business xx
b. Residential xx
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

- G. 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. No

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes xx No _____

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹. See Attachment 3

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

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.

K Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

L Whose facility-based network(s) will the applicant be reselling? AT&T and Sprint and Global Crossing.

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Local Telephone Company.

N Describe briefly how the applicant plans to market their services in Tennessee?
Applicant plans to acquire its own customer base.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

None at this time.

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Applicant will contract with third parties to verify customers' subscriptions.

Q. 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 xx No

²A copy of a bill is required if the applicant is going to bill the customer directly.

- R 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 xx No

Part III: Organization Structure

- A Applicant's organizational structure**

xx Corporation

Publicly Traded Corporation

_____ **Subsidiary of a Publicly Traded Corporation**

_____ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

_____ Other Form of Corporation

List type C Corporation (Example S Corporation)

Attach a copy of the charter, bylaws and/or certificate of incorporation. (See Attachment 4)

Association

Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

Joint Stock Association

Attach a copy of the charter, bylaws and/or certificate of incorporation, and Letter of Authorization from Tennessee Secretary of State.

Trust

Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

Individual

Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

- (a) The date and state of formation/incorporation: August 13, 1997 Nevada

- (1) Parent Company, if applicable _____

- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. (See Attachment 5)

- (1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

- (d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. Applicant has no parent or subsidiaries.

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. None

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

N/A

B. _____ Proprietorship

_____ Partnership

_____ General Attach a copy of the partnership agreement along with any amendments.

_____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

_____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

(a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.

(b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 1

Employer Identification Number (E.I.N.) 86-0887150

Part IV: Financial Information

A. Address where business records are kept: 3960 Howard Hughes Parkway, 5th Floor
street
#5001F, Las Vegas, NV 89109 949.798.7060
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide 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 Attachment 6 (Filed under seal)

(1) Fiscal year end: Month December Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
~~Applicant's unaudited financial statements are attached.~~

(3) (See Attachment 6)
If applicable, name and address of independent certified public accountant:

N/A

(4) Period covered by financial statement attached: Twelve (12) months ended
December 31, 2000.

C. Does the applicant currently have an internal auditor and/or internal audit program? No

If so, Name of internal auditor N/A.

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.
None

Part VI: Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?

xx Yes _____ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? xx Yes _____ No

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.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

[Handwritten Signature]

For Individual and Partners:

Signature

Signature

Robert Young
PRINTED NAME

PRINTED NAME

Signature

Signature

PRINTED NAME

PRINTED NAME

For Corporations
and Other Organizations

U.S. Telecom Long Distance, Inc.
(NAME OF CORPORATION)

BY:

[Handwritten Signature]
SIGNATURE

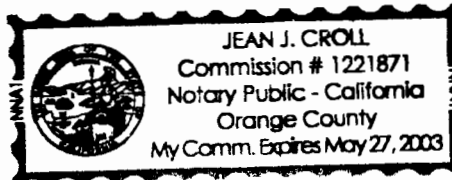
Robert Young
PRINTED NAME
President

Title

ATTEST: _____

On this the 12th day of September, 2001 before me, a Notary Public Robert Young known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

[Handwritten Signature: Jean J. Croll]
Notary Public
Seal



Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 08/27/01
REQUEST NUMBER: 4284-0116
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/27/01 0857
EFFECTIVE DATE/TIME: 08/27/01 1630
CONTROL NUMBER: 0339429

TO:
MILLER ISAR
7901 SKASNSIE AVE
S-240
GIG HARBOR, WA 98335

RE:
U.S. TELECOM LONG DISTANCE, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

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

FOR: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 08/27/01

FROM:
MILLER ISAR REGULATION CONSULTANTS
3220 UDDENBERG LN
STE 4
GIG HARBOUR, WA 98335-0000

RECEIVED:	FEE \$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER:		00002927226
ACCOUNT NUMBER:		00369415



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State

Corporate Filings

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, TN 37243

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
STATE OF TENNESSEE
2001 AUG 27 AM 8:57

FILED
RILEY DARNELL
SECRETARY OF STATE

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Corporate Calling Services, Inc.
If different, the name under which the certificate of authority is to be obtained is U.S. Telecom Long Distance, Inc

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

3. The date of its incorporation is 8/13/97 (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 3960 Howard Hughes Parkway
5th Fl., #5001F, Las Vegas NV 89109
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is _____
Street City State/Country Zip Code
Registered agent National Registered Agents, Inc.

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Robert Young 3960 Howard Hughes Pkwy., 5th Fl. #5001F, Las Vegas, NV
89109

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Robert Young 3960 Howard Hughes Pkwy., 5th Fl. #5001F, Las Vegas, NV
89109

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 _____ (date) _____ (time).

[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 two (2) months prior to the date the application is successfully filed in Tennessee.]

Signature Date

President

Signer's Capacity

U.S. Telecom Long Distance, Inc
Name of Corporation

Signature

Robert Young
Name (typed or printed)

RDA 1678

FILED # C17348-97

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CORPORATE CALLING SERVICES, INC.
A Nevada Corporation

JUL 17 2001

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

I, the undersigned, as President and Secretary of

CORPORATE CALLING SERVICES, INC., A Nevada Corporation,

Do hereby certify:

That the Board of Directors of said corporation, at a meeting duly convened and held on the 16th day of July 2001, adopted a Resolution to amend the original Articles of Incorporation as follows:

The First Article shall be amended to read as follows:

FIRST: The name of the corporation is:

U.S. TELECOM LONG DISTANCE, INC.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 4500; that said change and amendment has been consented to and approved by unanimous vote of the stockholders.

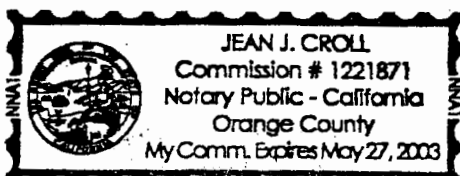


Robert Young
President and Secretary

STATE OF CALIFORNIA.
COUNTY OF ORANGE

On July 16th, 2001, before me, Jean Croll, a Notary Public, personally appeared ROBERT YOUNG, personally known to me OR proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

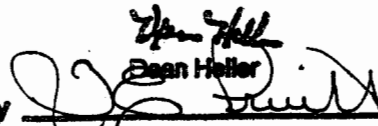
WITNESS my hand and official seal.



Jean J. Croll
Notary Public

STATE OF NEVADA
Secretary of State
I hereby certify that this is a true and
complete copy of the document as filed in
this office.

JUL 18 2001

By 
Dean Heller

SECRETARY OF STATE



CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on July 17, 2001, a Certificate of Amendment to its Articles of Incorporation changing the name to **U.S. TELECOM LONG DISTANCE, INC.**, was filed in this office by **CORPORATE CALLING SERVICES, INC.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 31, 2001.

A handwritten signature in cursive script, reading "Dean Heller".

Secretary of State

By

A handwritten signature in cursive script, likely belonging to the Certification Clerk.

Certification Clerk

MARYLAND
SECRETARY OF STATE

Filed 04/16/98 at 9:45 a.m.

CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on March 11, 1998 a Certificate of Amendment to its Articles of Incorporation changing the name to **CORPORATE CALLING SERVICES, INC.** was filed in this office by **BUSINESS CALLING PLAN, INC.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City Nevada, on April 10, 1998.



Secretary of State

By

Certification Clerk

MAR 11 1998

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BUSINESS CALLING PLAN, INC.

A Nevada Corporation

DEAN HILL, SECRETARY OF STATE

I, the undersigned, as President and Secretary of

BUSINESS CALLING PLAN, INC., A Nevada Corporation,

Do hereby certify:

That the Board of Directors of said corporation, at a meeting duly convened and held on the 5th day of March 1998, adopted a Resolution to amend the original Articles of Incorporation as follows:

The First Article shall be amended to read as follows:

FIRST: The name of the corporation is:

CORPORATE CALLING SERVICES, INC.

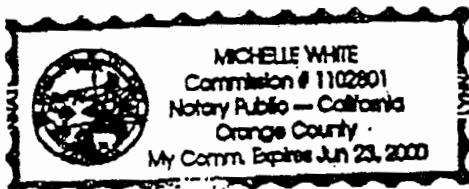
The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 4500; that said change and amendment has been consented to and approved by unanimous vote of the stockholders.

Robert Young
President and Secretary

STATE OF CALIFORNIA
COUNTY OF ORANGE

On the 5th day of March 1998 personally appeared before me, a Notary Public, Robert Young, who acknowledged that he executed the above instrument.

Michelle White
Notary Public



SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **BUSINESS CALLING PLAN, INC.** did on **August 13, 1997** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 14, 1997.

Secretary of State

By

Certification Clerk



AUG 13 1997

No.

C17348-97

ARTICLES OF INCORPORATION OF
BUSINESS CALLING PLAN, INC.

DEAN HELLER, SECRETARY OF STATE

FIRST. The name of the corporation is:

BUSINESS CALLING PLAN, INC.

SECOND. The resident agent for this corporation shall be:

CORPORATE SERVICE CENTER, INC.

The address of said agent, and the principal or statutory address of this corporation in the State of Nevada, shall be 1475 Terminal Way, Suite E, Reno, Nevada 89502, located in Washoe County, State of Nevada. This corporation may maintain an office, or offices, in such other place or places within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the bylaws of said corporation, and that this corporation may conduct all corporation business of every kind and nature, including the holding of all meetings of directors and stockholders, outside the State of Nevada as well as within the State of Nevada.

THIRD. The objects for which this corporation is formed are as follows: to engage in any lawful activity.

FOURTH. That the total number of voting common stock authorized that may be issued by the corporation is TWENTY FIVE THOUSAND (25,000) shares of stock with No par value, and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, providing that the number of directors shall not be reduced to less than one (1). The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows: TREVOR C. ROWLEY, 1475 Terminal Way, Suite E, Reno, NV 89502.

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

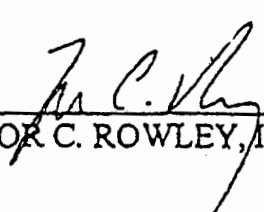
SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows: TREVOR C. ROWLEY, 1475 Terminal Way, Suite E, Reno, NV 89502.

EIGHTH. The corporation is to have perpetual existence.

NINTH. No director or officer of the corporation shall be personally liable to the corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer or for any act or omission of any such director or officer; however, the foregoing provision shall not eliminate or limit the liability of a director or officer for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (b) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

TENTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Incorporator hereinbefore named for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this Tuesday, August 12, 1997.

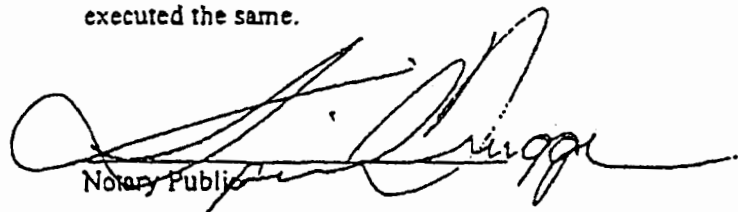

TREVOR C. ROWLEY, Incorporator

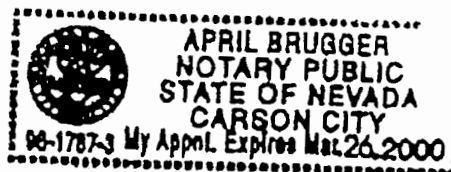
STATE OF NEVADA)

) SS:

WASHOE COUNTY)

On this Tuesday, August 12, 1997 in Reno, Washoe County, Nevada, before me, the undersigned, a Notary Public in and for Washoe County, State of Nevada, personally appeared TREVOR C. ROWLEY, known to me to be the person whose name is subscribed to the foregoing document and acknowledged to me that he executed the same.


Notary Public



AUG 13 1997

No. C17348-97 CERTIFICATE OF ACCEPTANCE OF
APPOINTMENT BY RESIDENT AGENT

Dean Heller
DEAN HELLER, SECRETARY OF STATE

I, CORPORATE SERVICE CENTER, INC., hereby accept the appointment as Resident
Agent of BUSINESS CALLING PLAN, INC..

Date: Tuesday, August 12, 1997

Corporate Service Center, Inc.

By:

T.C. Rowley V.P.
TREVOR C. ROWLEY, Vice President

Signature of Resident Agent

RECEIVED OCT 10 2000

BEFORE THE TENNESSEE REGULATORY AUTHORITY
September 26, 2000 Nashville, Tennessee

In Re: Corporate Calling Plan, Inc.)
for Cancellation of Authority to Provide) Docket No. 98-00766
Resold Telecommunication) Co. ID: 128079
Services In Tennessee)

ORDER GRANTING CANCELLATION OF
AUTHORITY TO PROVIDE RESOLD TELECOMMUNICATION SERVICES

This matter is before the Tennessee Regulatory Authority (hereafter "Authority") upon the request of **Corporate Calling Plan, Inc.** to cancel their authority to provide Resold Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on September 26, 2000.

WHEREFORE, having considered the request of **Corporate Calling Plan, Inc.** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED:

- 1) That the request of **Corporate Calling Plan, Inc.** to cancel their authority to provide Resold Telecommunication services in Tennessee, Docket No. 98-00766 is hereby granted; and
- 2) That this docket is herewith closed.

ATTEST:


K. David Waddell


Chairman Sara Kyle


Director Lynn Greer


Director Melvin Malone

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **U.S. TELECOM LONG DISTANCE, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 13, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on August 15, 2001.



Dean Heller

Secretary of State

By

Clara

Certification Clerk