

Company ID: 128320
Atlantic Telephone Co.
412 E. Madison Street, Suite 1207
Tampa, FL 33602

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN April 6, 1999

IN RE: CASE NUMBER: 99-00157

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 April 6, 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.

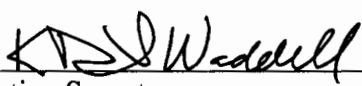
IT IS THEREFORE ORDERED:

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

**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 Atlantic Telephone Company, Inc.
Address 412 E. Madison Street, Suite 1207 City Tampa
State Florida Zip Code 33602 Phone No. 813-273-6789

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Curt Barnes	412 E. Madison Street, Suite 1207	Tampa	FL	33602
Scott Edmiston	412 E. Madison Street, Suite 1207	Tampa	FL	33602
Laura Booker	412 E. Madison Street, Suite 1207	Tampa	FL	33602

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

Laura Booker (813) 273-6789 (813) 224-9111
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.
800-966-6950

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

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

(To be filled out by PSC)

Company ID Number _____

Date Approved _____

Evaluator _____

128320
99-00157

Mail the completed application and a check for \$50.00 to: Tennessee Public
Service Commission, PO Box 3412, Nashville, TN 37219-0412. Should you have any
questions, call (615) 741-3939.

- 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) you are authorized to operate in at this time. FL, IN, IA, MI, MT, NJ, PA, TX, UT, VA, WY
- H. List any states that you have been denied authority to provide service. None
- I. Areas in Tennessee to be served.
The entire state of Tennessee.
- J. What type of customers will the company serve?
a. Business X
b. Residential X
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____
- K. Do you allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over your network? If yes, specify amount. No
- 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.
- N. What is the applicant's 101XXXX or 800 access code? None
- O. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No
- P. What facility-based network will the applicant be reselling? Applicant intends to resell Frontier Communications
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct²? Applicant intends to bill customer direct
- R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address. Applicant intends to market primarily to small to mid-sized businesses using employees of the company.

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 customers direct.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Applicant will attempt to get a letter of agency from all customers.
- 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 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 X No

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation
 Partnership Other (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

- 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.

THE COMPANY HAS HAD NO COMPLAINTS FILED AGAINST IT IN ANY JURISDICTION.

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 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.

Date


Atlantic Telephone Co., Inc.


Curt Barnes, President

Subscribed and sworn
before me this 7 day
of December, 1998.


Notary Public

seal

 Kimberly A. Phillips
My Commission CC787121
Expires November 1, 2002

12

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ATLANTIC TELEPHONE COMPANY, INC., a corporation organized under the laws of the State of Florida, filed on September 23, 1991, as shown by the records of this office.

The document number of this corporation is S82779.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of December, 1998



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State

The Corporation's principal office and mailing address is:

115 East Granada Boulevard, Suite One
Ormond Beach, Florida 32176

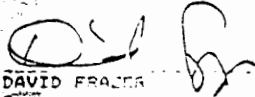
8. SHAREHOLDER QUORUM AND VOTING: Sixty (60 %) percent of the shares entitled to vote, represented and in person or proxy, shall constitute a quorum and a meeting of the shareholders. If a quorum is present the affirmative vote of 55% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares by any shareholder who does not exercise and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him to exercise pre-emptive rights. The right may be waived by affirmative written waiver submitted by the shareholder to the corporation.

10. FORMAL ACTION OF DIRECTORS: If any one (1) of the directors consents in writing to any action taken or to be taken by the corporation and the written evidence therein consent, filed with the secretary of the corporation, the action shall be valid as though authorized in a meeting of the board of directors.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 13 day of September, 1990.

I affirmatively agree to act as registered agent for the above-captioned corporation.


DAVID FRAZER
Incorporator

STATE OF FLORIDA
COUNTY OF

BEFORE ME the undersigned authority, personally appeared DAVID
FRAZER to me known to be the person who executed the foregoing Articles
of Incorporation and he acknowledged to and before me that he executed said
Instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13
day of September, 1930.

Susan M. Burcham
Notary Public, Susan M. Burcham


My Commission Expires

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEPT. 26, 1932
BONDED THROUGH HALL & ASSOCIATES

FILED
SEP 23 AM 10 42
CLERK OF STATE
TALLAHASSEE, FLORIDA

1*1555 02028

State of Florida



Department of State

I certify from the records of this office that ATLANTIC TELEPHONE COMPANY, INC., is a corporation organized under the laws of the State of Florida, filed on September 23, 1991.

The document number of this corporation is S82779.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, that its most recent annual report was filed on July 29, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of December, 1998



CR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/11/99
REQUEST NUMBER: 3609-1391
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/11/99 0908
EFFECTIVE DATE/TIME: 01/11/99 0908
CONTROL NUMBER: 0363888

TO:
ATLANTIC TELEPHONE COMPANY
412 E. MADISON ST.

TAMPA, FL 33602

RE:
ATLANTIC TELEPHONE COMPANY, 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: 01/11/99

FROM:
ATLANTIC TELEPHONE COMPANY INC.
412 E. MADISON ST.
SUITE 1207
TAMPA, FL 33602-0000

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

RECEIPT NUMBER: 00002410061
ACCOUNT NUMBER: 00301262



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

99 JAN 11 4:19:08
SECRETARY OF STATE

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 Atlantic Telephone Company, 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 Florida

3. The date of its incorporation is 9/23/91 (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 412 E. Madison Street
Suite 1207, Tampa Florida 33602
 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 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.)

RECEIVED
99 JAN 11 AM 9:08
RILEY DAN
SECRETARY OF STATE

State of Florida



Department of State

I certify from the records of this office that ATLANTIC TELEPHONE COMPANY, INC., is a corporation organized under the laws of the State of Florida, filed on September 23, 1991.

The document number of this corporation is S82779.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, that its most recent annual report was filed on July 29, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Ninth day of December, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

SS JAN 11 AM 9:09
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 Atlantic Telephone Company, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

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National Registered Agents, Inc.

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Curt Barnes Pres. 412 E. Madison St, Ste 1207, Tampa, FL 33602