

Company ID: 128333

Direct American Marketers, Inc. d/b/a Direct One
1829 East First Street, Suite 440
Santa Ana, CA 92705

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN May 18, 1999

IN RE: CASE NUMBER: 99-00236

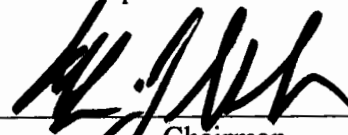
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 May 18, 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

Company ID: 128333
Direct One, Inc.
1820 E. First Street, Suite 440
Santa Ana, CA 92705

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN September 14, 1999

IN RE: CASE NUMBER: 99-00576

Direct One, Inc. name change from Direct American Marketers, Inc. d/b/a Direct One.

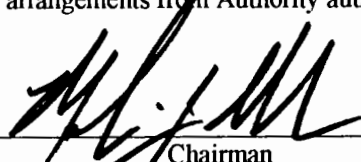
---ORDER---

This matter is before the Tennessee Regulatory Authority upon the petition of Direct American Marketers, Inc. d/b/a Direct One to change its company name. The TRA considered this request at their regularly scheduled Conference held on September 14, 1999 and concluded that the applicant has met all the TRA requirements for changing their name.

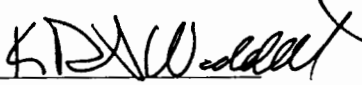
Pursuant to § T.C.A. 65-4-113,

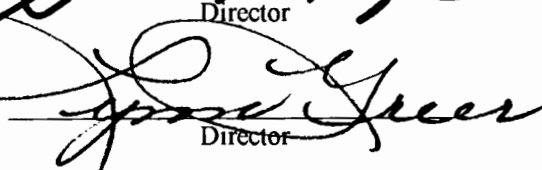
IT IS THEREFORE ORDERED:

1. That the petition of Direct American Marketers, Inc. d/b/a Direct One to change its name to Direct One, Inc. is approved.
2. That Direct One, Inc. is authorized 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.
3. That said company shall comply with all applicable TRA rules and regulations.
4. 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



RECEIVED

AUG 10 1999

REC'D TN
REGULATORY AUTHORITY
August 5, 1999
Via Overnight Delivery

TN REGULATORY AUTHORITY
TELECOMMUNICATIONS DIVISION 39 AUG 10 PM 2 33

210 N. Park Ave.
Winter Park, FL
32789

Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37219-0412

EXECUTIVE SECRETARY

99-00576

P.O. Drawer 200
Winter Park, FL
32790-0200

**Re: Replacement Rate Sheet for Direct American Marketers, Inc. d/b/a
Direct One to Reflect Corporate Name Change to Direct One, Inc.**

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Dear Sir or Madame:

Enclosed for filing is the above-referenced replacement rate sheet of Direct American Marketers, Inc. to reflect a recent change in their corporate name to Direct One, Inc. A copy of the Company's *Application for Amended Certificate of Authority* filed on June 22, 1999, is attached.

Also enclosed please find our check in the amount of \$25.00 to cover the filing fee.

Please acknowledge receipt of this filing by returning, date-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

If any questions arise regarding this filing, please do not hesitate to call me at (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Direct One, Inc.

NAME ~~DE~~
D

128333

Enclosures

TMF/sbm

cc: Anthony C. Brown - Direct One, Inc.
file: Direct One - TN
tns: TNi9901

Secretary of State

Corporations Section

1000 K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/22/99

REQUEST NUMBER: 3701-0556

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 06/22/99 1118

EFFECTIVE DATE/TIME: 06/22/99 1118

CONTROL NUMBER: 0365404

DIRECT ONE, INC.
20 E FIRST ST
SUITE 440
MONTANA, CA 92705

DIRECT ONE, INC.
APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

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

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

RE: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 06/22/99

FROM:
T CORPORATION SYSTEM (LOS ANGELES, CA)
8 W. SEVENTH ST.
D FLOOR
S ANGELES, CA 90017-0000

	RECEIVED:	FEE	
		\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00	

RECEIPT NUMBER: 00002512511

ACCOUNT NUMBER: 000000002



Riley C. Darnell
RILEY C. DARNELL
SECRETARY OF STATE

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

3. The date of its incorporation is June 5, 1986 (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 _____

1820 E. First Street, Suite 440, Santa Ana, California 92705

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 c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street City/State County Zip Code

The name of its registered agent at that office is C T Corporation System

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

See attached list of officers

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

See attached list of directors

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 N/A, 19____ (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 one (1) month prior to the date the application is successfully filed in Tennessee.]

June 11, 1999
Signature Date

President
Signer's Capacity

Direct One, Inc.
Name of Corporation

[Signature]
Signature

Anthony C. Brown
Name (typed or printed)

RECEIVED
SECRETARY OF
99 JUN 22 AM 11:18
RILEY DARWELL
SECRETARY OF STATE

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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

That on the 5th day of June, 19 86,

DIRECT ONE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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

June 17, 1999



Bill Jones

Secretary of State

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: **Direct American Marketers, Inc. d/b/a Direct One**
Address: **1829 East First Street, Suite 440** City: **Santa Ana**
State: **California** Zip Code: **92705** Phone No. **(714) 384-7800**

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Anthony C. Brown, President, CEO, Owner	1829 East First Street, Suite 440	Santa Ana	CA	92705
Reta Fishman, Owner	1829 East First Street, Suite 440	Santa Ana	CA	92705

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

Name: **Anthony C. Brown** Phone No. **(714) 384-7800** Fax No. **(714) 384-7877**

D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. 800-665-5276

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.

G. List the state(s) you are authorized to operate in at this time. Direct American Marketers, Inc. d/b/a Direct One is in the initial stages of becoming certified as telecommunications reseller provider. They have been approved in New Jersey, Texas and Washington. They have also applied for certification in California, Illinois, New York, Ohio, Oregon, and Pennsylvania.

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

128333
99-00236

- 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 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
Resold telecommunications services offered by Direct American Marketers, Inc. include outbound 1+, toll free inbound service and travel card service.
- N. What is the applicant's 10XXX or 800 access code? Not Applicable
- 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/WorldCom
- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?
Customers will be billed directly through LEC billing.
- 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.
Direct American Marketers, Inc. d/b/a Direct One will market their service via direct mail sales.
- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.
The applicant will utilize written Letter of Authorization (LOA).

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 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 (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

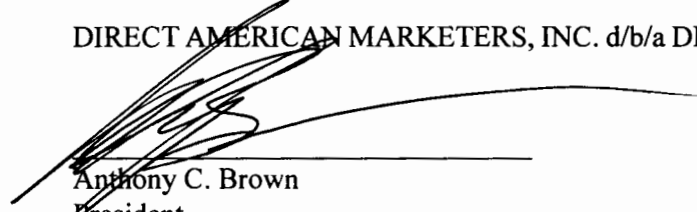
Attach a copy of the display card to be placed on the aggregators telephone which shows what operator services are to be provided. The card must contain all required information listed in the attached Rule (1220-4-2-.57,B)³, which includes a toll-free number consumers can call for service problems and 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

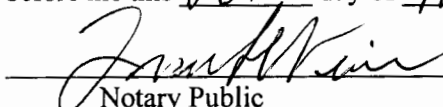
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority (TRA; formerly TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, 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.

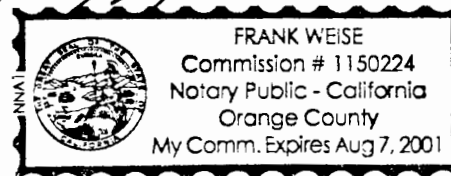
DIRECT AMERICAN MARKETERS, INC. d/b/a DIRECT ONE


Anthony C. Brown
President

Date: 3/25/99

Subscribed and sworn
before me this 26th day of March, 1999


Notary Public



SEAL

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 02/08/99
REQUEST NUMBER: 3624-1099
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 02/08/99 1205
EFFECTIVE DATE/TIME: 02/08/99 1205
CONTROL NUMBER: 0365404

TO:
CT CORPORATION SYSTEM
530 GAY STREET

KNOXVILLE, TN 37902

RE:
DIRECT AMERICAN MARKETERS, 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: 02/08/99

FROM:
C T CORPORATION SYSTEM (LOS ANGELES, CA)
818 W. SEVENTH ST.
2ND FLOOR
LOS ANGELES, CA 90017-0000

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

RECEIPT NUMBER: 00002430599
ACCOUNT NUMBER: 00000002



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

8 15 12 4 11 10 13

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

RECEIVED
JUN 10 1986
DIRECT AMERICAN MARKETERS, INC.

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 Direct American Marketers, 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 California

3. The date of its incorporation is June 5, 1986 (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 _____

1820 E. First Street, Suite 440, Santa Ana, California 92705

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

C/T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is

C T Corporation System

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

See attached list of officers

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

See attached list of directors

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

N/A, 19____ (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 filed in this state.]

1/29/99
Signature Date

President

Signer's Capacity

Direct American Marketers, Inc.

Name of Corporation

[Signature]
Signature

Anthony C. Brown
Name (typed or printed)



SS-4431 (Rev. 7/93)