

Company ID: 00128335  
erbia Network, Inc.  
1483 Chain Bridge, Suite 300  
McLean, VA 22101

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

June 8, 1999

IN RE: CASE NUMBER: 99-00238

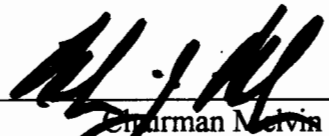
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 June 8, 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:

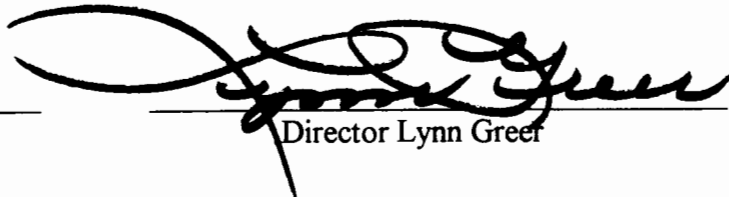
1. That the above-mentioned company is issued a Certificate of Convenience and Necessity as an operator service provider and/or reseller of telecommunications services for state-wide service in Tennessee as specified in its application on file with the Authority.
2. That said company shall comply with 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 Melvin Malone

  
Director Sara Kyle

ATTEST:

  
Executive Secretary

  
Director Lynn Greer

**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 erbia Network, Inc.  
Address 1483 Chain Bridge, Suite 300 City McLean  
State Virginia Zip Code 22101 Phone No. (703) 749-9745

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Arne Dunhem	1483 Chain Bridge Road Suite 300	McLean	VA	22101
Peter Maggi	1483 Chain Bridge Road Suite 300	McLean	VA	22101
Richard J. Gibbs	1483 Chain Bridge Road Suite 300	McLean	VA	22101
A. Oscar Bazoberry	1483 Chain Bridge Road Suite 300	McLean	VA	22101

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

Richard J. Gibbs (703) 749-9745 (703) 749-9747  
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.  
800-806-0039

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 \_\_\_\_\_

128335  
99.00238

Mail the completed application and a check for \$50.00 to: Tennessee Public Service Commission, P.O. 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. IN, IA, MI, MT, NJ, PA, TX, UT, and VA.
- 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 II<sup>1</sup>.
- 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 TeleHub Network Services and MCI WorldCom
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct<sup>2</sup>? Applicant intends to bill customers 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.

<sup>1</sup>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.

<sup>2</sup>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)<sup>3</sup>, 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.**

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<sup>3</sup>It 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.

erbia Network, Inc.

3-5-99

Date

Richard J. Gibbs  
Richard J. Gibbs, President

Subscribed and sworn  
before me this 5<sup>th</sup> day  
of March, 1999.

[Signature]  
Notary Public

March 31, 2002

seal

IN

State of Delaware  
Office of the Secretary of State

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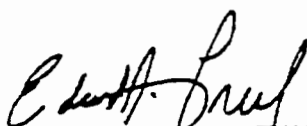
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ERBIA NETWORK, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 1999, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3000867 8100

991044355

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9557699

DATE: 02-03-99

**CERTIFICATE OF INCORPORATION**

**erbia Network, Inc.**

**FIRST:** The name of the corporation (herein referred to as the "Corporation") is: erbia Network, Inc.

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805. The name of its registered agent at such address is Corporation Service Company.

**THIRD:** The purposes of the Corporation are to engage in, promote, conduct and carry on any lawful acts or activities for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock of the par value of One Cent (\$0.01) per share, amounting in the aggregate to Ten Dollars (\$10.00).

**FIFTH:** The name and mailing address of the sole incorporator are: Marian T. Lobl, 1615 L Street, N.W., Suite 400, Washington, D.C. 20036.

**SIXTH:** Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

**SEVENTH:** The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation. None of the directors need be a stockholder or a resident of the State of Delaware.

**EIGHTH:** No director shall be personally liable to the Corporation or any of its stockholders for any monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. All references in this paragraph to a director shall also be deemed to refer to any other person who, pursuant to a provision of the certificate of incorporation and in accordance with subsection (a) of § 141 of the DGCL, exercises or performs any of the powers or duties otherwise conferred or imposed upon the board of directors by the DGCL. No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**NINTH:** In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the DGCL or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized:


- A. To make, amend, alter or repeal the Bylaws of the Corporation;
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- C. To set apart out of any funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and to reduce any such reserve in the manner in which it was created; and
- D. To adopt from time to time Bylaw provisions with respect to indemnification of directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

**TENTH:** The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**ELEVENTH:** The Corporation reserves the right to amend, alter, change or repeal any provisions herein contained, in the manner now or hereafter prescribed by statute, and all rights, powers, privileges and discretionary authority granted or conferred herein upon stockholders or directors are granted subject to this reservation.

The undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, does make this Certificate of Incorporation, hereby declaring, affirming, acknowledging and certifying, under penalties of perjury, that this is the act and deed of the undersigned and that the facts stated herein are true, and accordingly has hereunto set her hand this 3rd day of February, 1999.

**SOLE INCORPORATOR**

  
Marian T. Lobl



# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/17/99

REQUEST NUMBER: 3647-1906

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 03/17/99 1031

EFFECTIVE DATE/TIME: 03/17/99 1031

CONTROL NUMBER: 0367721

TO:

ERBIA INC.  
1483 CHAIN BRIDGE RD  
STE. 300  
MCLEAN, VA 22101

RE:

ERBIA NETWORK, 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.

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FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -  
FOR PROFIT

ON DATE: 03/17/99

FROM:  
ERBIA INC.  
1483 CHAIN BRIDGE RD  
STE. 300  
MCLEAN, VA 22101-0000

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00002456168	
ACCOUNT NUMBER:	00307011	



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

FILED

## APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

FILED

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 erbia Network, 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) with an additional \$20.00 fee.]

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

3. The date of its incorporation is 2/3/99 (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

1483 Chain Bridge Road, Suite 300, McLean, VA 22101

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 Tennessee and the name of its registered agent is

<u>1912 Hayes Street</u>	<u>Nashville</u>	<u>Davidson</u>	<u>37203</u>
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Street	City	County	Zip Code
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National Registered Agents, Inc.

Registered Agent

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

See attached.

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

See attached.

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) \_\_\_\_\_

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

\_\_\_\_\_, 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.]

3-5-99  
Signature Date

President

Signer's Capacity

erbia Network, Inc.

Name of Corporation

Richard J. Gibbs  
Signature

Richard J. Gibbs

Name (typed or printed)



State of Delaware

Office of the Secretary of State

PAGE 1

RECEIVED  
99 MAR 17 AM 10:31  
RILEY DARRILL  
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERBIA NETWORK, INC." 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 TWENTY-FOURTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ERBIA NETWORK, INC." WAS INCORPORATED ON THE THIRD DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3000867 8300

AUTHENTICATION: 9593422

991071129

DATE: 02-24-99