

Company ID: 00128372

Choctaw Communications, Inc.
d/b/a Smoke Signal Communications
8400 S. Gessner
Houston, TX 77074

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

August 24, 1999

IN RE: CASE NUMBER: 99-00418

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

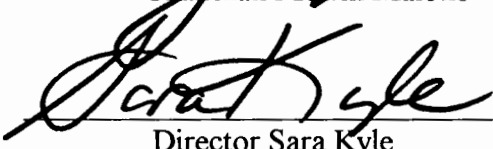
---ORDER---

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 August 24, 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 Green

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]

No Check

SECTION A

Part 1: General Information

A. Name of Applicant Choctaw Communications, Inc. d/b/a Communications Smoke Signal
Address 5400 S. Gessner City Houston
State TX Zip Code 77074 Phone No. (713) 779-0692

B. Owner, Partners, or Corporate Officer

Pres.
Treas.
Sec.

NAME	ADDRESS	CITY	STATE	ZIP CODE
Glenn Massey	5400 S. Gessner	Houston	TX	77074
Seth Block	5400 S. Gessner	Houston	TX	77074
Michael Hoffman	5400 S. Gessner	Houston	TX	77074

C. Name and telephone number of contact person authorized to respond to
Authority inquiries regarding company operations Monday through Friday.
Seth Block (713) 779-0692 3903 (713) 779-0695
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to
Authority inquiries regarding this filing Monday through Friday.
Monica R. Borne, Atty. (504) 832-1984 (504) 831-0892
Name Phone No. Fax No.

D. List a toll-free telephone number that consumers can call to report service problems
and/or request refunds or adjustments 1-800-597-4130

E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ Resell Interexchange long distance services
☐ Operator Services
☒ Resell local services
☐ Other (describe) _____

(To be filled out by TRA)
Company ID Number 128372
Date Approved _____
Evaluator _____

99-00418

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

- F. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. Provide the above information on Appendix I.
- G. List the state(s) that the applicant is authorized to operate in at this time. AL, CO, FL, KS, LA, NV, SC, AR, CA, GA, KY, MS, MO, NJ, OK, TX, and WI.

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. See Exhibit F.

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

Not applicable.

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

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

- I. Areas in Tennessee to be served. Statewide.

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

a. Business X

b. Residential X

c. Aggregators _____

(e.g. Hotels, Payphones)

d. Other (specify) _____

- K. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. 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.

Tariff attached.

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

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

- P. What facility-based network(s) will the applicant be reselling? BellSouth

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? Prepaid billing. Sample bill attached.

¹ Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

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

- R. Describe briefly how the applicant plans to market their services in Tennessee? If an independent telemarketer is going to be used, state company name and address.
The Company will utilize print and television media.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. Written LOAs or verbal requests with verification.

- T. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes X No _____
- U. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes X No _____

Part II: Organization Structure

A. Type of Organization

_____ Individual X Corporation
 _____ Partnership _____ Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws. Exhibit A.
- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
 Exhibit B.

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports. Exhibit C.

Part IV: Display Card

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

N/A

³It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

Part V: Rule Compliance Agreement

- A. The Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 (Appendix IV).
 - That all information provided in the attached registration document is true to the best of my knowledge.

Choctaw Communications, Inc.
d/b/a Smoke Signal Communications

Company Name

Date



Company Official

Attorney

Title

Subscribed and sworn
before me this 13th day
of April, 1999



Notary Public

seal



The State of Texas

SECRETARY OF STATE CERTIFICATE OF INCORPORATION OF

CHOCTAW COMMUNICATIONS, INC.
FILE NUMBER : 01511494 - 00

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Filed: NOVEMBER 30, 1998
Effective: NOVEMBER 30, 1998



Alberto R. Gonzales
Secretary of State



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

CHOCTAW COMMUNICATIONS, L.C.
(a Texas limited liability company)

converting it to

CHOCTAW COMMUNICATIONS, INC.
(a Texas corporation)

have been received in this office and found to conform to law. **ACCORDINGLY**, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: NOVEMBER 30, 1998

Effective: NOVEMBER 30, 1998



Alberto R. Gonzales
Secretary of State

ARTICLES OF CONVERSION

of

CHOCTAW COMMUNICATIONS, L.C. to CHOCTAW COMMUNICATIONS, INC.

FILED
in the Office of the
Secretary of State of Texas
NOV 30 1998
Corporations Section

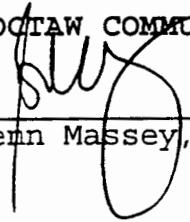
Pursuant to the provisions of Article 10.07 et seq of the Texas Limited Liability Company Act ("TLLCA") and Article 5.17 et seq of the Texas Business Corporation Act ("TBCA"), the undersigned converting entity certifies the following Articles of Conversion adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Limited Liability Company Act.

1. A Plan of Conversion was approved and adopted in accordance with the provisions of Article 10.08 of the TLLCA providing for the conversion of **CHOCTAW COMMUNICATIONS, L. C.**, a Texas limited liability company (the "Company"), to **CHOCTAW COMMUNICATIONS, Inc.** a Texas corporation (the "Corporation"). The Plan of Conversion is attached hereto as Exhibit 1.
2. An executed Plan of Conversion is on file at the principal place of business of the Company at 8400 S. Gessner, Houston, Texas 77074, and from and after the conversion, an executed Plan of Conversion will be on file at the principal place of business of the Corporation at 8400 S. Gessner Houston, Texas 77074.
3. A copy of the Plan of Conversion will be furnished by the Company (prior to the Conversion) or by the Corporation (after the Conversion) on written request and without cost to any member or shareholder of the converting entity or the converted entity.

4. A copy of the Plan of Conversion was duly authorized by all action required by laws under which the Company is governed and by its constituent documents.
5. There was 100% of the Membership Interest of the Company outstanding and owned by Members prior to the Plan of Conversion.
6. All 100% of the Membership Interest of the Company were voted in favor of the Plan of Conversion.
7. Two copies of the Articles of Incorporation of the Corporation which is to be created pursuant to the Plan of Conversion are being filed with the Secretary of State with the Articles of Conversion.

IN WITNESS WHEREOF, these Articles of Conversion have been executed effective October 10, 1998, by the undersigned.

CHOCTAW COMMUNICATIONS, L.C.



Glenn Massey, President

ARTICLES OF INCORPORATION
of
CHOCTAW COMMUNICATIONS, INC.

ARTICLE ONE

The name of the corporation is Choctaw Communications, Inc.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) of the par value of twelve dollars (\$12.00) each.

ARTICLE FIVE

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase, or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the corporation, (b) any obligations, evidences of indebtedness, or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe to any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

ARTICLE SIX

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

ARTICLE SEVEN

The street address of its initial registered office is 3200 West Pleasant Run Rd., Lancaster, Texas 75146, and the name of its initial registered agent at such address is Michael G. Hoffman, Esq.

ARTICLE EIGHT

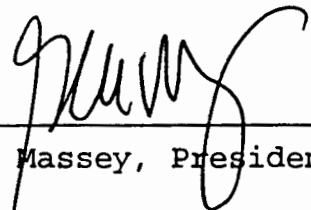
The number of directors constituting the initial board of directors is six (6) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

- | | | |
|----|----------------------|---|
| A. | A. Joe Mitchell, Jr. | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| B. | Michael G. Hoffman | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| C. | Glenn Massey | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| D. | H. Ray Atkinson | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| E. | Scott Hanley | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |
| F. | Gail McCulloch | 3200 West Pleasant Run Rd.,
Lancaster, Texas 75146 |

ARTICLE NINE

The Corporation is being organized pursuant to a plan of conversion. The converting entity is Choctaw Communications, L.C.,

a Texas limited liability company, organized on August 5, 1996. The address of Choctaw Communications, L.C. is 8400 South Gessner, Houston, Texas 77074.

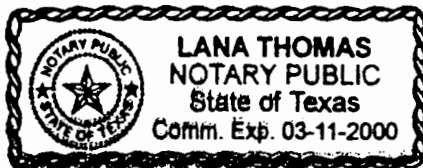



Glenn Massey, President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

Before me, a notary public, on this day personally appeared A. Glenn Massey, President of Choctaw Communications, L.C., known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 10th day of October, 1998.





NOTARY PUBLIC, STATE OF TEXAS

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 03/04/99

REQUEST NUMBER: 3637-2265

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 03/04/99 1103

EFFECTIVE DATE/TIME: 03/04/99 1103

CONTROL NUMBER: 0366956

TO:

NOWALSKY BRONSTON & GOTHARD APLLC

3500 N CAUSEWAY

STE 1442

METAIRIE, LA 70002

RE:

CHOCTAW COMMUNICATIONS, 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: 03/04/99

FROM:
NOWALSKY-BRONSTON (METRAIRE, LA)
SUITE 1275
3900 W. CAUSEWAY
METAIRIE, LA 70002-0000

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002446057
ACCOUNT NUMBER: 00193877



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

CHOCTAW COMMUNICATIONS, INC.

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 Choctaw Communications, 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 Texas

3. The date of its incorporation is November 30, 1998 (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 _____

<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>
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 _____

<u>1912 Hayes Street</u>	<u>Nashville, TN</u>	<u>37230</u>
Street	City/State	County Zip Code

The name of its registered agent at that office is
National Registered Agents, Inc.

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

<u>Glenn Massey, President</u>	<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>
<u>Michael G. Hoffman, Secretary</u>	<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>
<u>Seth Block, Treasurer</u>	<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>

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

<u>Glenn Massey</u>	<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>
<u>A. Joe Mitchell</u>	<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>
<u>Michael G. Hoffman</u>	<u>8400 S. Gessner</u>	<u>Houston, Texas</u>	<u>77074</u>

The corporation is a corporation for profit.

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.)