

Company ID: 00128375
Global Time, Inc. ("Global Time")
500 Airport Blvd., Suite 340
Burlingame, CA 94010

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

IN RE: CASE NUMBER: 99-00422

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 September 14, 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.

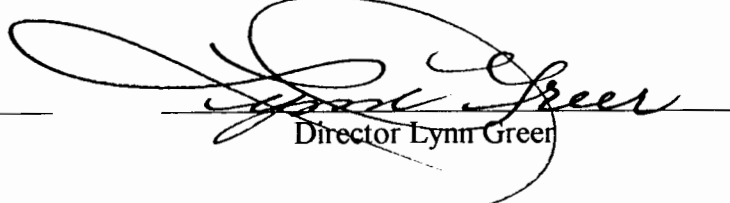


Chairman Melvin Malone



Director Sara Kyle

ATTEST:


Executive Secretary
Director Lynn Greer

Secretary of State**Corporations Section**

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

DATE: 08/09/99
REQUEST NUMBER: 3725-1859
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/09/99 1041
EFFECTIVE DATE/TIME: 08/09/99 1041
CONTROL NUMBER: 0375208

TO:
LANCE J.M STEINHART
6455 E JOHNS CROSSIN
S-285
DULUTH, GA 30097

RE:
GLOBAL TIME, 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: 07/02/99

FROM:
PACIFIC GATEWAY EXCHANGE
500 AIRPORT BLVD
SUITE 340
BURLINGAME, CA 94010-0000

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

RECEIPT NUMBER: 00007517220
ACCOUNT NUMBER: 00315602



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Delaware

Office of the Secretary of State

PAGE 1

RECEIVED
29 AUG -9 AM 10:41
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GLOBAL TIME, 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-NINTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GLOBAL TIME, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2976328 8300

991264623

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9836641

06-29-99

TENNESSEE REGULATORY AUTHORITY

Lynn Greer, CHAIRMAN
Sara Kyle, COMMISSIONER
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 Global Time, Inc. ("Global Time")
Address 500 Airport Blvd., Suite 340, Burlingame
State California Zip Code 94010 Phone No. (650) 375-6700
- B. Owner, Partners, or Corporate Officers

| NAME | ADDRESS | CITY | STATE | ZIP CODE |
|--|------------------------------|------------|------------|----------|
| International Exchange Communications, Inc. ^{1/} | 500 Airport Blvd., Suite 340 | Burlingame | California | 94010 |
| Howard A. Neckowitz (President and Director) | (same as above) | | | |
| Gail E. Granton (Vice President, Secretary, Treasurer and Director) | (same as above) | | | |
| Thomas J. Murphy, Jr. (Executive Vice President) | (same as above) | | | |

^{1/}Global Time is a wholly owned subsidiary of International Exchange Communications, Inc.

(To be filled out by TRA)

Company ID Number 28315

Date Approved _____

Evaluator _____

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

Global Time will conduct its Tennessee operations from its headquarters in Burlingame, California. With respect to inquiries regarding this Application, please contact:

Grace R. Chiu, Esq.
Anandashankar Mazumdar, Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K St., N.W., Suite 300
Washington, D.C. 20007-5116
Telephone: (202) 424-7500
Facsimile: (202) 424-7645 (Fax)

With respect to inquiries regarding Global Time's ongoing operations, please contact:

Thomas J. Murphy, Jr.
Ann Yanick
Global Time, Inc.
500 Airport Blvd., Suite 340
Burlingame, California 94010
Telephone: (650) 375-6700
Facsimile: (650) 375-6799

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments. (800) 413-5675
- E. Check the type of telecommunications 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.
Not applicable.
- G. List the state(s) you are authorized to operate in at this time. Applicant is authorized to provide resold intrastate interexchange telecommunications services, by virtue of certification, registration or tariff requirements, or on an unregulated basis, in the following states: Indiana, Iowa, Michigan, Montana, New Jersey, Oregon, Texas, Utah, Virginia and Wisconsin.
- H. List any states that you have been denied authority to provide service.
Global Time has not been denied authority in any jurisdiction in which it intends to provide service.

(To be filled out by TRA)

Company ID Number _____

Date Approved _____

Evaluator _____

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

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service. Global Time initially plans to offer only prepaid calling card service, and, therefore, use of Global Time's services will not require any change to a customer's presubscribed interexchange carrier.
- 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___ No___ Not Applicable.
- 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___ No___

Not Applicable.


Part II: Organization Structure

A. Type of Organization

___Individual XCorporation
___Partnership ___Other (Explain on separate sheet)

B. If partnership and/or Non-resident

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

 Applicant is in the process of filing for authority to transact business in the State of Tennessee. Upon receipt, Applicant will file a copy of such authority with the TRA to be included with Exhibit 1 of this Application.

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

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.

Global Time has access to the financing and capital necessary to conduct the telecommunications operations as specified in this Application. As a resale carrier, Global Time will rely upon its existing personnel and technological and financial resources to provide intrastate services. Any additional investment needed to offer the proposed services will be furnished by its ultimate corporate parent, Pacific Gateway Exchange, Inc. ("PGE"). Global Time submits as Exhibit 2 the audited and consolidated financial statements of PGE and its subsidiaries, including Global Time's direct parent company, International Exchange Communications, Inc. For the year ending December 31, 1998, PGE had total assets of \$236 million, which exceeded total liabilities of \$135 million, providing stockholders' equity of \$101 million. With access to the substantial financial resources of its ultimate corporate parent, PGE, Global Time is financially well qualified to provide the telecommunications services proposed in this Application.

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

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)^{4/}, which includes a toll-free number consumers can call for service problems and refunds.

Not applicable. Applicant does not intend to provide operator services.

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.

Global Time, Inc.

Company Name
Thomas J. Murphy

Company Official

3/19/99

Date
EUP

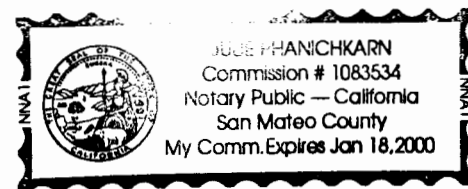
Title

Subscribed and sworn before me
this 19th day of March, 1999.

[Signature]

Notary Public
My Commission Expires on Jan. 18, 2000

seal



267193.1

^{4/} It is the responsibility of the reseller or operator service provider to assure that the appropriate display card is affixed to the aggregates telephones.

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

State of Delaware
Office of the Secretary of State PAGE 1

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 "GLOBAL TIME, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

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




Edward J. Freel, Secretary of State

2976328 8100

981477466

AUTHENTICATION: 9456319

DATE: 12-11-98

**CERTIFICATE OF INCORPORATION
OF
GLOBAL TIME, INC.**

1. The name of the corporation is Global Time, Inc.
2. The address of its registered office in the State of Delaware is 15 East North Street, in the City of Dover, County of Kent. The name of its registered agent at such address is HIO Corporate Services, Inc.
3. The nature of the business or purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) common shares, at \$.01 per value per share.
5. The name and mailing address of the incorporator is as follows:

Howard Rosenberg
190 South LaSalle Street
Chicago, Illinois 60603
6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the By-laws of the corporation.
8. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
9. (A) Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of a 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 knowing violations of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which a director derived an improper personal benefit.

(B) The corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative (including, without limitation, an action by or in the right of the corporation), by reason of his acting as a director or officer of the corporation (and the corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the corporation or is or was serving at the request of the corporation in any other capacity for or on behalf of the corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding initiated by such person only if such action, suit or proceeding was authorized by the Board of Directors of the corporation. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this Section (B) shall be deemed to be a contract between the corporation and each person referred to herein.

(C) No amendment to or repeal of these provisions shall apply to or have any effect on the liability or alleged liability of any person for or with respect to any acts or omissions of such person occurring prior to such amendments or repeal.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly, have hereunto set my hand this 9th day of December, 1998.


Howard L. Rosenberg