

## Nashville, Tennessee

**Alliance Network, Inc. d/b/a C2k  
for Cancellation of Authority to Provide  
Resold Local Telecommunication  
Services In Tennessee**

## ORDER GRANTING CANCELLATION OF

This matter is before the Tennessee **Alliance Network, Inc. d/b/a C2k** to cancel their authority to provide Resold Local Telecommunications services in Tennessee. This matter was considered by the Authority at a regularly scheduled Authority Conference held on January 23, 2001.

WHEREFORE, having considered the request of **Alliance Network, Inc. d/b/a C2k** to cancel their authority, the Authority finds that such a cancellation should be granted.

IT IS THEREFORE ORDERED: **Alliance Network, Inc. d/b/a C2k** to cancel their authority to provide Resold Local Telecommunication services in Tennessee, Docket No. 00-00563, is hereby granted; and

- 2) That this docket is herewith closed.

Chairman Sara Kyle

Director Lynn Greer

Director Melvin Malone

ATTEST:

K. David Waddell

Company ID: 00128397  
Alliance Network, Inc.  
1001 Howard, Suite 3500  
New Orleans, LA 70113

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN February 15, 2000

IN RE: CASE NUMBER: 99-00563

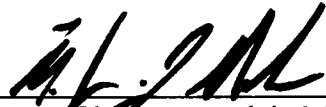
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 February 15, 2000 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

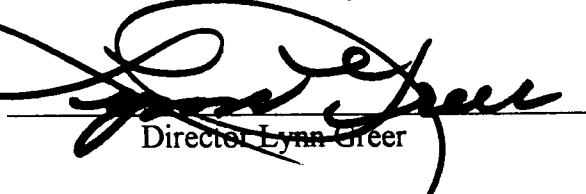


Director Sara Kyle

ATTEST:



Executive Secretary



Director Lynn Greer

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 09/03/99  
REQUEST NUMBER: 3737-2002  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 09/03/99 1021  
EFFECTIVE DATE/TIME:  
CONTROL NUMBER: 0372743

TO:  
LANCE J.M. STEINHART, ATTORNEY  
6455 EAST JOHNS  
CROSSING, SUITE 285  
DULUTH, GA 30097

RE:  
C2K, INC.  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

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

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 09/03/99  
NAME

FROM:  
ALLIANCE NETWORK, INC.  
1001 HOWARD AVENUE  
35TH FLOOR  
NEW ORLEANS, LA 70113-0000

RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00  
RECEIPT NUMBER: 00002543783  
ACCOUNT NUMBER: 00319848



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

## APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Alliance Network, Inc.

2. The state or country of incorporation is Delaware

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

C2K, Inc.

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

8/31/99  
Signature Date

President

Signer's Capacity

Alliance Network, Inc.

Name of Corporation

Don F. Angle, MD  
Signature

Don F. Angle, MD

Name (typed or printed)

fee \$20.00



State of Delaware

Office of the Secretary of State

RECEIVED  
STATE OF DELAWARE  
PAGE 1  
1999 SEP -3 AM 10:21

FILED MARSHALL  
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLIANCE 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 FIRST DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLIANCE NETWORK, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MARCH, A.D. 1999.

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



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991365409

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9949821

09-01-99

**APPLICATION FOR CERTIFICATE  
TO PROVIDE OPERATOR SERVICES AND/OR  
RESELL INTEREXCHANGE AND LOCAL EXCHANGE  
TELECOMMUNICATION SERVICES IN TENNESSEE  
[RULE 1220-4-2-57]**

**SECTION A**

Part 1: General Information

A. Name of Applicant Alliance Network, Inc.  
Address 1001 Howard, Suite 3500 City New Orleans  
State Louisiana Zip Code 70113 Phone No. (504) 596-2001

B. Owner, Partners, or **Corporate Officers**

NAME	ADDRESS	CITY	STATE	ZIP CODE
Donald F. Angle, MD	1001 Howard Avenue, Suite 3500	New Orleans	LA	70113
G. Lenn Brown	1001 Howard Avenue, Suite 3500	New Orleans	LA	70113

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

Stephanie Owen (504) 596-2001 (504) 558-0929  
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) 520-6531

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

X Resell Interexchange long distance services

     Operator Services

X Other (describe below) Resell local exchange services

(To be filled out by PSC)

Company ID Number \_\_\_\_\_

Date Approved \_\_\_\_\_

Evaluator \_\_\_\_\_

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. NJ, TX
- 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>. Applicant intends to utilize Frontier Communications for interexchange and BellSouth for local exchange.
- 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 utilize Frontier Communications for interexchange and BellSouth for local exchange.
- 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. 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.

\_\_\_\_\_  
Alliance Network, Inc.

6/9/99  
Date

Donald F. Angle  
Donald F. Angle, President

Subscribed and sworn  
before me this 9th day  
of June, 1999.

Charlotte E. Lacey  
Notary Public

Charlotte E. Lacey  
Notary Public, Gwinnett County, Georgia  
My Commission Expires November 26, 2000

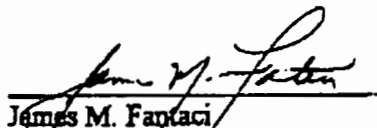
seal

CERTIFICATE OF INCORPORATION  
OF  
ALLIANCE COMMUNICATION, INC.

1. The name of the corporation is: Alliance Communication, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes 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) and all of such shares shall be without par value.
5. The board of directors is authorized to make, alter, or repeal the bylaws of the corporation. Election of directors need not be by written ballot.
6. The name and mailing address of the incorporator is:

James M. Fantaci  
643 Magazine Street  
New Orleans, Louisiana 70130

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30<sup>th</sup> day of March, 1999.

  
James M. Fantaci  
Incorporator

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 AMENDMENT OF "ALLIANCE COMMUNICATION, INC.", CHANGING ITS NAME FROM "ALLIANCE COMMUNICATION, INC." TO "ALLIANCE NETWORK, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1999, AT 1:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9792499

DATE: 06-08-99

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

I, Donald Angle, President of Alliance Communication, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DO HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

**RESOLVED:** That the Certificate of Incorporation of Alliance Communication, Inc. be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is Alliance Network, Inc."

**SECOND:** That in lieu of a meeting and vote of stockholders, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said Alliance Communication, Inc. has caused this certificate to be signed by Donald Angle, its President, this 29<sup>th</sup> day of April, 1999.

Alliance Communication, Inc.  
By: Donald F. Angle  
Donald Angle, President