

Company ID: 00128402
CallManage, Inc.
460 Summer Street, 3rd Floor
Stanford, CT 06901

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

September 28, 1999

IN RE: CASE NUMBER: 99-00578

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

---ORDER---

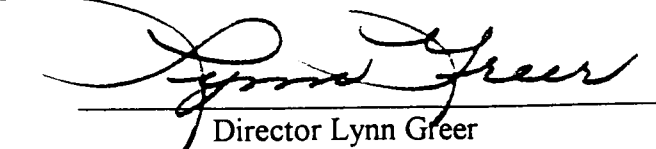
This matter is before the Tennessee Regulatory Authority upon the application of the above-mentioned company for certification as a reseller or telecommunication operator service provider in Tennessee. The TRA considered this application at a Conference held on September 28, 1999 and concluded that the 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


Director Lynn Greer

ATTEST:


Executive Secretary

**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 CallManage, Inc.
Address 460 Summer Street, 3rd Floor City Stanford
State Connecticut Zip Code 06901 Phone No. (203) 351-0880

B. Owner, Partners, or Corporate Officers

NAME	ADDRESS	CITY	STATE	ZIP CODE
Gideon Barak, Chairman	460 Summer Street, 3rd Floor	Stanford	CT	06901
Joseph Cline CEO/Pres.	460 Summer Street, 3rd Floor	Stanford	CT	06901
Itsik Onfus CFO	460 Summer Street, 3rd Floor	Stanford	CT	06901
Yair Shoham Secretary	460 Summer Street, 3rd Floor	Stanford	CT	06901
Joanna Valentini Asst. Sty	460 Summer Street, 3rd Floor	Stanford	CT	06901

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

Joanna Valentini (203) 351-0880 (203) 351-0885
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.
800-458-2682

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 _____

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. 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 II¹.
- 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 VarTec Telecom
- Q. Will the applicant be utilizing the local telephone company's billing system or bill customers direct²? 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 residential and small to mid-sized businesses using employees of the company.

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 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 or casual calling where no switch is necessary.
- 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)³, 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.

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

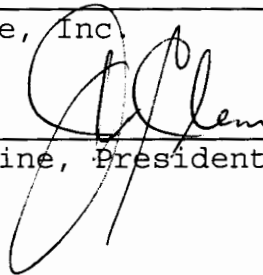
Part V: Rule Compliance Agreement

A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:

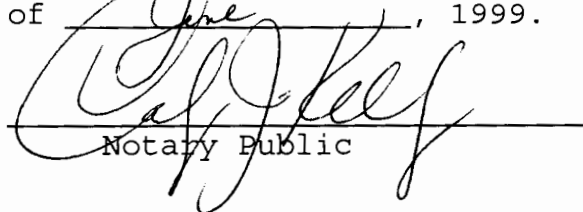
- * Has received, read, and understands the Tennessee Public Service Commission's (TPSC) Interexchange Reseller Rules and Regulations, (Appendix III)
- * Understands the penalties for non-compliance, and all associated fees to provide such service.
- * Will comply with the TPSC Interexchange Reseller 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.

CallManage, Inc.

6/23/99
Date


Joseph Cline, President

Subscribed and sworn
before me this 23 day
of June, 1999.


Notary Public

My Commission EXPIRES: 12/31/2001

seal

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 "CALLMANAGE INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 1996, AT 2:45 O'CLOCK P.M.

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



2609009 8100

960094490


Edward J. Freel, Secretary of State

AUTHENTICATION: 7891313

DATE: 04-01-96

CERTIFICATE OF INCORPORATION

OF

CALLMANAGE INC.

FIRST: The name of the Corporation is
CALLmanage Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office
of the Corporation in the State of Delaware is 1209
Orange Street, in the City of Wilmington, County of New
Castle. The name of its registered agent at that address
is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to
engage in any lawful act or activity for which a
corporation may be organized under the General
Corporation Law of the State of Delaware as set forth in
Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock
which the Corporation shall have authority to issue is
1,000 shares of Common Stock, each having a par value of
one penny (\$.01).

FIFTH: The name and mailing address of the
Sole Incorporator is as follows:

Deborah M. Reusch
P.O. Box 636
Wilmington, DE 19899

SIXTH: The following provisions are inserted
for the management of the business and the conduct of the
affairs of the Corporation, and for further definition,
limitation and regulation of the powers of the
Corporation and of its directors and stockholders:

(1) The business and affairs of the
Corporation shall be managed by or under the
direction of the Board of Directors.

(2) The directors shall have concurrent
power with the stockholders to make, alter,

amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any 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 Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws

may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) 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 By-Laws of the Corporation.

EIGHTH: 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.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, 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 1st day of April, 1996.



Deborah M. Reusch
Sole Incorporator

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 AMENDMENT OF "CALLMANAGE INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 1998, AT 3 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

2609009 8100

981194484

AUTHENTICATION:

9095309

DATE:

05-21-98

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
CALLMANAGE INC.**

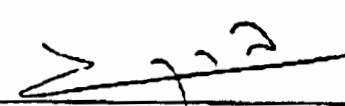
CALLMANAGE INC., a Delaware corporation, the original Certificate of Incorporation of which was filed with the Secretary of State of Delaware on April 1, 1996, HEREBY CERTIFIES that this Certificate of Amendment, amending its Certificate of Incorporation and restating in its entirety Article FOURTH as set forth below to increase the authorized capital stock of the Company, was duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

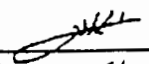
Article FOURTH of the Certificate of Incorporation is hereby amended to read as follows:

The total number of shares of stock which the Corporation shall have authority to issue is 5,000,000 shares of Common Stock, each having a par value of one penny (\$.01).

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed on its behalf on April 1, 1998.

CALLMANAGE INC.


By: Gideon Barak Gideon Barak
Title: Chairman

Attest: 
By: Yair Shuhon Yair Shoham
Title: Secretary

Secretary of State**Corporations Section**

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

DATE: 07/12/99

REQUEST NUMBER: 3711-0917

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 07/12/99 1030

EFFECTIVE DATE/TIME: 07/12/99 1030

CONTROL NUMBER: 0373845

TO:

LANCE J M STEINHART ATTY-LINDA DURNING
SUITE 285
6455 E JOHNS CROSSIN
DULUTH, GA 30097

RE:

CALLMANAGE, 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: 07/12/99

FROM:
CALLMANAGE, INC.
460 SUMMER STREET

STAMFORD, CT 06901-0000

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002520844
ACCOUNT NUMBER: 00316136



RILEY C. DARNELL
SECRETARY OF STATE