

Company ID: 00128229

Paramount International Telecommunications, Inc.
d/b/a R Network
2540 Fortune Way
Vista, CA 92083

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

September 14, 1999

IN RE: CASE NUMBER: 99-00621

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

TENNESSEE PUBLIC SERVICE COMMISSION

460 JAMES ROBERTSON PARKWAY
NASHVILLE, TENNESSEE 37243-0505

KEITH BISSELL, CHAIRMAN
STEVE HEWLETT, COMMISSIONER
SARA KYLE, COMMISSIONER

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: **Paramount International Telecommunications, Inc., d/b/a R Network**
Address: **2540 Fortune Way** City: **Vista**
State: **California** Zip Code: **92083** Phone No. **(760) 599-1920**
- B. Owner, Partners, or Corporate Officer

NAME & TITLE	ADDRESS	CITY	STATE	ZIP
Michael Eberle, Chief Executive Officer	2540 Fortune Way	Vista	CA	92083
Kay Eberle, Sec/Treasurer/Corporate Controller	2540 Fortune Way	Vista	CA	92083
Dave Moody, Chairman of the Board	2540 Fortune Way	Vista	CA	92083
Dave Paton, Executive Vice President	2540 Fortune Way	Vista	CA	92083

- C. Name and telephone number of Tennessee contact person authorized to respond to Commission inquiries Monday through Friday.
Name **Frank Lewis**
Phone No. **(760) 599-1920** Fax No. **(760) 599-1930**
- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.

Customer Service: (800) 829-8694

(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.

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

X Resell Interexchange long distance services

X **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.

Response: Paramount is currently undergoing an aggressive certification effort.

H. List any states that you have been denied authority to provide service.

Response: None

I. Areas in Tennessee to be served.

Response: Entire State

J. What type of Customers will the company serve?

a. Business XX

b. Residential

c. Aggregators XX
(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.

Response: Not applicable.

L. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers price for similar services?

Response: Yes

Paramount International Telecommunications, Inc.
Page 3

- 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

Response: Paramount's Operator Assisted Calling is available for use by transient end users from Aggregator locations. Calls are billed in one minute increments, with additional per call charges reflecting the level of operator assistance and billing method.

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

Response: The Company does not offer Casual Calling or Toll Free services.

- O. Does the applicant now have or plan to have any telecommunications facilities (e.g. switches, fiber lines) in Tennessee?

Response: No.

- P. What facility-based network will the applicant be reselling?

Response: AT&T, Teleservices and other certificated carriers.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing Customers direct²?

Response: Paramount International Telecommunications, Inc. will bill its customers through the following billing agents: Integratel and I.L.D.

- 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.

Response: The Company intends to market its services through in house sales efforts via sales calls and direct mail.

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 direct.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service.

Response: Paramount International Telecommunications, Inc. does not offer presubscribed service, therefore a letter of authorization ("LOA") does not apply.

- 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.

Response: Yes ___ No **X** Not Applicable.

- 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.

Response: Yes **X** No ___ Not Applicable.

Part II: Organization Structure

- A. Type of Organization

___ Individual **X** Corporation
___ Partnership ___ Other (Explain on separate sheet)
 Limited Liability Company

- B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws.

See Appendix IV

- (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

See Appendix IV

Part III: Financial Information

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.

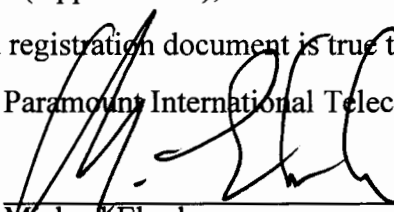
Part IV: Display Card

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.

Part V: Rule Compliance Agreement

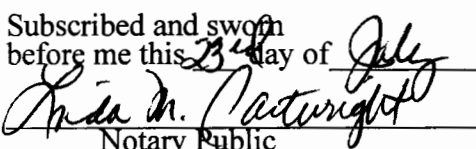
- A. The Interexchange Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Public Service Commission's (TPSC) interexchange Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and 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.

Paramount International Telecommunications, Inc.


Michael Eberle
President and CEO

Date: 7-23-99

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


Notary Public

SEAL



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

OCT 18 1995

DEAN HELLER SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

FIRST. The name of the corporation is:

PARAMOUNT INTERNATIONAL TELECOMMUNICATIONS, INC.

SECOND. Its registered office in the State of Nevada is located at 2533 North Carson Street, Carson City, Nevada 89706 that this Corporation may maintain an office, or offices, in such other place within or without the State of Nevada as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada

THIRD. The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.

C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises,

or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the

objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.

(P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

FOURTH. That the total number of common stock authorized that may be issued by the Corporation is TWENTY FIVE THOUSAND (25,000) shares of stock without nominal par value and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time for such considerations as may be fixed by the Board of Directors.

FIFTH. The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The name and post office address of the first board of Directors shall be one (1) in number and listed as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Seligman	2533 North Carson Street Carson City, Nevada 89706

SIXTH. The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH. The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Robert Seligman	2533 North Carson Street Carson City, Nevada 89706

EIGHTH. The resident agent for this corporation shall be:

LAUGHLIN ASSOCIATES, INC.

The address of said agent, and, the registered or statutory address of this corporation in the state of Nevada, shall be:

2533 North Carson Street
Carson City, Nevada 89706

NINTH. The corporation is to have perpetual existence.

TENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation,

which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of Directors deems expedient and for the best interests of the Corporation.


ELEVENTH. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

TWELFTH. No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or

officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

THIRTEENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

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 Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of October 1996.

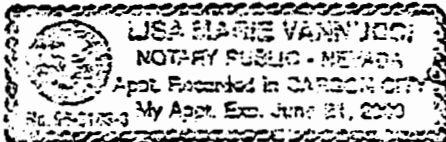

Robert Seligman

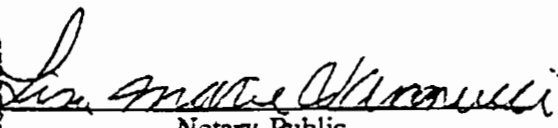
STATE OF NEVADA)
) SS:
CARSON CITY)

On this 18th day of October, 1996 in Carson City, Nevada,
before me, the undersigned, a Notary Public in and for Carson City, State of
Nevada, personally appeared:

Robert Seligman

Known to me to be the person whose name is subscribed to the foregoing
document and acknowledged to me that he executed the same.




Notary Public

I, Laughlin Associates, Inc. hereby accept as Resident Agent for the previously
named Corporation.

October 18, 1996
Date


Executive Vice President

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 07/15/99

REQUEST NUMBER: 3713-0901

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 07/15/99 1001

EFFECTIVE DATE/TIME: 07/15/99 1001

CONTROL NUMBER: 0374046

TO:
UNISEARCH INC. NAL
1295 BANDANA BLVD
S-300
ST PAUL, MN 55108

RE:
PARMOUNT INTERNATIONAL TELECOMMUNICATIONS, 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: 07/15/99

FROM:
UNISEARCH, INC. (MN)
1295 BANDANA BLVD, N
SUITE 300
ST. PAUL, MN 55108-0000

RECEIVED:	FEES \$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00002522342	
ACCOUNT NUMBER:	00202444	



RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State**Corporations Section****James K. Polk Building, Suite 1800****Nashville, Tennessee 37243-0306**

DATE: 08/03/99
REQUEST NUMBER: 3722-1532
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/03/99 0912
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0355799

TO:
UNISEARCH, INC.
1295 BANDANA BLVD N
SUITE 300
ST PAUL, MN 55108

RE:
R NETWORK
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: 08/03/99
NAME

FROM:
UNISEARCH, INC. (MN)
1295 BANDANA BLVD, N
SUITE 300
ST. PAUL, MN 55108-0000

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00
RECEIPT NUMBER: 00002530773		
ACCOUNT NUMBER: 00202444		



RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

99 AUG 18 AM 9:12

ENTERED
SECRETARY OF STATE

Partially 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 Paramount International Telecommunications, Inc.

2. The state or country of incorporation is Nevada

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

R NETWORK

[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.]

7-28-99
Signature Date

President
Signer's Capacity

Paramount International Telecommunications, Inc.
Name of Corporation

[Signature]
Signature

Michael Eberle

Name (typed or printed)

