

Company ID: 00128416
Global Connection Inc. of Tennessee
3781 Presidential Pkwy., Suite 140
Atlanta, GA 30340

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

September 14, 1999

IN RE: CASE NUMBER: 99-00624

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

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

CP #5356

Part I: General Information

A. Name of Applicant Global Connection Inc. of Tennessee

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

Tenn. Secretary of State Certificate of Authority ID Applied For

Federal Taxpayer ID Number 58-2484694

Social Security Number for Applicants

Applying as Individuals Not Applicable

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

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. refer to attached articles of incorporation, and federal taxpayer I.D.

Address 3781 Presidential Pkwy. Suite 140 City Atlanta

State GA. Zip Code 30340 Phone No. (770) 457-7174

(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY

Docket Number. _____

Company ID Number 1284116

Date Approved _____

Evaluator _____

09-00624

✓ B. Describe other businesses or business transactions, if any, at the same location as the principal business address: None

✓ C. Provide the name, business and home address of and a chronological summary of the employment history and business experience over the preceding eight years of:

Refer to attached statement

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME	TITLE	DATE OF BIRTH	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS			PHONE No.
HOME ADDRESS			PHONE No.
EMPLOYMENT HISTORY			

Provide the above requested information on separate attachments.

✓ D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?
_____ Yes X No If yes, please explain fully.

✓ E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?
_____ Yes X No If yes, please explain fully.

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business? _____ Yes X No If yes, please explain fully

F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. (Use additional pages if necessary)

None

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?
 _____ YES X NO If yes, please explain fully.

Sam Abdallah (779) 457 7174ext.200 (779) 458 6773
Name Phone No. Fax No.
(800) 754-8230 e-mail Address SEDC1235@AOL.COM

Donovan Hightower	(770) 457-7174 ext. 200	(770) 458-6773
Name	Phone No.	Fax No.
(800) 754-8230	e-mail Address	

<u>1-800-754-8230</u>		<u>770-457-7174</u>	
PHONE NUMBER		ALTERNATE PHONE NUMBER	
<u>3781 Presidential Pkwy. Suite 140 Atlanta GA. 30340</u>			
ADDRESS		CITY	ST ZIPCODE

CT Corp. Systems
530 Gay St, Knoxville, TN. 37902

Other (describe)

- B. 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.**
None
- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)
Global Connection Inc. of America has been a reseller of prepaid telephone service, licensed by the Georgia P.U.C, since October of 1998.
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. None
- If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.
- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)
None
- E. Areas in Tennessee to be served.
Throughout the entire state of Tennessee
- F. What type of customers will the applicant serve?
a. Business _____
b. Residential x _____
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____
- G. 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. None
- Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes _____ No X
- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II Flat rate residential service, with the rates determined in the attached tariff sheet (Appendix II)
- J. What is the applicant's 10XXX or 800 access code, if applicable? None
- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the

L What facility-based network(s) will the applicant be reselling? Global Connection will be a reseller of Bellsouth services.

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly?² Global will be responsible for our own billing.

N Describe briefly how the applicant plans to market their services in Tennessee?
Marketing will be done through local media, newspaper, television radio, and direct mailouts.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company: None

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, if applicable. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

We will adhere to all guidelines adopted by the Prepaid Communications Associations (a nationally recognized organization, which we are founding board members). The rules and procedures for switching a consumers interexchange service were adopted by the Standard Ethics Committee, for which Sam Abdallah serves as a board member. (Refer to section VI of the Code of Ethics Draft.) Attached hereto

Q. 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

R Applicant gives permission to the local telephone company to provide the Authority

applicant's request to be rejected.

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

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 III: Organization Structure

A. Applicant's organizational structure

 X Corporation

Publicly Traded Corporation

 Subsidiary of a Publicly Traded Corporation

_____ Limited Liability Corporation **Attach a copy of the articles of organization and operating agreement along with amendments.**

 X Other Form of Corporation

List type C-Corporation (Example S Corporation)
 Attach a copy of the charter, bylaws and/or certificate of incorporation.

_____ Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State**

_____ Joint Stock Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.**

_____ Trust **Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.**

____ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

- (a) The date and state of formation/incorporation: _____

- (1) Parent Company, if applicable _____

- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

- (c) The date admitted into Tennessee, if a foreign corporation:

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

- (d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

- (e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. None
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. Proprietorship

 Partnership

 General Attach a copy of the partnership agreement along with any amendments.

 Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

 Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 10

Employer Identification Number (E.I. N.) Applied for

Part IV: Financial Information

A. Address where business records are kept: 3781 Presidential Pkwy. Suite 140
street

Atlanta Georgia 30340 (770) 457-7174
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's unconsolidated and consolidated audited financial statements for the current year and if available, for the immediately preceding three-year period. Provide 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. refer to attached financial statement.

(1) Fiscal year end: Month 12 Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
None

(3) If applicable, name and address of independent certified public accountant:

(4) Period covered by financial statement attached: 1/1/99 to 6/30/99

C. Does the applicant currently have an internal auditor and/or internal audit program? yes

If so, Name of internal auditor Tom Pierce

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. None

Part VI: Rule Compliance Agreement

A. Have you received, read, and understand the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III) in its entirety?
X Yes No

B. Do you understand the penalties for non-compliance, and all associated fees to provide such service? X Yes No

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.

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

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),

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

Sam Abdallah

PRINTED NAME

For Corporations
and Other Organizations

Global Connection Inc. of Tennessee
(NAME OF CORPORATION)

BY: _____

SIGNATURE

Sam Abdallah

PRINTED NAME

President and CEO

Title

ATTEST: _____

Title

On this the 17th day of August, 1999 before me, a Notary Public

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

H.A.O4.

Notary Public

My Commission Expires 12/25, 2003
seal

Secretary of State

Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr., Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9821083
EFFECTIVE DATE: 06/01/1998
COUNTY : DEKALB
REFERENCE : 0047
PRINT DATE : 06/03/1998
FORM NUMBER : 311

SAM ABDALLAH
3783 PRESIDENTIAL PKWY
SUITE 117
ATLANTA GA 30340

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

GLOBAL CONNECTION INC. OF AMERICA A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

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

DATE: 08/19/99

REQUEST NUMBER: 3729-2909

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 08/19/99 0902

EFFECTIVE DATE/TIME: 08/19/99 0902

CONTROL NUMBER: 0375830

TO:

GLOBAL CONNECTION INC OF TENNESSEE
3781 PRESIDENTIAL PK
SUITE 140
ATLANTA, GA 30340

RE:

GLOBAL CONNECTION INC. OF TENNESSEE
CHARTER - FOR PROFIT

CONGRATULATIONS UPON THE INCORPORATION OF THE ABOVE ENTITY IN THE STATE OF TENNESSEE, WHICH IS EFFECTIVE AS INDICATED.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH THE WRITTEN NOTIFICATION. 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 DISSOLUTION.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CHARTER - FOR PROFIT

ON DATE: 08/19/99

FROM:

GLOBAL CONNECTION INC OF AMERICA
3781 PRESIDENTIAL PK
SUITE 140
ATLANTA, GA 30340-0000RECEIVED: **FEES**
\$100.00 \$0.00

TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002538046
ACCOUNT NUMBER: 00318871*Riley C. Darnell*RILEY C. DARNELL
SECRETARY OF STATE