

Company ID: 00128420  
Intelcom  
5945 Wilcox Place, Suite B  
Dublin, OH 43016

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, TN

December 7, 1999

IN RE: CASE NUMBER: 99-00649

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 December 7, 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.

ATTEST:

Executive Secretary

Chairman Melvin Malone

Director Sara Kyle

Director Lynn Greer

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

RECEIVED  
TELECOMMUNICATIONS DIVISION  
TENNESSEE REGULATORY AUTHORITY

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. **SEP 13 1999**

Part I: General Information

A. Name of Applicant Intelcom, Inc.  
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 0368386

Federal Taxpayer ID Number 31-1633652

Social Security Number for Applicants  
Applying as Individuals \_\_\_\_\_

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

Blegbi, Inc.

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.

Address 5945 Wilcox Pl. Ste. B. City Dublin

State Ohio Zip Code 43016 Phone No. (614) 91-9403  
(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 \_\_\_\_\_  
Date Approved \_\_\_\_\_  
Evaluator \_\_\_\_\_

128420  
99-00649

VOUCHER NO. 777-083696  
C# 1155 SRC. 281.03  
AMT. REC. 50.00  
DEPOSIT DATE 8/30/99

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address: \_\_\_\_\_

~~NA~~ 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:

- (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.

See Exhibit B.  
a Exhibit E.

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 ☒ 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 ☒ 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 ☒ 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)

NO

- G. 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 convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. (Use additional pages if necessary)

NO

- (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 ☒ NO ☐ If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Chris Price  
Name

(614) 791-9403  
Phone No.

(614) 791-9321  
Fax No.

(800) 810-3133

e-mail Address Chris2intelcom@ee.net

- (1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Chris Price  
Name

(614) 791-9403  
Phone No.

(614) 791-9321  
Fax No.

(800) 810-3133

e-mail Address Chris2intelcom@ee.net

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

614-791-9403  
PHONE NUMBER

on 1-800-810-3133  
ALTERNATE PHONE NUMBER

5945 Wilcox Place, Suite B Dublin Ohio 43016-0205  
ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

Corporation Serv. Co. - 500 Tallan Bldg.  
Two Union Square, Chattanooga, TN 37402

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary)

No Sales Agents hired yet.

Part II:

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

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Resell local services

☐ 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.

N/A

- 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.)

No business done in any states so far.  
(New company)

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.

There are no complaints filed against the company.

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.

N/A

- 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

State-wide

- F. What type of customers will the applicant serve?

- a. Business ☒  
b. Residential ☒  
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. NO

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ No \_\_\_\_\_

- 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<sup>1</sup>.

- J. What is the applicant's 10XXX or 800 access code, if applicable? N/A

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? NO

<sup>1</sup> Applicant 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? We use  
Sprint Communications as our underline  
carrier.

M Will the applicant be utilizing the local telephone company's billing system or billing customers directly? Local telephones will bill

N Describe briefly how the applicant plans to market their services in Tennessee?  
We will hire Sales Agents in  
the State of Tennessee.

O If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company. N/A

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.

See Exhibit C

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.

<sup>2</sup>A 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.

     Other Form of Corporation

List type      (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: 1-20-98 - Delaware

(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: 3-13-99

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

(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. No parent company. See Exhibit

6 F for Financial Info.

- (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. *New Company - NO History available.*
- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: *N/A*

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. *We are not qualified in your state yet. Applying now.*
- (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 *List of Officers in Exhibit B*

C. Number of employees: 6

Employer Identification Number (E.I. N.) 31-1633652

#### Part IV: Financial Information

A. Address where business records are kept: 5945 Wilcox Place, Suite B  
Dublin, Ohio 43016-0205 614-791-9403  
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.

(1) Fiscal year end: Month \_\_\_\_\_ Day \_\_\_\_\_

(2) Date of most recent audited, unconsolidated financial statement of Applicant:

*Not applicable we are a new company.*

(3) If applicable, name and address of independent certified public accountant:  
*See Exhibit F for Financial Information.*

*Not applicable*



\_\_\_\_\_  
N/A  
\_\_\_\_\_

(4) Period covered by financial statement attached: \_\_\_\_\_

C. Does the applicant currently have an internal auditor and/or internal audit program? NO

If so, Name of internal auditor \_\_\_\_\_.

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.

No History  
Available

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

\_\_\_\_\_  
PRINTED NAME

For Corporations  
and Other Organizations

BY:

Intelcom, Inc.  
(NAME OF CORPORATION)

[Signature]  
SIGNATURE

Kassi Avion  
PRINTED NAME

President  
Title

ATTEST:

\_\_\_\_\_  
\_\_\_\_\_  
Title

On this the 23 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.

[Signature]  
Notary Public

seal

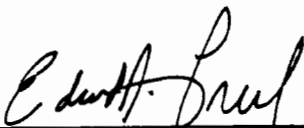
**CLARENCE A. MILLER**  
**CLARENCE A. MILLER**  
**Exp. Date: 2-21-03**

*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 INCORPORATION OF "INTELCOM, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2848514 8100

991256930

AUTHENTICATION: 9840910

DATE: 06-30-99

CERTIFICATE OF INCORPORATION  
OF

INTELCOM, INC.  
A CLOSE CORPORATION

FIRST: The name of this corporation is INTELCOM, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1313 N. Market St., Wilmington, DE 19801-1151, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 1,500 shares of  
NO par value.

FIFTH: The name and mailing address of the incorporator is:  
Regina Cephas, 1313 N. Market St., Wilmington DE 19801-1151

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be represented by certificates and shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: JANUARY 20, 1998

  
Regina Cephas

# APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

To the Secretary of the State of Tennessee:

Pursuant to the provisions of Section 48-65-103 of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business or conduct affairs in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is INTELCOM, INC.

If different, the name under which the certificate of authority is to be obtained is \_\_\_\_\_

[NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a nonprofit foreign corporation if its name does not comply with the requirements of Section 48-54-101 of the Tennessee Nonprofit Corporation Act. If obtaining a certificate of authority under an assumed name, this application must be accompanied by an application for registration of assumed corporate name filed pursuant to Section 48-54-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is DELAWARE

3. The date of its incorporation is 01/20/98 (must be month, day, and year), and the period of duration, if other than perpetual, is PERPETUAL

4. The complete street address (including zip code) of its principal office is 5945 WILCOX PLACE suite B, Dublin OH/FRANKLIN 43016  
Street City State/Country Zip Code

5. The complete street address (including the county and zip code) of its registered office in Tennessee and the name of its registered agent at that office is 500 TALLAN BLDG. TWO UNION SQUARE, CHATTANOOGA TN  
Street City County Zip Code  
CORPORATION SERVICE COMPANY  
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

KASSI AVION, PRESIDENT & CEO 5945 WILCOX PLACE #B, Dublin OH 43016  
Dr. Edward Felke, Secretary 5945 WILCOX PLACE #B, Dublin OH 43016

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)  
Dr. George Manyando 1256 PARKER FLORISANT MO 63031  
Dr. Joseph Frimpong 9 Morning View Circle, CANFIELD OH 44406

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) N/A

9. ☒ The corporation has members.  
☐ The corporation has no members.

[NOTE: Please mark the applicable statement.]

10. The corporation is a nonprofit corporation.

11. ☒ If the corporation had been incorporated in Tennessee, it would be a public benefit corporation.

☐ If the corporation had been incorporated in Tennessee, it would be a mutual benefit corporation.

[NOTE: Please mark the applicable statement.]

12. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is \_\_\_\_\_, 19 \_\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee.]

February 10, 1999

Signature Date

PRESIDENT & CEO

Signer's Capacity

INTELCOM, INC.

Name of Corporation

KASSI AVION

Signature

KASSI AVION

Name (typed or printed)

