

Company ID: 00128440
INET Interactive Network System, Inc.
1640 S. Sepulveda Blvd., Suite 320
Los Angeles, CA 90025

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN October 12, 1999

IN RE: CASE NUMBER: 99-00729

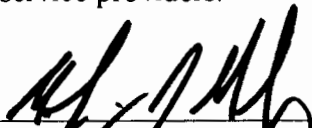
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 October 12, 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 REGULATORY AUTHORITY



Lynn Greer, Chairman
Sara Kyle, Director
Melvin Malone, Director

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

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

SECTION A

Part 1: General Information

A. Name of Applicant INET Interactive Network System, Inc.
Address 1640 S. Sepulveda Blvd., Suite 320 City Los Angeles
State CA Zip Code 90025 Phone No. (810) 235-3177

B. Owner, Partners, or Corporate Officer

	NAME	ADDRESS	CITY	STATE	ZIP CODE
Pres.	Claude Buchert	1640 S. Sepulveda	Los Angeles	CA	90025
CEO	BRIAN ROBSON	1640 S. Sepulveda	Los Angeles	CA	90025

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Helene Legendre (810) 235-3177 (310) 235-3190
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
Monica R. Borne (504) 832-1984 (604) 831-0892
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. 800-867-8969

E. Check the type of telecommunication services you plan to provide in Tennessee.
☒ Resell Interexchange long distance services
☐ Operator Services
☐ Resell local services
☐ Other (describe) _____

(To be filled out by TRA)
Company ID Number 128440
Date Approved _____
Evaluator _____

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.

- 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) that the applicant is authorized to operate in at this time. CA, CO, FL, GA, IA, IL, MA, MD, MI, MT, NJ, NY, NV, OR, TX, UT, VA, WA

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.

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.
Not applicable.

- H. List any states that the applicant has been denied authority to provide service.
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.

- I. Areas in Tennessee to be served.
Statewide.

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

- a. Business X
b. Residential X
c. Aggregators _____
(e.g. Hotels, Payphones)
d. Other (specify) _____

- K. 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.

- 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. See Exhibit F.

- N. What is the applicant's 10XXX or 800 access code, if applicable? _____
800-431-4945 for travel cards.

- 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(s) will the applicant be reselling? Frontier.

- Q. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²? The Company will bill customers using LEC billing. Sample bill attached as Exhibit E.

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 directly.

- 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.
The Company will market using in-house sales representatives.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. Written LOAs or third party
verfiication.
- 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 Authority 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 tarified rates. Yes X No

Part II: Organization Structure

A. Type of Organization

 Individual X Corporation
 Partnership Other (Explain on separate sheet)

B. If partnership and/or Non-resident

- (1) Attach a copy of Articles of Incorporation and current by-laws. Exhibits A and B
 (2) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.
 Exhibit C.

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. Exhibit D.

Part IV: Display Card

If applicable, 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.

Not applicable.

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 Reseller or Operator Service Provider applicant, hereby, affirms the following:
- Has received, read, and understands the Tennessee Regulatory Authority's (TRA) Reseller Rules and Regulations, (Appendix III)
 - Understands the penalties for non-compliance, and all associated fees to provide such service.
 - 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),
 - That all information provided in the attached registration document is true to the best of my knowledge.

INET Interactive
Network System, Inc.

Company Name

Date

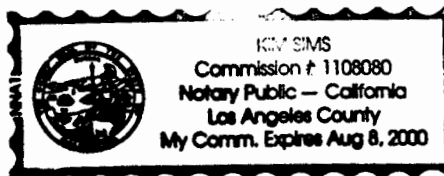
Company Official

President

Title

Subscribed and sworn
before me this 26 day
of MARCH 19 99

[Signature]
Notary Public



seal

MAR - 5 1999

AGREEMENT OF MERGER

This Agreement of Merger is entered into between INET Acquisition, Inc., a California corporation (herein "Surviving Corporation"), INET Interactive Network System, Inc., a California corporation (herein "Merging Corporation") and Coyote Network Systems, Inc., a Delaware corporation (herein "Parent Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Merging Corporation presently has 47,600 shares outstanding, of which 26,180 shares of Merging Corporation shall be converted into 178,470 shares of Parent Corporation, and 21,420 shares of Merging Corporation shall be converted into cash at \$31.20 per share.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.
6. Article I of the Articles of Incorporation of Surviving Corporation is hereby amended to read as follows:
"The name of this corporation is: INET Interactive Network System, Inc."

IN WITNESS WHEREOF, the parties have executed this Agreement as of September 30, 1998.

"Surviving Corporation"

INET Acquisition, Inc.
a California corporation

By: E. A. Beeman
Edward A. Beeman, President
Chief Financial Officer and Secretary

"Parent Corporation"

Coyote Network Systems, Inc.
a Delaware corporation

By: E. A. Beeman
Edward A. Beeman, Executive Vice
President, Chief Financial Officer and
Secretary

"Merging Corporation"

INET Interactive Network System, Inc.
a California corporation

By: [Signature]
Claude Buchert, President

By: [Signature]
Helene Legendre, Secretary

OFFICERS' CERTIFICATE

OF

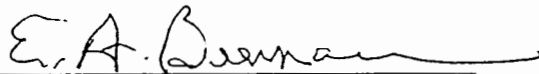
COYOTE NETWORK SYSTEMS, INC.

Edward A. Beeman, Executive Vice President, Chief Financial Officer and Secretary of Coyote Network Systems, Inc., a corporation duly organized and existing under the laws of the State of Delaware, does hereby certify:

1. That I am the Executive Vice President, Chief Financial Officer and Secretary of Coyote Network Systems, Inc., a Delaware corporation.
2. That the principal terms of the Plan of Merger in the form attached as Exhibit "A" hereto were approved by the Board of Directors of this corporation and no vote of the shareholders of this corporation was required in order to approve the Plan of Merger.

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Executed at Westlake Village, California, on September 30, 1998.



Edward A. Beeman, Executive Vice President,
Chief Financial Officer and Secretary

OFFICERS' CERTIFICATE

OF

INET ACQUISITION, INC.

Edward A. Beeman, Executive Vice President, Chief Financial Officer and Secretary of INET Acquisition, Inc., a corporation duly organized and existing under the laws of the State of California, does hereby certify:

1. That I am the Executive Vice President, Chief Financial Officer and Secretary of INET Acquisition, Inc., a California corporation.
2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger consists of 100 shares of common stock, par value \$.01 per share (the "Common Stock").
3. That the principal terms of the Plan of Merger in the form attached as Exhibit A hereto were approved by the sole shareholder of this corporation voting all 100 shares of Common Stock outstanding in favor of the Plan of Merger.
4. That no votes of the shareholders of Coyote Network Systems, Inc. a Delaware corporation was required in connection with the merger.

The undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at Westlake Village, California, on 30th September 1998.



Edward A. Beeman,
Executive Vice President,
Chief Financial Officer and Secretary

OFFICERS' CERTIFICATE

OF

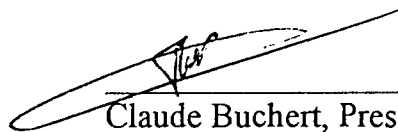
INET INTERACTIVE NETWORK SYSTEM, INC.

Claude Buchert, President, and Helene Legendre, Secretary, of INET Interactive Network System, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

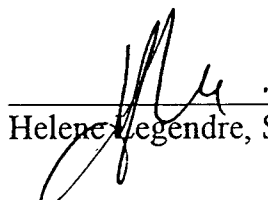
1. That we are the President and Secretary, respectively, of INET Interactive Network System, Inc., a California corporation.
2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger consists of 47,600 shares of common stock, par value \$.01 per share (the "Common Stock").
3. That the principal terms of the Plan of Merger in the form attached as Exhibit "A" hereto were approved by all of the shareholders of this corporation voting all 47,600 shares of Common Stock outstanding in favor of the Plan of Merger.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Westlake Village, California, on September 30, 1998.



Claude Buchert, President



Helene Legendre, Secretary



ARTICLES OF INCORPORATION
OF
INET ACQUISITION, INC.
A CALIFORNIA CORPORATION

2094251

FILED
In the office of the Secretary of State
of the State of California

SEP 29 1998

Bill Jones
BILL JONES, Secretary of State

ARTICLE I.

The name of this corporation is: INET Acquisition, Inc.

ARTICLE II.

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 California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III.

The name and address in the State of California of the corporation's ^{initial} agent for service of process is: CT Corporation System.

ARTICLE IV.

The aggregate number of shares which the Corporation shall be authorized to issue is 100 consisting of one class only, designated as "Common Stock," with a par value of \$.01 per share.

ARTICLE V.

The address in the State of California of the office of the Corporation is 818 West Seventh Street, Los Angeles, California 90017.

ARTICLE VI.

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VII.

The corporation is authorized to indemnify the agents of the corporation to the fullest extent permissible under California law. For purposes of this provision, the term "agent" has the meaning set forth from time to time in Section 317 of the California Corporations Code.

Kenneth J. Berke
Kenneth J. Berke, Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 09/22/1999
REQUEST NUMBER: 99265157

CHARTER/QUALIFICATION DATE: 04/13/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0369191
JURISDICTION: CALIFORNIA

TO:
CHARLES COYLE & COMPANY INC
AT: CHARLES COYLE
826 SHADYBROOK DR
MARIETTA, GA 30066

REQUESTED BY:
CHARLES COYLE & COMPANY INC
AT: CHARLES COYLE
826 SHADYBROOK DR
MARIETTA, GA 30066

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"INET INTERACTIVE NETWORK SYSTEM, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3670-0323	04/13/1999	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 09/22/99

FEES

FROM:
CHARLES COYLE & COMPANY, INC.
826 SHADYBROOK DR
SUTIE B
MARIETTA, GA 30066-0000

RECEIVED: \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002551337
ACCOUNT NUMBER: 00238742



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

INET Interactive Network System, Inc.

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is INET Interactive Network System, 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 foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. If obtaining a certificate of authority under an assumed corporate name, an application must be filed pursuant to Section 48-14-101(d).]

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

3. The date of its incorporation is September 29, 1998 (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 _____

1640 S. Sepulveda Blvd., Suite 320, Los Angeles, CA 90025
 Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in this state is _____

1912 Hayes Street, Nashville, TN 37230
 Street City/State County Zip Code

The name of its registered agent at that office is _____

National Registered Agents, Inc.

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

Claude Buchert, President, 1640 S. Sepulveda Blvd., Ste. 320, Los Angeles, CA 90025

BRIAN ROBINSON, Treasurer, 1640 S. Sepulveda Blvd., Ste. 320, Los Angeles, CA 90025
BRIAN ROBINSON, Secretary, 1640 S. Sepulveda Blvd., Ste. 320, Los Angeles, CA 90025

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

Claude Buchert, 1640 S. Sepulveda Blvd., Suite 320, Los Angeles, CA 90025
BRIAN ROBINSON, 1640 S. Sepulveda Blvd., Suite 320, Los Angeles, CA 90025

8. The corporation is a corporation for profit.

9. 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 filed in this state.]

26, 1999

Signature Date

_____, President

Signer's Capacity

INET Interactive Network System, Inc.

Name of Corporation

Signature

CLAUDE BUCHERT

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 29th day of September, 1998

INET INTERACTIVE NETWORK SYSTEM, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation;

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

April 6, 1999

Bill Jones

Secretary of State