

Company ID: 128454

PDS, Inc. d/b/a Phone Debit Systems, Inc.
17400 Dallas Parkway #114
Dallas, TX 75287-7305

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN December 7, 1999

IN RE: CASE NUMBER: 99-00821

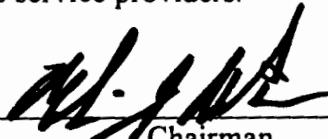
Application for Authority to Provide Operator Services and/or Resell
Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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.

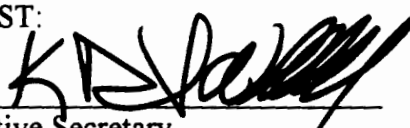
IT IS THEREFORE ORDERED:

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.


Chairman


Director

ATTEST:


Executive Secretary


Director

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:** PDS, Inc. d/b/a Phone Debit Systems, Inc.
17400 Dallas Parkway #114
Dallas, Texas 75287-7305
Phone: (972) 250-0383

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Perry D. Snavelly President	17400 Dallas Parkway #114	Dallas	TX	75287
Paul Freiman Vice President	17400 Dallas Parkway #114	Dallas	TX	75287
Terry W. Peterson Vice President - Sales and Marketing	17400 Dallas Parkway #114	Dallas	TX	75287

- C. Name and telephone number of contact person authorized to respond to Authority inquiries Monday through Friday.**

Terry Peterson, Vice President
Phone: (972) 250-0383
Fax: (972) 250-0806

- D. List a toll-free telephone number that consumers can call to report service problems and/or request refunds or adjustments.**

(800) 550-0343

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

- ☐ Resell Interexchange long distance services
☐ Resell Local Exchange services
☐ Operator Services
☒ Other (describe): Debit Card Services

- 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.**

N/A

C9-00821

(To be filled out by TRA)
Company ID Number: 128254
Date Approved: _____
Evaluator: _____

G. List the state(s) you are authorized to operate in at this time.

PDS, Inc. d/b/a Phone Debit Systems, Inc. is currently authorized to operate as a resale carrier in Colorado, Indiana, Iowa, Michigan, Nebraska and North Carolina . Phone Debit seeks authority to provide telecommunications services in Tennessee as part of the company's objective to become a nationwide service provider. Toward that goal, Phone Debit is undergoing a nationwide certification process.

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

Phone Debit has not been denied certification from any state utility commission nor has its certificate been revoked in any state.

I. Areas in Tennessee to be served.

Entire State

J. What type of Customers will the company serve?

- ☒ Business
☒ Residential
☐ Aggregators (e.g. Hotels, Payphones)
☐ 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.

Not Applicable

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

☐ Yes ☐ No ☒ Not Applicable

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

Resold telecommunications services offered by PDS, Inc. d/b/a Phone Debit Systems, Inc. will offer prepaid debit card service.

N. What is the applicant's 10XXX or 800 access code? Not applicable

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.

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

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

Phone Debit intends to initially resell the service of authorized carriers, utilizing the Phone Debit switch located in Dallas, Texas for call termination. As a telecommunications reseller, Phone Debit will not be constructing any facilities in Tennessee. No new capital investment will be required to provide service in the state.

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

Phone Debit will be utilizing AT & T as its underlying carrier.

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

Because of the prepaid nature of the card, there is no Customer billing in arrears. The Company's name and a toll-free number for inquiries is provided on the Customer card. Phone Debit's toll-free number for Customer service is 800-550-0343.

- 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.**

PDS, Inc. d/b/a Phone Debit Systems, Inc. will retail debit cards with point of sale activation at various retailers.

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

Not Applicable

- 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 ☐ No ☒ Not Applicable to debit card services.

- U. Applicant gives permission to the local telephone company to provide the Commission a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates.**

☒ Yes ☐ No

Part II: Organization Structure

A. Type of Organization

☐ Individual

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

Part III: Financial Information

- A. Attach a current financial statement showing in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports.

A current copy of PDS, Inc. d/b/a Phone Debit Systems, Inc.'s financials are attached.

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.

Not applicable

PDS, Inc. d/b/a Phone Debit Systems does not provide operator services.

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

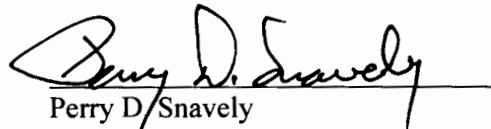
(To be filled out by TRA)
Company ID Number: _____
Date Approved: _____
Evaluator: _____

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 Regulatory Authority (TRA; formerly 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 TRA Interexchange 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.

PDS, Inc. d/b/a Phone Debit Systems, Inc.



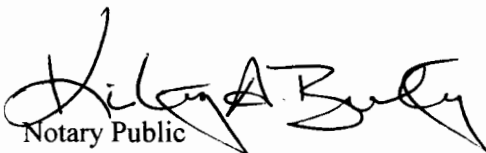
Perry D. Snavely
President

PDS, Inc. d/b/a Phone Debit Systems,
Inc.

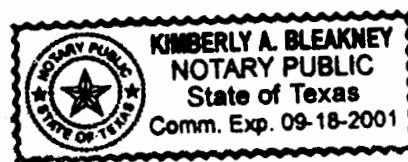
Date: 21 Aug 1999

Subscribed and sworn

before me this ^{KAB}~~11th~~ 21 day of AUGUST, 1999.


Notary Public

SEAL



(To be filled out by TRA)

Company ID Number: _____

Date Approved: _____

Evaluator: _____

CONSENT TO AMENDMENT TO ARTICLES
OF INCORPORATION OF CHURCH FUNDS, INC.

The undersigned shareholders of Church Funds, Inc., a Texas Corporation hereby consents that Article One of the Articles of Incorporation be amended to change the corporate name and to read as follows:

The name of the Corporation is PDS, Inc.

Perry D. Snively
Shareholder 50% - Perry D. Snively

Alice G. Snively
Shareholder 50% - Alice G. Snively

Secretary of State**Corporations Section**

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

DATE: 08/04/99
REQUEST NUMBER: 3724-0102
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/04/99 1323
EFFECTIVE DATE/TIME: 08/04/99 1323
CONTROL NUMBER: 0375038

TO:
UNISEARCH, INC. (% BETH PERRIZO)
1295 BANDANA BLVD N
S-300
ST PAUL, MN 55108

RE:
PDS, 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: 07/28/99

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

	FEE	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00
RECEIPT NUMBER:	00002528791	
ACCOUNT NUMBER:	00202444	



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

PDS, Inc.

RECEIVED
STATE OF TENNESSEE

1999 JUL 28 PM 1:58

FILED
SECRETARY OF STATE

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 PDS, 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) and an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Texas3. The date of its incorporation is 1-20-71 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is

<u>17400 Dallas Parkway, Suite 114</u>	<u>Dallas</u>	<u>TX</u>	<u>75287</u>
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

<u>1912 Hayes Street</u>	<u>Nashville, TN</u>	<u>Davidson</u>	<u>37203</u>
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.)

Secretary of State**Corporations Section**

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/04/99
REQUEST NUMBER: 3724-0106
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/04/99 1323
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0375038

TO:
UNISEARCH, INC. (& BETH PERRIZO)
1295 BANDANA BLVD N
S-300
ST PAUL, MN 55108

RE:
PHONE DEBIT SYSTEMS, INC.
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: 08/04/99
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: 00002531735
ACCOUNT NUMBER: 00202444



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

RECEIVED
STATE OF TENNESSEE

99 AUG -4 PM 1:23

Pursuant 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:

SECRETARY OF STATE

1. The true name of the corporation is PDS, Inc.
2. The state or country of incorporation is Texas
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
Phone Debit Systems, Inc.

[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.]

14 July 1999
Signature Date

President
Signer's Capacity

PDS, Inc.
Name of Corporation

Perry D. Snively
Signature

Perry D. Snively
Name (typed or printed)



The State of Texas

Secretary of State

SEP. 22, 1998

PHONE DEBIT SYSTEMS INC.
17400 DALLAS PKWY #114
DALLAS ,TX 75287-0806

RE:
PDS, INC.

CHARTER NUMBER 00285390-00

ASSUMED NAME:
PHONE DEBIT SYSTEMS, INC.

FILE DATE: SEP. 21, 1998

DEAR SIR OR MADAM,

THE ASSUMED NAME CERTIFICATE FOR THE ABOVE REFERENCED INCORPORATED BUSINESS OR PROFESSION HAS BEEN FILED IN THIS OFFICE. THIS LETTER MAY BE USED AS EVIDENCE OF THE FILING.

IN ADDITION TO FILING WITH THE SECRETARY OF STATE, CHAPTER 36 OF THE TEXAS BUSINESS AND COMMERCE CODE REQUIRES FILING OF THE ASSUMED NAME CERTIFICATE WITH THE COUNTY CLERK IN THE COUNTIES IN WHICH THE REGISTERED OFFICE AND THE PRINCIPAL OFFICE OF THE CORPORATION ARE LOCATED.



VERY TRULY YOURS,

A handwritten signature in cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

OFFICE OF EARL BULLOCK, COUNTY CLERK, DALLAS COUNTY, TEXAS
ASSUMED NAME CERTIFICATE FOR AN INCORPORATED BUSINESS OR PROFESSION

NOTICE:

"CERTIFICATES" ARE VALID FOR A PERIOD NOT TO EXCEED 10 YEARS FROM
THE DATE FILED IN THE COUNTY CLERK'S OFFICE (CHAPTER 34, SECT. 1,
TITLE 4 BUSINESS AND COMMERCE CODE)

THIS CERTIFICATE PROPERLY EXECUTED IS TO BE FILED IMMEDIATELY
WITH THE COUNTY CLERK

NAME UNDER WHICH BUSINESS OR PROFESSIONAL SERVICES IS OR WILL BE CONDUCTED

P.D.S., Inc. dba Phone Debit Systems, Inc.

Address: 17400 Dallas Parkway, Suite #114 (print or type)

City: Dallas State: Texas Zip Code: 75287

1. The name of the incorporated business or profession as stated in its Articles of Incorporation or comparable document is: P.D.S., Inc.

2. The state, country, or other jurisdiction under the laws of which it was incorporated is: Texas

and the address of its registered or similar office in that jurisdiction is: 17400 Dallas Parkway, Suite #114, Dallas, TX 75287

3. The period, not to exceed ten years, during which this assumed name will be used is: 10

4. The corporation is a (circle one) business corporation, non-profit corporation, professional corporation, professional association or other type of corporation (specify):
or other type of of incorporated business, professional or other association or legal entity (specify):

5. If the corporation is required to maintain a registered office in Texas, the address of the registered office is: 17400 Dallas Parkway, Suite 114, Dallas, TX 75287

and the name of its registered agent at such address is: Perry D. Snavelly
principal office (if not the same as the registered office) is:

6. If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is:

and if the corporation is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is:
the office address elsewhere is:

7. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "all" or "all except" Dallas County).

8. If this instrument is executed by the attorney-in-fact, the attorney-in-fact hereby states that he has been duly authorized, in writing, by his principal to execute and acknowledge this instrument.

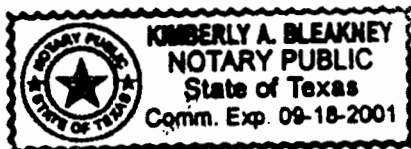
Perry D. Snavelly
Signature of Officer, representative or
attorney-in-fact of the corporation

THE STATE OF TEXAS
COUNTY OF DALLAS

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally appeared PERRY A. SNAVELLY

known to me to be the person whose name is/are subscribed to the foregoing instrument and, under oath, acknowledged to me that he signed the same for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on SEPTEMBER 15, 1998



EARL BULLOCK, COUNTY CLERK
DALLAS COUNTY, TEXAS

BY: _____
Deputy County Clerk

[Signature]
Notary Public in and for State of Texas