

Company ID: 00128471

CAT Communications International, Inc.
5650 Hollins Road
Roanoke, VA 24019

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN

February 15, 2000

IN RE: CASE NUMBER: 99-00925

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 February 15, 2000 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.

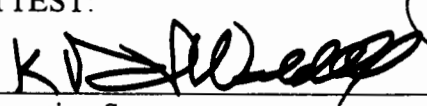
IT IS THEREFORE ORDERED:

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

99-00925

Part 1: General Information

A. Name of Applicant CAT Communications International, Inc.
Address 5650 Hollins Road City Roanoke
State VA Zip Code 24019 Phone No. (540) 265 2555

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
Norman Mason	5650 Hollins Rd.	Roanoke	VA	24019

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Norman D. Mason (540) 265-2555; Ext. 118 (540) 265-7742
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 (504) 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. 1-888-477-1224

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 _____
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. New Jersey
New York, California, Florida, Kentucky, South Carolina, D.C.

- 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 utilize print and/or television media
and 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 verbal requests
with third party verification.
- 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 tariffed 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. Exhibit A.
- (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 B

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 C.

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.

n/a

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.

CAT Communications
International, Inc.

Company Name

Date



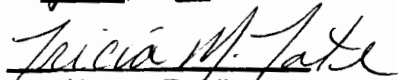
Company Official

President

Title

State of Virginia
County of Roanoke

Subscribed and sworn
before me this 27 day
of April, 1999


Notary Public

My commission expires
7-31-99

seal

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of CAT COMMUNICATIONS INTERNATIONAL, INC..

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
June 1, 1999*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

ARTICLES OF AMENDMENT OF
CAT COMMUNICATIONS INTERNATIONAL, INC.

NOW COMES Tommy Joe Williams, the Incorporator, pursuant to Section 13.1-709 of the Code of Virginia, as amended, and states as follows:

- 1) The corporation is CAT Communications International, Inc.
- 2) No shares of stock have yet been issued.
- 3) That the Board of Directors is comprised of Norman D. Mason, Chris Sedrone, Howard Swartz and Barbara S. Mason.
- 4) An Article of Amendment is hereby unanimously adopted by the Board of Directors as follows:

- a) Paragraph B authorizing 2,000 common shares of \$1.00 par is hereby amended to read as follows: "The authorized number of shares which the corporation shall have authority to issue and the par value per share are as follows:

Class - Common
Number of Shares = 2,000
Par Value = \$1.00

Class - Common-Nonvoting
Number of Shares = 2,000
Par Value = \$1.00

This Amendment was adopted on the 24th day of November, 1997.

This Amendment was adopted without shareholder approval there being no shares issued at the date of adoption.

Given my hand this 24th day of November, 1997.


Norman D. Mason, President

CAT Communications International, Inc.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

April 14, 1998

The State Corporation Commission has found the accompanying
articles submitted on behalf of

CAT COMMUNICATIONS INTERNATIONAL, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective April 14,
1998 at 01:01 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

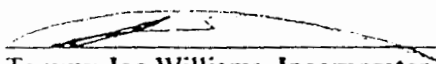
AMENACPT
C1820436
98-04-13-0177

ARTICLES OF INCORPORATION
OF
CAT COMMUNICATIONS INTERNATIONAL, INC.

We, the undersigned, hereby associate to form a stock corporation under the provisions of Chapter 9 of Title 13.1 of the Code of Virginia, 1950, as amended to date, and to that end we do by this, our Articles of Incorporation, set forth the following information:

- A. The name of this corporation is to be CAT COMMUNICATIONS INTERNATIONAL, INC.
- B. The authorized number of shares which the corporation shall have authority to issue and the par value per share are as follows: class - common, number of shares - 2,000, par value - \$1.00.
- C. Post Office address of the initial registered office of the corporation is Bramblewood Park, 2721 Brambleton Avenue, S. W., P. O. Box 21681, City of Roanoke, Virginia 24018.
- D. The name of the initial registered agent of this corporation is Tommy Joe Williams, who is a resident of the State of Virginia and a member of the Virginia State Bar and whose business office is the same as the registered office of the corporation.
- E. The number of directors constituting the initial Board of Directors are four (4) and their names and addresses are: Norman D. Mason, P. O. Box 539, Cloverdale, Virginia, 24077; Barbara S. Mason, P. O. Box 539, Cloverdale, Virginia, 24077; Chris Sedone, P. O. Box 539, Cloverdale, Virginia, 24077; and Howard Swartz, P. O. Box 539, Cloverdale, Virginia, 24077.
- F. The period of time for which this corporation shall endure shall be unlimited.
- G. The Shareholders shall have no preemptive rights.

GIVEN under my hand this 31 day of October, 1997.


Tommy Joe Williams, Incorporator

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

November 3, 1997

The State Corporation Commission has found the accompanying
articles submitted on behalf of

CAT COMMUNICATIONS INTERNATIONAL, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective November 3, 1997.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20423
97-11-03-0068

BY-LAWS
OF
CAT COMMUNICATIONS INTERNATIONAL, INC.

ARTICLE I STOCK

1. Certificates of stock shall be issued in numerical order, signed by the president and secretary and bearing the seal of the Corporation.
2. Transfers of stock may be made only on the books of the Corporation by the holder in person or his attorney and at his expense. Before the issuance of a new certificate, the old certificate shall be surrendered for cancellation and marked "canceled" with the date of the cancellation. The date of such cancellation and transfer shall be duly entered on the register or stub of the original certificate.
3. The stock book of the Corporation shall be closed for transfer ten days before the annual meeting.

ARTICLE II STOCKHOLDERS

1. Every stockholder shall be entitled to cast, at a meeting of stockholders, one vote in person or by proxy for each share of stock standing in his name on the books of the Corporation.
2. The annual meeting of the stockholders shall be held on the first Tuesday in February of each calendar year at the time and place as may be provided in the notice of the meeting thereof.
3. Special meetings of the stockholders may be called by the president, board of directors or the holders of not less than one-tenth of all the shares entitled to vote at the meeting.
4. Written notice of the time and place of the meeting shall be mailed to all stockholders entitled to vote at the addresses furnished by them not less than ten days nor more than fifty days before the meeting. Notice of a special meeting shall state the purpose thereof, provided, however, that any meeting called to amend the Articles of Incorporation or act on a plan of merger or consolidation shall be mailed not less than twenty-five days nor more than fifty days before the day of the meeting.
5. The order of business at the meeting shall be:
 - A. Roll call,
 - B. Proof of notice of meeting,
 - C. Determination of quorum,

- D. Reading and disposal of unapproved minutes,
- E. Reports of officers and committees,
- F. Election of directors,
- G. Unfinished business,
- H. New business, and
- I. Adjournment.

ARTICLE III DIRECTORS

1. For the management of the affairs of the Corporation, there shall be elected a board of directors of not less than one director if there is only one stockholder. provided that the number of directors shall be increased to not less than two at such time as there are two stockholders and shall be further increased to not less than three at such time as there are three or more stockholders as required by law. Subject to these limitations, the number of directors serving at any given time shall be determined by the board of directors. The directors shall be elected at the annual meeting of the stockholders to serve for one year, or until the qualification of their successors.

2. Vacancies occurring in the board during the year shall be filled by ballot of the board and for this purpose, a majority of the number of directors remaining before the vacancy is filled shall constitute a quorum.

3. Directors may be removed by the stockholders at any time without cause.

4. Regular meetings of the board shall be held at such time and place as may be by it designated.

5. Special meetings of the board may be held upon the call of the president or any two directors if there be three or more directors. Should there be fewer than three directors, special meetings of the board may be held upon the call of the president or any one director. Five days written or personal notice of special meetings of the board shall be given by the secretary to each member, stating the purpose thereof.

6. A majority of the directors shall constitute a quorum for the transaction of business. A majority of such quorum shall have authority to decide questions properly coming before the meeting, unless otherwise provided herein.

7. The board shall elect the officers and engage employees of the Corporation, fix their compensation and delegate to each such duties and powers as may be deemed expedient, including authority to engage other employees and agents for the Corporation, prescribe their duties and fix their wages or salaries.

8. The chairman shall be elected by the board and the secretary of the corporation shall be secretary of the board.

9. Dividends may be declared by the board out of the net earnings or surplus of the Corporation if, when and in the amount they may deem proper.

ARTICLE IV OFFICERS

1. The officers of the Corporation shall consist of a president, secretary, treasurer and such additional officers as the directors may from time to time deem necessary. Any two or more offices may be held by one person. The officers shall hold office at the pleasure of the directors and may at any time be removed with or without cause by the directors.

2. The president shall preside at all meetings, have general supervision of the affairs of the Corporation and sign all certificates of stock, deeds, notes, contracts and other instruments of the Corporation, unless otherwise ordered by the board of directors, and perform all such other duties as are incident to his office or are properly required of him by the board of directors.

3. A vice-president, if any, shall, in the absence of the president, discharge the functions of his office and perform such other duties as may be assigned to him by the board of directors.

4. The secretary shall issue notices of all meetings, keep the minutes, have charge of the corporate seal, books and records, and sign with the president all stock certificates, deeds and other instruments requiring his signature, unless otherwise ordered by the board of directors, shall make such reports and perform such other duties as are incident to his office or are properly required of him by the board of directors.

5. The treasurer shall have custody of all funds and securities of the Corporation and shall sign all checks, bonds, notes and other instruments of the Corporation requiring his signature, unless otherwise ordered by the board of directors. The treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation. He shall also prepare financial statements to be presented to the stockholders at their annual meeting unless the directors direct some other officer or officers to prepare such statements.

ARTICLE V FISCAL YEAR

The fiscal year of the Corporation shall, unless changed by appropriate resolution of the board of directors, end on the 31st day of December of each year.

ARTICLE VI DEPOSITORY

All funds of the Corporation shall be deposited in its name in some bank or banks situated in Virginia, to be withdrawn only by checks signed by such officers as the directors may from time to time designate.

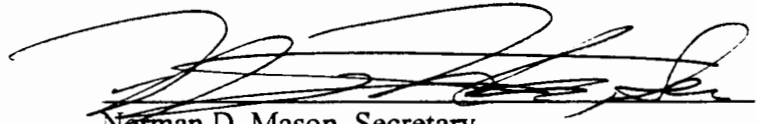
ARTICLE VII SEAL

The seal of the Corporation shall be that impressed on the margin hereof.

[SEAL]

ARTICLE VIII AMENDMENT

Any of these By-Laws may be altered, amended or repealed, or any new By-Laws may be adopted, by the affirmative vote of a majority of the whole of the Board of Directors at any meeting


Norman D. Mason, Secretary

March 7 1997
Dated

EXHIBIT B

CERTIFICATE OF AUTHORITY

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/08/1999
REQUEST NUMBER: 993121022

CHARTER/QUALIFICATION DATE: 06/09/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0372248
JURISDICTION: VIRGINIA

TO:
NOWALSKY BRONSTON & GOTHARD
AT: S. WEST
3500 N CAUSEWAY
METAIRIE, LA 70002

REQUESTED BY:
NOWALSKY BRONSTON & GOTHARD
AT: S. WEST
3500 N CAUSEWAY
METAIRIE, LA 70002

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

"CAT COMMUNICATIONS INTERNATIONAL, 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
3694-3341	06/09/1999	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 11/08/99

FEES

FROM:
NOWALSKY-BRONSTON (METAIRIE, LA)
SUITE 1275
3900 W. CAUSEWAY
METAIRIE, LA 70002-0000

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

RECEIPT NUMBER: 00002569746
ACCOUNT NUMBER: 00193877



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/08/1999
REQUEST NUMBER: 993121022

CHARTER/QUALIFICATION DATE: 06/09/1999
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0372248
JURISDICTION: VIRGINIA

TO:
NOWALSKY BRONSTON & GOTHARD
AT: S. WEST
3500 N CAUSEWAY
METAIRIE, LA 70002

REQUESTED BY:
NOWALSKY BRONSTON & GOTHARD
AT: S. WEST
3500 N CAUSEWAY
METAIRIE, LA 70002

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WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
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DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3694-3341	06/09/1999	QUAL-PROFIT	NAM DUR STK PRN OFC AGT INC. MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 11/08/99

FEES

FROM:
NOWALSKY-BRONSTON (METAIRIE, LA)
SUITE 1275
3900 W. CAUSEWAY
METAIRIE, LA 70002-0000

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

RECEIPT NUMBER: 00002569746
ACCOUNT NUMBER: 00193877



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR

CAT Communications International, Inc.

RECEIVED
STATE OF TENNESSEE
99 JUN-9 AM 8:56

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 CAT Communications International, 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 Virginia

3. The date of its incorporation is 11/03/97 (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 5650 Hollins Road

Street	City	State/Country	Zip Code
	Roanoke	Virginia	24019

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

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

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.)

Norman Mason, President, 5650 Hollins Rd., Roanoke, VA 24019

Barbara Mason, Secretary, 5650 Hollins Rd., Roanoke, VA 24019

Doyal Bryant, Vice President, 5650 Hollins Rd., Roanoke, VA 24019

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

Norman Mason, 5650 Hollins Rd., Roanoke, VA 24019

Barbara Mason, 5650 Hollins Rd., Roanoke, VA 24019

Doyal Bryant, 5650 Hollins Rd., Roanoke, VA 24019

Patricia Spencer, 5650 Hollins Rd., Roanoke, VA 24019

Joe Clark, 5650 Hollins Rd., Roanoke, VA 24019

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.]

Signature Date

President

Signer's Capacity

CAT Communications International, Inc.

Name of Corporation

Signature

Norman Mason

Name (typed or printed)

RDA 1678

3624 3342
Commonwealth of Virginia

99 JUN -9 AM 8:56



State Corporation Commission

I Certify the Following from the Records of the Commission:

CAT COMMUNICATIONS INTERNATIONAL, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is November 03, 1997.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
May 28, 1999*

Joel H. Peck

Joel H. Peck, Clerk of the Commission