

Company ID: 00128478
Direct-Tel USA, LLC
1701 West Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, TN February 29, 2000

IN RE: CASE NUMBER: 99-00969

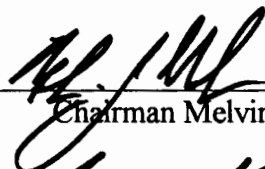
Application for Authority to Provide Operator Services and/or Resell Telecommunications Services in Tennessee Pursuant to Rule 1220-4-2-.57.

---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 29, 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

Part 1: General Information

A. Name of Applicant Direct-Tel USA LLC
Address 1701 West Hillsboro Blvd., Suite 205 City Deerfield Beach
State FL Zip Code 33442 Phone No. (954) 426-4545

B. Owner, Partners, or Corporate Officer

NAME	ADDRESS	CITY	STATE	ZIP CODE
<u>Ron Kaplan</u>	<u>1701 W. Hillsboro</u>	<u>Deerfield Beach</u>	<u>FL</u>	<u>33442</u>
<u>Les Feldman</u>	<u>1701 W. Hillsboro</u>	<u>Deerfield Beach</u>	<u>FL</u>	<u>33442</u>
<u>Carey Getelman</u>	<u>1701 W. Hillsboro</u>	<u>Deerfield Beach</u>	<u>FL</u>	<u>33442</u>

C. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.
Les Feldman (954) 426-4545 (954) 426-5495
Name Phone No. Fax No.

Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.
Kott Enterprises (207) 928-2144 (207) 928-2139
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. 888-290-2499

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.

²A 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.

Advertisements will take on 3 basic scenarios -

- 1) Television infomercial
- 2) Radio infomercial
- 3) Signs in credit-challenged areas.

- S. Describe the procedures the applicant will use to switch a consumer's preferred interexchange service, if applicable. N/A. Direct-Tel's Service

is pre-paid local service for that population
that currently has no telephone service.

- 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 ☐

- 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 ☒ No ☐

Part II: Organization Structure

- A. Type of Organization

☐ Individual ☐ Corporation

☐ Partnership ☒ Other (Explain on separate sheet) LLC

- B. If partnership and/or Non-resident

(1) Attach a copy of Articles of Incorporation and current by-laws. Exhibit 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 A

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.

Direct-Tel USA, LLC 6/4/99
Company Name Date

Martha Coleman Adm. Assist.
Company Official Title

For: Ronald Kaplan, President
Direct-Tel USA, LLC

Subscribed and sworn
before me this 4th day
of JUNE, 1999

Sherry Ridlon Bois
Notary Public

SHERRY D. RIDLON Bois
NOTARY PUBLIC, MAINE
MY COMMISSION EXPIRES
MARCH 18, 2000

seal

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 05/05/99

REQUEST NUMBER: 3680-2978

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 05/05/99 0925

EFFECTIVE DATE/TIME: 05/05/99 0925

CONTROL NUMBER: 0370377

TO:
DIRECT-TEL USA LLC
1701 W HILLSBORO BLV
STE 205
DEERFIELD BRANC, FL 33442

RE:
DIRECT-TEL USA, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED LIABILITY COMPANY 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 LIMITED LIABILITY COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

FROM:
DIRECT TEL USA LLC
1701 WEST HILLSBORO
BLVD SUITE 205
DEERFIELD BEAC, FL 33442-0000



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporation Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY

For Office Use Only

FILED

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR:

DIRECT-TEL USA, LLC

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48A-45-301 of the Tennessee Limited Liability Company Act, the undersigned 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 Limited Liability Company is: DIRECT-TEL USA, LLC.

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 Limited Liability Company if its name does not comply with the requirements of § 48A-7-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48A-7-101(1D).

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

3. The date of its organization is: September 30, 1998 (must be month, day and year)

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

1701 W. Hillsboro Blvd - Ste 805 - Deerfield Beach, Florida 33442
Street City/State Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

1912 Hayes Street - Nashville, TN 37203
Street City/State County Zip Code

The name of its registered agent at that office is: SUE BROCKMAN

6. Please insert the number of members at the date of filing 3

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 the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

11/4/98

Signature Date

PRESIDENT

Signer's Capacity

DIRECT-TEL USA, LLC.

Name of Limited Liability Company

Ronald Kaplan

Signature

RONALD KAPLAN

Name (typed or printed)

State of Delaware
Office of the Secretary of State

PAGE 1
RECEIVED
STATE OF TENNESSEE

99 MAY -5 AM 9:24


RILEY DANIELL
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "DIRECT-TEL USA, LLC" IS DULY FORMED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE
SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 1999.



2950512 8300

991141169



Edward J. Freel, Secretary of State

9685568

AUTHENTICATION:

04-14-99

DATE:

CERTIFICATE OF FORMATION
OF
DIRECT-TEL USA, LLC

The undersigned, acting as organizer of Direct-Tel USA, LLC, under the Delaware Limited Liability Company Act, submits the following Certificate of Formation for said Limited Liability Company:

I.
NAME OF COMPANY

The name of the limited liability company is Direct-Tel USA, LLC, (the "Company").

II.
PERIOD OF DURATION

The period of duration is thirty years from the date of filing of this Certificate of Formation with the Delaware Secretary of State, unless the Company is sooner dissolved.

III.
PURPOSE

The business purpose of the Company shall be or include the transaction of any or all lawful business for which limited liability companies may be organized under this Act.

IV.
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be in the State of Florida at the following address:

Direct-Tel USA, LLC
1701 W. Hillsborough Blvd.
Deerfield Beach, Florida 33442

V.
REGISTERED OFFICE AND AGENT

The Company's initial registered agent, and the name and address of the initial registered agent are as follows:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington DE 19801

VI.

MANAGEMENT OF THE COMPANY

The Company is to be managed by its member(s). The names and addresses of the initial members are as follows:

Carey Getelman
1701 W. Hillsborough Blvd.
Deerfield Beach, Florida 33442

Ron Kaplan
1701 W. Hillsborough Blvd.
Deerfield Beach, Florida 33442

Les Feldman
1701 W. Hillsborough Blvd.
Deerfield Beach, Florida 33442

VII.

ADDITIONAL MEMBERS

The Members reserve the right to admit additional Members as may be described in the Company's Regulations, and thereupon designate any rights and obligations that such additional membership interests shall have, if distinct from existing interests and the consideration to be paid for same.

VIII.

REGULATIONS

The Regulations of the Company shall set forth all provisions for the affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with law or this Certificate.

IX.

CONTINUATION UPON EVENT OF DISSOLUTION

The Members shall have the right to continue the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any event which terminates the continued membership of a Member in the Company as long as there are at least