

DUPLICATE

FISHER WAYLAND COOPER LEADER & ZARAGOZA L.L.P.

2001 PENNSYLVANIA AVENUE, N.W.

SUITE 400

WASHINGTON, D. C. 20006-1851

TELEPHONE (202) 659-3494

KEVIN M. WALSH

(202) 862-3761

FACSIMILE

(202) 296-6518

NOT ADMITTED IN D.C.

February 27, 1996

VIA FEDERAL EXPRESS

960273-TI

Mr. Thomas E. Williams
Florida Public Service Commission
2540 Shumard Oak Boulevard
Gunter Building
Tallahassee, Florida 32399

Re: Assignment of Certificate
Long Distance Services, Inc.

Dear Mr. Williams:

On behalf of Long Distance Services, Inc. ("LDSI"), we hereby respectfully request the Florida Public Service Commission ("Commission") to assign LDSI's Certificate to Provide Interexchange Telecommunications Services from LDSI to Phone Calls, Inc. ("PCI"). As detailed below, the sole officer, director, and shareholder of LDSI is also the sole officer, director, and shareholder of PCI; further, all of the stock of LDSI is being transferred to PCI.

On March 28, 1994, the Commission granted LDSI a Certificate to Provide Interexchange Telecommunications Services in the State of Florida. See Docket No. 940069-TI; see also, Order No. PSC-94-0339-FOF-TI. LDSI is currently providing long distance services in Florida.

LDSI's sole officer, director, and shareholder is Daniel Fletcher. Mr. Fletcher has discovered that several other companies across the country are incorporated and operating as "Long Distance Services, Inc." In an effort to reduce the potential confusion caused by using that name, Mr. Fletcher searched for a less common name under which his company could do business. Mr. Fletcher chose the name "Phone Calls, Inc." As of December 27, 1995, PCI is incorporated in the State of Virginia. See Attached Certificate of Incorporation and Articles of Incorporation of Phone Calls, Inc. Mr. Fletcher is the sole officer, director, and shareholder of PCI. Mr. Fletcher is in the process of transferring the stock of LDSI to PCI. Upon approval of the Commission, Mr. Fletcher will assign LDSI's Certificate to PCI. PCI will operate in the exact same manner as LDSI.

DOCUMENT NUMBER-DATE

02605 MAR -4 88

FPSC-RECORDS/REPORTING

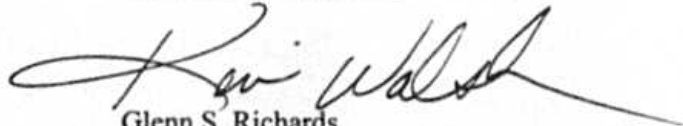
Mr. Thomas E. Williams
February 27, 1996
Page 2

The Florida Secretary of State granted PCI authority to transact business in the State of Florida. See Attached Certificate. PCI's address is as follows:

Phone Calls, Inc.
2200 Wilson Boulevard
Suite 303
Arlington, Virginia 22201
(202) 973-2197

LDSI respectfully requests that the Commission assign LDSI's Certificate to Provide Interexchange Telecommunications Services from LDSI to PCI. Please feel free to contact the undersigned if we can provide you with additional information. Also, please date-stamp the "Receipt" copy of this filing and return it in the enclosed, self-addressed, stamped envelope.

Respectfully submitted,



Glenn S. Richards
Kevin M. Walsh
Counsel for Long Distance Services, Inc. and
Phone Calls, Inc.

Attachments

J:\DATA\CLIENT\REGULATOR\APPLICAT\6758-001.FL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1996

CT SYSTEM

Qualification documents for PHONE CALLS, INC. were filed on February 26, 1996, and assigned document number F96000000964. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Doug Dickinson
Document Specialist
Division of Corporations

Letter Number: 296A00008329

ORIGINAL

FISHER WAYLAND COOPER LEADER & ZARAGOZA L.L.P.
2001 PENNSYLVANIA AVENUE, N.W.
SUITE 400
WASHINGTON, D. C. 20006-1851
TELEPHONE (202) 659-3494

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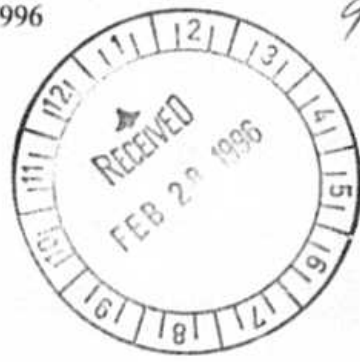
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NOT ADMITTED IN D.C.

February 27, 1996

960273-TI



VIA FEDERAL EXPRESS

Mr. Thomas E. Williams
Florida Public Service Commission
2540 Shumard Oak Boulevard
Gunter Building
Tallahassee, Florida 32399

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
95 FEB 28 AM 10:30
MAIL ROOM

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IXC cut 3543

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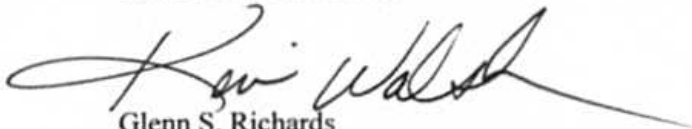
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Respectfully submitted,

A handwritten signature in black ink, appearing to read "Glenn S. Richards", with a long, sweeping underline that extends to the right.

Glenn S. Richards
Kevin M. Walsh
Counsel for Long Distance Services, Inc. and
Phone Calls, Inc.

Attachments

J:\DATA\CLIENT\REGULATO\APPLICAT\6758-001.FL

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, December 27, 1995

This is to Certify that the certificate of incorporation of

PHONE CALLS, INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

December 27, 1995



State Corporation Commission

William J. Bridge
Clerk of the Commission

ARTICLES OF INCORPORATION
OF
PHONE CALLS, INC.

I hereby form a stock corporation under the provisions of Chapter 1 of Title 13.1 of the Code of Virginia and to that end set forth the following:

FIRST: The name of the corporation is:

Phone Calls, Inc.

SECOND: The aggregate number of shares of all classes which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock, with no par value.

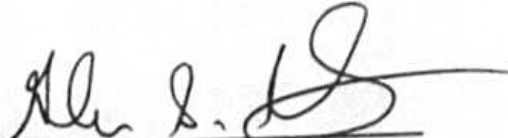
THIRD: The post office address of the initial registered office is 2200 Wilson Blvd., Suite 102-H, Arlington, Virginia 22201. The name of the county in which the initial registered office is located is County of Arlington. The name of the initial registered agent is Daniel H. Fletcher, who is a resident of Virginia and a member of the initial Board of Directors named herein, and whose business office is the same as the registered office of the corporation.

FOURTH: The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as initial director is:

<u>Name</u>	<u>Address</u>
Daniel H. Fletcher	2200 Wilson Blvd. , Suite 102-H Arlington, Virginia 22201.

FIFTH: The duration of the Corporation shall be perpetual.

Dated: December 21, 1995



Glenn S. Richards, Incorporator
Fisher Wayland Cooper
Leader & Zaragoza, L.L.P.
2001 Pennsylvania Ave., N.W.
Suite 400
Washington, D.C. 20006



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1996

CT SYSTEM

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Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Doug Dickinson
Document Specialist
Division of Corporations

Letter Number: 296A00008329

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Phone Calls, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Virginia

(State or country under the law of which it is incorporated)

3. 54-1693104

(FEI number, if applicable)

4. December 27, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 2200 Wilson Boulevard, #³⁰³102-H, Arlington, Virginia 22201

(Current mailing address)

8. Telecommunications/Long distance

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

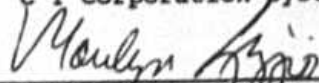
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Marilyn Lizzio, Asst. Secy

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Daniel Fletcher (sole officer)

Address: 2200 Wilson Boulevard, #102-H 303

Arlington, Virginia 22201

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Daniel Fletcher

Address: 2200 Wilson Boulevard, #102-H 303

Arlington, Virginia 22201

Vice President: _____

Address: _____

Secretary: Daniel Fletcher

Address: 2200 Wilson Boulevard, #102-H 303

Arlington, Virginia 22201

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Daniel Fletcher, President

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 26 PM 2:21