

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATIONS SERVICES IN TENNESSEE
SECTION A**

REGULATORY AUTHORITY

01 AUG 23 PM 1 24

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

OFFICE OF THE
EXECUTIVE SECRETARY

Part I: General Information

A. Name of Applicant Advanced Tel, Inc., d/b/a "EATEL"

Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.

Legal name of applicant, if different from above.

913 South Burnside Ave., Gonzales, Louisiana 70737

Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0379926

Federal Taxpayer ID Number 72-1025691

Social Security Number for Applicants

Applying as individuals Not applicable

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

EATEL

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above Requested information for each affiliate(s), as well as for applicant. East Ascension Telephone Co. and TLX Communications, Inc.

Address (SAME AS ABOVE) City _____

State _____ Zip code _____ Phone No. (225) 621- 4498

(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, Engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant.

THIS SECTION FOR TRA USE ONLY

Docket Number 01-00736

Company ID Number 128 737

Date Approved _____

Evaluator _____

Describe other businesses or business transaction, if any, at the same location as the Principal business address: _____

EATEL Construction Co., Inc., Telecommunications Construction, E-Commerce, Web Development, Incumbent Local and Competitive Local Service in Louisiana.

- C. Provide the name, business and home address of and a chronological summary of the Employment history and business experience over the preceding eight years of:
- (a) The proprietor, if the applicant is an individual;
 - (b) Every member, if the applicant is a partnership;
 - (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information)
 - (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included: **SEE ATTACHMENT "A"**

NAME	TITLE	SOCIAL SECURITY NUMBER
BUSINESS ADDRESS		PHONE No.
HOME ADDRESS		PHONE No.
EMPLOYMENT HISTORY		

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC member, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

_____ Yes X No **If yes, please explain fully.**

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order Against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partner, LLC members, directors, officers, five percent(5%) more shareholders or beneficiaries (of a trust)?

_____ Yes X No **If yes, please explain fully.**

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC member, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the Telecommunications business? _____ Yes X No **If yes, please explain fully.**

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state, describe the circumstances. Yes, TLX Communications ceased operations in Kansas because there were no customers.

G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)**

NO

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

 YES X NO **If yes, please explain fully.**

H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Janet S. Britton (225) 621-4498 (225) 647-7927
Name Phone No. Fax No.

(800) 621-4211 e-mail Address: janet@eatel.com

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Janet S. Britton (225) 621-4498 (225) 647-7927
Name Phone No. Fax No.

(800) 621-4211 e-mail Address: janet@eatel.com

I. List a toll-free telephone and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

(800) 621-4211 (225) 621-4300
PHONE NUMBER ALTERNATE PHONE NUMBER

913 SOUTH BURNSIDE AVENUE, GONZALES, LOUISIANA 70737

J. Provide the name and address of the registered agent for service of process:

C T Corporation System, 530 Gay Street, Knoxville, TN 37902

K. Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (Use additional sheets if necessary) NONE

Part II:

A. Check the type of telecommunication services you plan to provide in Tennessee.

- X Resell Interexchange long distance services
- Operator Services
- Resell local services

____ Other (describe) _____

- B. If providing operator services, list company name, address and contact person for all resell carriers you serve in Tennessee. **Provide the above information on Appendix I.**

None

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

(See Attachment "B")

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) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that applicant or any affiliate, parent company or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

None

- E. Areas in Tennessee to be served.
Statewide

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

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

- G. Does the applicant allow a property imposed (PIF) to be added to the price of intrastate telephone calls over its network? Yes _____ No X

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carrier's price for similar services? Yes _____ No X

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the information Tariff Form found in Appendix II¹.

- J. What is the applicant's 10XXX or 800 access code, if applicable? 100389

¹Applicant is required to fill out an information Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee? No
- L. Whose facility-based network(s) will the applicant be reselling? Global Crossing And MCI WorldCom
- M. Will the applicant be utilizing the local telephone company's billing system or billing Customer's directy²?
Customers will be billed directly through East Ascension Telephone Company. See Attachment "C" for copy of Bill.
- N. Describe briefly how the applicant plans to market their services in Tennessee?
Advanced Tel, Inc. plans to market services through the Internet or direct mail marketing campaigns
- O. If independent telemarketers are to be used, list the name, contact person, address and phone number and federal taxpayer ID for each company.
- | COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
|--------------|---------|---------|------|----|-----|-------|
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
| COMPANY NAME | CONTACT | ADDRESS | CITY | ST | ZIP | PHONE |
- P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.
- Advanced Tel, Inc. makes every effort to prevent slamming. Advanced Tel, Inc. currently complies with all FCC and state regulations. See Attachment "D" for a copy of Advanced Tel, Inc.'s Letter of Agency.
- Q. 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 _____

²A copy of a bill is required if the applicant is going to bill the customer directly.

- R. 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's carrier's tariffed rates.
 Yes No

Part III. Organization Structure

A. Applicant's organizational structure

Corporation

Publicly Traded Corporation

Subsidiary of a Publicly Traded Corporation

Limited Liability Corporation **Attach a copy of the articles or organization and operating agreement along with amendments.**

Other Form of Corporation (Individually owned corporation).

List type C Corporation (Example S Corporation)
 Attach a copy of the charter, bylaws and/or certificate of incorporation. See Attachment "E"

Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State**

Joint Stock Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State**

Trust **Attach a copy of trust agreement and Letter of Authorization from Tennessee Secretary of State**

Individual **Attach a copy of the Letter of Authorization from Tennessee Secretary of State**

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

- (a) The date and state of formation/incorporation: _____
 (1) Parent Company, if applicable _____

- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.
 (1) Attach a copy of the Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee.

- (c) Describe the corporate structure of the applicant, including the identify of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange.

- (d) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application.
- (e) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. _____ Proprietorship

_____ Partnership

_____ General Attach a copy of the partnership agreement along with any amendments.

_____ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.

_____ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualification to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership;
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 57

Employer Identification Number (E.I.N.) 72-1025691

Part IV. Financial Information

A. Address where business records are kept: 913 South Burnside
Street

<u>Gonzales</u>	<u>Louisiana</u>	<u>70737</u>	<u>(225) 621-4498</u>
CITY	STATE	ZIP CODE	PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide 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. See Attachment "F"

(1) Fiscal year end: Month December Day Thirty-First

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Year End December 1999 and 2000

(3) If applicable, name and address of independent certified public accountant:
Postlethwaite & Netterville, 8550 United Plaza, Suite 1001, Baton Rouge, LA 70809

(4) Period covered by financial statement attached: December 31, 1999 and 2000

C. Does the applicant currently have an internal auditor and/or internal audit program? No

If so, Name of internal auditor _____

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part V. Rule Compliance Agreement

A. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *Electronic fileroom* in its entirety?

X Yes _____ No

B. Do you understand the penalties for non-compliance, and all associated fees to provide Service? _____ X Yes _____ No

Mail the completed application and a check for \$50.00 to: Tennessee **Regulatory Authority, Post Office Box 198907, Nashville, TN 37219-8907**. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation or Certificate of Authority.

Signature

PRINTED NAME

For Corporations
and Other Organizations

ADVANCED TEL. INC.
(NAME OF CORPORATION)

BY:


SIGNATURE

DANIEL J. AHERN
PRINTED NAME

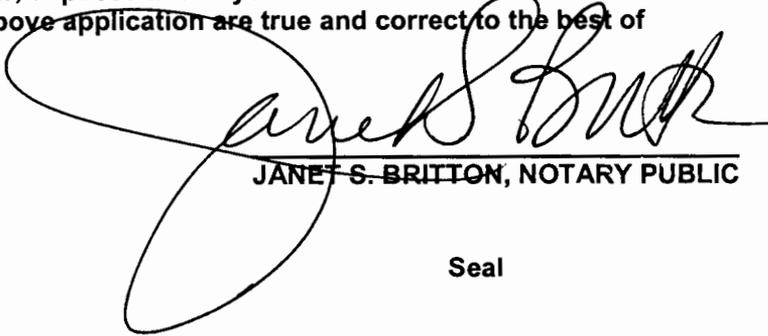
President
Title

ATTEST:


Administrative Asst.
Title

On this the 13th day of August, 2001 before me, Notary Public
Daniel J. Ahern

Known to me to be the person(s) named in, and who executed the foregoing application,
being duly sworn according to law, deposes and says that the statements and
representations set forth in the above application are true and correct to the best of
his/her knowledge and belief.


JANET S. BRITTON, NOTARY PUBLIC

Seal

TLX Communications, Inc.
d/b/a Telamerica
FCC/State Certifications

FCC Domestic Interstate Telecommunications Services
Tariff Effective 8/25/95.

FCC 214 International Message Telecommunications Service
Certified ITC #95-475, Tariff Effective 12/28/95.

Alabama

Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services, Docket No. 25359, 3/19/96.

Arizona

Certificate of Convenience and Necessity to Provide Resold InterLATA and IntraLATA Telecommunications Services. Docket No. U-3076-96-075, Decision No. 60235, 6/12/97.

Arkansas

Certificate of Public Convenience and Necessity to Operate as a Class K Reseller of Telecommunications Services. Docket No. 95-652-U, Order No. 2 dated 3/4/96.

California

Certificate of Public Convenience and Necessity to Provide InterLATA and IntraLATA Telecommunications Services. Application 96-01-035, Decision 96-04-030, 4/10/96.

Colorado

Secretary of State, 951147680, 12/4/95.

Florida

Certificate to Provide Interexchange Telecommunications Service, Docket No. 96 0475-TI, Order No. PSC -96-0914-FOF-TI, 7/16/96.

Georgia

Certificate to Resell Interexchange Telecommunications Services, Docket No. 6383-U, Certificate No. R-382, Approved 10/1/96, active certificate effective 9/16/97.

Illinois

Certificate of Interexchange Service Authority to Provide Competitive Telecommunications Services within the State of Illinois. Docket No. 96-0015, 3/13/96.

Indiana

Certificate of Territorial Authority to Resell Telecommunications Services, Cause # 40362, Approved 3/27/96.

Kansas

Cancelled Certificate in Oct. 1995

Certificate of Convenience and Authority to Transact the Business of a Reseller of Telecommunications Services, Docket No. 193-927-U, 96-TLXC - 367-COC, Effective: 2/23/96.

Louisiana

(IXC) Authority to Operate as a Reseller of Telecommunications Service, 2/4/93.

(CLEC) Certificate of Authority to Operate (as a local exchange provider),
Certificate No. TSP 00124, 8/7/97.

Mississippi

Certificate of Convenience and Necessity to Operate as a Reseller of Telecommunications Services, Docket No. 96UA 0090, TC 123137100, Approved 6/27/96.

Missouri

Certificate of Service to Provide Intrastate Telecommunications Services. Case No. TA-96-320, 5/9/96.

New York

Certificate of Public Convenience and Necessity to Operate as a Reseller of Long Distance. Case No. 96-C-0010, 4/12/96.

North Carolina

Certificate of Public Convenience and Necessity to Provide Long Distance Services, Docket No. P508, 4/23/96.

Ohio

Relief From Jurisdiction as a Switchless Reseller, 96-143-CT-RRJ, 3/15/96.

Oklahoma

Certificate of Convenience and Necessity to Provide Intrastate Toll Services, Cause No. PUD 950000414, Order No. 408536, 1/15/97.

Pennsylvania

Certificate of Public Convenience to Provide Reseller Service, Docket No. A-310362, 4/25/96.

South Carolina

Certificate of Public Convenience and Necessity to Provide Intrastate Resold Telecommunications Services, Docket No. 95-1245-C, Order No. 96-519, 8/2/96.

Tennessee

Certificate to Resell Interexchange Telecommunications Services, Docket # 95-4090, 2/24/97.

Texas

Authority to Operate as a Non-Dominant Reseller of Telecommunications Services, 1/8/96, General Docket No. 17475.

Virginia

Secretary of State - ID: F123664-7, DCN: 95-12-06-0018, 12/7/95.

November 8, 1999

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 11/16/99
REQUEST NUMBER: 3766-1242
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 11/15/99 0848
EFFECTIVE DATE/TIME: 11/15/99 0848
CONTROL NUMBER: 0379926

TO:
ADVANCED TEL., INC.
% AMANDA H. SMITH
913 S. BURNSIDE AVE
GONZALES, LA 70737-4258

RE:
ADVANCED TEL., 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: 11/15/99

FROM:
ADVANCED TEL., INC.
913 S. BURNSIDE AVE

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

GONZALES, LA 70737-0000

RECEIPT NUMBER: 00002572265
ACCOUNT NUMBER: 00324603



NOV 22 1999

Legal Dept.

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



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

For Office Use Only

FILED
APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

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 Advanced Tel, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: 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 a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.

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

3. The date of its incorporation is 2-5-85 (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
913 S. Burnside Ave., Coonzales, LA 70737
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
530 Gay St., Knoxville, TN 37902
Street City County Zip Code
CT Corporation Systems
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Ruth B Scanlan, 913 S. Burnside, Coonzales, LA 70737
A.C. Scanlan, 913 S. Burnside, Coonzales, LA 70737
John D. Scanlan, 913 S. Burnside, Coonzales, LA 70737
M.H. Czerwinski, 913 S. Burnside, Coonzales, LA 70737

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

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) 2/1/85

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (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 two (2) months prior to the date the application is filed in this state.]

11-9-99
Signature Date
President
Signer's Capacity

Advanced Tel, Inc.
Name of Corporation

Signature
M.H. Czerwinski
Name (typed or printed)

Name

Beryl S. Smith

Address

413 S. Burnside, Gonzales, LA 70737

RECEIVED
SECRETARY OF STATE
90 NOV 15 AM 8:48

SECRETARY OF STATE

UNITED STATES OF AMERICA

State of  Louisiana

Jox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

ADVANCED TEL, INC.

A LOUISIANA corporation domiciled at GONZALES,

Filed charter and qualified to do business in this State on
February 05, 1985,

I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

February 20, 2001

Jox McKeithen

CLO 34166724D
Secretary of State



ARTICLES OF INCORPORATION

OF

ADVANCED TEL., INC.

(DOMESTIC/FOREIGN)

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT
ACT 769 OF 1987**

To the State Corporation Department
State of Louisiana

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

On this 6th day of January, 1994, before me, a Notary Public in and for the State and Parish
aforesaid, personally came and appeared ARTHUR G. SCANLAN, II, and JOHN D.
SCANLAN, who are to me known to be the persons, and who, being duly sworn, acknowledged
to me that they do hereby accept appointment as the Registered Agent of Advanced Tel., Inc.,
which is a Corporation authorized to transact business in the State of Louisiana pursuant to the
provisions of the Title 12, Chapter 1, 2 and 3.



Arthur G. Scanlan, II, Registered Agent



John D. Scanlan, Registered Agent

Subscribed and sworn to before
me on the day, month, and year
first above set forth.



Notary Public

CERTIFIED EXTRACT OF RESOLUTIONS
DULY ADOPTED BY THE BOARD OF DIRECTORS OF
ADVANCED TEL., INC.

JOHN McKEITHEN
SECRETARY OF STATE
RECORDED & FILED

DATE January 13, 1994
by bj

BE IT FURTHER RESOLVED, that Arthur G. Scanlan, II, and John D. Scanlan be and hereby are appointed registered agents for the Company and Beryl S. Smith, Secretary, is hereby authorized and directed to file any and all documents necessary in connection with such appointment with the Louisiana Secretary of State.

I, Arthur G. Scanlan, II, duly elected Chief Executive Officer of Advanced Tel., Inc., do hereby certify that the above and foregoing resolution was adopted on January 6, 1994, by the unanimous written consent of the Board of Directors of Advanced Tel., Inc., and said resolutions are in full force and effect and have not been amended, rescinded or modified in any way.

This 11th day of January, 1994.



Arthur G. Scanlan, II
Chief Executive Officer

Address of Registered Agent(s):

913 S. Burnside Avenue
Gonzales, Louisiana 70737-4258

UNITED STATES OF AMERICA
State of Louisiana



Joy McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of an Amendment to the Articles of Incorporation of

ADVANCED TEL., INC.

A Louisiana corporation domiciled at Gonzales,

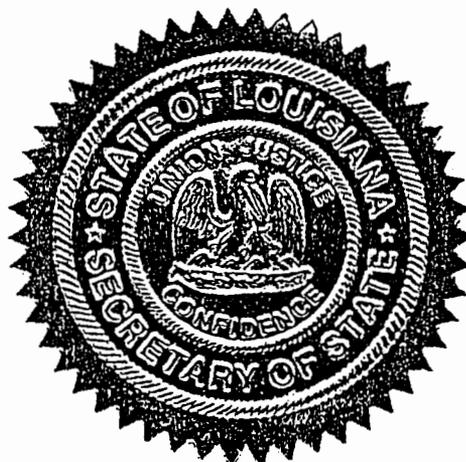
Said Amendment executed on June 23, 1988, and acknowledged
on January 16, 1989,

Was recorded in this Office on February 10, 1989, the date
Amendment became effective, and filed in the Record of
Charters Book 343.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
February 10, 1989*

Joy McKeithen
JA

Secretary of State



AMENDMENT OF THE ARTICLES
OF INCORPORATION OF
ADVANCED TEL., INC.

A meeting of the Annual Shareholders' Meeting of Advanced Tel, Inc. was held on the 23rd day of June, 1988.

"Upon motion duly made, seconded and unanimously carried, the following resolution was adopted adding Article XI to the Articles of Incorporation of Advanced Tel, Inc."

BE IT RESOLVED that no director or officer of Advanced Tel, Inc., shall be personally liable to the Corporation or its members for monetary damages for breach of a fiduciary duty as a director or officer. Notwithstanding the foregoing, the liability of a director or officer of the Corporation shall not be eliminated (a) for any breach of the director's or officer's duty of loyalty to the Corporation or its members; (b) for acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (c) for a liability under LSA R.S. 12:92 (D); or (d) for any transaction from which the director or officer derived an improper personal benefit.

If after the effective date of Article XI, the Louisiana Business Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or an officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Louisiana Corporation Law.

Black Book

UNITED STATES OF AMERICA
State of Louisiana



James H. "Jim" Brown
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Incorporation and Initial Report
of

ADVANCED TEL., INC.

Domiciled at Gonzales, Louisiana, Parish of Ascension,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 1, as amended,

By Act before a Notary Public in and for the Parish of
Ascension, State of Louisiana, on January 15, 1985,

Was filed and recorded in this Office on February 5, 1985,
the date when corporate existence began, and filed in record
of Charters Book 341,

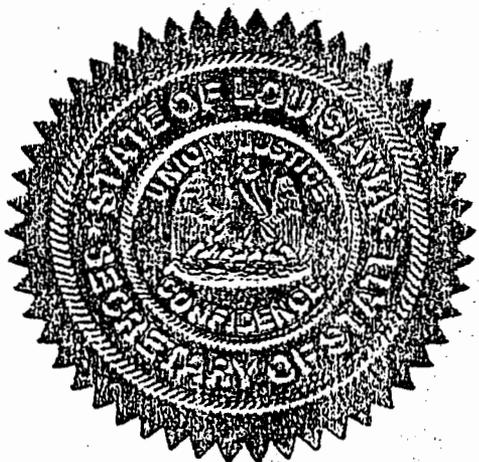
And all fees having been paid as required by law, the
corporation is authorized to transact business in this
State, subject to the restrictions imposed by law, including
the provisions of R. S. 1950, Title 12, Chapter 1, as
amended.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
February 5, 1985*

Jim Brown

kc

Secretary of State



UNITED STATES OF AMERICA
State of Louisiana



James H. "Jim" Brown
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of an Amendment to the Articles of Incorporation of
ADVANCED TEL., INC.

A Louisiana corporation domiciled at Gonzales,

Said Amendment being by Act before a Notary Public in and
for the Parish of Ascension, on March 19, 1985,

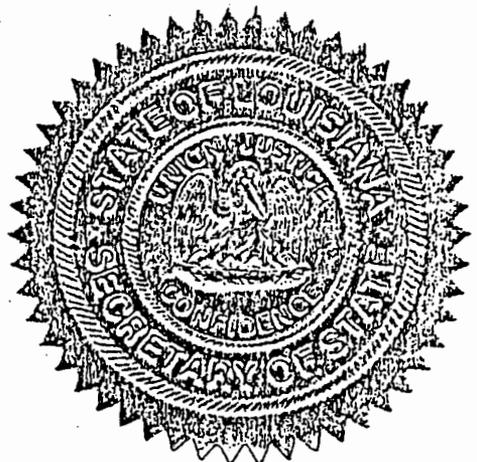
Was recorded in this Office on June 27, 1985, the date
Amendment became effective, and filed in the Record of
Charters Book 341.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
June 27, 1985*

Jim Brown

gm

Secretary of State



MINUTES OF A SHAREHOLDER'S MEETING OF
ADVANCED TEL, INC.

A special meeting of the shareholders of Advanced Tel, Inc. was held at the registered office of the corporation on the 19th day of March, 1985, at 3:00 p.m.

Present: Albert Banker, A.G. Scanlan, Charles M. King, Jr., F. N. Banker, Jr., Lance Banker, Albert J. Banker, Jr. and Arthur Scanlan, II

The secretary reported that all of the shareholders of record were present at the meeting.

Upon motion duly made, seconded, and unanimously passed, it was:

RESOLVED that Article IV of the corporation's Articles of Incorporation amended to read as follows:

"The corporation may issue twenty thousand (20,000) shares of common stock at \$10.00 par value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

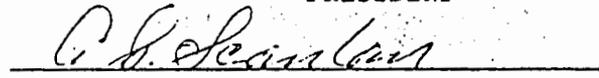
Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to assessment or other charges."

BE IT FURTHER RESOLVED that Albert J. Banker, President of the corporation, and A. G. Scanlan, Secretary, be and they are hereby authorized to execute whatever documents are necessary to effectuate this resolution.

CERTIFICATE

We hereby certify that the above and foregoing are the true and correct minutes of the shareholder's meeting held on March, 19, 1985 at the registered office of the corporation, at which all of the corporation's shareholders were present and voting.


PRESIDENT


SECRETARY

EXCERPT FROM THE MINUTES OF A SHAREHOLDERS
MEETING OF ADVANCED TEL., INC.
HELD ON March 19, 1985
(at the corporation's registered office)

"RESOLVED that Article IV of the corporation's Articles of Incorporation be amended to read as follows:

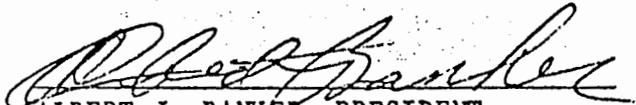
"The corporation may issue twenty thousand (20,000) shares of common stock at \$10.00 par value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to assessment or other charges."

BE IT FURTHER RESOLVED that Albert J. Banker, President of the corporation, and A. G. Scanlan, Secretary, be and they are hereby authorized to execute whatever documents are necessary to effectuate this resolution."

CERTIFICATE

We, the undersigned, hereby certify that the above and foregoing is a true and correct copy of a resolution duly passed at a meeting of the shareholders of Advanced Tel. Inc., duly and legally called, convened and held at the corporation's registered office on the 19th day of March, 1985; whereat all of the corporation's shareholders were present, and that same has not been revoked or rescinded.


ALBERT J. BANKER, PRESIDENT


A. G. SCANLAN, SECRETARY

ARTICLES OF AMENDMENT

STATE OF LOUISIANA

OF

ADVANCED TEL., INC.

PARISH OF ASCENSION

ARTICLE I.

At a special shareholder's meeting of Advanced Tel., Inc. held on the 19th day of March, 1965, at the corporation's registered office, the shareholders present, representing 100% of the outstanding shares of stock of the corporation, voted unanimously to amend Article IV of the Corporation's Articles of Incorporation to read as follows:

"ARTICLE IV.

The corporation may issue twenty thousand (20,000) shares of common stock at \$10.00 per value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to assessment or other charges."

At said meeting, Albert J. Banker, President and A. G. Scanlan, Secretary-Treasurer, were authorized to execute for and on behalf of the corporation any and all documents necessary to carry out the above stated amendment.

[Signature]
WITNESS

[Signature]
WITNESS

[Signature]
ALBERT J. BANKER
PRESIDENT

[Signature]
A. G. SCANLAN, SECRETARY-TREASURER

[Signature]
NOTARY PUBLIC

6448566

CERTIFICATE

I hereby certify that the above and foregoing is a true and correct copy of an Excerpt of the Minutes of the Annual Shareholders' Meeting of Advanced Tel, Inc. held on the 23rd day of June, 1988, at which all directors consented to the action taken therein.

Sworn to and subscribed

before me this 11th day

of January, 1989.

Guy Holden
NOTARY PUBLIC

Arthur G. Scanlan
ARTHUR G. SCANLAN, SECRETARY-TREASURER
Albert J. Banker
ALBERT J. BANKER, PRESIDENT

ARTICLES OF INCORPORATION

OF

ADVANCED TEL., INC.

BE IT KNOWN, that: In the City of Gonzales, Parish of Ascension, State of Louisiana, on this 15th day of January, 1985:

BEFORE ME, Guy Holdridge, a Notary Public, duly commissioned and qualified in said Parish and State, and in the presence of the subscribing witnesses, personally came and appeared Albert J. Banker, A. G. Scanlan, and Charles M. King, Jr., 913 S. Burnside, Gonzales, Louisiana, 70737, who declared that availing themselves of the Louisiana Business Corporation Law (Title Twelve, Chapter One of the Louisiana Revised Statutes), he does organize a corporation pursuant to that law, under and in accordance with these articles of incorporation.

ARTICLE I

NAME

The Corporation shall bear the name of Advanced Tel., Inc.

ARTICLE II

PURPOSE & POWERS

The Corporation has as its purpose the conduct of any lawful business activity authorized under the Louisiana Business Corporation Law. It has the power to do anything convenient or necessary to carry out this purpose.

Without, in any way, restricting the general grant of power set forth above, the Corporation is expressly authorized:

- a. To own, purchase or otherwise acquire immovable, movable, corporeal and incorporeal property;
- b. To hold, improve, let encumber, option, sell or otherwise alienate property of every character;
- c. To manage, broker, handle or deal in property for its own account, for another as agent, or for another as nominee;
- d. To borrow and lend money or other property;
- e. To issue, acquire, sell, negotiate, endorse, guarantee, distribute or otherwise transact with stock, bonds, notes, evidence of debt, choses in action and other securities of any kind;
- f. To participate in partnerships, joint ventures and other business entities;

- g. To make donations and other gratuitous dispositions tending to further the overall Corporation's business objectives;
- h. To create trusts, incorporate business and incorporate private funding;
- i. To establish branch offices and agencies both within and without the United States of America;
- j. To enter into employment contracts, employee benefit plans, commission arrangements, licensing agreements and other business relations; and
- k. To act, execute, sign or serve as obligor, maker, co-maker, surety or accomodation endorser for any person as authorized by the Board of Directors.

ARTICLE III

DURATION

The Corporation shall enjoy perpetual existence.

ARTICLE IV

CAPITAL STOCK

The Corporation may issue two thousand (2,000) share of common stock at \$10.00 par value. The Board of Directors shall authorize issuance of these shares for cash, property or services actually rendered to the Corporation; and the Board of Directors' valuation of non-cash consideration for shares shall be conclusive, as provided by Section 52 of the Louisiana Business Corporation Law.

*By change
attached
3/19/75*

20,000 shares

Shares of the Corporation shall have the character of incorporeal, movable property for all purposes, and shall not subject their holders to assessment or other charges.

ARTICLE V

PRE-EMPTIVE RIGHTS

Prior to allotment, issue, sale or other transfer by the Corporation of any shares of its stock, whether now or hereafter authorized, and prior to allotment, issue, sale or other transfer by the Corporation of any bonds, debentures, or other securities convertible into its stock, whether now or hereafter authorized (collectively referred to as "offered securities"), each holder of a share or shares of capital stock of the Corporation shall have a pre-emptive right to acquire the offered securities in a proportion not to

exceed the holder's proportion of all outstanding share of the Corporation's capital stock. The shareholders shall have ten (10) days to acquire offered securities, on terms and for a price specified by the Board of Directors.

If offered securities remain unpurchased at the expiration of the ten (10) day period, then each shareholder who exercised pre-emptive rights shall have the opportunity to subscribe to the remaining offered securities in a proportion not to exceed the ration that the offered securities he first subscribed to bears to the total amount of offered securities. These rights shall continue in effect for a period of five (5) days from the expiration of the initial ten (10) day period.

Offered securities not allotted to existing shareholders pursuant to this procedure, may be offered, after the final period for exercising pre-emptive rights, during a sixty (60) day period to any person for allotment, issue, or sale at not less than the price offered to shareholders and upon terms not more favorable than the terms offered to shareholders. No allotment, issue, sale or transfer of any of the offered securities shall pass title or reflect on the Corporation's book prior to compliance with these procedures, conditions and requirements. No holder of a certificate for offered securities shall receive dividends or interest thereof, or exercise voting power thereby, or participate in the Corporation's profits, or convert such bonds to stocks, until the shares or bonds are regularly transferred to him on the Corporation's books.

ARTICLE VI

RESTRICTIONS ON ALIENATION

No stock in this corporation shall be transferred unless the stock shall have been first offered for sale to the Corporation, and, if the Corporation shall fail or refuse to accept the offer, to each of the other stockholders of this Corporation. The offeree shall have an option to purchase the stock to be transferred at the following price: at the same price and on the same terms and conditions as the offeror shall have been offered by a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each stockholder at the address listed on the Corporation books. The right to transfer stock shall not exist until the

Corporation and all existing stockholders either refuse in writing the offer so made, or waive the requirement of an offer in writing, or until they fail for a period of thirty (30) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the Corporation.

Should the Corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desire to exercise it, in the proportions in which these stockholders hold stock in the Corporation.

After the expiration of the option period, no transfer at a price less than has been offered to the Corporation and the other stockholders, or on terms or conditions varying from those stated in the letter notifying the Corporation and the stockholders of a proposal to transfer, shall be valid, until the right shall have been offered to the Corporation and the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholder who proposes to transfer his stock.

The stockholders in this Corporation may make agreements, either in by-laws or by a shareholder agreement, between themselves relative to the purchase, among themselves, of the stock of this Corporation in the event of the death, insanity, retirement or disability of any stockholder, and in the event of a transfer of his stock by donation to the stockholder's spouse and linear descendants. A copy of any such agreement shall be filed with the Secretary or Secretary-Treasurer of this corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, administrators, legatees, executors and assigns.

Except as to a transfer on death or a gift of the stock of a stockholder to his spouse or linear descendants (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of any nature whatsoever shall have any effect as related to the Corporation or its stockholders, nor shall it be valid in any fashion until the option period provided above shall have expired.

ARTICLE VII
VOTING SHARES

The holders of the Corporation's stock possess all voting rights at shareholder meetings. Each shareholder may cast one vote, either in person or by proxy in a form specified by the Corporation's by-laws, for each share of stock standing in the shareholder's name on the Corporation's books. At all shareholder meetings, holders of a majority of the Corporation's shares shall constitute a quorum. A majority of votes actually cast shall decide all matters properly brought before a shareholder's meeting. Whenever any provisions of law, the articles or by-laws require the affirmative vote of shareholders to authorize or constitute corporate action, a written consent to such action shall suffice for its approval without the necessity of a meeting if signed by the otherwise needed shareholders possessing a proportion of the shareholder voting power.

ARTICLE VIII
DIRECTORS

The business affairs of the Corporation shall be managed, and the corporate powers thereof shall be vested in and exercised by a Board of not less than one (1) no more than seven (7) directors. The Corporation's by-laws shall specify the number of directors and their terms of office.

In furtherance, but not in limitation of the powers conferred by statutes, the Board of Directors is especially authorized:

- a. To make original by-laws for the government of the Corporation, provided that alteration or repeal of by-laws so made shall require approval of a majority of the shareholder voting power;
- b. To fix the consideration for issuance of shares;
- c. To create and issue, whether or no in connection with the issue and sale of shares of stock or any other Corporation securities, warrants, rights or options entitling holders thereof to purchase from the Corporation shares of its capital stock, or any other Corporation securities.

The Corporation shall act as obligor, endorser, makers, co-makers, surety or guarantor of the debt of another, only upon the unanimous consent of all its directors.

A director absent from a meeting of the Board of Directors, or any

committee thereof, may be represented by another director or shareholder who may cast the absent director's vote according to his written instructions, general or special.

Action required or permitted to be taken at Board of Directors meetings, or a committee thereof, may be taken by unanimous written consent of all directors, without meeting, as provided in the by-laws.

ARTICLE IX

SHAREHOLDER MEETINGS

The general annual meeting of the shareholders for the election of directors may be held anywhere in or outside the State of Louisiana. Notice thereof shall be given in the manner set forth in the by-laws. Failure for any cause whatsoever, to hold an annual shareholders meeting, or failure to elect directors at such meeting, shall not effect or vitiate the corporate existence.

Shareholders' meetings may be called as provided in the by-laws.

ARTICLE X

INCORPORATOR

The notarial recital immediately preceeding these Articles sets forth the incorporator's full name and post office address. This recital is adopted by reference as a part of these Articles.

Thus done and signed at my notarial office in Gonzales, Louisiana, in the presence of the subscribing competent, witnesses, who hereunto sign their names with the appear and me, Guy Holdridge, Notary Public, after reading of the whole.

WITNESSES:

[Signature]
Donna L. Schreyer

[Signature]
Albert J. Banker

[Signature]
A. G. Scanlan

[Signature]
Charles M. King, Jr.

[Signature]
Guy Holdridge, Notary Public