

4. Attachment. Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address.

- a) issues related to processing this application:
 - (i) Mark A. Cohen
 - (ii) President
 - (iii) 6300 Wilshire Blvd., Suite 710, Los Angeles, CA 90048
 - (iv) 323-801-0250
 - (v) 323-801-0341
 - (vi) mark@americanfone.com

- b) consumer issues
 - (i) Pam Trotter
 - (ii) Customer Care Manager
 - (iii) 6300 Wilshire Blvd., Suite 710, Los Angeles, CA 90048
 - (iv) 323-801-0250
 - (v) 323-801-0341
 - (vi) pam@americanfone.com

- c) customer service complaint resolution
 - (i) Pam Trotter
 - (ii) Customer Care Manager
 - (iii) 6300 Wilshire Blvd., Suite 710, Los Angeles, CA 90048
 - (iv) 323-801-0250
 - (v) 323-801-0341
 - (vi) pam@americanfone.com

- d) technical and service quality issues and compliance with service quality standards and remedies
 - (i) Mark A. Cohen
 - (ii) President
 - (iii) 6300 Wilshire Blvd., Suite 710, Los Angeles, CA 90048
 - (iv) 323-801-0250
 - (v) 323-801-0341
 - (vi) mark@americanfone.com

- e) "tariff" and pricing issues
 - (i) Irma Cochon
 - (ii) Regulatory Contact
 - (iii) 6300 Wilshire Blvd., Suite 710, Los Angeles, CA 90048
 - (iv) 323-801-0250
 - (v) 323-801-0341
 - (vi) irma@americanfone.com

- f) security/law enforcement
 - (i) Mark A. Cohen
 - (ii) President
 - (iii) 6300 Wilshire Blvd., Suite 710, Los Angeles, CA 90048
 - (iv) 323-801-0250
 - (v) 323-801-0341
 - (vi) mark@americanfone.com

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Michael S. Reed hereby certifies that:

1. He is the President and Secretary of FreedomStarr Communications, Inc., a Delaware corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of this corporation.
3. The shareholder approval was by holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge

Dated: March 24, 1997



Michael S. Reed, President and Secretary

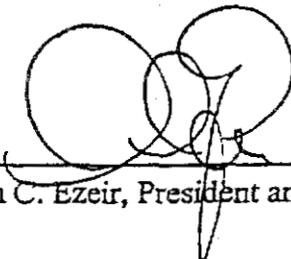
CERTIFICATE OF APPROVAL
OF
CERTIFICATE OF MERGER

Alan C. Ezeir hereby certifies that:

1. He is the President and Secretary of FCI Business Opportunity, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of this corporation.
3. The shareholder approval was by holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge

Dated: March 24, 1997



Alan C. Ezeir, President and Secretary

State of California

A490648

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

APR 17 1997



Bill Jones

Secretary of State

A490648

AGREEMENT OF MERGER
OF
FREEDOMSTARR COMMUNICATIONS, INC.,
a Delaware corporation,
INTO
FCI BUSINESS OPPORTUNITY, INC.,
a California corporation

EMBOSSED - FILED
In the office of the Secretary of State
of the State of California

APR 04 1997

BILL JONES, Secretary of State

This Agreement of Merger is entered into between FCI Business Opportunity, Inc., a California corporation (herein "Surviving Corporation"), and FreedomStarr Communications, Inc., a Delaware corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to one share of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. The Articles of Incorporation and By-Laws of Surviving Corporation shall remain in full force and effect except as herein provided.
5. The Articles of Incorporation of Surviving Corporation shall be amended upon the consummation of the merger as follows:

- (a) Article 1 shall be, and hereby is, amended in its entirety to read as follows:

"The name of this corporation is FreedomStarr Communications, Inc."

- (b) A new Article 5 shall be added to read as follows:

"ARTICLE 5

(a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through by-law provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable

limits set forth in Section 204 of said Code with respect to actions for breaches of duty to the corporation and its shareholders.

(c) Any amendment, repeal or modification of any provision of this Article 5 shall not adversely affect any right or protection of this corporation existing at the time of such amendment, repeal or modification."

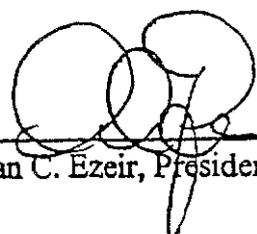
6. Merging Corporation shall, from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

7. The effect of the merger and the effective date of the merger are as prescribed by law.

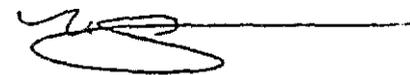
8. Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Merging Corporation, as well as for enforcement of any obligation of Surviving Corporation arising from the merger. Surviving Corporation hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings and the Delaware Secretary of State shall mail a copy of such process to Surviving Corporation at 332 South Juniper, Suite 200, Escondido, California 92025.

IN WITNESS WHEREOF, the parties have executed this Agreement this 24th day of March 1997.

FCI BUSINESS OPPORTUNITY, INC.,
a California corporation

By 
Alan C. Ezeir, President and Secretary

FREEDOMSTARR COMMUNICATIONS,
INC., a Delaware corporation

By 
Michael S. Reed, President and Secretary

State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JAN 22 1997



Bill Jones

Secretary of State

179780

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

FCI BUSINESS OPPORTUNITY, INC.

JAN 17 1997

Bill Jones
BILL JONES, Secretary of State

ARTICLE 1

The name of this corporation is FCI Business Opportunity, Inc.

ARTICLE 2

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust business or the practice of a profession permitted to be incorporated by the California Corporations Code.

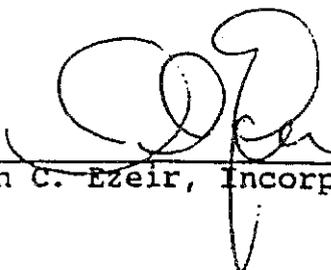
ARTICLE 3

This corporation's initial agent for service of process in the State of California is Alan C. Ezeir, 332 S. Juniper, Suite 200, Escondido, California 92025.

ARTICLE 4

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 50,000,000 shares.

Date: January 17, 1997



Alan C. Ezeir, Incorporator



State of California

Bill Jones

Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.
IMPORTANT - Read instructions before completing this form.

File# 200134516081

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 07 2001

BILL JONES, Secretary of State

This Space For Filing Use Only

1. Name of the limited liability company (end the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")

Americanfone, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea limited liability company act.

3. Name the agent for service of process and check the appropriate provision below:

Richard j. Gordon which is

an individual residing in California. Proceed to item 4.

a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.

4. If an individual, California address of the agent for service of process:

Address: 8730 Sunset Boulevard, Suite 290

City: Los Angeles

State: CA

Zip Code: 90069

5. The limited liability company will be managed by: (check one)

one manager more than one manager single member limited liability company all limited liability company members

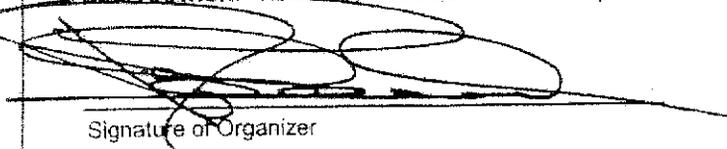
6. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.

7. Number of pages attached, if any:

8. Type of business of the limited liability company. (For informational purposes only)

Long Distance Telephone Service

9. **DECLARATION:** It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.


Signature of Organizer

Richard j. Gordon
Type or Print Name of Organizer

December 5, 2001

Date

10. RETURN TO:

NAME

Richard j. Gordon

FIRM

Americanfone, LLC

ADDRESS

8730 Sunset Boulevard, Suite 290

CITY/STATE

Los Angeles, CA

ZIP CODE

90069





OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 29, 2004

6070-257-8

AMERICAN FONE
STEPHEN WORKMAN
8730 SUNSET BLVD, STE 700
LOS ANGELES, CA 90069

RE FREEDOMSTARR COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE LICENSE FOR THE ABOVE NAMED CORPORATION TO
TRANSACT BUSINESS IN THIS STATE.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE
COUNTY IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

13.60

DOMESTIC/FOREIGN CORPORATION

(Rev. August 2001)

BUSINESS CORPORATION ACT

Submit in Duplicate

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
http://www.sos.state.il.us
Domestic: (217) 782-5797
(217) 785-5782
Foreign: (217) 782-1837

This space for use by Secretary of State

Date MAR 29, 2004

FILED

Filing Fee \$ 200.00

MAR 29 2004

(Note 1)

JESSE WHITE
SECRETARY OF STATE

Approved: MA

See Note 1 for
payment instructions

1. (a) Corporate name as of the date of issuance of the certificate of dissolution or revocation:
FreedomStar Communications, Inc.
- (b) Corporate name if changed (note 2): _____
- (c) If a foreign corporation having a certificate of authority under an assumed corporate name restriction, the assumed corporate name (note 3): _____

2. State of incorporation: CA

3. Date that the certificate of dissolution or revocation was issued: 02/02/04

4. Name and address of the Illinois registered agent and the Illinois registered office, upon reinstatement:
NOTICE! Completion of item #4 does not constitute a registered agent or office change. (note 4)

Registered Agent	<u>Corporation Service Co.</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>700 2nd St.</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite # (A.P.O. Box alone is not acceptable)</i>
	<u>Springfield</u>		<u>62704</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. This application is accompanied by all delinquent report forms together with the filing fees, franchise taxes, license fee and penalties required. (note 1)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. If there are no duly authorized officers, then the persons designated by Section 1.10(b) (2) must sign below and type or print name and title. (All signatures must be in **BLACK INK**.)

Dated March 8 2004
(Month, Day & Year)

FreedomStar Communications Inc.
(Exact Name of Corporation)

By [Signature]
(Any Authorized Officer's Signature)

Gary Hickox President
(Print name and title)

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in narrative form, resumes of key personnel, or a combination of these forms.

AmericanFone, LLC, is a telecommunication services provider for consumers and small businesses. We provide Long Distance services with a variety of access options depending on customer size and needs, all of which are conveniently linked to a single, monthly bill.

Coupled with Long Distance services, we offer Calling Card services for calling needs when away from the home or office. Calling Cards can be used from more than 80 countries worldwide. Our Toll-Free services provide an easy and simple way for people to reach our customers at home or in the office with no charge to them. Long Distance, Calling Card and Toll-Free services are conveniently linked to the customer's online bill for easy review at any time. For customers interested in controlling and monitoring their telecommunications costs more closely, we offer Monthly Calling Plans. Each month customers can purchase a predetermined amount of minutes. They can be used as needed, either at home or on the road.

Our proprietary billing systems and online distribution channels provide us with a unique competitive advantage which allows us to drive significant cost savings to our customers and to our bottom line.

Gary H. Hickox, Chief Executive Officer

Gary Hickox, Chief Executive Officer of AmericanFone, has a strong track record of achieving results in services, telecommunications, and Internet businesses, and is highly skilled at infusing new technology into established businesses. He is also recognized as an expert in telecommunications, Internet services, and consumer marketing.

Prior to joining AmericanFone, Mr. Hickox was President and CEO, and a Director of Direct Marketing Connections, Inc. where he successfully raised \$2 million in debt financing, launched a consumer retail website (getacard.com) and direct mail operation, and a consumer business. As President and COO at jfax.com (now J2 Global Communications), Mr. Hickox led the company's successful IPO. He also directed the hiring of executives and the workforce; the creation and enhancement of supplier and marketing relationships; and, the doubling of the company's customer base.

Prior to leading start-up and growth companies, Mr. Hickox enjoyed a career spanning 20 years at AT&T, one of the world's largest telecommunications companies. While there he piloted the first Internet telephony service and brought virtual private networks to market. He was also responsible for bringing advanced voice call features, cellular phones and videophones to the market place. While living in Frankfurt and Vienna, Mr. Hickox led AT&T consumer products global entry.

Mr. Hickox received his BA, *cum laude*, from Dominican University of California. He engaged in postgraduate study at Babson College, in Boston, Columbia University's Arden House facility in Harriman, NY, and at INSEAD, in Fountainebleau, France.

He currently serves as a Trustee of Dominican University of California.

Mark A. Cohen, President

As the President and COO of AmericanFone, Mark Cohen leads the company's strategic and tactical planning and directs day-to-day operations.

Before joining AmericanFone, Mr. Cohen was Vice President of Marketing at healthwindows.com where he was responsible for developing and implementing all marketing strategies, partnership management and lifecycle management of the customer experience including acquisition and retention programs. Additionally, he was responsible for product and offer development. At jfax.com (now J2 Global Communications), where Mr. Cohen was Director of Product Management, he led the product direction for an array of first-ever

unified messaging services targeted at multiple customer segments. He was responsible for the end-to-end customer experience and the jfax.com website.

A 10-year veteran of AT&T, his last assignment there was as Marketing Director for AT&T's WorldNet Business Services, where he managed the successful launch and then oversaw lifecycle management of business Internet access services.

Mr. Cohen earned a bachelor's degree from The George Washington University in Washington DC and a M.B.A. from Fordham University in New York City with a concentration in Quality Management.

16. Does Applicant currently maintain service quality standards? If YES, please attach what those standards are, any credits that may be issued for failures and how customers are notified.

Inquires by Telephone

Customers can call our Call Center and expect their call to be answered within a timely fashion. Calls are answered by our Automated Call Distributor within 3 rings. The average waiting time is to speak with a Customer Care Advocate is 10 seconds and does not exceed two minutes on a monthly basis. Our abandoned call rate is less than 1% per month and the average call is 3.5 minutes in duration. After hours, calls are routed to a voicemail and calls are returned the next business day.

Inquires by email

Customers can also contact us via email. They can send an email directly to Care by writing to Care@americanfone.com or by logging into the secure part of the website where they can enter message. All email correspondence is addressed within one business day.

Escalation process

If a customer's concerns are not satisfactorily met with the Customer Care Advocate, it can be escalated to the Supervisor, Customer Care Manager, Chief Marketing Officer and lastly to the President of the company as necessary.

Credits issued for failures

If a customer calls and claims that a call did not connect or if the quality of the call was poor, the Customer Care Advocate will verify the call records to see if a call was completed, and if so, issue credits in the form of additional minutes to the account. Customers are notified at the time of the call, or are updated via Customer's indicated form of response (voice, email, or fax).

FreedomStarr Communications, Inc.
Profit Loss
January 2005

Unaudited Draft

Ordinary Income/Expense

Income	
Revenue	
Sales	481,425.74
Returns	-35,498.58
	<u>445,927.16</u>
Net Sales	445,927.16
Consulting Revenue	0.00
Other Revenue	0.00
	<u>445,927.16</u>
Total Income	445,927.16
Cost of Goods Sold	
Platform Costs	199,593.85
Processing Costs	25,147.53
Direct Marketing Costs	8,696.60
	<u>233,437.98</u>
Total COGS	233,437.98
Gross Profit	212,489.18
Expense	
Payroll Expenses	0.00
Marketing Expenses	-10,920.99
Office Expenses	0.00
Occupancy Expenses	0.00
Professional Fees	5,348.33
Taxes and Licenses	73,658.91
Telephone & Communica.	233.14
Travel & Entertainment	0.00
Depreciation & Amort.	28,719.58
Other Expenses	1,667.29
Commissions	11,405.02
Allocations	102,330.60
	<u>212,441.88</u>
Total Expense	212,441.88
Net Ordinary Income	47.30
Other Income/Expense	
Interest Expense	0.00
Other Income	-102.48
Bad Debt Expense	0.00
Gain or Loss	0.00
Income Taxes	0.00
	<u>-102.48</u>
Total Other Income/Expense	-102.48
Net Income	<u>149.78</u>

FreedomStarr Communications, Inc.
Profit Loss
February 2005

Unaudited Draft

Ordinary Income/Expense

Income	
Revenue	
Sales	463,561.53
Returns	<u>-26,946.69</u>
Net Sales	436,614.84
Consulting Revenue	0.00
Other Revenue	<u>0.00</u>
Total Income	436,614.84
Cost of Goods Sold	
Platform Costs	179,955.55
Processing Costs	23,481.64
Direct Marketing Costs	<u>4,423.26</u>
Total COGS	<u>207,860.45</u>
Gross Profit	228,754.39
Expense	
Payroll Expenses	0.00
Marketing Expenses	0.00
Office Expenses	0.00
Occupancy Expenses	0.00
Professional Fees	6,495.17
Taxes and Licenses	72,118.31
Telephone & Communica.	234.69
Travel & Entertainment	0.00
Depreciation & Amort.	28,418.66
Other Expenses	1,581.93
Commissions	10,840.33
Allocations	<u>98,138.05</u>
Total Expense	<u>217,827.14</u>
Net Ordinary Income	10,927.25
Other Income/Expense	
Interest Expense	0.00
Other Income	-90.71
Bad Debt Expense	0.00
Gain or Loss	0.00
Income Taxes	<u>0.00</u>
Total Other Income/Expense	<u>-90.71</u>
Net Income	<u><u>11,017.96</u></u>

22. Please describe the nature of prepaid service to be provided (e.g., general service, location specific service, discounted rates for specific countries, etc.).

Pre-Paid Calling Cards allow cardholders to make calls from touch-tone phones from any phone to any where in the fifty United States any day, any time. International calling is not available with any pre-paid service. To use the service, the cardholder dials a toll-free telephone number, enters their PIN or membership number and then dials the destination telephone number.

None of AmericanFone calling cards are sold in retail outlets. AmericanFone offers prepaid calling cards to clients who provide its customers or members with a personalized calling card. Bought in bulk and customized to each client's needs, minutes can be purchased in various increments by the client and given to its members for loyalty and member appreciation programs.

Pre-Paid Calling Card

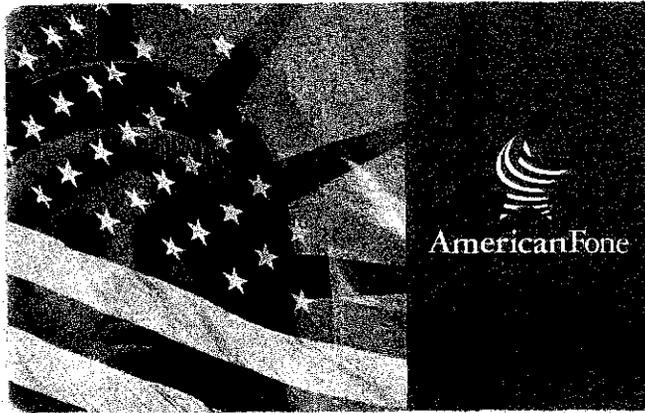
Pre-Paid Calling Card services are available as virtual or physical cards. As a virtual card, AmericanFone provides PINs and dialing instructions and the client distributes them to its members. As a physical card, there are several options available to customize the card to suit the clients's needs. There are many options in which the client can incorporate pre-paid calling into their membership loyalty program.

Promotional Cards

With the option to pre-pay the minutes, or work off a deposit, promotional cards are a great give-away and create a value-add to membership services.

Membership Cards

Membership Cards offer a little more personalization and customization. As a membership card, the client can assign each member's number as their calling card PIN.



AMERICANFONE CARD DIALING INSTRUCTIONS

To add minutes go to www.americanfonecard.com/renew

1. Dial the Direct Access Number for your location:

1-888-217-7500

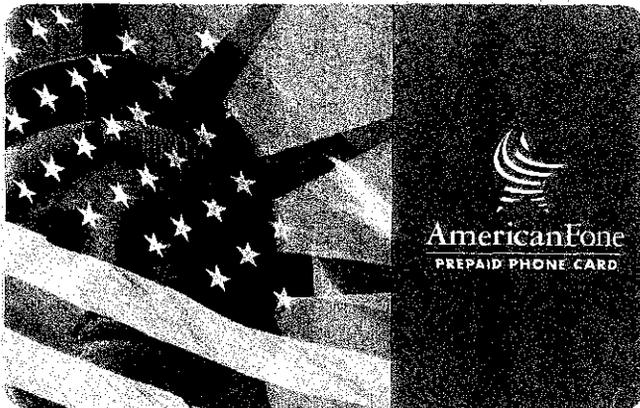
2. Enter your 10-digit Account Code:

3. Dial Destination: 1+ Area Code + Telephone Number

- Ⓜ Multiple calls? Don't hang up, press #.
- Ⓜ Misdial a digit? Press * to start over.
- Ⓜ Press *#1 to program Speed Dial number.
- Ⓜ Speed Dial? Enter speed number, then #.
- Ⓜ Redial? Press *#4.
- Ⓜ Available balance? Press *#5.

CUSTOMER SERVICE: Call Toll Free 1-800-741-0744

Fax: 888-445-9844 care@americanfone.com www.americanfonecard.com



AMERICANFONE CARD DIALING INSTRUCTIONS

To add minutes go to www.americanfonecard.com/renew

1. Dial the Direct Access Number for your location:

1-888-217-7500

2. Enter your 10-digit Account Code:

3. Dial Destination:

USA/Canada/Caribbean: 1 + Area Code + Telephone Number
 International: Country Code + City Code + Telephone Number

- Ⓜ Multiple calls? Don't hang up, press #.
- Ⓜ Misdial a digit? Press * to start over.
- Ⓜ Press *#1 to program Speed Dial number.
- Ⓜ Speed Dial? Enter speed number, then #.
- Ⓜ Redial? Press *#4.
- Ⓜ Available balance? Press *#5.

CUSTOMER SERVICE: Call Toll Free 1-800-741-0744

Fax: 888-295-7066 care@americanfone.com www.americanfonecard.com
 001551