

Barr Tell USA, Inc.
Application for Certificate to Become a Telecommunications Carrier

Attachment 2, Response to Item I.6, Articles of Incorporation and Certificate of Authority to Transact Business in Illinois

Barr Tell USA, Inc.'s ("BTU's") original name when it filed its Certificate of Incorporation with the State of New York Department of State on January 9, 2008 was Barr Bell of NY, Inc., as reflected in its Certification of Incorporation. On February 4, 1998, BTU filed a Certificate of Amendment with the State of New York Department of State changing its name to Barr Bell USA, Inc. On March 10, 1999, BTU filed another Certificate of Amendment with the State of New York Department of State changing its name to Barr Tell USA, Inc., which name it has since maintained.



received
4/28/14

OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 11, 2014

6945-055-5

BEVAN MOSCA GIUDITTA & ZARILLO PC
222 MT AIRY RD STE 200
BASKING RIDGE, NJ 07920

RE BARR TELL USA, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FILED

APR 11 2014

JESSE WHITE
SECRETARY OF STATE

FORM **BCA 13.15** (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

6945-0555
File #

Filing Fee \$ 150 Franchise Tax \$ 25 Penalty/Interest \$ - Total \$ 175 Approved: bc
Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: Barr Tell USA, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation New York; Date of Incorporation 1/9/1998; Period of Duration perpetual

3. (a) Address of the principal office, wherever located: 218 East Park Avenue, Suite 522
Long Beach, NY 11561
(b) Address of principal office in Illinois: N/A
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent: InCorp Services, Inc.
Registered Office: 901 S 2nd St., Suite 201
Springfield, IL 62704-7909, Sangamon County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
New York, New Jersey, Florida

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Harold Barr	218 East Park Avenue, Suite 522	Long Beach, NY	11561
Secretary				
Director	Yisrael Spitz	218 East Park Avenue, Suite 522	Long Beach NY	11561
Director				
Director				

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

The transaction of any lawful business for which the corporation may be organized under the corporation laws of the State of New York and permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	0	200	200

(If more, attach list)

9. Paid-in Capital: \$ 1.00
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 500,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 750,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 300,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No
- (b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois: N/A

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated April 2, 2014
 (Month & Day) (Year)


 (Any Authorized Officer's Signature)

Harold Barr, President
 (Print Name and Title)

Barr Tell USA, Inc.
 (Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.

F 980 109000298

GSC 45

GSC 45

CERTIFICATE OF INCORPORATION

OF

BARR BELL OF NY, INC.

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of Section 402 of the Business Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation is:

BARR BELL OF NY, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation in the State of New York is to be located in the County of Nassau.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is:

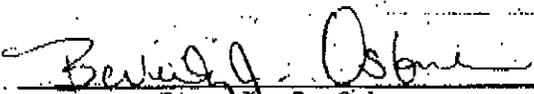
Two Hundred (200) shares without par value.

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

248 West Park Avenue #260
Long Beach, NY 11561

SIXTH: No director of the corporation shall be personally liable to the corporation or its stockholders for damages for any breach of duty in such capacity except where a judgment or other final adjudication adverse to said director establishes: that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that said director personally gained a financial profit or other advantage to which he was not entitled, or the director's acts violated Section 719 of the New York Business Corporation Law.

Date: January 7, 1998


Beverly J. Osborne
Incorporator
Corporation Service Company
80 State Street
Albany, NY 12207

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State of New York)
County of Albany)

On this 7th day of January, 1998, before me personally appeared Beverly J. Osborne to me known to be the person described in and who executed the foregoing instrument and duly acknowledged to me that (s)he executed the same.



BEVERLY DOMMER
Notary Public, State of New York
Qualified in Albany County
4629272
Commission Expires 5-31-98

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CERTIFICATE OF INCORPORATION

OF

BARR BELL OF NY, INC.

Section 402 of the Business Corporation Law

FILED

JAN 12 11 41 AM '98

Filer: MR. HAROLD BARR
257 WEST OLIVE STREET
LONG BEACH, NY 11561
656153BJO

ICC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 09 1998

TAXS

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BY:

[Signature]

Nassau

RECORDED

JAN 9 10 03 AM '98

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BILLED

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DEPARTMENT OF STATE
OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 1225

RECEIPT

CITY NAME : BARR BELL USA, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)

COUNTY: NA

SERVICE COMPANY : ** NO SERVICE COMPANY **

SERVICE CODE: 6

FILED: 01/21/1998 DURATION: ***** CASH #: 980121000340 FILM #:

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
HAROLD BARR 249 WEST PARK AVE. SUITE 260 LONG BEACH, NY 11561	FILING TAX CERT COPIES HANDLING	25.00 0.00 0.00 0.00 25.00	CASH CHECK BILLED REFUND	25.00 0.00 0.00 0.00

DS-1025 (11/89)

02/22/2012 21:40 +000000000

I. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: BARR TELL USA, INC.

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUSINESS
NAME

COUNTY: NASS

SERVICE COMPANY: ** NO SERVICE COMPANY **

SERVICE CODE: 00

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FILED:03/10/1999 DURATION:***** CASH#:990310000302 FILM #:990310000291

ADDRESS FOR PROCESS
-----REGISTERED AGENT
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FILER	FEE	AMOUNT	PAYMENTS	AMOUNT
HAROLD BARR 248 WEST PARK AVENUE SUITE 260 LONG BEACH, NY 11561	FILING TAX CERT COPIES HANDLING	60.00 0.00 0.00 10.00 25.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	0.00 95.00 0.00 0.00 0.00 0.00
	FEE TOTAL	95.00	PAYMENTS TOTAL	95.00

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of BARR TELL USA, INC. was filed on 01/09/1998, under the name of BARR BELL OF NY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A certificate changing name to BARR BELL USA, INC. was filed on 02/04/1998.

A certificate changing name to BARR TELL USA, INC. was filed on 03/10/1999.

A Biennial Statement was filed 07/17/2000.

A Biennial Statement was filed 12/20/2001.

A Biennial Statement was filed 01/05/2006.

It was dissolved by proclamation of the Secretary of State published on 07/29/2009 pursuant to the Tax Law.

Such dissolution proceedings were annulled and the existence of the corporation revived, reinstated and continued by a certificate duly filed in this Department 12/03/2009 pursuant to the Tax Law.

A Biennial Statement was filed 02/09/2010.

A Certificate of Amendment was filed on 05/16/2011.

A Biennial Statement was filed 02/17/2012.

I further certify that no other documents have been filed by such corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 30th day of April
two thousand and twelve.*



Daniel Shapiro
First Deputy Secretary of State

