

Attachment A  
Designated Contact Persons

**TeleCents Communications, Inc.**

Designated contact persons for:

a. issues related to processing this application:

name: Lance J.M. Steinhart  
title: Regulatory Counsel  
mailing address: 6455 East Johns Crossing, Suite 285  
Duluth, Georgia 30097  
telephone number: 770-232-9200  
facsimile number: 770-232-9208  
e-mail address: lsteinhart@telecomcounsel.com

b. consumer issues

name: Elizabeth Eberhart  
title: Customer Service Manager  
mailing address: 8615 Richardson Road; Suite 200  
Walled Lake, Michigan 48390  
telephone number: (248) 366-7777  
facsimile number: (248) 366-9912  
e-mail address: telecents@aol.com

c. customer complaint resolution

name: Elizabeth Eberhart  
title: Customer Service Manager  
mailing address: 8615 Richardson Road; Suite 200  
Walled Lake, Michigan 48390  
telephone number: (248) 366-7777  
facsimile number: (248) 366-9912  
e-mail address: telecents@aol.com

d. technical and service quality issues

name: Jeffrey P. Lauzon  
title: President  
mailing address: 8615 Richardson Road; Suite 200  
Walled Lake, Michigan 48390  
telephone number: (248) 366-7777  
facsimile number: (248) 366-9912  
e-mail address: telecents@aol.com

e. "tariff" and pricing issues

name: Jeffrey P. Lauzon  
title: President  
mailing address: 8615 Richardson Road; Suite 200  
Walled Lake, Michigan 48390  
telephone number: (248) 366-7777  
facsimile number: (248) 366-9912  
e-mail address: telecents@aol.com

f. 9-1-1 issues

name: Jeffrey P. Lauzon  
title: President  
mailing address: 8615 Richardson Road; Suite 200  
Walled Lake, Michigan 48390  
telephone number: (248) 366-7777  
facsimile number: (248) 366-9912  
e-mail address: telecents@aol.com

g. Security/law enforcement

name: Jeffrey P. Lauzon  
title: President  
mailing address: 8615 Richardson Road; Suite 200  
Walled Lake, Michigan 48390  
telephone number: (248) 366-7777  
facsimile number: (248) 366-9912  
e-mail address: telecents@aol.com

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

Certificate of Authority has been applied for and will be filed with Testimony or as a Late-Filed Exhibit.

C&S 515 (Rev. 8-93)

097AH9030 0425 0R62FI \$10.00

**MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU**

Date Received

APR 25 1997

(FOR BUREAU USE ONLY)

**FILED**

APR 28 1997

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**

**For use by Domestic Profit Corporations**

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: Telefriend Communications, Inc.

4	5	8	-	2	3	9
---	---	---	---	---	---	---

2. The identification number assigned by the Bureau is:

3. The location of the registered office is:

3830 Fieldview, West Bloomfield

Michigan

48324

(Street Address)

(City)

(ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Telecents Communications, Inc.

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a.  The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b.  The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of April, 1997. The amendment: (check one of the following)

- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 22 day of April, 1997

By Jeffrey P. Lauzon  
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JEFFREY P. LAUZON, President  
(Type or Print Name) (Type or Print Title)

C&S 500 (Rev. 8/93)

**MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU**

Date Received

APR 03 1997

(FOR BUREAU USE ONLY)

**FILED**

APR 07 1997

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name

Joseph H. Clancy

Address

27404 Drake Road

City

State

Zip Code

Farmington Hills, MI 48331

EFFECTIVE DATE:

Document will be returned to the name and address you enter above

458-239

**ARTICLES OF INCORPORATION**  
**For use by Domestic Profit Corporations**  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

**ARTICLE I**

The name of the corporation is:

Pulse Communications, Inc.

**ARTICLE II**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III**

The total authorized shares:

1. Common Shares 10,000 voting; 50,000 nonvoting

Preferred Shares \_\_\_\_\_

2. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

Except for voting rights, all shares shall have equal distribution, dividend, and liquidation rights.

FROM : TELECENTS

**ARTICLE IV**

1. The address of the registered office is:

3830 Fieldview, West Bloomfield , Michigan 48324  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent at the registered office is: Jeffrey P. Lauzon

**ARTICLE V**

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
Jeffrey P. Lauzon,	3830 Fieldview, West Bloomfield, Michigan 48324

~~ARTICLE VI (OPTIONAL) (DELETE)~~

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

**ARTICLE VI (OPTIONAL) (DELETE)**

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

FROM : TELECENTS

Use space below for additional Articles or for continuation of previous Articles. Please identify any Article being continued or added. Attach additional pages if needed.

ARTICLE VII

No Director shall be personally liable to this Corporation or its Shareholders for monetary damages for breach of the Director's fiduciary duty except for any of the following:

- A. A breach of the Director's duty of loyalty to this Corporation or its shareholders.
- B. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law.
- C. A violation of Section 450.1551(1) of the Michigan Compiled Laws.
- D. A transaction from which the Director derived an improper personal benefit.
- E. An act or omission occurring prior to the date of filing these Articles.

ARTICLE VIII

The stock of the Corporation shall be issued pursuant to and in accordance with Section 1244 of the Internal Revenue Code of 1986, as amended.

I, ~~(we)~~, the incorporator(s) sign my ~~(our)~~ name(s) this 31st day of March, 19 97.

Jeffrey P. Lauzon  
JEFFREY P. LAUZON

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

C46 516 (Rev. 8/00)

978845568 0416 CRG&FI \$10.00

**MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU**

Date Received <b>APR 16 1997</b>		(FOR BUREAU USE ONLY)

**FILED**

APR 17 1997

Administrator  
MI DEPARTMENT OF CONSUMER & INDUSTRY SERVICES  
CORPORATION, SECURITIES & LAND DEVELOPMENT BUREAU

Name <b>Joseph H. Clancy</b>		
Address <b>27404 Drake Road</b>		
City <b>Farmington Hills, MI</b>	State <b>MI</b>	Zip Code <b>48331</b>

EFFECTIVE DATE:

◀ Document will be returned to the name and address you enter above ▶

**CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**For use by Domestic Profit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is: **Pulse Communications, Inc.**

2. The identification number assigned by the Bureau is:

4	5	8	-	2	3	9
---	---	---	---	---	---	---

3. The location of the registered office is:

**3830 Fieldview, West Bloomfield**, Michigan **48324**  
 (Street Address) (City) (ZIP Code)

4. Article   **I**   of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: **Telefriend Communications, Inc.**

95

5. COMPLETE SECTION (a) IF THE AMENDMENT WAS ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS OR TRUSTEES; OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a.  The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

b.  The foregoing amendment to the Articles of Incorporation was duly adopted on the 11th day of April, 19 97. The amendment: (check one of the following)

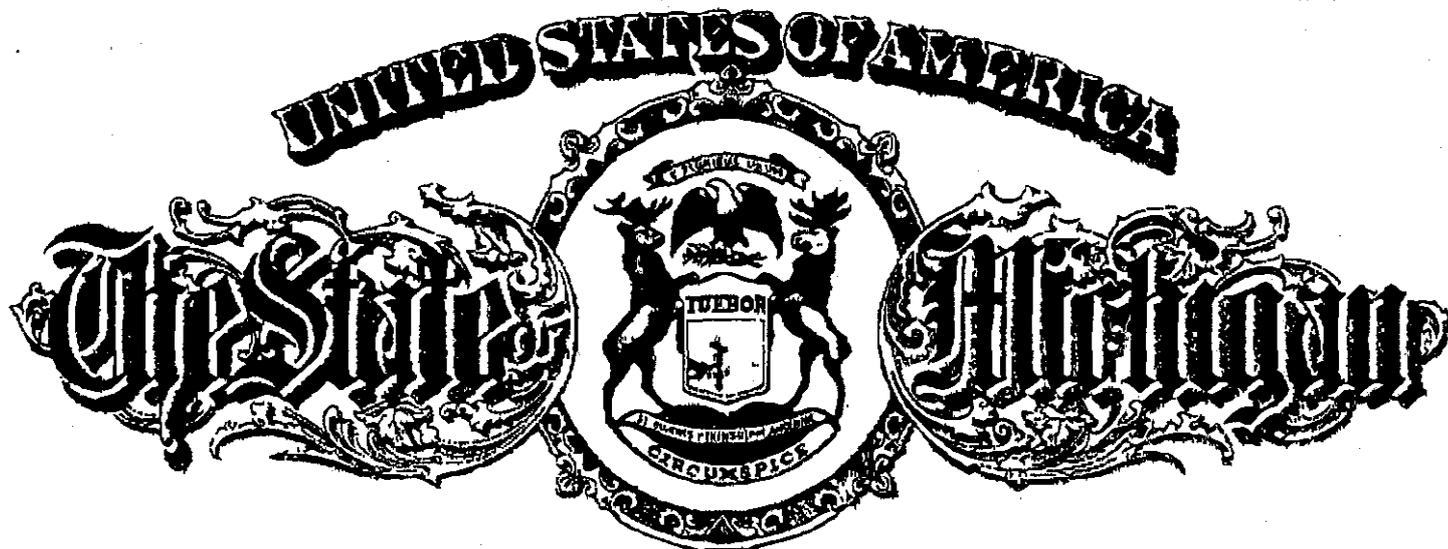
- was duly adopted in accordance with Section 611(2) of the Act by the vote of the shareholders if a profit corporation, or by the vote of the shareholders or members if a nonprofit corporation, or by the vote of the directors if a nonprofit corporation organized on a nonstock directorship basis. The necessary votes were cast in favor of the amendment.
- was duly adopted by the written consent of all directors pursuant to Section 525 of the Act and the corporation is a nonprofit corporation organized on a nonstock directorship basis.
- was duly adopted by the written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- was duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.

Signed this 14<sup>th</sup> day of April, 19 97

By: Jeffrey P. Lauzon  
(Only Signature of President, Vice-President, Chairperson, or Vice-Chairperson)

JEFFREY P. LAUZON, President  
(Type or Print Name) (Type or Print Title)

FROM : TELECENTS



**Michigan Department of Consumer and Industry Services**

**Lansing, Michigan**

*This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of February, 2000.*

A handwritten signature in black ink, appearing to read "Jeffrey R. Neltk".

**. Director**

Attachment C - Management & Technical Information

See Attached

---

**Cynthia Brown**

**Corporate Secretary and Office Manager for TeleCents Communications, Inc.**

Ms. Brown brings 23 years experience in sales, management, consulting and office administration. Ms. Brown first came to TeleCents Communications in 1999, from a Drug-free Workplace consulting firm. As a consultant, she researched and wrote legal training and DFWP policy documents for corporations. Her research and experience included federal DOT compliance issues and updates. Her background and corporate experience, along with her multi-tasking abilities, gives her the edge in handling the individual customer, our distributors, working as liaison with legal counsel on state and federal compliance issues and preparation of documents and records for our accountants.

Ms. Brown maintains all inventory records, processes orders, and directly supports our sales and customer service departments, as well as being the assistant to the CEO, Jeffrey Lauzon.

---

**Jeffrey P. Lauzon**  
**President and CEO of TeleCents Communications, Inc.**

Mr. Lauzon began working in the telecommunications industry in 1993 under the name of *Pulse Communications* as a reseller of pre-paid calling cards, acting as an independent representative for many card companies, selling cards throughout the United States.

In 1995, Mr. Lauzon began a debit card platform by purchasing his own switch and began working under contract with LCI/Qwest Communications, providing telecommunications services. In 1997, Pulse Communications became *TeleCents Communications*, incorporating and signing contracts with AT&T to provide local access service in the state of Michigan. Soon after, TeleCents Communications co-located with AT&T in their switch facility located in Southfield, Michigan.

Today, Mr. Lauzon oversees the daily operation of TeleCents Communications, Inc. which continues to provide local access service in Michigan and provides 800 access country-wide for pre-paid calling cards, providing excellent service and quality at a low cost to their customers. We continue to own and maintain our own switch and provide telecommunications services through AT&T and Qwest Communications.

---

**Mark Lauzon**

**Vice-President and Sales Manager of TeleCents Communications, Inc.**

Mr. Lauzon began working in the telecommunications industry in 1992 as an independent representative/reseller of pre-paid calling cards, representing several companies, and distributing cards throughout the United States. He joined TeleCents Communications, Inc. in 1997 as a sales representative and in 1998 became sales manager.

As sales manager, Mr. Lauzon serves the Detroit area customer base, recruits distributors, and maintains marketing research on the pre-paid calling card industry, both locally and nationally. He attends industry conferences and seminars throughout the United States. His knowledge and contacts in the industry keep TeleCents Communications, Inc. abreast of the latest trends, allowing TeleCents Communications, Inc. to continue providing our customers with the best rates and services.

Attachment D - Financial Information

See Attached

04/19/00

**TELECENTS COMMUNICATIONS, INC.**  
**Balance Sheet**  
As of March 31, 2000

	<u>Mar 31, '00</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
Checking/Savings	
100 · CASH-CHECKING FOA	70,500.35
Total Checking/Savings	<u>70,500.35</u>
Accounts Receivable	
1200 · Accounts Receivable	-237.25
Total Accounts Receivable	<u>-237.25</u>
Other Current Assets	
111 · EMPLOYEE ADVANCES	6,000.00
1499 · Undeposited Funds	38,114.55
185 · DEPOSITS	-10,000.00
199 · SUSPENSE	14,804.09
Total Other Current Assets	<u>48,918.64</u>
Total Current Assets	119,181.74
Fixed Assets	
158 · VEHICLES	29,440.40
Total Fixed Assets	<u>29,440.40</u>
<b>TOTAL ASSETS</b>	<b><u>148,622.14</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
Accounts Payable	
2000 · Accounts Payable	5,465.60
Total Accounts Payable	<u>5,465.60</u>
Other Current Liabilities	
210 · FEDERAL TAX DEPOSITS	-23,208.52
217 · FEDERAL WITHHOLDING	2,601.75
218 · MI WITHHOLDING	-4,435.00
252 · NOTE PAYABLE - OFFICER	19,458.76
Total Other Current Liabilities	<u>-5,583.01</u>
Total Current Liabilities	<u>-117.41</u>
Total Liabilities	-117.41
<b>Equity</b>	
3000 · Opening Bal Equity	3,065.86
3900 · *Retained Earnings	34,619.61
Net Income	111,054.08
Total Equity	<u>148,739.55</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>148,622.14</u></b>

04/20/00

**TELECENTS COMMUNICATIONS, INC.**  
**Profit and Loss**  
 January through March 2000

	<u>Jan - Mar '00</u>
<b>Income</b>	
Returned Chk Service Crg.	344.50
<b>400 - SALES</b>	
401 - MARK LAUZON	650.00
402 - TOBY THEODORE	250.00
419 - OTHER	2,000.00
400 - SALES - Other	799,794.64
<b>Total 400 - SALES</b>	<u>802,694.64</u>
<b>420 - MISCELLANEOUS INCOME</b>	<u>1,459.95</u>
<b>Total Income</b>	<u>804,499.09</u>
<b>Cost of Goods Sold</b>	
<b>607 - CARD COSTS</b>	
609 - CARD COSTS-OTHER	
609M - Macrom Design	6,112.50
<b>Total 609 - CARD COSTS-OTHER</b>	<u>6,112.50</u>
610 - VICON PACKAGING	9,760.55
607 - CARD COSTS - Other	1,000.00
<b>Total 607 - CARD COSTS</b>	<u>16,873.05</u>
652 - FREIGHT	590.42
<b>830 - TELEPHONE</b>	
831 - QWEST	398,275.42
832 - AT & T	26,553.96
830 - TELEPHONE - Other	178.36
<b>Total 830 - TELEPHONE</b>	<u>425,007.74</u>
<b>Total COGS</b>	<u>442,471.21</u>
<b>Gross Profit</b>	<u>362,027.88</u>
<b>Expense</b>	
600 - ADVERTISING	238.50
601 - Advertising - Classified Ads	240.82
602 - AUTO EXPENSES	1,936.25
604 - BANK CHARGES	91.21
<b>618 - CONTRACTED SERVICES</b>	
618P - Pitcher Unlimited	13,512.50
618T - Telephony Experts Contract Serv	1,560.00
<b>Total 618 - CONTRACTED SERVICES</b>	<u>15,072.50</u>
<b>638 - ENTERTAINMENT &amp; MEALS</b>	
638C - Entertainment Prospect/Client	283.96
638S - Entertain/Meals Staff/Dist.	491.20