

Attachment 1: Contact persons

4. Contact persons to work with Illinois Commerce Commission Staff on the following:

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, b) consumer issues, c) customer service complaint resolution, d) technical and service quality issues and compliance with service quality standards and remedies, e) "tariff" and pricing issues, and f) security/law enforcement

Thomas M. Lynch
President
185 Admiral Cochran Dr Suite 115
Annapolis, MD 21401
Phone: 410-349-4990
Fax: 443-926-0574
tlynch@ceretel.com

Attachment 2: Articles of Incorporation & Certificate of Authority

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CERETEL INCORPORATED", FILED IN THIS OFFICE ON THE TENTH DAY OF MARCH, A.D. 2015, AT 11:43 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5707393 8100

150335112

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2186556

DATE: 03-10-15

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:43 AM 03/10/2015
FILED 11:43 AM 03/10/2015
SRV 150335112 - 5707393 FILE

CERTIFICATE OF INCORPORATION

OF

CERETEL INCORPORATED

The undersigned hereby establishes a corporation pursuant to the Delaware General Corporation Law, and for such purpose hereby certifies as follows:

ARTICLE ONE

The name of the corporation is CERETEL INCORPORATED (hereinafter called the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the state of Delaware is 160 Greentree Drive Suite 101, in the City of Dover, County of Kent, Zip Code 19904. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE FOUR

The total number of shares of stock that the Corporation shall have authority to issue is 1000 shares of common stock, par value \$0.001 per share ("Common Stock"). The rights and privileges of the Common Stock shall be as follows:

(i) Dividends. Holders of Common Stock will be entitled to receive such dividends as may be declared by the Board of Directors.

(ii) Distribution of Assets. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of Common Stock will be entitled to receive all of the assets of the Corporation available for distribution to its stockholders.

(iii) Voting Rights. The holders of Common Stock shall have the general right to vote for all purposes, including the election of directors, as provided by law. Each holder of Common Stock shall be entitled to one vote for each share thereof held.

ARTICLE FIVE

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE SIX

The name and mailing address of the incorporator are:

Bernt Killingstad
700 Melvin Avenue, Suite 1
Annapolis, MD 21401

ARTICLE SEVEN

The name and mailing address of the person who is to serve as director until the first annual meeting of stockholders or until his successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Bernt Killingstad	700 Melvin Avenue Suite 1 Annapolis, MD 21401

Election of directors need not be by written ballot unless the By-laws of the Corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article by the stockholders of the Corporation shall be

prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

The By-laws of the Corporation may be altered, amended or repealed by the vote of a majority of all of the directors or by the vote of holders of a majority of the outstanding stock entitled to vote.

Dated this 10th day of March, 2015.



Bernt Killingstad, Incorporator



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 8, 2015

7006-682-3

CT CORPORATION SYSTEM
118 W EDWARDS
SPRINGFIELD IL 62704

RE CERETEL INCORPORATED

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

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

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

FILED

APR 08 2015

**JESSE WHITE
 SECRETARY OF STATE**

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!

7006-6823
 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: CereTel Incorporated

(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 Delaware; Date of Incorporation 03/10/2015; Period of Duration perpetual

3. (a) Address of the principal office, wherever located: 700 Melvin Avenue, Suite 1
Annapolis, MD 21401
 (b) Address of principal office in Illinois: none
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.
 Registered Agent: National Registered Agents, Inc.

Registered Office:	<u>208</u> Number <u>Chicago</u> City	<u>South LaSalle Street,</u> Street <u>60604</u> ZIP Code	<u>Suite 814</u> Suite # <u>Cook, IL</u> County
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(A P.O. Box alone is not acceptable.)

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

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 <u>Bernt Killingstad</u>	<u>700 Melvin Avenue, Suite 1</u>	<u>Annapolis</u>	<u>MD</u>	<u>21401</u>
Secretary <u>Thomas Lynch</u>	<u>700 Melvin Avenue, Suite 1</u>	<u>Annapolis</u>	<u>MD</u>	<u>21401</u>
Director				
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)
 Telecommunications Services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	Common Stock	\$0.001	1000	100
(If more, attach list)				

9. Paid-in Capital: \$ 50,000.00
 ("Paid-In Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

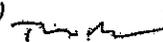
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 250,000
 (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 20,000
 (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 20,000,000
 (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: \$ 1,000,000

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:

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 March 10, 2015
 (Month & Day) (Year)

 (Any Authorized Officer's Signature)
 Thomas Lynch, Secretary
 (Print Name and Title)

CereTel Incorporated
 (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.

Attachment 3: Evidence of Ability to Provide Service

BERNT KILLINGSTAD – Director

Bernt Killingstad was the Managing Director of AIG Lincoln Europe. A graduate of Dartmouth College, Mr. Killingstad helped establish Lincoln Europe in 1992 and built it into a multi-billion dollar company with real estate holdings in 10 European countries. Mr. Killingstad is experienced in developing start-up companies and making them profitable.

THOMAS LYNCH – President

Thomas M. Lynch is an attorney with broad experience in matters pertaining to advanced technologies and telecommunications. Mr. Lynch has drafted and negotiated complex commercial agreements for Fortune 500 companies, telecommunications carriers and providers of broadband and telephony infrastructure. He has advised telecommunications companies, private equity and venture capital concerns regarding telecommunications regulatory and tax compliance matters in some of the largest transactions in the industry.

Mr. Lynch graduated from Georgetown University Law Center in Washington, DC in 1993. He graduated cum laude (with honors) and was named to the Dean's List. In addition to his years of working as a telecommunications attorney, Mr. Lynch is the editor and co-author of *Telecommunications Act Handbook: A Complete Reference for Business*, a book describing the principal provisions of the Telecommunications Act of 1996. The book became an instant best-seller among individuals and companies involved in telecommunications, and was reviewed favorably in the industry.