

Lance J.M. Steinhart, P.C.
Attorney At Law
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

RECEIVED

2007 NOV 14 PM 12:19

IDAHO PUBLIC
UTILITIES COMMISSION

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200

Facsimile: (770) 232-9208

Email: lsteinhart@telecomcounsel.com

November 13, 2007

VIA OVERNIGHT DELIVERY

Ms. Jean D. Jewell
Idaho Public Utilities Commission
Secretary
472 West Washington Street
Boise, Idaho 83702

BPP-T-07-01

Re: Budget PrePay, Inc. d/b/a Budget Phone

Dear Ms. Jewell:

Enclosed please find for filing an original and three (3) copies of Budget PrePay, Inc. d/b/a Budget Phone's Application for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based/UNE Local Exchange telecommunications services within the State of Idaho. The company has no local exchange customers at this time in the State of Idaho and this is a new filing.

APPLICANT HAS ALSO ENCLOSED ONE (1) COPY OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY", AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope. If you have any questions or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully submitted,

Lance J.M. Steinhart
Attorney for Budget PrePay, Inc. d/b/a Budget Phone

cc: Jody Craft

BEFORE THE IDAHO PUBLIC UTILITIES COMMISSION

RECEIVED

IN THE MATTER OF THE)
APPLICATION OF)
Budget PrePay, Inc. d/b/a Budget Phone)
for a Certificate of Public)
Convenience and Necessity to)
Provide)
Local Exchange Telecommunications)
Services Within the)
State of Idaho)

2007 NOV 14 PM 12: 20

CASE NO.

IDAHO PUBLIC
UTILITIES COMMISSION

BPP-T-07-01

APPLICATION AND REQUEST FOR AUTHORITY

Application is hereby made to the Idaho Public Utilities Commission for a Certificate of Public Convenience and Necessity authorizing Budget PrePay, Inc. d/b/a Budget Phone, ("Applicant" or "Budget Phone") to provide local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111 (Rules 111 & 112) as clarified by Procedural Order No. 26665 in Case No. GNR-T-96-4. The following general information and exhibits are furnished in support thereof:

- 1.) Applicant's legal name, address of its principal offices and telephone number are:

Budget PrePay, Inc. d/b/a Budget Phone
1325 Barksdale Blvd.
Bossier City, Louisiana 71111
(318) 671-5000

The Applicant has no office located in the State of Idaho. The Applicant intends to provide resold and facilities-based local exchange service utilizing unbundled network elements, or the equivalent thereof. Such services will be provided by utilizing the facilities incumbent local exchange carriers ("LECs").

2.) Applicant is incorporated in the State of Louisiana and is in good standing under the laws of that state. In addition, the Company is authorized to do business as a foreign Budget Phone in the State of Idaho. Attached as Exhibit 1 to this Application is a copy of the Company's Articles of Incorporation. A copy of Applicant's certificate of authority to transact business in Idaho is attached hereto as Exhibit 2.

3.) The name and business address of Applicant's registered agent for service in Idaho are:

TCS Corporate Services, Inc.
5527 Kendall Street
Boise, Idaho 83706

4.) The names and addresses of the ten common stockholders of Applicant Owning the Greatest

Number of Shares of Common Stock and the Number of Such Shares Owned by Each are:

<u>Name and Address</u>	<u>Shares Owned</u>	<u>Percentage of All Shares Issued & Outstanding</u>	<u>Percentage of Voting Control</u>
R. Daniel Hyde, Jr.	400	40%	40%
Tony Cason	300	20%	20%
R. Daniel Hyde, III	200	20%	20%
Stephen Hyde	100	10%	10%
Sidney E. Cook, Jr.	100	10%	10%

Address: All of the shareholders can be reached through the company at the address listed in 1.) above.

5.) The names, addresses and ownership of Applicant's Officers and Directors are:

Officers:

R. Daniel Hyde, Jr. President

R. Daniel Hyde, III Secretary and Treasurer

Directors:

R. Daniel Hyde, Jr.

R. Daniel Hyde, III

Stephen Hyde

Each can be reached at Applicant's primary place of business and telephone number as follows:

Budget PrePay, Inc. d/b/a Budget Phone
1325 Barksdale Blvd.
Bossier City, Louisiana 71111
(318) 671-5000

6.) The Name and Address of Any Corporation, Association, or Similar Organization Holding a 5% or Greater Ownership or Management Interest in Applicant are as follows:

See answer to 4. above.

7.) The names and addresses of Subsidiaries Owned or Controlled by Applicant are as follows:

Not applicable.

8.) Applicant initially proposes to provide resold local exchange services and to purchase unbundled network elements provided by existing LECs: Qwest North, Qwest South, and Verizon. Applicant has no current plans to install facilities in Idaho but may do so in the future, however, the nature and extent of the facilities to be utilized has yet to be determined. Applicant intends to provide all forms of intrastate local exchange and interexchange telecommunications services including:

1. Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Prepaid and Postpaid calling cards;
- D. Directory Assistance; and
- E. Frame Relay and other data services.

2. Local Exchange:

- A. Local Exchange Services for business and residence customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including local dial tone and custom calling features.
- B. Switched local exchange services such as flat-rated and measure-rated local services; vertical services, Direct Inward and Outward Dialed trunks, carrier access, public and semi-public coin telephone services, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity line services.

Applicant seeks authority to resell and provide facilities-based/UNE interexchange and local exchange services initially throughout the State where provided by incumbent LECs, however, Applicant does not intend to service areas serviced by any LECs which are eligible for a small or rural carrier exemption pursuant to Section 251 of the Federal Telecom Act of 1996.

Copies of Applicant's Statement of Revenue and Expenses and Statement of Assets, Liability/Equity for January 1, 2006 through December 31, 2006 and Statement of Revenue and Expenses and Statement of Assets, Liability/Equity for the period January 1, 2007 through September 30, 2007, Exhibit 3, are being filed in a separately sealed envelope marked "Confidential and Proprietary".

10.) A map showing where Applicant is proposing to provide service is attached hereto as Exhibit 4.

11.) A copy of Applicant's illustrative tariff is attached hereto as Exhibit 5. Applicant will file its proposed tariff establishing its proposed services and charges upon completion of interconnection and upon receipt of certification by the Commission.

12.) Questions concerning this application and Applicant's tariff should be directed to Applicant's representative:

Lance J.M. Steinhart
Lance J.M. Steinhart, P.C.
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (Email)

Customer Complaints and Inquiries are to be addressed to:

Vicki Hamilton
1325 Barksdale Blvd.
Bossier City, Louisiana 71111
(888) 424-5588 (Customer Service)

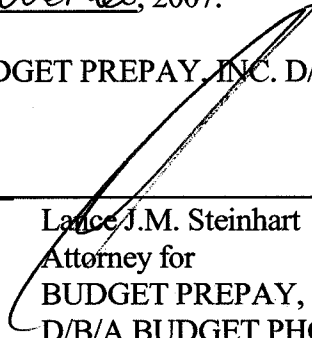
- 13.) Applicant has not initiated interconnection or resale negotiations.
- 14.) Applicant has reviewed the laws and regulations of this Commission governing local exchange telecommunications services in Idaho and will provide service in accordance with all laws, rules and regulations to the extent they are not preempted by the Federal Act.
- 15.) Applicant may require advanced payments but will not require a deposit; therefore, no escrow account is being filed.

WHEREFORE, Budget PrePay, Inc. d/b/a Budget Phone, requests that the Idaho Public Utilities Commission enter an order granting a Certificate of Public Convenience and Necessity authorizing Budget PrePay, Inc. d/b/a Budget Phone, to provide resold and facilities-based/UNE local exchange telecommunications services pursuant to Idaho Code Sections 61-526 through -528 and IDAPA 31.01.01.111.

Respectfully submitted this 13th day of November, 2007.

BUDGET PREPAY, INC. D/B/A BUDGET PHONE

By: _____


Lance J.M. Steinhart
Attorney for
BUDGET PREPAY, INC.
D/B/A BUDGET PHONE

LIST OF EXHIBITS

EXHIBIT 1	ARTICLES OF INCORPORATION
EXHIBIT 2	CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS
EXHIBIT 3	FINANCIAL INFORMATION
EXHIBIT 4	SERVICE AREA MAP
EXHIBIT 5	ILLUSTRATIVE TARIFF

EXHIBIT 1 - ARTICLES OF INCORPORATION

UNITED STATES OF AMERICA
State of Louisiana
Al Ater

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the annexed and following is a True and Correct copy of the
Articles of Incorporation, Initial Report, Amendments and
2005 Annual Report of

BUDGET PREPAY, INC.

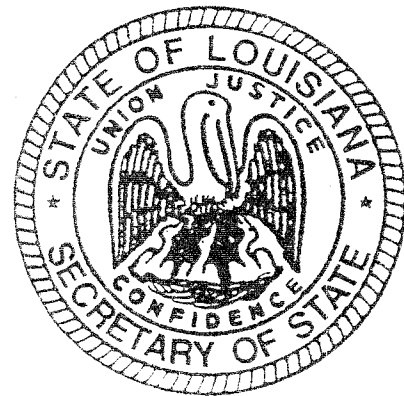
A LOUISIANA corporation domiciled at BOSSIER CITY,

As shown by comparison with documents filed and recorded in
this Office.

13.30
+ 50.00

*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 22, 2006*

Al Ater
BME 34525907D



Secretary of State

ARTICLES OF INCORPORATION ✓

OF

BUDGET PHONE, INC. ✓

STATE OF LOUISIANA

PARISH OF CADDO

BE IT KNOWN, on this 30th day of April, 1996, before me, the undersigned Notary Public, personally came and appeared JOHN M. FRAZIER, person of the full age of majority and a resident of Caddo Parish, Louisiana, who declared to me, in the presence of the undersigned competent witnesses, that, availing himself of the provisions of the Louisiana Business Corporations Law (Title 12, Chapter 1, Louisiana Revised Statutes of 1950, as revised and codified by Act 105 of 1968, Legislature of Louisiana, as amended from time to time), do hereby organize BUDGET PHONE, INC., successors and assigns, into a corporation in pursuance of that law, under and in accordance with the following articles of incorporation.

ARTICLE I. NAME

The name of this corporation is BUDGET PHONE, INC. ✓

34525907

ARTICLE II. OBJECTS AND PURPOSES

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter into or engage in any kind of business of any nature whatsoever, in which corporations organized under the Louisiana Business Corporations Law may engage; and to the extent not prohibited, to enter into and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

ARTICLE III. DURATION

The duration of this corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Louisiana.

ARTICLE IV. AUTHORIZED CAPITAL

A. The total authorized capital stock of this corporation is 10,000 shares of no par value common stock.

B. Shareholders shall have pre-emptive rights.

ARTICLE V. DIRECTORS

A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business and affairs of this corporation shall be managed by a board of not less than one nor more than three directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the directors.

B. The Board of Directors shall have the authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.

C. The Board shall further have the authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from so doing by applicable law, or by the articles of incorporation, or by the by-laws of the corporation.

D. The general annual meeting of the stockholders for the election of Board shall be held within five months from the close of the Corporation's fiscal year unless and until otherwise provided in the By-Laws.

E. The number, classification, qualifications, term of office, manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties

of the directors, may from time to time be fixed, changed, increased or reduced by the by-laws.

F. Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other director, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director according to the written instructions, general or special, of the absent director, filed with the Secretary.

G. Upon the written request of stockholders holding a majority of the voting stock of this corporation issued and outstanding, any member of the Board of Directors of this corporation, whether or not his term of office shall have expired, may be replaced by a director designated by such stockholder in writing, at any time.

ARTICLE VI. INCORPORATOR

The name and post office address of the incorporator is as follows:

John M. Frazier
Peatross, Greer and Frazier
P. O. Box 404
Shreveport, LA 71162-0404

ARTICLE VII. PURCHASE AND REDEMPTION OF SHARES

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in Section 55 of the Business Corporations Law or other applicable law, and as

may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be cancelled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE VIII. CONVERTIBLE SECURITIES AND STOCK PURCHASE RIGHTS

The corporation may issue convertible securities and rights to convert shares or obligations of the corporation into shares of any authorized class of stock, and the right or option to purchase shares of any authorized class of stock in the manner and on the conditions permitted and provided in Section 56 of the Business Corporations Law or other applicable law, and as may be authorized by the Board of Directors.

ARTICLE IX. CAPITAL SURPLUS AND DIVIDENDS

The Board of Directors shall have such power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as it permitted and provided in Sections 61, 62 and 63 of the Business Corporations Law or other applicable law.

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

Changes in the rights of holders of shares of any class shall be made by a majority vote or written consent, of the shareholders

given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are otherwise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Business Corporations Law of Louisiana, may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

ARTICLE XI. SALES AND OTHER TRANSFER OF STOCK

Restrictions against, and regulation of, the sale and any other transfer of stock in this corporation may be prescribed in the by-laws or by shareholder agreements as permitted and provided in Sections 29 and 58 of the Business Corporations Law of Louisiana, or other applicable law.

THUS DONE AND SIGNED at my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Brenda C Baker

[Signature]

INCORPORATOR:

[Signature]

JOHN M. FRAZIER

[Signature]

NOTARY PUBLIC in and for the Parish of Caddo, State of Louisiana

INITIAL REPORT BY DOMESTIC CORPORATION

TO: Honorable Fox McKeithen
Secretary of State
State of Louisiana
P. O. Box 94125
Baton Rouge, LA 70804-9125

State of Louisiana
Parish of Caddo

Complying with R.S. 1950, 12:101, BUDGET PHONE, INC. hereby
make its initial report as follows:

Location and post office address of registered office:

504 Texas Street
Suite 404
Shreveport, LA 71101

Name and post office address of registered agent:

John M. Frazier
504 Texas Street
Suite 404
Shreveport, LA 71101

Name and post office address of first directors:

John M. Frazier
504 Texas Street
Suite 404
Shreveport, LA 71101

Dated at Shreveport, Louisiana, on this 30th day of April, 1996.



JOHN M. FRAZIER

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 Caddo

On this the 30th day of April, 1996, before me, a Notary Public in and for the aforesaid Parish and State, personally came and appeared JOHN M. FRAZIER, who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the registered agent of BUDGET PHONE, INC., which is a Corporation authorized to transact business in the State of Louisiana, pursuant to the provisions of Title 12, Chapters 1, 2 and 3.



JOHN M. FRAZIER

SWORN TO AND SUBSCRIBED before me, Notary Public, in Shreveport, Caddo Parish, Louisiana, this 30th day of April, 1996.



NOTARY PUBLIC

W. Fox McKeithen
Secretary of State



**NOTICE OF CHANGE OF REGISTERED OFFICE
AND/OR CHANGE OF REGISTERED AGENT**
(R.S. 12:104 & 12:236)

Enclose \$25 filing fee
Domestic Corporation (Business or Non Profit)
Make remittance payable to
Secretary of State
Do Not Send Cash

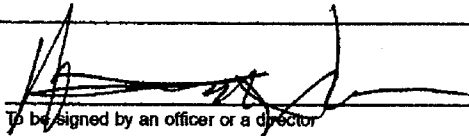
Return to: Commercial Division
P. O. Box 94125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704
Web Site: www.sos.louisiana.gov

Corporation Name: Budget Phone, Inc.

CHANGE OF LOCATION OF REGISTERED OFFICE

Notice is hereby given that the Board of Directors of the above named corporation has authorized a change in the location of the corporation's registered office. The new registered office is located at: _____

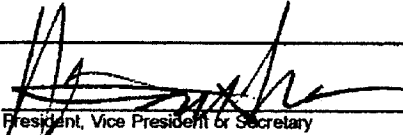
6901 W. 70th Street, Shreveport, LA 71129


To be signed by an officer or a director _____ Date _____

CHANGE OF REGISTERED AGENT(S)

Notice is hereby given that the Board of Directors of the above named corporation has authorized the change of the corporation's registered agent(s). The name(s) and address(es) of the new registered agent(s) is/are as follows: _____

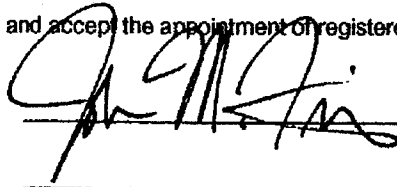
John M. Frazier, 333 Texas Street, Suite 2350, Shreveport, LA 71101 (Change of Address)



President, Vice President or Secretary _____ Date _____

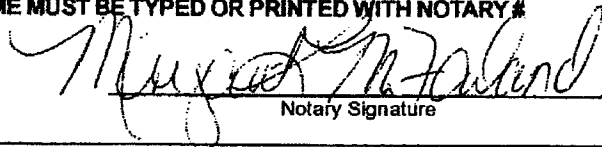
AGENT'S ACCEPTANCE AND ACKNOWLEDGEMENT OF APPOINTMENT

I hereby acknowledge and accept the appointment of registered agent(s) for and on behalf of the above named corporation.



Sworn to and subscribed before me, the undersigned Notary Public, on this date:
NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

7/26/05



Notary Signature

MARGARET L. MCFARLAND
BOSSIER PARISH, LOUISIANA
MY COMMISSION IS FOR LIFE
NOTARY ID # 1874

**ARTICLES OF AMENDMENT ✓
OF
ARTICLES OF INCORPORATION
CHANGING THE NAME OF
BUDGET PHONE, INC. ✓
TO
BUDGET PREPAY, INC. ✓**

On December 17, 2005, the shareholders of Budget Phone, Inc., whose date of incorporation was April 30th, 1996, amended Article I. of the Articles of Incorporation to read as follows:

"I.

The name of this corporation is Budget PrePay, Inc."

Article X. of the Articles of Incorporation allows amendment of the Articles of Incorporation upon the majority vote or written consent of the shareholders entitled to vote. This corporation's total authorized capital stock is ten thousand (10,000) shares of no par value common stock, all of which are issued and outstanding and are entitled to vote. The foregoing amendment was adopted by the written consent of the holders of seven thousand (7,000) shares of this corporation's common stock, which constitutes a majority.

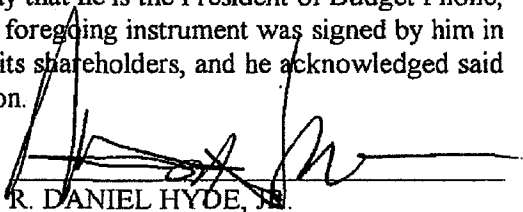
BUDGET PHONE, INC. ✓

BY: 

R. Daniel Hyde, Jr., President

STATE OF LOUISIANA
PARISH OF CADDO

On December 17, 2005, before me personally appeared: R. DANIEL HYDE, JR., to me personally known, who, being by me duly sworn, did say that he is the President of Budget Phone, Inc. (to be renamed Budget PrePay, Inc.), and that the foregoing instrument was signed by him in behalf of this corporation by authority of a majority of its shareholders, and he acknowledged said instrument to be the free act and deed of this corporation.


R. DANIEL HYDE, JR.

SWORN TO AND SUBSCRIBED before me, Notary, this 17 day of December, 2005.


NOTARY PUBLIC

WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS

OF

BUDGET PHONE, INC.

The undersigned, being a majority of the shareholders and being all of the members of the Board of Directors of Budget Phone, Inc. (the "Corporation"), pursuant to the provisions of La. R.S. 12:32, 12:76 and 12:81, hereby consent to the adoption of the following resolutions on behalf of the Corporation:

RESOLVED, that Article I. of the Articles of Incorporation of Budget Phone, Inc., be amended to read as follows:

"1.

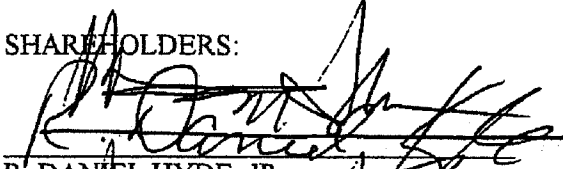
The name of this corporation is Budget PrePay, Inc."

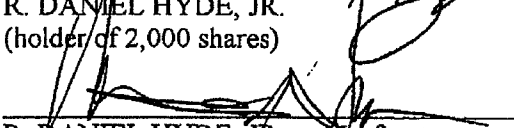
RESOLVED, that in accordance with Article X. of the Corporation's Articles of Incorporation, the written consent of a majority of the holders of the Corporation's ten thousand (10,000) shares of authorized, issued and outstanding common stock shall be sufficient to approve this amendment to the Corporation's Articles of Incorporation.

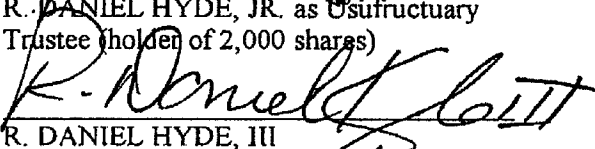
RESOLVED, that R. Daniel Hyde, Jr., President, may appear before any Notary Public and execute a notarial act of amendment putting this amendment to the Articles of Incorporation into authentic form, and the said R. Daniel Hyde, Jr., President, is authorized to do any and all things necessary and proper to carry out this resolution and to fulfill the objects and purposes thereof.

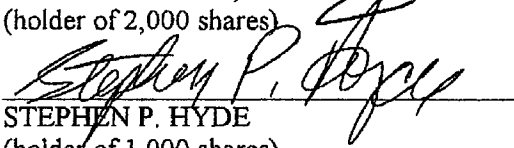
SIGNED in Shreveport, Louisiana, this 17th day of December, 2005.

SHAREHOLDERS:

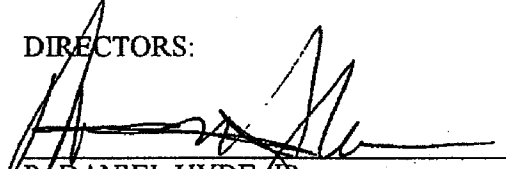

R. DANIEL HYDE, JR.
(holder of 2,000 shares)

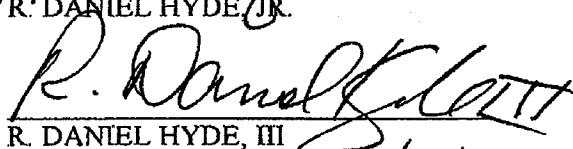

R. DANIEL HYDE, JR. as Usufructuary
Trustee (holder of 2,000 shares)

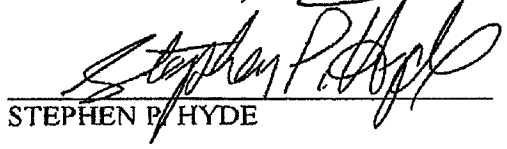

R. DANIEL HYDE, III
(holder of 2,000 shares)


STEPHEN P. HYDE
(holder of 1,000 shares)

DIRECTORS:


R. DANIEL HYDE, JR.

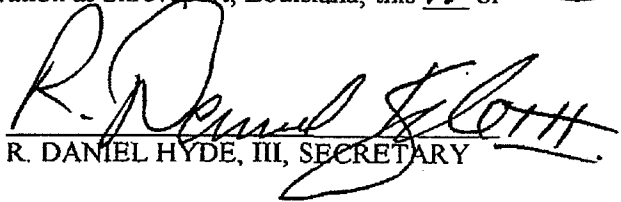

R. DANIEL HYDE, III


STEPHEN P. HYDE

CERTIFICATE

I, R. Daniel Hyde, III, Secretary of Budget Phone, Inc. (to be renamed Budget PrePay, Inc.), do hereby certify that R. Daniel Hyde, R. Daniel Hyde, III, and Stephen P. Hyde are holders of a majority of the 10,000 authorized, issued and outstanding shares of the Corporation's common stock, that they are the only members of the Board of Directors of Budget Phone, Inc., and that the above resolutions are in full force and effect as of the date set forth below and have not been rescinded or modified in any manner.

Witness my signature and the seal of said corporation at Shreveport, Louisiana, this 17 of ^{R. Dan} December, 2005.


R. DANIEL HYDE, III, SECRETARY

Al Ater
Secretary of State



**NOTICE OF CHANGE OF REGISTERED OFFICE
AND/OR CHANGE OF REGISTERED AGENT**

(R.S. 12:104 & 12:236)

Enclose \$25 filing fee
Domestic Corporation (Business or Non Profit)
Make remittance payable to
Secretary of State
Do Not Send Cash

Return to: Commercial Division
P. O. Box 94125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704
Web Site: www.sos.louisiana.gov

Corporation Name: Budget PrePay, Inc.

CHANGE OF LOCATION OF REGISTERED OFFICE

Notice is hereby given that the Board of Directors of the above named corporation has authorized a change in the location of the corporation's registered office. The new registered office is located at:

1325 Barksdale Boulevard, Suite 200, Bossier City, LA 71111

Budget PrePay, Inc.
By: [Signature] 12/28/2005
To be signed by an officer or a director Date
R. Daniel Hyde, Jr., President

CHANGE OF REGISTERED AGENT(S)

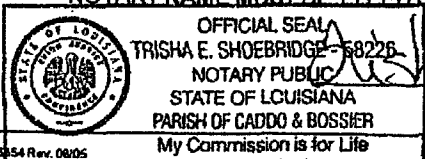
Notice is hereby given that the Board of Directors of the above named corporation has authorized the change of the corporation's registered agent(s). The name(s) and address(es) of the new registered agent(s) is/are as follows:

President, Vice President or Secretary Date

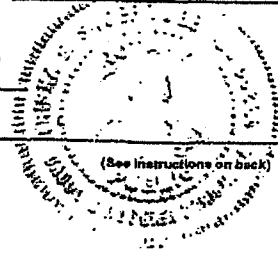
AGENT'S ACCEPTANCE AND ACKNOWLEDGEMENT OF APPOINTMENT

I hereby acknowledge and accept the appointment of registered agent(s) for and on behalf of the above named corporation.

Sworn to and subscribed before me, the undersigned Notary Public, on this date: December 28, 2005
NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #



Trisha E Shoebriidge
Notary Signature



35054 Rev. 08/05

36100667

W. Fox McKeithen
Secretary of State



DOMESTIC CORPORATION
ANNUAL REPORT

For Period Ending
May 01, 2005



Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)

34525907 D
BUDGET PHONE, INC.
C/O JOHN M. FRAZIER
910 PIERREMONT RD., STE. 108
SHREVEPORT, LA 71104

567

(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)

Registered Office Address in Louisiana
(Do Not Use P.O. Box)
910 PIERREMONT RD., STE. 108
SHREVEPORT, LA 71104

Federal Tax ID Number

Issued Shares

Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box. A NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE.

JOHN M. FRAZIER
910 PIERREMONT RD., SUITE 108/SHREVEPORT, LA 71104

I hereby accept the appointment of registered agent(s).

New Registered Agent Signature

Sworn to and subscribed before me on
NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

Notary Signature

Date

Our records indicate the following officers or directors for the corporation. Indicate any changes or deletions below. If space is needed for additional officers/directors, attach an addendum. Include addresses. Do not use a P.O. Box. Indicate all offices held by each individual listed.

R. DANIEL HYDE, III DIR
10145 THORNWOOD DR./SHREVEPORT, LA 71106

R. DANIEL HYDE, JR. PRES
5709 SHORELINE DR./SHREVEPORT, LA 71119

2005 APR - 4 AM 9:45
SECRETARY OF STATE

SIGN →

To be signed by an officer, director or agent

Signer's Address

Title

RESIDENT

Phone

Date

E-mail Address

Enclose filing fee of \$ 25.00
Make remittance payable to Secretary of State
Do Not Send Cash
Do Not Staple
web site: www.sos.louisiana.gov

Return by: May 01, 2005

to: Commercial Division
P.O. Box 84125
Baton Rouge, LA 70804-9125
Phone (225) 925-4704

DO NOT STAPLE

CHECK
IF NO
CHANGE

()

EXHIBIT 2 - CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

State of Idaho

Office of the Secretary of State

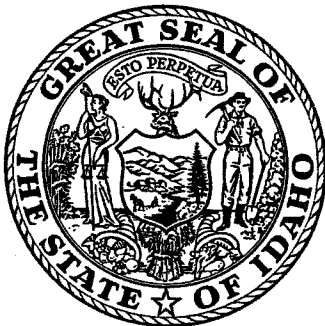
**CERTIFICATE OF AUTHORITY
OF
BUDGET PREPAY, INC.**

File Number C 174473

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 9, 2007



Ben Yursa

SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO
AUG - 9 PM 2:45

- The name of the corporation is Budget PrePay, Inc.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of Louisiana
- Its date of incorporation is May 1, 1996
- The address of its principal office is 1325 Barksdale Blvd., Suite 200, Bossier City, LA 71111
- The address to which correspondence should be addressed, if different from item 5, is 1325 Barksdale Blvd., Suite 200, Bossier City, LA 71111
- The street address of its registered office in Idaho is 5481 Kendall St., Boise, ID 83706
_____, and its registered agent in Idaho at that address is TCS Corporate Services, Inc.

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See Attached		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 7/19/07

Budget PrePay, Inc.
(Corporation name)

By [Signature]

Its Director of Operations
(specify capacity of signer)

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

174473

IDAHO SECRETARY OF STATE
08/09/2007 05:00
CK: 111764 CT: 216319 BH: 1069959
1 @ 100.00 = 100.00 AUTH PRO # 2

Revised 7/97
g:\corpforms\ACA.prm6

LIST OF OFFICERS & DIRECTORS OF
Budget PrePay, Inc.

Officers

R. Daniel Hyde, Jr.	President
Tony Cason	Manager of Operations
R. Daniel Hyde, III	Secretary
Stephen Hyde	Regional Sales Manager

Directors

R. Daniel Hyde, Jr.
Tony Cason
R. Daniel Hyde, III
Stephen Hyde

All the above referenced Officers & Directors can be reached at:
1325 Barksdale Blvd., Bossier City, Louisiana 71111



CERTIFICATE OF ASSUMED BUSINESS NAME

(Please type or print legibly. See instructions on reverse.)

To the SECRETARY OF STATE, STATE OF IDAHO, the undersigned gives notice of adoption of an Assumed Business Name.

SECRETARY OF STATE
AUG -9 PM 2:45
STATE OF IDAHO

1. The assumed business name which the undersigned use(s) in the transaction of business is:

Budget Phone

2. The true name(s) and business address(es) of the entity or individual(s) doing business under the assumed business name is/are:

<u>Name</u>	<u>Complete Address</u>
<u>Budget PrePay, Inc.</u>	<u>1325 Barksdale Blvd., Suite 200, Bossier City, LA 71111</u>
<u>(74473)</u>	

3. The general type of business transacted under the assumed business name is: (mark only those that apply)

- | | | |
|--|--|--|
| <input type="checkbox"/> Retail Trade | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Transportation and Public Utilities |
| <input type="checkbox"/> Wholesale Trade | <input type="checkbox"/> Agriculture | <input type="checkbox"/> Finance, Insurance, and Real Estate |
| <input checked="" type="checkbox"/> Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Mining |

4. The name and address to which future correspondence should be addressed: Phone number (optional): _____

Angela Janssen

1720 Windward Concourse Ste. 115

Alpharetta GA 30005

Submit Certificate of Assumed Business Name and \$20.00 fee to:

Secretary of State
700 West Jefferson
Basement West
PO Box 83720
Boise ID 83720-0080
208 334-2301

5. Name and address for this acknowledgment copy is (if other than # 4 above):

Signature: Jody Craft

Printed Name: Jody Craft

Capacity: Director of Operations

(see instruction # 8 on back of form)

Secretary of State use only

D114063

IDAHO SECRETARY OF STATE
08/09/2007 05:00
CK: 111764 CT: 216319 BH: 1069959
1 @ 25.00 = 25.00 ASSUM NAME # 3

Revision 12/09

g:\coop\forms\abn.p05



CERTIFICATE OF ASSUMED BUSINESS NAME

(Please type or print legibly. See instructions on reverse.)

07/16/07 9 PM 2:45
SECRETARY OF STATE
STATE OF IDAHO

To the SECRETARY OF STATE, STATE OF IDAHO
Pursuant to Section 53-504, Idaho Code, the undersigned
gives notice of adoption of an Assumed Business Name.

- The assumed business name which the undersigned use(s) in the transaction of business is:

Budget Phone _____

- The true name(s) and business address(es) of the entity or individual(s) doing business under the assumed business name is/are:

Name	Complete Address
Budget PrePay, Inc.	1325 Barksdale Blvd., Suite 200, Bossier City, LA 71111
_____	_____
_____	_____

- The general type of business transacted under the assumed business name is:
(mark only those that apply)

- | | | |
|--|--|--|
| <input type="checkbox"/> Retail Trade | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Transportation and Public Utilities |
| <input type="checkbox"/> Wholesale Trade | <input type="checkbox"/> Agriculture | <input type="checkbox"/> Finance, Insurance, and Real Estate |
| <input checked="" type="checkbox"/> Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Mining |

- The name and address to which future correspondence should be addressed: Phone number (optional): _____

Angela Janssen

 1720 Windward Concourse Ste. 115

 Alpharetta GA 30005

Submit Certificate of Assumed Business Name and \$20.00 fee to:

 Secretary of State
 700 West Jefferson
 Basement West
 PO Box 83720
 Boise ID 83720-0080
 208 334-2301

- Name and address for this acknowledgment copy is (if other than # 4 above):

Signature: Jody Craft
 Printed Name: Jody Craft
 Capacity: Director of Operations

(see instruction # 8 on back of form)

Secretary of State use only

0114063

IDAHO SECRETARY OF STATE
 08/09/2007 05:00
 CK: 111764 CT: 216319 BH: 1069959
 1 @ 25.00 = 25.00 ASSUM NAME # 3

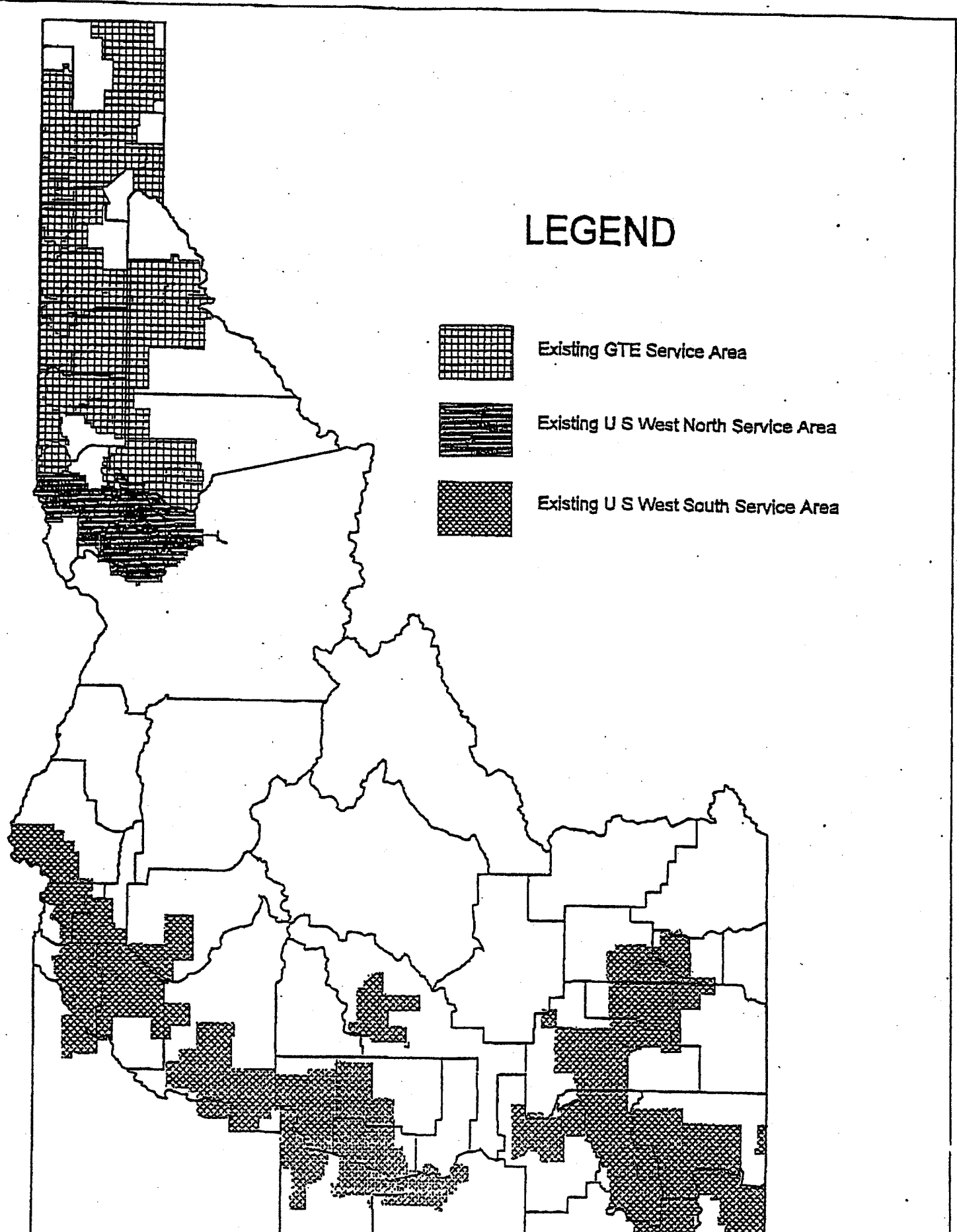
Revision 12/99
g:\oop\forms\abrn.p05

EXHIBIT 3 - FINANCIAL INFORMATION

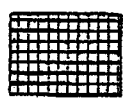
FILED AS CONFIDENTIAL AND PROPRIETARY

EXHIBIT 4 - SERVICE AREA MAP

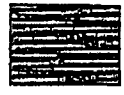
LOCAL ONLY



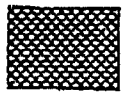
LEGEND



Existing GTE Service Area



Existing U S West North Service Area

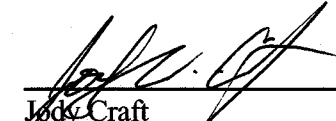


Existing U S West South Service Area

State of Louisiana

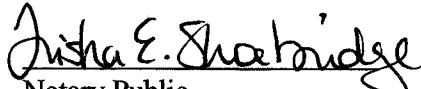
County of Bossier

Jody Craft, being first duly sworn, deposes and says that he/she is the Director of Operations of Budget PrePay, Inc. d/b/a Budget Phone, the Applicant in the proceeding entitled above, that he/she has read the foregoing application and knows the contents thereof; that the same are true of his/her knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.

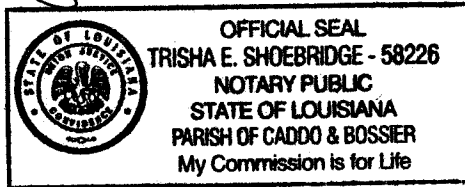


Jody Craft
Director of Operations

Subscribed and sworn to before this 19th day of July, 2007.


Notary Public

My Commission expires:



id clec app