

MAXWELL, BAKER & McFATRIDGE, P.C.

ATTORNEYS AT LAW  
170511 CAMINO REAL, SUITE 300  
HOUSTON, TEXAS 77058

HELEN BROOKER III,  
ASSOCIATE

TELEPHONE (281) 286-1040  
FACSIMILE (281) 286-1044

January 28, 1998

DEPOSIT DATE  
D700 JAN 30 1998

VIA FEDERAL EXPRESS

Florida Public Service Commission  
Secretary  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0866

980156 TX

Re: *Application for Choctaw Communications, L.C. for Authority to Provide Alternative Local Exchange Service Within the State of Florida.*

Dear Sir or Madam:

Enclosed herewith for filing on behalf of *Choctaw Communications, L.C.* please find an original and six (6) copies of its Application for Authority to Provide Alternative Local Exchange Services within the State of Florida. Also, please find our firm check in the amount of \$250.00 made payable to the Florida Public Service Commission to cover filing fees.

Please date-stamp the extra copy and return to the undersigned in the self-addressed stamped envelope provided. If you have any questions, please contact me at (281) 286-1040.

Respectfully submitted,

  
Kyle L. Dickson

Enclosures

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JAN 30 AM 10 21

DOCUMENT CONTROL DATE

JAN 30 98

FROM W. L. B. WORKING

**MAXWELL, BAKER & McFATRIDGE, P.C.**

ATTORNEYS AT LAW  
17625 EL CAMINO REAL, SUITE 310  
HOUSTON, TEXAS 77058

JEFF Z. BROOKER, III,  
ASSOCIATE

TELEPHONE: (281) 286-1040  
FACSIMILE: (281) 286-1043

January 28, 1998

DEPOSIT

DATE

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Florida Public Service Commission  
Secretary  
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Respectfully submitted,



MAXWELL, BAKER & McFATRIDGE, P.C.  
17625 EL CAMINO REAL, SUITE 310  
HOUSTON, TEXAS 77058-3052

FIRST PROSPERITY BANK  
CLEAR LAKE  
P.O. BOX 35560  
HOUSTON, TEXAS 77235-5560  
88-2265/1131

11058

1/29/98

PAY  
TO THE  
ORDER OF

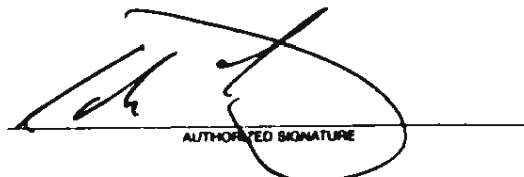
Florida - PSC

, \*\*250.00

Two Hundred Fifty and 00/100\*\*\*\*\*

DOLLARS

Florida - PSC

  
AUTHORIZED SIGNATURE

MEMO Filing fee - CHO01



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**FLORIDA PUBLIC SERVICE COMMISSION  
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD  
TALLAHASSEE, FLORIDA 32399-0850**

**APPLICATION FORM  
for**

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE  
WITHIN THE STATE OF FLORIDA**

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**INSTRUCTIONS**

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission  
Division of Communications, Certification & Compliance Section  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399-0866  
(904) 413-6600**

5. One completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.

- 
1. This is an application for (check one):
- Original authority (new company)
  - Approval of transfer (to another certificated company)  
**Example**, a certificated company purchases an existing company and desires to retain the original certificate authority.
  - Approval of assignment of existing certificate (to a noncertificated company)  
**Example**, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
  - Approval for transfer of control (to another certificated company)  
**Example**, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of Applicant:

**Choctaw Communications, L.C.**

3. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

**8400 S. Gessner  
Houston, Tx 77074  
(713) 771-8255 (800) 421-7441**

B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

**1200 South Pine Island Road  
Plantation, Florida 33324  
(305) 473-5503**

C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, zip code, and phone number.

N/A.

---

4. Structure of organization:

- |   |   |
|---|---|
| <input type="checkbox"/> Individual                     | <input type="checkbox"/> Corporation                |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership        |
| <input type="checkbox"/> General Partnership            | <input type="checkbox"/> Limited Partnership        |
| <input type="checkbox"/> Joint Venture                  | <input type="checkbox"/> Other, Please explain_____ |

5. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: \_\_\_\_\_

**A copy of Applicant's Certificate of Authority to do Business in Florida is attached hereto as Exhibit "A".**

6. Name under which the applicant will do business (d/b/a):

**Choctaw Communications, L.C.**

7. If applicable, please provide proof of fictitious name (d/b/a) registration:

Fictitious name registration number: N/A.\_\_\_\_\_

8. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

**None**

- 
10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

**Ongoing Operations:**

**Seth Block**  
**Vice -President Regulatory**  
**8400 S. Gessner**  
**Houston, Tx 77074**  
**(713) 771-8255 or (800) 597-4130**  
**(800) 280-7903 (Fax)**

**Application**

**Kyle L. Dickson**  
**Maxwell, Baker & McFatridge, P.C.**  
**17625 El Camino Real, Ste. 310**  
**Houston, Texas 77058**  
**(281) 286-1040 (Phone)**  
**(281) 286-1043 (Fax)**

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

**Texas**

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

**No.**

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

**No.**

14. Please indicate how a customer can file a service complaint with your company.

**Customers can either call the Company's toll-free telephone number ( 800) 597-4130 or write to the Company directly.**

---

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability. See Exhibit "B".

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

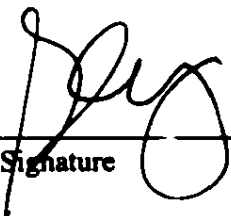
B. Managerial capability. See Exhibit "C".

C. Technical capability. See Exhibit "C".

**AFFIDAVIT**

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in §775.082 and §775.083."

Official:   
Signature

1/26/98  
Date

Title: President

(713) 771-8255  
Telephone Number

Address: Choctaw Communications, L.C.  
8400 S. Gessner  
Houston, Tx 77074



**EXHIBIT "A"**

**CERTIFICATE OF AUTHORITY TO DO  
BUSINESS IN THE STATE OF FLORIDA**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 1, 1997

**SMOKE SIGNAL COMMUNICATIONS**  
**8400 SOUTH GESSNER**  
**HOUSTON, TX 77074**

**Subject: SMOKE SIGNAL COMMUNICATIONS**

**REGISTRATION NUMBER: 397335900089**

This will acknowledge the filing of the above fictitious name registration which was registered on December 1, 1997. This registration gives no rights to ownership of the name.

Each fictitious name registration must be renewed every five years between July 1 and December 31 of the expiration year to maintain registration. Three months prior to the expiration date a statement of renewal will be mailed.

**IT IS THE RESPONSIBILITY OF THE BUSINESS TO NOTIFY THIS OFFICE IN WRITING IF THEIR MAILING ADDRESS CHANGES.** Whenever corresponding please provide assigned Registration Number.

Should you have any questions regarding this matter you may contact our office at (850) 488-9000.

Reinstatement Section  
Division of Corporations

Letter No. 897A00056790

# APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

**Section 1**

1. Smoke Signal Communications  
Fictitious Name to be Registered

2. 8400 South Gessner  
Mailing Address of Business

City Houston, Texas, Florida 77074  
Zip Code

3. Florida County Broward

4. FEI Number: \_\_\_\_\_

FILED  
97 OCT - 1 11 1997  
BROWARD COUNTY FLORIDA

This space for office use only

**Section 2**

**A. Owner(s) of Fictitious Name if Individual(s) (use an attachment if necessary):**

1. Last First M.I. \_\_\_\_\_  
Address \_\_\_\_\_  
City State Zip Code \_\_\_\_\_  
SS# \_\_\_\_\_

2. Last First M.I. \_\_\_\_\_  
Address \_\_\_\_\_  
City State Zip Code \_\_\_\_\_  
SS# \_\_\_\_\_

**B. Owner(s) of Fictitious Name if Corporation(s) (use an attachment if necessary):**

1. Choctaw Communications, L.C.  
Corporate Name  
8400 South Gessner  
Address  
Houston TX 77074  
City State Zip Code  
Florida Corporate Document No.: 1197-801  
FEI Number: \_\_\_\_\_  
 Applied for  Not Applicable

2. \_\_\_\_\_  
Corporate Name  
Address \_\_\_\_\_  
City State Zip Code \_\_\_\_\_  
Florida Corporate Document No.: \_\_\_\_\_  
FEI Number: \_\_\_\_\_  
 Applied for  Not Applicable

**Section 3**

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. I (we) further certify that the fictitious name shown in Section 1 of this form has been advertised at least once in a newspaper as defined in chapter 50, Florida Statutes, in the county where the applicant's principal place of business is located. I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At Least One Signature Required)

Glenn Massey 11/20/97  
Signature of Owner Date  
Glenn Massey, President  
Phone Number: (713) 771-8255

Signature of Owner \_\_\_\_\_ Date \_\_\_\_\_  
Phone Number: \_\_\_\_\_

**Section 4**

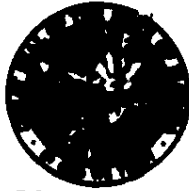
**FOR CANCELLATION COMPLETE SECTION 4 ONLY:  
FOR FICTITIOUS NAME OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:**

I (we) the undersigned, hereby cancel the fictitious name \_\_\_\_\_  
\_\_\_\_\_, which was registered on \_\_\_\_\_ and was assigned  
registration number \_\_\_\_\_

Signature of Owner \_\_\_\_\_ Date \_\_\_\_\_  
Signature of Owner \_\_\_\_\_ Date \_\_\_\_\_

Mark the applicable boxes  Certificate of Status - \$10  Certified Copy - \$30  
FILING FEE: \$60

Note: Acknowledgements/certificates will be sent to the address in Section 1 only.



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 1, 1997

**CT CORP. SYSTEM**  
**TALLAHASSEE,**

Qualification documents for CHOCTAW COMMUNICATIONS, L.C. were filed on December 1, 1997, and assigned document number M9700000801. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date.

A limited liability company annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Tammi Cline  
Document Specialist  
Division of Corporations

Letter Number: 297A00056765

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS  
IN THE STATE OF FLORIDA:**

1. Choctaw Communications, L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Texas  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. August 2, 1996  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Registration  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 617.155, F.S.))
7. 8400 South Gessner, Houston, Texas 77074  
  
(Street address of principal office)

97 DEC - 1 PM 3:55  
 SECRETARY OF STATISTICS  
 DIVISION OF CORPORATIONS

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>See 1 in Addendum</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**Filing Fee: \$ 52.50 for Application**

## Addendum

1. Name: Seth Block, ~~Comptroller~~ *Vice President*  
Address: 9900 Richmond, Houston, Texas 77042  
Title: MGR
- Address: Scotty Hanley, Chief of Operations  
Address: 3011 Greentree Court, Missouri City, Texas 77459  
Title: MGR
- Name: Glenn Massey, President  
Address: 11917 Queensbury, Houston, Texas 77024  
Title: MGR
- Name: Phil Packer, Secretary  
Address: 106 Capri Street, Sugar Land, Texas 77478  
Title: MGR
- ~~Name: Lana Thomas, Director of Marketing~~  
~~Address: 1301 Richmond, Houston, Texas 77006~~  
~~Title: MGR~~

*Jerry Cook*  
*Chief Executive Officer*

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Choctaw Communications, L.C.

---

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

*Victor Alfano*  
(Signature)

11/26/97

(Date)


*Victor Alfano, Asst. Sec.*

**FILING FEE: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Choctaw  
Communications, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 500,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 500,000. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**Filing Fee: \$52.50 for Affidavit**





# The State of Texas

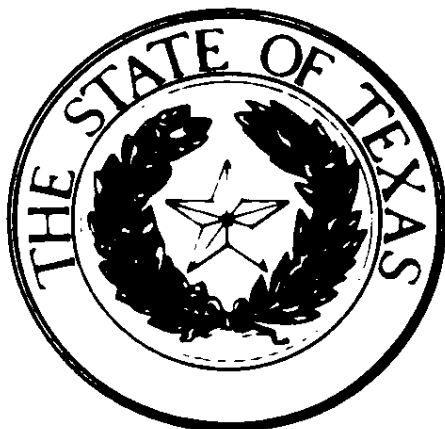
## SECRETARY OF STATE

**IT IS HEREBY CERTIFIED** that the attached is/are true and correct copies of the following described document(s) on file in this office:


**CHOCTAW COMMUNICATIONS, L.C.  
FILE NO. 7019723-22**

**ARTICLES OF ORGANIZATION  
ASSUMED NAME CERTIFICATE (2)  
ASSUMED NAME CERTIFICATE**

**AUGUST 5, 1996  
AUGUST 26, 1996  
MARCH 6, 1997**



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 10, 1997.*

  
\_\_\_\_\_  
**Antonio O. Garza, Jr.  
Secretary of State**

**DAF**

1 0 ? 2 2 2 ! 1 1 1 9

FILED  
in the Office of the  
Secretary of State of Texas

ARTICLES OF ORGANIZATION  
OF  
CHOCTAW COMMUNICATIONS, L.C.

AUG 5 1996

Corporations Section

The undersigned, G. Walter Rockwell, acting as the sole organizer of a limited liability company (hereinafter referred to as the "Company") under the Texas Limited Liability Company Act (hereinafter referred to as the "Act"), does hereby adopt the following Articles of Organization for such Company:

ARTICLE ONE

Name

The name of the Company is CHOCTAW COMMUNICATIONS, L.C.

ARTICLE TWO

DURATION

The period of duration of the Company is thirty (30) years from the date of the filing of these Articles of Organization with the Secretary of State of the State of Texas, or until the earlier dissolution of the Company in accordance with the provisions of its regulations.

ARTICLE THREE

PURPOSES AND POWERS

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

1 0 ? 2 2 : 1 : 0

**ARTICLE FOUR**

**Address**

The address of the Company's principal place of business in the State of Texas is 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025.

**ARTICLE FIVE**

**Initial Registered Office and Agent**

The address of the initial registered office of the Company is 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025, and the name of the initial registered agent of the Company in the State of Texas is PHILIP K. PACKER.

**ARTICLE SIX**

**Managers**

The Company is to be managed by one or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the members of the Company or until their successors are duly elected, shall be two (2). The names and addresses of the initial managers are:

<b><u>Name</u></b>	<b><u>Address</u></b>
CFT MANAGEMENT, L.C.	4130 Bellaire Blvd., Suite 210 Houston, Texas 77025
SCOTT HANLEY	4130 Bellaire Blvd., Suite 210 Houston, Texas 77025

**ARTICLE SEVEN**

**Action Without Meeting**

Any action required by the Act or the Texas Business Corporation Act to be taken at any annual or special meeting of

members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interests having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interests entitled to vote on the action were present and voted. Prompt notice of the taking of any action by the members without a meeting by less than unanimous written consent shall be given to those members who did not consent in writing to the action.

ARTICLE EIGHT

No Preemptive Rights

No member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE NINE

No Cumulative Voting

The right of members to cumulative voting in the election of managers is expressly prohibited.

ARTICLE TEN

Limited Liability

No manager of the Company shall be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except for liability of a manager for (i) a breach of such manager's duty of loyalty to the Company

or its members, (ii) an act or omission not in good faith that constitutes a breach of duty of such manager to the Company, (iii) an act or omission of such manager which involves intentional misconduct or a knowing violation of the law, (iv) a transaction from which such manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the manager's position, or (v) an act or omission for which the liability of such manager is expressly provided for by an applicable statute. If the Texas Limited Liability Company Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended to authorize action further eliminating or limiting the liability of managers, then the liability of a manager of the Company shall be eliminated or limited to the fullest extent permitted by the Texas Limited Liability Company Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended. Any repeal or modification of the foregoing provisions by the members shall not adversely affect any right or protection of a manager existing at the time of such repeal or modification.

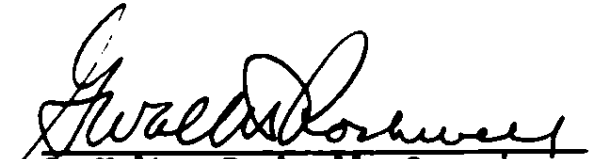
**ARTICLE ELEVEN**

**Organizer**

The name and address of the organizer of the Company are:

G. Walter Rockwell  
9301 Southwest Freeway  
Suite 225  
Houston, Texas 77074

IN WITNESS WHEREOF, the undersigned organizer has signed these Articles of Organization on the 2nd day of August, 1996.

  
G. Walter Rockwell, Organizer

Corporations Section  
Statutory Filings Division  
Office of the Secretary of State  
P. O. Box 13697  
Austin, Texas 78711-3697

ASSUMED NAME RECORDS  
CERTIFICATE OF OWNERSHIP FOR INCORPORATED BUSINESS OR PROFESSION

FILED  
In the Office of the  
Secretary of State of Texas  
AUG 26 1996  
Corporations Section

NAME IN WHICH BUSINESS IS OR WILL BE CONDUCTED

TALK TIME USA

(print or type name of business)

BUSINESS ADDRESS: 4130 Bellaire Blvd., Suite 210

CITY: Houston STATE: Texas ZIP: 77025

- The name of the incorporated business or profession as stated in its Articles of Incorporation of comparable document is: CHOCTAW COMMUNICATIONS, L.C.  
and the charter number or certificate of authority number, if any, is: 07019723
- The state, county, or other jurisdiction under the laws of which it was incorporated is: Texas  
and the address of its registered or similar office in that jurisdiction is: 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025
- The period, not to exceed ten years, during which this assumed name will be used is: Ten (10) years
- The corporation is a (circle one) business corporation, non-profit corporation, professional corporation, professional association or other type of corporation (specify) Limited liability company  
or other type of incorporated business, professional or other association or legal entity (specify): \_\_\_\_\_
- If the corporation is required to maintain a registered office in Texas, the address of the registered office is: 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025  
and the name of the registered agent at such address is: Philip K. Packer  
The address of the principal office (if not the same as the registered office) is: same
- If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is: \_\_\_\_\_  
and if the corporation is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is: \_\_\_\_\_  
and the office address elsewhere is: \_\_\_\_\_
- The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "all" or "all except \_\_\_\_\_").  
All
- If this instrument is executed by the attorney-in-fact, the attorney-in-fact hereby states that he has been duly authorized, in writing, by his principal to execute and acknowledge this instrument.

Signature of Officer, representative or  
attorney-in-fact of the corporation  
**Philip K. Packer, Attorney-in-fact**

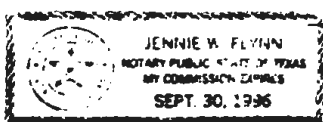
THE STATE OF TEXAS    N  
                                  N  
COUNTY OF HARRIS    N

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally appeared \_\_\_\_\_  
**Philip K. Packer, Attorney-in-fact for Choctaw Communications, L.C.**

known to me to be the person \_\_\_\_\_ whose name \_\_\_\_\_ is/are subscribed to the foregoing instrument and, under oath, acknowledged to me that \_\_\_\_\_ he \_\_\_\_\_ signed the same for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on August 20, 1996

(SEAL)



Notary Public in and for the State of Texas

Corporations Section  
Statutory Filings Division  
Office of the Secretary of State  
P. O. Box 13697  
Austin, Texas 78711-3697

ASSUMED NAME RECORDS  
CERTIFICATE OF OWNERSHIP FOR INCORPORATED BUSINESS OR PROFESSION

FILED  
In the Office of the  
Secretary of State of Texas  
MAR 06 1997  
Corporations Section

NAME IN WHICH BUSINESS IS OR WILL BE CONDUCTED


SMOKE SIGNAL COMMUNICATIONS

(print or type name of business)

BUSINESS ADDRESS: 4130 Bellaire Blvd., Suite 210

CITY: Houston STATE: TX ZIP: 77025

- The name of the incorporated business or profession as stated in its Articles of Incorporation of comparable document is: CHOCTAW COMMUNICATIONS, L.C.  
and the charter number or certificate of authority number, if any, is: 07019723
- The state, county, or other jurisdiction under the laws of which it was incorporated is: Texas  
and the address of its registered or similar office in that jurisdiction is: 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025
- The period, not to exceed ten years, during which this assumed name will be used is: Ten (10) years
- The corporation is a (circle one) business corporation, non-profit corporation, professional corporation, professional association or other type of corporation (specify) Limited liability company  
or other type of incorporated business, professional or other association or legal entity (specify): \_\_\_\_\_
- If the corporation is required to maintain a registered office in Texas, the address of the registered office is: 4130 Bellaire Blvd., Suite 210, Houston, TX 77025  
and the name of the registered agent at such address is: Philip K. Packer  
The address of the principal office (if not the same as the registered office) is: \_\_\_\_\_
- If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is: \_\_\_\_\_  
and if the corporation is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is: \_\_\_\_\_  
and the office address elsewhere is: \_\_\_\_\_
- The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "all" or "all except \_\_\_\_\_").  
All
- If this instrument is executed by the attorney-in-fact, the attorney-in-fact hereby states that he has been duly authorized, in writing, by his principal to execute and acknowledge this instrument.

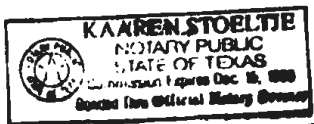
  
Signature of Officer, representative or  
attorney-in-fact of the corporation  
G. Walter Rockwell, Attorney-in-Fact


THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally appeared \_\_\_\_\_

G. Walter Rockwell, Attorney-in-Fact for Choctaw Communications, L.C.,  
known to me to be the person whose name is/are subscribed to the foregoing instrument and, under oath, acknowledged to me that he signed the same for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on March 5, 19 97



  
Notary Public in and for the State of Texas



Corporations Section  
Statutory Filings Division  
Office of the Secretary of State  
P. O. Box 13697  
Austin, Texas 78711-3697

ASSUMED NAME RECORDS  
CERTIFICATE OF OWNERSHIP FOR INCORPORATED BUSINESS OR PROFESSION

PROFESSION FILED  
In the Office of the  
Secretary of State of Texas  
AUG 26 1996  
Corporations Section

NAME IN WHICH BUSINESS IS OR WILL BE CONDUCTED

**TEJAS TELECOMMUNICATIONS**

(print or type name of business)

BUSINESS ADDRESS: 4130 Bellaire Blvd., Suite 210

CITY: Houston STATE: Texas ZIP: 77025

1. The name of the incorporated business or profession as stated in a. Articles of Incorporation of comparable document is: CHOCTAW COMMUNICATIONS, L.C.  
and the charter number or certificate of authority number, if any, is: 07019723

2. The state, county, or other jurisdiction under the laws of which it was incorporated is: Texas  
and the address of its registered or similar office in that jurisdiction is: 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025

3. The period, not to exceed ten years, during which this assumed name will be used is: Ten (10) years


4. The corporation is a (circle one) business corporation, non-profit corporation, professional corporation, professional association or other type of corporation (specify) Limited liability company  
or other type of incorporated business, professional or other association or legal entity (specify): \_\_\_\_\_

5. If the corporation is required to maintain a registered office in Texas, the address of the registered office is: 4130 Bellaire Blvd., Suite 210, Houston, Texas 77025  
and the name of the registered agent at such address is: Philip K. Packer  
The address of the principal office (if not the same as the registered office) is: same

6. If the corporation is not required to or does not maintain a registered office in Texas, the office address in Texas is: \_\_\_\_\_  
and if the corporation is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is: \_\_\_\_\_  
and the office address elsewhere is: \_\_\_\_\_

7. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "all" or "all except \_\_\_\_\_").  
All

8. If this instrument is executed by the attorney-in-fact, the attorney-in-fact hereby states that he has been duly authorized, in writing, by his principal to execute and acknowledge this instrument.

  
\_\_\_\_\_  
Signature of Officer, representative or  
attorney-in-fact of the corporation  
**Philip K. Packer, Attorney-in-fact**

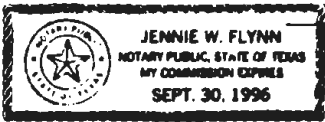
THE STATE OF TEXAS §  
§  
COUNTY OF HARRIS §

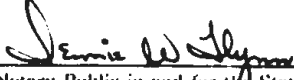
BEFORE ME, THE UNDERSIGNED AUTHORITY, on this day personally appeared \_\_\_\_\_  
**Philip K. Packer, Attorney-in-fact for Choctaw Communications, L.C.**

known to me to be the person whose name is subscribed to the foregoing instrument and, under oath, acknowledged to me that he signed the same for the purpose and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on August 20, 19 96

(SEAL)



  
\_\_\_\_\_  
Notary Public in and for the State of Texas

**EXHIBIT "B"**

**BALANCE SHEET**

**INCOME STATEMENT**

**STATEMENT OF RETAINED EARNINGS FOR 3 YEARS**

**Choctaw Communications**  
**Balance Sheet**  
**As of September 30, 1997**

**Assets**

**Current Assets**

<b>Cash</b>	<b>\$120,043</b>
<b>Accounts Receivable and Deposits</b>	<b>19,500</b>
<b>Inventory</b>	<b>6,204</b>
<b>Pre-Paid Expenses</b>	<b>97,949</b>
<b>Total current Assets</b>	<b>243,695</b>

<b>Property, plant and Equipment</b>	<b>224,513</b>
<b>Accumulated Depreciation</b>	<b>(28,179)</b>
<b>Net Fixed Assets</b>	<b>196,334</b>

<b>Organization costs</b>	<b>17,281</b>
<b>Accumulated Amortization</b>	<b>(1,887)</b>
<b>Net Intangible Assets</b>	<b>15,394</b>

<b>Total Assets</b>	<b><u>\$455,424</u></b>
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**Liabilities**

**Current Liabilities**

<b>Accounts Payable</b>	<b>\$273,051</b>
<b>Accrued Expenses</b>	<b>207,719</b>
<b>Short Term Note-Member</b>	<b>391,358</b>
<b>Total current Liabilities</b>	<b>672,126</b>

<b>A/P Other</b>	<b>125,116</b>
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<b>Total Liabilities</b>	<b>997,244</b>
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**Equity**

<b>Capital</b>	<b>25,000</b>
<b>Retained Earnings</b>	<b>(566,820)</b>
<b>Total Equity</b>	<b>(541,820)</b>

<b>Total Liabilities and Equity</b>	<b><u>\$455,424</u></b>
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**Choctaw Communications**  
**Income Statement**  
For the period ended  
September 30, 1997

	Current Month	% of Net Sales	Year to Date	% of Net Sales
<b>Revenue</b>				
<b>Sales</b>	\$280,407		\$1,800,231	
<b>Less Line Acquisition Cost</b>	(38,960)		(\$63,960)	
<b>Less Refunds</b>	(1,482)		(\$2,395)	
<b>Total Sales</b>	239,955	100.00%	\$1,733,876	100.00%
<b>Cost of Sales</b>				
<b>Line costs</b>	86,618	36.10%	\$786,554	45.36%
<b>Line repair cost</b>	1,216	0.51%	\$7,964	0.46%
<b>APS &amp; Fiesta Agent cost</b>	12,618	5.26%	\$43,263	2.50%
<b>Total Cost of Sales</b>	100,452	41.86%	\$837,781	48.32%
<b>Gross Margin</b>	139,503	58.14%	\$896,095	
<b>General and Administrative Expense</b>				
<b>Office Expense</b>	37,638	15.69%	\$208,403	12.02%
<b>Answering Service</b>	0	0.00%	\$16,180	0.93%
<b>Printing, Advertising and Promotion</b>	43,974	18.33%	\$448,686	25.88%
<b>Fiesta booths</b>	4,525	1.89%	\$28,002	1.61%
<b>Travel</b>	3,697	1.54%	\$4,926	0.28%
<b>Bank Fees</b>	261	0.11%	\$2,087	0.12%
<b>Salaries-Smoke signal</b>	63,814	26.59%	\$488,132	28.15%
<b>Salaries-Management</b>	41,450	17.27%	\$134,040	7.73%
<b>Depreciation and Amortization</b>	4,305	1.79%	\$27,318	1.58%
<b>Interest Expense</b>	1,899	0.83%	\$13,676	0.79%
<b>Total G&amp;A</b>	201,862	84.04%	\$1,371,450	79.10%
<b>Net Income B4 Income Tax</b>	<b>(\$62,159)</b>	<b>-25.90%</b>	<b>(\$475,356)</b>	<b>-27.42%</b>

**CHOCTAW COMMUNICATIONS, L.C.**

JULY 31, 1997

**ASSETS****CURRENT ASSETS**

<b>CASH</b>	<b>\$182,176.00</b>	
<b>PEITY CASH</b>	<b>\$1,000.00</b>	
<b>A/R - OTHER</b>	<b>\$12,490.00</b>	
<b>DEPOSITS</b>	<b>\$4,200.00</b>	
<b>PREPAID EXPENSES</b>	<b>\$15,217.43</b>	
<b>TOTAL CURRENT ASSETS</b>		<b>\$215,183.43</b>

**FIXED ASSETS**

<b>FURNITURE &amp; FIXTURES</b>	<b>\$12,081.26</b>	
<b>COMPUTERS AND OFFICE EQUIPMENT</b>	<b>\$115,567.15</b>	
<b>LEASEHOLD IMPROVEMENTS</b>	<b>\$65,506.20</b>	
<b>TOTAL FIXED ASSETS</b>	<b>\$214,944.71</b>	
<b>LESS DEPRECIATION</b>	<b>(\$18,704.98)</b>	
<b>ORGANIZATIONAL COST</b>	<b>\$12,222.16</b>	
<b>AMORTIZATION COST</b>	<b>(\$1,834.24)</b>	
<b>TOTAL FIXED ASSETS</b>		<b>\$206,587.79</b>

**TOTAL ASSETS****\$421,771.13****LIABILITIES****CURRENT LIABILITIES**

<b>ACCOUNTS PAYABLE</b>	<b>\$174,878.02</b>	
<b>SALES TAX PAYABLE</b>	<b>\$21,822.28</b>	
<b>TOTAL CURRENT LIABILITIES</b>		<b>\$196,699.40</b>

**LONG TERM LIABILITIES****EQUITY**

<b>STOCK</b>	<b>\$25,000.00</b>	
<b>PREVIOUS YEAR RETAINED EARNINGS</b>	<b>(\$91,464.06)</b>	
<b>RETAINED EARNINGS</b>	<b>\$291,491.79</b>	
<b>TOTAL EQUITY</b>		<b>\$225,000.73</b>

**TOTAL LIABILITIES AND EQUITY****\$421,771.13**

# CHOCTAW COMMUNICATIONS, L.C.

JULY 31, 1997

INCOME STATEMENT	BUDGET		ACTUAL	DIFFERENCE
INCOME	\$1,881,082	77.81%	\$1,361,309.22	(\$519,772.78)
LINE EXPENSE			\$801,342.49	
LINE REPAIR/SERVICE			\$2,571.30	
APS PAYMENTS			\$1,506.16	
FIRSTA PAYMENTS			\$18,578.50	
CREDIT CARD PAYMENTS			\$472.11	
TOTAL LINE	\$789,954	68.78%	\$539,467.40	\$250,486.10
NET INCOME	\$894,089	68.74%	\$740,941.82	
OVERHEAD Expense	\$230,233	71.98%	\$166,247.08	\$173,985.97
NET INCOME	\$342,898	120.75%	\$394,494.79	\$50,596.99

**EXHIBIT "C"**

**MANAGERIAL AND TECHNICAL CAPABILITIES**

## **CHOCTAW COMMUNICATIONS**

### **Qualifications of Applicant's Key Personnel**

#### ***Jerry Cook, CEO***

*Mr. Cook is a graduate of the University of Texas. After graduation, Mr. Cook played professional football with the Houston Oilers for several years. After leaving the Oilers, Mr. Cook joined Houston Shell & Concrete as sales manager. Mr. Cook left Houston Shell in 1973 and purchased a majority interest in Builder Supply Concrete which he operated until 1982. In 1982, Mr. Cook sold his interest in Builders Supply and purchased Hale-Mills Construction. Hale-Mills has grown from seven million in sales to forty-seven million dollars in 1996. Currently, Hale-Mills is ranked in the top 10 in Texas and in the top 10 nationally for construction of retail stores. Hale-Mills has completed several projects for the State of Texas, including several prisons.*

*Mr. Cook operates several other companies engaged in ranching, real estate development and commercial management.*

#### ***Scotty Hanley, COO***

*Mr. Hanley has over 25 years experience in startup business, most notably SCI Security Consultants, a commercial alarm business which he founded in 1973 and sold seven years later for fourteen million dollars. Mr. Hanley has also been in the business of brokering vessels to the offshore and drilling business. Since 1987, he has been in the business of sell/lease back of consumer products.*

#### ***Seth L. Block***

*Mr. Block received his Masters Degree in Accounting from Southwest Texas, 1984 and is a Certified Public Accountant for the State of Texas. Mr. Block spent several years at a public accounting firm before entering the industry. Since 1986 Mr. Block has been with several large and public traded companies including Service Corporation International, Hotard Coaches, Inc. and Premier Car Rental Services as Controller. Mr. Block is responsible for the maintaining of customer records, billing, payment and reconciliation with ILEC records.*

#### ***Glenn Ryan Massey***

*Since graduating from the University of Texas in 1976, Mr. Massey has been heavily involved in the advertising and marketing industry. He has worked for such industry leaders as Gannet Broadcasting, Cox, Gaylord Entertainment and The Tribune. Prior to his employment with Choctaw, he was senior Vice President and Managing Director of Western International Media where he managed over forty employees and was responsible for revenue requirements in excess of \$100,000,000.*