

Delta Phone, Inc.
245 Illinois Street
Delhi, Louisiana 71232
Tel (318) 878-2049
Fax (888) 203-8014
Email: frederick@deltaphones.com

ORIGINAL

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RECORDS AND REPORTING

May 17, 2001

Ms. Brenda Hawkins
Regulatory Analyst
Florida Public Service Commission
Division of Communications
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Gulf Coast Communication

010779-TX

Dear Ms. Hawkins:

Gulf Coast Communication (hereinafter "Gulfcoast" or "seller") hereby request that the Florida Public Service Commission (hereinafter "Commission") approve the transfer of control of the local telecommunications authorizations held by Gulf Coast, as granted by the Commission on January 11, 2000(Local Exchange), in Docket No. 991625-TX to Delta Phones, Inc. As of May 26, 2001 the telecommunications license assets of Gulf Coast were sold to Delta Phones, Inc.

In furtherance of the requested transfer, the parties provide the following information:

I. THE PARTIES

A. Gulf Coast Communications

Gulf Coast, a wholly owned subsidiary of Gulf Coast Communications, Inc., was incorporated under the laws of the state of Florida, with principal business offices located at 5260 Mobile Highway, Pensacola, Florida, 32526. Gulf Coast is licensed as a non-facilities based carrier and reseller of local telecommunications services in the State of Florida. Gulf Coast was granted a Certificate of Public Convenience and Necessity to provide alternative local telecommunications service by the Commission Order No. 5635 on January 11, 2000. Gulf Coast is presently providing services in the State of Florida. Gulf Coast is certified to provide telecommunications services in

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FPSC-RECORDS/REPORTING

five of the States of the Union. In addition, Gulf Coast is authorized to provide telecommunication services pursuant to the authority granted to it by the public Service Commission.

B. DELTA PHONES, INC.

Delta Phones, Inc. is a Louisiana Corporation with its principal business offices located at 245 Illinois Street, Delhi, Louisiana, 71232. One copy of the Articles of Formation of Transpoint Communication is attached hereto as Exhibit 2.

II. REQUEST FOR APPROVAL TO TRANSFER OF CONTROL

To accomplish this transfer of control, Gulf Coast's Certificate of Public Convenience and Necessity will be transferred from Gulf Coast to Delta Phones, Inc., so that Delta Phones, Inc. will become the owner of the subject licenses and will have the authority to provide resold telecommunications services in the State of Florida.

The proposed transaction will not in any way disrupt service or cause inconvenience or confusion to the customers who were with Gulf Coast and the proposed transfer of control will have no adverse impact on the consumers in the State of Florida.

The transfer of control will further the public interest by providing for new ownership that plans to offer competitive local telecommunications services to the citizens of the State.

To the extent required, the parties respectfully request that the Commission authorize the instant transfer of control request as summarized above and that the Commission grant any and all authority required to accomplish this end.

Should you have any questions or require additional information, please contact me at your convenience.

Respectfully submitted,



Frederick Huenefield

Dear Valued Customer,

Exciting things are happening at Gulf Coast Communications! We are proud to announce the merger of Gulf Coast Communications with Delta Phones, Inc. Delta Phones has built their business on quality customer service and support. Through Delta Phones advanced technology your dealer will be able to assist your every need.

Starting with the July billing cycle you will notice that the statements will be from Delta Phones, Inc. Your bill each month will be \$39.95 plus taxes and fees per month (currently this amount is \$48.05). Delta Phones also offers many optional features such as Caller ID and Call Waiting at an additional charge.

Your payments will continue to be made at the payment location where your order was first originated. On your bill you will find the address of your current location, a toll-free telephone number and all your billing information including the payment due date.

For any questions that you may have regarding your new invoice, etc. then please call Rhonda Walters, supervisor at Delta Phones. Her toll free number is 1-800-814-8623.

Sincerely,
Gulf Coast Communications

- *You may choose another local phone service provider, but only Delta Phones can guarantee that your phone number will remain the same.*

Sample
Letter

105

UNITED STATES OF AMERICA

State of Louisiana



Joë McKeithen
 SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

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,

MAY 02 1989

Joë McKeithen

Secretary of State



272079
May 4, 1989
104

UNITED STATES OF AMERICA
State of Louisiana



Box McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
a copy of the Articles of Incorporation and Initial Report
of

FURNITURE MARKET, INC.

Domiciled at Delhi, Louisiana, Parish of Richland,

A corporation organized under the provisions of R.S. 1950,
Title 12, Chapter 1, as amended,

By Act before a Notary Public in and for the Parish of
Richland, State of Louisiana, on April 27, 1989, the date
when corporate existence began,

Was filed and recorded in this office on May 2, 1989, in the
Record of Charters Book 343,

And all fees having been paid as required by law, the
corporation is authorized to transact business in this
State, subject to the restrictions imposed by law, including
the provisions of R. S. 1950, Title 12, Chapter 1, as
amended.

*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.*
May 2, 1989

Box McKeithen
LMW

Secretary of State



ARTICLES OF INCORPORATION
OF
FURNITURE MARKET, INC.

STATE OF LOUISIANA:

PARISH OF RICHLAND:

BE IT KNOWN, that on the date(s), at the place(s), and before the Notary Public and witnesses hereto subscribed, personally came and appeared the persons whose names are hereunto subscribed, who declared that, availing themselves of the benefits and provisions of the Constitution and laws of Louisiana, and particularly Revised Statute 12:1, et seq., they do, by these presents, contract, agree, bind and obligate themselves to form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a business corporation, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

ARTICLE I.

NAME OF CORPORATION

The name and title of this corporation shall be:

FURNITURE MARKET, INC.

and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession in perpetuity, or such maximum period as may be authorized by the Laws of Louisiana, during which time it shall have and possess all the powers, rights, privileges and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and Laws of Louisiana.

ARTICLE II.

PURPOSES OF CORPORATION

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

To enter into any lawful business activity in which corporations organized under Revised Statute 12:1, et seq., may engage, either for its own account, or for others as agent.

To acquire, purchase, sell, or encumber in any manner whatsoever, any property, real or personal.

To conduct any other business which under the law it may be entitled to carry on which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business or businesses, or any part thereof, or in the transaction of any other lawful business that may be calculated directly or indirectly to enhance the value or to render profitable any of the corporation's properties and rights, and generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes hereinbefore set forth, or as may be necessary, useful or convenient for affecting said objects and purposes.

The foregoing shall be construed both as objects and powers but the enumeration thereof shall not be held to limit or restrict in any manner the powers and privileges conferred on this corporation by the Constitution and laws of Louisiana.

ARTICLE III.

CORPORATE STOCK

The total authorized capital stock of this corporation shall consist of 500 shares with a par value of \$20 per share. Shareholders shall have preemptive rights. The transfer of stock of this corporation shall be made only on the books of the corporation by the stockholders, in person or by proxy, and under such rules and regulations as the Board of Directors may in accordance with law prescribe from time to time. Consideration for issuance of corporate shares shall be set by the voting shareholders by vote of the majority present and voting. The evaluation placed on the

shares by the shareholders shall be conclusive as to shares issued for consideration other than cash.

ARTICLE IV.

SALE OR TRANSFER OF STOCK

No shareholder may sell or transfer any stock of this corporation without first offering it to this corporation at the same price that shareholder may have been offered for such stock by any prospective purchaser. Said offer must be made by delivering to the Secretary of this corporation, against written receipt, the certificates representing said stock, endorsed in blank, and a written offer shall be made to the corporation and each shareholder of the same class of stock to sell said stock to this corporation, for cash, at the value hereinabove mentioned. This corporation shall have the first right, for a period of fifteen (15) days from the delivery of such offer and said certificates endorsed in blank to the Secretary of this corporation, to purchase the stock of said shareholder for cash, at the price offered to the prospective purchaser. After the fifteen (15) days, if the corporation does not so purchase, the shares may then be purchased within a second period of fifteen (15) days by the shareholders, or any of them, in the proportion which the purchasing shareholder's shares of stock bears to the total corporate shares of stock. After this second period of fifteen (15) days, if any shares remain, then the selling shareholder may sell his unsold stock without restriction.

No sale or transfer of any of the stock of this corporation shall be valid and binding until and unless the opportunity to purchase such shares has been given to this corporation and shareholders in the manner in this article provided; and this right, so vested in this corporation, shall follow any of the stock of this corporation so sold without such opportunity being given into any hands into which it may pass. Such right may be exercised against the holder or holders of such stock up to thirty (30) days after such shares are tendered for transfer on the books of this

corporation, and no transfer of any such shares shall be made on the books of this corporation without the written consent of all of the other record holders of stock of this corporation, during the pendency of said thirty (30) day period.

The right vested in this corporation and shareholders to purchase the stock of any shareholder of this corporation desiring to sell any stock of this corporation may be waived, in writing, by all of the other record shareholders of this corporation at any time.

No shareholder may donate, pledge, mortgage, hypothecate or otherwise encumber any stock of this corporation without first obtaining written consent of all other record shareholders of this corporation.

ARTICLE V.

BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by, a board of not less than three (3) nor more than seven (7) directors, unless less than three (3) persons hold stock in the corporation. The number of directors may be increased or decreased within the said limits by a majority vote of the directors.

The Board of Directors shall elect a president, a secretary, a treasurer, and one or more vice presidents. The officers do not have to be directors, and two or more of the officers may be in one person.

The Board of Directors shall have authority to make and alter by-laws, fix their own qualifications, classifications or terms of office and fix or increase their compensation, subject to the power of the voting shareholders to change or repeal the by-laws so made.

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 is permitted and provided by law.

The Board of Directors shall have full authority to exercise other powers and to perform such other lawful activities in which the corporation and/or its shareholders may engage, unless prohibited from doing so by law or this corporation's charter or by-laws.

Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other director or shareholder, who may cast the vote of the absent director according to his written instructions.

A majority of the Board of Directors shall constitute a quorum to do business and the acts of a majority of directors present at any meeting where a quorum is present shall be the acts of the Board of Directors. If a quorum is present when the meeting convenes, then the directors may continue to do business despite the withdrawal of directors or refusal of directors to vote.

ARTICLE VI.

STOCKHOLDERS MEETINGS

The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, or at such other place as may be designated by the Board of Directors, and shall take place on the second Friday of January of each year, beginning with the year 1990, unless or until otherwise provided by the by-laws.

Upon written request of shareholders holding a majority of this corporation's issued and outstanding voting stock, any directors may be replaced, even though his term of office may not have expired.

The presence, in person or by proxy, of the holders of a majority of the voting stock of this corporation shall constitute a quorum. Each share of voting stock shall be entitled to one (1) vote at stockholders meeting. A majority of the votes actually cast shall decide any matter properly brought before the stockholders meeting.

ARTICLE VII.

NOTICE

Any notices required under the Louisiana Corporation

Law for meetings of Board of Directors or meetings of stockholders may be waived by written consent of all members of the Board of Directors as to their meetings or by the stockholders holding a majority of the voting stock as to stockholders meetings, in which case no notice shall be required for such meetings.

ARTICLE VIII.

INCORPORATION

The names and municipal addresses of the incorporators are as follows:

James T. Strong
1004 East Kentucky Street
Delhi, LA 71232

ARTICLE IX.

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by a majority vote of the voting power present at any annual or special meeting of stockholders. Notice of proposed changes shall be given to all stockholders unless such notice is waived, in writing, by a majority of the voting power of the corporation.

THUS DONE AND SIGNED in Delhi, Louisiana, on this 27th day of April, 1989, in the presence of Odie Newton and Virginia Watson competent witnesses who hereunto sign their names with the said appearer and me, Notary, after reading of the whole.

WITNESSES:

Virginia Watson
Odie Newton

James T. Strong
JAMES T. STRONG

Janice DeLoach
NOTARY PUBLIC

INITIAL REPORT
OF

FURNITURE MARKET, INC.

Pursuant to Louisiana Revised Statutes of 1950, Title 12, Section 101, the following report of each incorporator of FURNITURE MARKET, INC. is herewith submitted:

1.

The location and municipal address of the Registered Office of the corporation is 1 Broadway Square, Delhi, LA 71232.

2.

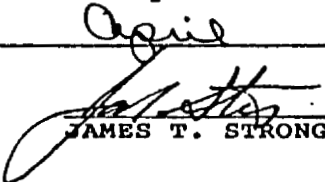
The Registered Agent of the corporation and his municipal address is James T. Strong, 1004 East Kentucky Street, Delhi, LA 71232.

3.

The first directors of the corporation and their municipal addresses are as follows:

James T. Strong
1004 East Kentucky Street
Delhi, LA 71232

THUS DONE AND SIGNED by the incorporators at Rayville, Louisiana, on this 27th day of April, 1989.


JAMES T. STRONG

(DOMESTIC/FORIGN)

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/~~BOYD~~ OF RICHLAND

On this 27th day of April, 1989, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared James T. Strong, 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 Furniture Market, Inc. which is a Corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 1, 2 and 3.


REGISTERED AGENT

Subscribed and sworn to before me on the day, month, and year first above set forth


NOTARY PUBLIC

NOTE: If the Agent is a Corporation authorized to act as an agent then the affidavit must be executed by an officer of the corporation.

Issued by James H. "Jim" Brown
Secretary of State
SS 388 (9/87)

DELTA PHONES, INC.

Post Office Box 457
Delhi, Louisiana 71232
318-878-3844

August 3, 1998

Honorable Fox McKeithen
Secretary of State
State Capitol
P O Box 94125
Baton Rouge, LA 70804

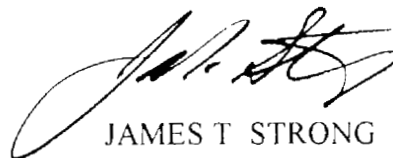
Re Amendment to Articles of Incorporation

Dear Mr. McKeithen

Enclosed please find a multiple original of Articles of Amendment to change the name of the prior corporation name of FURNITURE MARKET, INC to now be know as DELTA PHONES, INC. Would you please file the Articles of Amendment and forward a certified copy to our office as well as any documentation which we may need to file in the corporate records in Richland Parish to show the above change. Also enclosed is our check for \$60.00 for the cost in filing said amendment.

With kind regards,

Sincerely,



JAMES T STRONG

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

STATE OF LOUISIANA:

PARISH OF RICHLAND:

BE IT KNOWN that on this the 3rd day of August, 1998, before me, Notary Public, duly commissioned and qualified in and for the above state and parish, personally came and appeared James T. Strong and Marianne Cruse Strong, who are the sole officers, directors and shareholders of Furniture Market, Inc. Appearers declared that pursuant to the Resolution of the officers, directors, and shareholders of the corporation adopted at a meeting held on the 31 day of July, 1998, whereas all of the officers, directors, and shareholders of the corporation were present, said meeting being held at the office of the corporation in Delhi, Louisiana, amendments to the Articles of Incorporation of Furniture Market, Inc. were adopted, and appearers hereby execute this act of amendment and put into authentic form the amendment so agreed to by the unanimous vote of all the officers, directors, and shareholders of said corporation.

And said appearers further declared it was moved by James T. Strong and seconded by Marianne Cruse Strong that by said unanimous vote of all of the officers, directors, and shareholders of said corporation, it was resolved that Article I of the Articles of Incorporation be amended so that said article shall henceforth read as follows:

“ARTICLE I

NAME

The name and style of this corporation shall be DELTA PHONES, INC.”

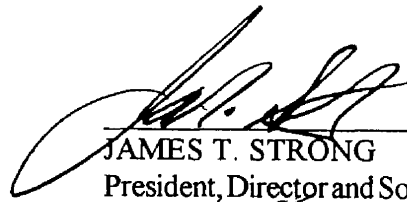
And said appearers having requested me, Notary, to note said amendment in authentic form, I do by these presents receive said amendment in the form of this public act to the end that said amendment may be promulgated and recorded and this be read into the charter of Furniture Market, Inc. As hereinabove set forth to rename the corporation Delta Phones, Inc.

THUS DONE AND SIGNED in my office before me, Notary Public and in the presence of the undersigned witnesses on the date first named above.

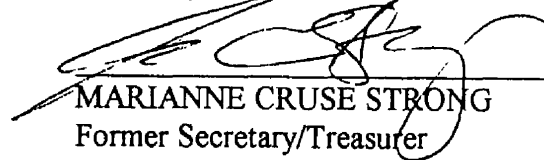
WITNESSES:

Vmessa Morgan

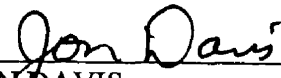
Susan Mooney



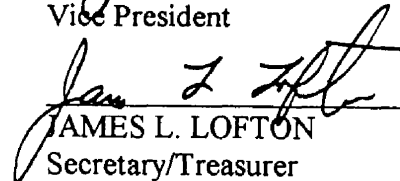
JAMES T. STRONG
President, Director and Sole Stockholder



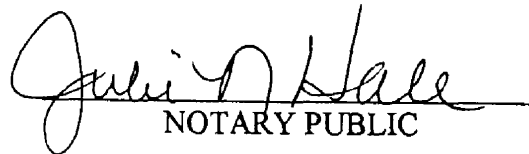
MARIANNE CRUSE STRONG
Former Secretary/Treasurer



JON DAVIS
Vice President



JAMES L. LOFTON
Secretary/Treasurer



NOTARY PUBLIC

MINUTES

A meeting of the officers, directors and stockholders of Furniture Market, Inc. was held this date and present were:

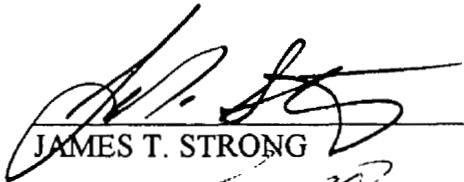
JAMES T. STRONG
MARIANNE CRUSE STRONG

It was then moved by James T. Strong and seconded by Marianne Cruse Strong and unanimously adopted that the name of the corporation shall be changed to "DELTA PHONES, INC." and that an amendment to the corporate articles shall be prepared in notarial form and filed with the Secretary of State.

It was then moved by James T. Strong and seconded by Marianne Cruse Strong and unanimously adopted that Marianne Cruse Strong's resignation as an officer of this corporation would be accepted and that Jon Davis was elected to serve as Vice President and James L. Lofton was elected to serve as Secretary/Treasurer, both of whom accepted their newly elected positions.

By their signature herein appearers hereby consent to this meeting and the above action without the need or necessity of notices for any formal meeting and hereby waive all formalities and notices of this meeting.

THUS DONE AND SIGNED at Delhi, Louisiana, on this the 3rd day of August, 1998.



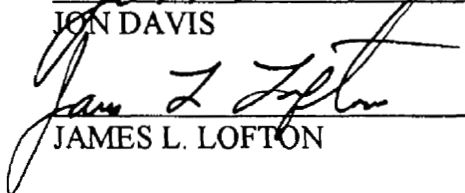
JAMES T. STRONG



MARIANNE CRUSE STRONG



JON DAVIS



JAMES L. LOFTON

STATE OF LOUISIANA
SECRETARY OF STATE

W FOX McKEITHEN
SECRETARY OF STATE

HELEN J CUMBO
ADMINISTRATOR



August 7, 1998

DELTA PHONES, INC.
P.O. BOX 457
DELHI, LA 71232

ATTN: JAMES T. STRONG

DELTA PHONES, INC.

It has been a pleasure to approve and place on file your amendment. The appropriate evidence is attached for your files, and the original has been placed on file in this office.

Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Helen J. Cumbo

MCO *m*

Corporations
(504) 925-4704
Administrative Services
(504) 922-0425
FAX
(504) 925-4726
(504) 925-4410
FAX-On-Demand
(504) 922-2044
Uniform Commercial Code
(504) 342-5542
FAX
(504) 342-7011
34330304D *Chart*
34672354 *#*

UNITED STATES OF AMERICA
State of Louisiana



Joy McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of an Amendment to the Articles of Incorporation of
FURNITURE MARKET, INC.

Domiciled at DELHI, LOUISIANA, changing the corporate name
to

DELTA PHONES, INC.

Was filed and recorded in this Office on August 6, 1998.

*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,*

August 7, 1998

Joy McKeithen



MCO 34330304D 34672354
Secretary of State