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09 FEB 24 PM 2: 56

090089

720 Oak Circle Drive East • Suite 100 • Mobile, AL 36609

Phone 251.662.8300 • Fax 251.445.6606

COMMISSION  
CLERK

Florida Public Service Commission  
Division of the Commission Clerk and Administrative Services  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

Check received with filing and forwarded  
to Fiscal for deposit. Fiscal to forward  
deposit information to Records.

Initials of person who forwarded check:

Sent via UPS

February 19, 2009

RE: Application for Authority to Provide Competitive Local Exchange Telecommunications Service within the State of Florida

Please accept the enclosed application to provide Competitive Local Exchange Telecommunications Service within the State of Florida. Also enclosed are the required accompanying documents as well as Callis Communications' proposed Price List Number 1. An original and two copies are attached.

The mentioned Financial Statements are being submitted under separate cover requesting they be treated as confidential. The Application Package and this letter are being submitted on the same date.

Besides the \$400 Application Fee, a check for \$500 is also enclosed. This check is the fine for not submitting the 2007 CLEC Assessment Fee by the due date. (The amount due and late fee has already been paid).

The accompanying documents should provide sufficient information regarding Callis Communications' managerial, technical and financial ability to operate successfully in the state of Florida. The attached resumes of management personnel indicate the educational and experience of key personnel regarding management and technical abilities. Additionally, Callis Communications is currently operating as a facility based CLEC in the states of Alabama and Mississippi.

Should you have any questions, please contact Jerry Cherne at 251-445-6936 email: [jerry.cherne@mycallis.com](mailto:jerry.cherne@mycallis.com).

Sincerely,

Dean N. Parker, Jr.  
CEO

- COM \_\_\_\_\_
- ECR \_\_\_\_\_
- GCL \_\_\_\_\_
- OPC \_\_\_\_\_
- RCP 1
- SSC \_\_\_\_\_
- SGA \_\_\_\_\_
- ADM \_\_\_\_\_
- CLK Nonny

Price list forwarded to RCP

09 FEB 24 2009

Enclosures

DOCUMENT NUMBER-DATE

01497 FEB 24 09

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720 Oak Circle Drive East • Suite 100 • Mobile, AL 36689

COMMISSION  
CLERK

Phone 251.662.8300 • Fax 251.445.6606

## Attachment 1

Florida Public Service Commission  
Office of Commission Clerk  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

Sent via UPS

February 19, 2009

RE: Explanation of Florida PSC CLEC Certification Cancellation Docket No. 080483-TP for Callis Communications (TX 913).

Callis Communications was granted CLEC authority by the Florida Public Service Commission in April 2007 under Docket 060804. On September 23, 2008 this certification was cancelled by the referenced Docket for failure to pay their Assessment Fee. The purpose of this letter is to explain the circumstances surrounding this failure to comply and to explain the procedures to ensure this will not occur again.

In January 2008 our Regulatory Consultant provided us with the Assessment Fee Forms for both CLEC and IXC. In both cases only the minimum amount was due. The forms were processed internally by Callis Communications and apparently somewhere in the processing an employee thought that one form was a duplicate of the other. The forms closely resemble each other but it was apparently a lack of attention to detail as well as follow up by management. The IXC Assessment was paid but the CLEC Assessment was not paid. This error was not realized until notified by the Florida PSC later in the year.

The CLEC Assessment Fee of \$600 was submitted on September 7, 2008. The Florida PSC received this payment and on September 16, 2008 sent Callis Communications a letter indicating \$48 in Interest and a \$150 Penalty was also due. The letter further stated that it was due by September 30, 2008. Payment of \$198 was submitted on September 22, 2008. Callis Communications assumed this was the end of the situation and immediately implemented procedures to ensure this would not occur again.

However, on September 23, 2008, Callis' certification was revoked under Docket 080483-TP. The reason it was cancelled was because the \$500 Penalty was not paid. Callis Communications was under the impression that only the above Interest and Late Fee had to be paid. According to recent conversations and emails between the Commission and Callis, apparently Callis was also to pay the \$500 fine in addition to the \$150 fine and Interest. A check for \$500, to pay the Fine, is attached as part of this package.

DOCUMENT NUMBER-DATE

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FPSC-COMMISSION CLERK

To prevent future infractions of this nature, Callis Communications has implemented new procedures and a verification process. Copies of each Assessment Fee check will be provided to our Regulatory Department/Consultant. Their responsibility no longer ends after submitting the forms for payment and mailing. They are responsible to ensure it is properly processed, checks attached and mailed. In other words the folder remains open on their desk until payment has been verified. Additionally upper management has been provided a checklist of all recurring regulatory related reports due by date. They have been tasked with verifying each month that all reports have been submitted.

Callis Communications feels that the above changes in procedures as well as the double verification process will eliminate the possibility for something like this to happen again. Callis Communications is currently operating as a facility based CLEC in the states of Alabama and Mississippi and has never had anything like this happen. We apologize to the Commission for this mistake and assure you it will not happen again.

Sincerely,

A handwritten signature in black ink, appearing to read "Donna McDaniel". The signature is fluid and cursive, with a large initial "D" and "M".

Donna McDaniel  
Controller

**FLORIDA PUBLIC SERVICE COMMISSION**  
**DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT**  
**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE**  
**TELECOMMUNICATIONS COMPANY SERVICE**  
**WITHIN THE STATE OF FLORIDA**

---

**Instructions**

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of **\$400.00** to:

**Florida Public Service Commission**  
**Division of the Commission Clerk and Administrative Services**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6770**

- E. A filing fee of **\$400.00** is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission**  
**Division of Competitive Markets and Enforcement**  
**2540 Shumard Oak Blvd.**  
**Tallahassee, Florida 32399-0850**  
**(850) 413-6600**

FORM PSC/CMP-8 (01/06)  
Required by Commission Rule Nos. 25-24.810,  
and 25-24.815

Note: To complete this interactive form  
using your computer, use the tab key  
to navigate between data entry fields.

1. This is an application for (check one):

**Original certificate** (new company).

**Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority rather than apply for a new certificate.

**Approval of assignment of existing Certificate:** Example, a certificated company purchases an existing company and desires to retain the existing certificate of authority and tariff.

2. Name of company: Callis Communications, Inc.

3. Name under which applicant will do business (fictitious name, etc.):

Callis Communications, Inc.

4. Official mailing address:

Street/Post Office Box: 720 Oak Circle Drive East  
City: Mobile  
State: AL  
Zip: 36609

5. Florida address:

Street/Post Office Box:  
City:  
State:  
Zip:

6. Structure of organization:

Individual  
 Foreign Corporation  
 General Partnership  
 Other,

Corporation  
 Foreign Partnership  
 Limited Partnership

7. **If individual**, provide:

Name:  
Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: F06000007255

10. **If using fictitious name (d/b/a)**, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida. The Florida Secretary of State fictitious name registration number is:

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

12. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name:  
Title:  
Street/Post Office Box:  
City:  
State:  
Zip:  
Telephone No.:  
Fax No.:  
E-Mail Address:  
Website Address:

13. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable. The Florida registration number is:

14. Provide **F.E.I. Number**(if applicable): 631221852

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Jerry Cherne  
Title: Contract Employee  
Street name & number: 720 Oak Circle Drive East  
Post office box:  
City: Mobile  
State: AL  
Zip: 36609  
Telephone No.: 251-445-6936  
Fax No.: 251-621-0771  
E-Mail Address: jerry.cherne@mycallis.com  
Website Address: mycallis.com

(b) Official point of contact for the ongoing operations of the company:

Name: Dean N. Parker  
Title: CEO  
Street name & number: 720 Oak Circle Drive East  
Post office box:  
City: Mobile  
State: AL  
Zip: 36609  
Telephone No.: 251-662-8300  
Fax No.: 251-445-6606  
E-Mail Address: dean.parker@mycallis.com  
Website Address: mycallis.com

(c) Complaints/Inquiries from customers:

Name: Doug Parker  
Title: Vice President of Operations  
Street/Post Office Box: 720 Oak Circle Drive East  
City: Mobile  
State: AL  
Zip: 36609  
Telephone No.: 251-445-6525  
Fax No.: 251-445-6606  
E-Mail Address: doug.parker@mycallis.com  
Website Address: mycallis.com

**16. List the states in which the applicant:**

(a) has operated as a Competitive Local Exchange Telecommunications Company.

Alabama, Mississippi and Florida

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

None

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

Alabama and Mississippi

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

none

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

Florida (see Attachment 1)

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

none



17. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

no

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

Yes, Florida (see Attachment 1)

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

no

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

(b) Technical capability: resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. Unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. the balance sheet,
2. income statement, and
3. statement of retained earnings.

**Note:** This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

**THIS PAGE MUST BE COMPLETED AND SIGNED**

**REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

**RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

**APPLICANT ACKNOWLEDGEMENT:** By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide competitive local exchange telecommunications company 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 s. 775.082 and s. 775.083.**"

Company Owner or Officer

Print Name: Dean N. Parker, Jr.  
Title: CEO  
Telephone No.: 251-445-6500  
E-Mail Address: dean.parker@mycallis.com

Signature: 

Date: FEB 19 09

# State of Florida



## Department of State

I certify from the records of this office that CALLIS COMMUNICATIONS, INC., is a corporation organized under the laws of Alabama, authorized to transact business in the State of Florida, qualified on November 20, 2006.

The document number of this corporation is F06000007255.

I further certify that said corporation has paid all fees due this office through December 31, 2006, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-first day of November, 2006



CR2EO22 (01-06)

*Sue M. Cobb*  
Sue M. Cobb  
Secretary of State



### Name Change

On October 1, 2005 Allpage, Inc. changed its name to Callis Communications, Inc. All articles of incorporation stayed the same, because it was just a name change.

**STATE OF ALABAMA**

**DOMESTIC FOR-PROFIT CORPORATION**

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES**

**INSTRUCTIONS**

**STEP 1:** IF CHANGING THE CORPORATION'S NAME, CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334) 242-5324 TO RESERVE A CORPORATE NAME.

**STEP 2:** FILE THE ORIGINAL AND TWO COPIES IN THE JUDGE OF PROBATE'S OFFICE WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. (IF THE AMENDMENT CHANGES THE NAME, THE CERTIFICATE OF NAME RESERVATION MUST BE ATTACHED.) IF CHANGING THE NAME, THE SECRETARY OF STATE'S FILING FEE IS \$10. TO VERIFY JUDGE OF PROBATE FILING, PLEASE CONTACT THE JUDGE OF PROBATE'S OFFICE.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

*Article I* The name of the corporation:  
ALLPage, Inc.

*Article II* The following amendment was adopted in the manner provided for by the Alabama Business Corporation Act:  
The name ALLPage, Inc. is being changed to Callis Communications, Inc.

*Article III* The amendment was adopted by the shareholders or directors in the manner prescribed by law on October 1, 2005.

*Article IV* The number of shares outstanding at the time of the adoption was 1,000; the number of shares entitled to vote thereon was 1,000. If the shares of any class are entitled to vote thereon as a class, list the designation and number of outstanding shares entitled to vote thereon of each such class:  
Class A shares are eligible for voting.

*Article V* The number of shares voted for the amendment was 1,000 and the number of shares voted against such amendment was 0. (If no shares have been issued attach a written statement to that effect.)

Date: October 1, 2005

Dean N. Parker, Jr. CEO

Printed Name and Business Address of Person Preparing this Document:

Type or Print Corporate Officer's Name and Title

Callis Communications, Inc.  
730 Oak Circle Dr. East  
Mobile, AL 36607

Signature of Officer

STATE OF ALABAMA

COUNTY OF MOBILE

**ARTICLES OF INCORPORATION  
OF  
ALLPage, Inc.**

The undersigned, acting as the incorporators of a corporation under the Alabama Business Corporations Act (*§10-2B-1, et seq., Code of Alabama 1975*), adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME AND DEFINITIONS**

The name of the corporation is ALLPage, Inc., and is hereinafter referred to as "the CORPORATION ". The terms used herein shall have the meaning for each stated in the Alabama Business Corporations Act (*§ 10-2B-1, et seq., Code of Alabama 1975*), unless the context otherwise requires.

**ARTICLE II  
DURATION**

The duration of the CORPORATION shall be perpetual.

**ARTICLE III**  
**PURPOSE**

The purposes for which the **CORPORATION** is organized are:

- (a) To operate a paging and communication service;
- (b) To engage in the sale of communications equipment and other related equipment; and
- (c) To transact any and all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act ("Act"); provided that nothing herein contained shall be construed as authorizing this **CORPORATION** to carry on the business of banking, that of a trust company or the business of insurance.

**ARTICLE IV**  
**NUMBER OF SHARES**

The **CORPORATION** shall have the power and authority to issue a total of **1,000** shares of common stock at the par value of **ONE AND NO/100 (\$1.00) DOLLAR** per share. The **CORPORATION** shall begin business with the issuance of **1,000** shares of common stock at the par value of **ONE AND NO/100 (\$1.00) DOLLAR** each, amounting to a beginning capitalization of **ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS**.

**ARTICLE V**  
**BY-LAWS**

Provisions for the regulation of the internal affairs of the **CORPORATION** are:

- (a) The By-Laws of the **CORPORATION** shall contain provisions for the regulation and management of the internal affairs of the **CORPORATION** not inconsistent with any provisions of these Articles of Incorporation, and not inconsistent with the laws of the State of Alabama. The initial By-Laws of the corporation shall be adopted by the Stockholders. The By-Laws of the **CORPORATION** shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of a majority of the Directors; provided, however, that the Board of Directors may not alter, amend or repeal any bylaw establishing what constitutes a quorum at Stockholders' meetings.
- (b) This **CORPORATION** may from time to time issue its shares of stock for such consideration expressed in dollars (but not less than par if such shares have a par value) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in money, in other property (real or personal, tangible or intangible) or in labor or services actually performed for the **CORPORATION**. The judgment of the Board of Directors as to the value of such labor, services, or property shall be conclusive. Any and



all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of the CORPORATION.

- (c) A restriction on the transfer or the registration of the transfer of any or all of the shares of the stock of the CORPORATION may be imposed either by these Articles of Incorporation, by the By-Laws of the CORPORATION, by an agreement between any number of the holders of shares of the CORPORATION, or by an agreement among such holders and the CORPORATION. Any such restriction shall be noted conspicuously upon each certificate representing such shares.
- (d) Every Stockholder of the CORPORATION entitled to vote for the election of Directors shall have the preemptive right to purchase such Stockholder's proportion of the issuance of any class of shares, including treasury shares, according to the proportion of such Stockholder's holdings of such class of shares, at such price, which may be in excess of par value, within such time, and on such terms as shall be fixed and determined by the Board of Directors; provided, however,

that nothing herein contained shall prevent the inclusion of or invalidate provisions in an amendment to these Articles of Incorporation which deny preemptive rights to the holders of any class of shares, nor shall anything herein be construed to give preemptive rights to the holders of preferred shares having the right to elect one or more Directors of the CORPORATION only in the event of default in payment of dividends on such preferred shares or other default. Nothing contained herein shall be construed to prohibit any Stockholder from waiving in writing such Stockholder's preemptive right to purchase the Stockholder's proportion of the issuance of any class of shares.

#### **ARTICLE VI** **REGISTERED OFFICE**

The address of the initial registered office of the CORPORATION is 700 University Boulevard, S., Suite J, Mobile, AL 36609, and the name of the initial registered agent at such address is Dean N. Parker, Jr.

#### **ARTICLE VII** **DIRECTORS**

The CORPORATION shall be managed by a Board of Directors consisting of not less than one (1), nor more than five (5) members, or as otherwise set forth in the By-Laws now

or hereafter adopted by the Stockholders. The number of Directors constituting the initial Board of Directors of the CORPORATION is two (2), and the names and addresses of the persons who are to serve as the Directors until the first annual meeting of Stockholders or until their successors are elected and qualified are:

<b>NAME</b>	<b>OFFICE</b>	<b>ADDRESS</b>
Thomas J. Kane	Chairman	317 Hayfield Place Lynchburg, VA 24503
Dean N. Parker, Jr.	Vice Chairman	118 Montview Forest Drive Lynchburg, VA 24502

Successor Directors, replacement Directors and additional Directors shall be elected or appointed as provided in the By-Laws and shall serve such term of office any may be provided in the By-Laws.

### **ARTICLE VIII** **INCORPORATORS**

The name and address of each incorporator is:

<b>NAME</b>	<b>ADDRESS</b>
Dean N. Parker, Jr.	118 Montview Forest Drive Lynchburg, VA 24502
Thomas J. Kane	317 Hayfield Place Lynchburg, VA 24503

**ARTICLE XI**  
**POWERS OF THE CORPORATION**

The powers of the CORPORATION are:

- (a) To sue and be sued, complain and defend, in its corporate name.
- (b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (e) To lend money and use its credit to assist its employees or employees of its subsidiaries, including any such employee who is a director of the CORPORATION provided that the Board of Directors determines that such loan or assistance may benefit the CORPORATION.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect

obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

- (g) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the CORPORATION may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
- (h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (i) To conduct its business, carry on its operations, to have offices and to exercise the powers granted by the Act, within or without this state.
- (j) To elect or appoint Officers and agents of the CORPORATION, and define their duties and fix their compensation.
- (k) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Alabama, for the administration and regulation of the affairs of the CORPORATION.

- (l) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (m) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (n) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.
- (o) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.
- (p) To consolidate or merge, before or after the completion of its works or plants, in the manner provided under the Act with any other foreign or domestic corporation or corporations.
- (q) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer, sell, reissue or otherwise dispose of, at any time or from time to time, any of its common or other shares, whether or not redeemable, or other securities; provided that purchases of its own shares may be made only to the extent of its unreserved and unrestricted earned surplus and capital surplus available therefor; and

provided further that any shares of the common stock of the CORPORATION acquired by the CORPORATION shall, until the disposition, retirement or cancellation thereof, be held by the CORPORATION as treasury shares, unless, prior to the acquisition of any such shares, the Board of Directors of the CORPORATION shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares; and provided further that no purchase or payment for its own shares shall be made at a time when the CORPORATION is insolvent or when such purchase would make it insolvent.

- (r) To participate with others in any general partnership, limited partnership, whether the participating corporation be a limited or general partner, or both, joint venture, syndicate, pool or other association of any kind or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others.
- (s) To have and exercise all powers necessary or convenient to effect its purposes to the full extent authorized or permitted to a corporation

under any laws that may be now or hereafter applicable or available to  
the CORPORATION.

The foregoing specific enumeration of powers shall not be claimed to limit or restrict  
in any manner the powers of the CORPORATION otherwise granted by law.

### ARTICLE X POWERS OF THE STOCKHOLDERS

The Stockholders, by majority vote, shall have the power to:

- (a) make By-laws for the regulation of the CORPORATION, its Directors, Officers, agents and services and for all other purposes not inconsistent with the laws of the State of Alabama or the government of the United States.
- (b) Amend these Articles of Incorporation upon submission to the Stockholders of a resolution setting forth the proposed amendment duly adopted by the Board of Directors of the CORPORATION.

### ARTICLE XI POWER OF THE BOARD OF DIRECTORS

In addition to the powers and authorities specified in Article X of these Articles of Incorporation, the Board of Directors is hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the CORPORATION, or to allow any one or more persons to act in their behalf without first having a meeting of the Board of



Directors or having the act ratified, subject, nevertheless, to the provisions of the laws of the State of Alabama, to these Articles of Incorporation and to any By-Laws as shall be made by the Stockholders.

The Directors and Officers of this CORPORATION shall receive such compensation, if any, as provided by the Board of Directors.

## **ARTICLE XII** **BY-LAWS**


The original By-Laws of this CORPORATION, as adopted and as amended from time to time, shall control the management of the corporate business insofar as they are not inconsistent with the Articles of Incorporation.


No By-Law shall be made to validate any prior act of the Board of Directors which would have been void had such By-Law not been made.

## **ARTICLE XIII** **SPECIAL PROVISION**

The CORPORATION reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon Officers, Directors and Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto  
subscribed the signatures of the incorporators to these Articles of Incorporation on this  
28<sup>TH</sup> day of February, 1999.

  
\_\_\_\_\_  
Dean N. Parker, Jr. (SEAL)

  
\_\_\_\_\_  
Thomas J. Kane (SEAL)

**Notice is given as required by Alabama  
law that this instrument was prepared by**

David F. Daniell, Esq.  
RICHARDSON, DANIELL, SPEAR & UPTON, P.C.  
1110 Montlimar Drive, Suite 400  
Mobile, Alabama 36609  
(334) 344-8181

For-Profit corporation

ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS:

- STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334) 242-5324 TO RESERVE A CORPORATE NAME.
- STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE JUDGE OF PROBATE'S FILING FEE IS \$38 AND THE SECRETARY OF STATE'S FILING FEE IS \$50.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

Article I The name of the corporation.

ALLPage, Inc.

Article II The duration of the corporation is perpetual, unless otherwise stated.

Article III The corporation has been organized for the following purpose(s):

For the purposes of transacting any and all lawful business, including but not limited to the following: (1) To operate a paging and communication service; (2) To engage in the sale of communications equipment and other related equipment; and (3) To transact any and all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act; provided that nothing herein contained shall be construed as authorizing this Corporation to carry on the business of banking, that of a trust company or the business of insurance.

Article IV The number of shares which the corporation shall have the authority to issue is 1,000.

Article V The street address (NO PO BOX) of registered office 700 University Boulevard, S., Suite J, Mobile, AL 36609 and the name of the registered agent at that office Dean N. Parker, Jr

Article VI The names and addresses of the Directors.

<u>Thomas J. Kane</u>	<u>317 Hayfield Place</u>	<u>Lynchburg, VA 24503</u>
<u>Dean N. Parker, Jr.</u>	<u>118 Montview Forest Drive</u>	<u>Lynchburg, VA 24502</u>

Article VII The name of and address of the Incorporator(s).

<u>Thomas J. Kane</u>	<u>317 Hayfield Place</u>	<u>Lynchburg, VA 24503</u>
<u>Dean N. Parker, Jr.</u>	<u>118 Montview Forest Drive</u>	<u>Lynchburg, VA 24502</u>

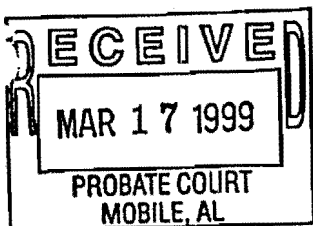
Any provision, no inconsistent with the law, for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation on this, the 12 Day of MARCH, 1999.

THIS DOCUMENT PREPARED BY:

Dean N. Parker, Jr. Thomas J. Kane  
Type or Print Name of Incorporator(s)

[Signatures]  
Signature of Incorporator(s)



# EDWIN A. MILLER

18575 Merlon Court  
Leesburg, VA 20176

[millere@isagecapital.com](mailto:millere@isagecapital.com)  
Home (703) 779-2949 | Mobile (703) 447 2168

Visionary leader and entrepreneur with strong business and technology experience in enterprise software and services across many technology segments; Possess extensive experience in operations and finance; Rapidly assimilates market trends and strategically integrate; those trends into solutions and functional areas of organizations

Sales and marketing minded **CHIEF EXECUTIVE OFFICER** with demonstrated success in the public and private markets with a strong bottom line perspective

Recently led the turn around of Infodata Systems Inc., a public company, selling information lifecycle management software and services to both the Commercial and Federal markets

## PROFESSIONAL EXPERIENCE

### Managing Director, (i)Sage Management, LLC – Leesburg, VA

September 2005 – Present

- Retained by McDonald Bradley to locate buyer for software assets, completed assignment within 60 days
- Retained by the Chairman and CEO of GTSI, Inc., a \$1B plus Net Revenue Company, to aid in strategic and operational planning and execution

### President, CEO & Director, Infodata Systems, Inc. (INFOD) – Herndon, VA

November 2002 – September 2005

- Recommended by PWC to Board of Directors and hired to perform a turn around for the Company
- More than doubled cash and tripled working capital
- Returned the Company to profitable performance and improved stock price by 400%
- Stopped the downward movement of Net Revenue while increasing Net Income
- Established vision and business plan for the Company
- Recruited a strong executive team
- Established strategic partnerships and improved customer relations
- Managed the public compliance process (annual meeting, analyst calls, filing of 10k and 10Q)  
Recruited industry leaders to join the Board of Directors
- Retooled the sales and marketing organization and created direct and indirect sales groups

### President, CEO & Director, Ikimbo, Inc. – Herndon, VA

August 2000 – August 2002

- Recruited by the investors and Founders of Ikimbo, Inc. to complete a turn around
- Successfully positioned Ikimbo as a leader in the Messaging and Collaboration space for Supply Chains of the Global 2000
- Organized and led the re-tooling of entire company operations, positioning, executive team, and staff
- Carefully and successfully worked with existing board and Founders to prevent early investor and founder dissension
- Successfully raised 10.25 million in venture capital in May (7M) and June (3.25M) of 2001 with William Blair New World Ventures (Pritzker family) as the lead investor
- Led the organizing of business development to facilitate relationships with BEA, Manugistics, HandySoft, Tibco, Palm, HandSpring, Cingular, OTG Software, Broadbeam, Aether, CoreChange, Teleglobe, BCE, among others
- Successfully recruited in top executives from industry including the CTO, CFO, SVP's, and VP's
- Price Waterhouse Coopers, Lockheed Martin, GM, Garban InterCapital, Exelon Energy, among others, were signed as either customers or pilots
- Signed Deloitte and Touche to Global Strategic Alliance for an international go-to market strategy
- Invited to present at the Sun Trust Robinson Humphrey New York Software Summit with eighty other public and private companies
- Became a leader in the industry within eight months and was invited to speak at twenty industry conferences in 2001, such as Comdex, Internet World, eBusiness, and many enterprise software conferences
- Followed by many industry analysts (IDC, Yankee, Forrester, Aberdeen, Meta Group) and banking analyst (Sun Trust Robinson Humphrey's, Wachovia, Robinson Stephens, Salomon Smith Barney, Bear Sterns, Bank of America, and Robby Stephens)

### President, COO & Director, XML Solutions Corporation – Tysons Corner, VA

December 1999 – July 2000

- Recruited into XML Solutions by the CEO to rapidly organize operations, create revenue, and deliver enterprise solutions  
Managed the creation of our solution selling process (TCO, ROI) for the enterprise solution  
More than doubled the staff of XML Solutions, from 50 to 120 employees, in six months having total responsibility for all resources in the organization, including international geographies

- Acted as CFO - raised 16.5 million dollars in first two months of joining the Company from First Analysis, Reservoir, Schoffstall Ventures and Opticality Ventures
- Organized a series C round of 35 million dollars at more than double the valuation of the series B
- Organized all aspects of the Company: Sales, Services, Marketing, Development, Human Resources, Support, Legal, Finance, Accounting, Operations, and International  
Led the effort for global expansion into Europe and Asia and merged fourteen countries into XML Solutions
- Organized and created strategic positioning framework for the company in the B2B Marketplace
- Organized the sales and solutions effort and recruited management for those divisions
- Created policy and guidelines for issues such as ex and re-patriotization, licensing software to subsidiaries, international tax issues, and legal structure for each created country
- Company sold to Vitria Software

#### **Co-Founder, Vice President, Conducent, Inc. – Sterling, VA**

**November 1996 – November 1999**

- Created strategic positioning for the company by envisioning and defining company identity, products, and services
- Instrumental in creating the vision and business plan for the Company. Developed plans, goals, and objectives for sales, marketing, and business development
- Formed large alliances with several major software developers and publishers, as well as portals (e. g. Lycos, Go2net, ZDNet, CNET, PSINet, Tripod, PKWare, Eidos, and Star Media)
- Created and executed sales and marketing plans in both business-to-business and business to consumer markets
- Responsibility for the following functional areas: product, business development, advertising sales, channel sales, marketing, and customer support
- Instrumental in closing the three outside rounds of venture capital for the Company
- Managed development schedules for server development and deployment. Director of MIS and Accounting and led the audits of the Company for the first year

#### **Director of Sales & Marketing, PSINet, Inc. – Herndon, VA**

**June 1993 – October 1996**

- As the head of Sales reporting to the COO, realized and exceeded annual quota accounting for 80% of PSINet's total revenue of \$240 Million
- Within one year built the direct corporate sales force from 25 to 80 sales consultants
- Responsible for creating and organizing sales into regional teams, the development of a strategic account group, national account group, web account group, a telemarketing call center, and a direct consumer sales force  
Responsible for conducting company meetings on a monthly basis reporting sales and marketing information
- Performed International M&A function on organizations that were acquisition targets. Areas considered were sales, marketing, operations, network structure and capabilities
- As the head of marketing, reporting to the COO, had responsibility for product management, product marketing, marketing communications, and creative services
- Managed 120 direct corporate and individual sales employees with a total management team of nineteen, one-fifth of PSINet's organization at the time

#### **AWARDS, PRESS, AND SPEAKING**

- Washington Business Journal "Top 10 to Watch" as CEO of Infodata for 2003
- Awarded the Mindshare Maverick CEO of the year for 2001, selected as one of the top 40 "up and coming" in the DC Metro area by Washington Business Forward, CEO of a top 10 Netplex hot company, CEO of a Washington Post "deal of the week" company
- Covered or quoted in numerous magazines, newspapers, analyst reports, and television shows on various topics. (Red Herring, Computerworld, The Washington Post, Fast Company, Digitrends, Deloitte and Touche Tech Trends, American Airlines Magazine, among others)
- Spoke at numerous trade shows as an industry leader, such as: Internet World, Wireless World, E-Commerce World, and Supply Chain World
- Spoke at many conferences such as WashTech Breakfast forum, NVTC CEO forum, MAVA Venture Fair, Red Herring East Venture Fair, 4-H Executive Leadership retreat, among others

#### **EDUCATION**

- Executive Masters of Business Administration, The George Washington University, International Residency in both Western and Eastern Europe; May 1998
- Bachelor of Science, Management, Linguistics (German & French), Liberty University, Cum Laude; May 1993

## **ORGANIZATIONAL MEMBERSHIPS**

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- Young Presidents Organization (YPO); GW EMBA Alumni Association; Mindshare CEO forum; Executive Advisor, Kogoc Graduate School of Business, American University, Washington DC

## **THOMAS J. KANE**

317 Hayfield Drive  
Lynchburg, VA 24503

tjkane51@adelphia.com

Office (434) 386-9462  
Mobile (434) 509-6017

### **SUMMARY**

Goal oriented, hands on Sales and Marketing executive with record of achievement in developing winning solutions for products, services and organizational challenges in a global environment. Demonstrated experience in Energy, Industrial and Communications Verticals.

### **EXPERIENCE**

TRAX LLC, Forest, VA 2005-Present  
Power Plant Simulator Systems & Software

**Director – Marketing,**

Global Responsibility for sales and marketing simulator systems and training services.

- Grew total orders 35% year over year in 2005
- Expanded alliance programs developing significant market channel in Korea and Southeast Asia
- Successful new product introduction program for revolutionary Teaching Assistant software

Indus International, Inc., Atlanta, GA 1998-2004  
Service Delivery Management Software Solutions

**Director – Professional Services,**

Responsible for successful and profitable project implementation within assigned service region with direct management responsibility for approximately 60 personnel.

- Achieved average Project Margin of 59% & Utilization in excess of 70%
- On budget revenue performance for three of four consecutive years
- Actively managed organizational cost in a dynamic market

Ericsson, Inc., Lynchburg VA 1996-1998  
Private Radio Systems

**Director – Planning & Development, 1997-1998**

Lead overall Channel Management Strategies, Federal Market Sales and Strategic Initiatives function for \$250M North American Region Sales organization.

- Exceeded Federal and Dealer Orders goal by 8% for total orders of \$52.6M
- Created new Value Added Reseller program to grow small to medium systems sales
- Restructured indirect discounts / commissions to drive Dealer orders and improve cash flow

**Director – Indirect Distribution, 1996-1997**

Operations responsibility for newly formed Service Parts and Standard product business unit.

- Achieved orders budget target of \$ 71 M despite severe product issues
- Converted order fulfillment process to new software platform to increase overall effectiveness

General Electric Company, NY, TX, MA, CA, SC 1973-1996  
Power System Headquarters

**Program Manager, Power Systems Americas, 1994-96**

Developed programs and initiatives for a \$ 1.7B power generation equipment, parts and services organization comprised of 1100 employees in 65 locations in the Americas.

- Secured two high value commitments, the largest a \$95M 250 MW cogeneration facility
- Led and developed critically needed equipment and services training program for 175 Sales professionals via four hour nationwide Business TV broadcast.

**THOMAS J. KANE**

Page 2

**Manager - Sales Development, Industrial Sales, 1988-1994**

Operations responsibility for a \$1.5 to 2.0B sales organization comprised of 46 offices and 280 employees with a \$30M operating budget providing sales of power generation, power delivery and power utilization products and services to the U.S., Canada and Mexico.

- Consistently achieved favorable operating results vs. budget. Increased sales productivity reducing cost of sales 5% per year
- Developed programs to drive culture changing Key Account Management Program. Resulted in double digit orders growth 1988 to 1992
- Grew served market by integrating Canadian sales coverage at 25% lower cost without impacting orders performance.

**Manager - Paper Industry Sales, Utility & Industrial Marketing, 1986-1988**

Marketing and sales management responsibility for Power Generation Equipment for the North American Paper Industry.

- Grew orders threefold and share 10 points from 1986 to 1988
- Developed the winning product strategy during a period of significant business consolidation.

**Sales Manager - Compressor Systems Sales, 1982-1985**

Marketing and sales management responsibility for new venture product in the South / Southwest third of the U.S.

**Sales Manager - Western Region, 1980-1981**

Marketing and sales management responsibility for a mechanical drive steam turbines for customers in western half of the U.S. plus selected compressor OEM's.

**Sr. Sales Engineer - International Sales, 1977-1979**

Sales management responsibility for a mechanical drive steam turbines supporting global projects through U.S. compressor OEM's and GE Business Associate located in Japan. Role involved extensive Asian and European travel.

**Sales Engineer - Generation Marketing Program, 1974-1977**

Power Generation Sales, Marketing & Engineering assignments in steam turbine, gas turbine and nuclear businesses.

**EDUCATION**

BSME, Northeastern University, Boston, MA  
GE Generation Marketing Program  
Management Development Course

**RECOGNITION**

Stock Options 1989, 1990, 1991, 1992, 1993, 1995, 1999, 2000, 2001, 2003  
GE Navigator Award (Sales Excellence) - 1990  
GE Management Awards 1987, 1985, 1983  
Ericsson Retention Grant - 1997  
Indus Sales Club - 2001



**DEAN N. PARKER, Jr.**  
7162 Wynnridge Drive  
Mobile, AL 36609  
(251) 445-6500  
dean.parker@mycallis.com

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## **Summary**

I have been in the field of telecommunications for the past 10 years and have founded and successfully run telecommunications companies.

## **Education and Background**

- Graduated with honors in 1996 from Liberty University's School of Business with a Business Degree and concentration on Management.
- Graduated with honors from High Point Baptist Academy in 1993.

## **Work Experience**

### **Callis Communications, President and CEO**

1999- present

- Founded Allpage in 1999 as a paging carrier in Mobile, Alabama and grew to 3,700 active units in service
- In 2004 transitioned lead Allpage from a traditional paging carrier to Business Process Outsourcing company focused on delivering Hosted PBX via IP telephony as a CLEC and changed the name from Allpage to Callis Communications.
- Grew annual revenue from \$800K to over \$2 M in 18 months
- Named top 5 small technology company of Alabama within 24 months of launching hosted IP PBX services by Alabama Information Technology Association

### **Ericsson, Manager, Indirect Distribution**

1996 - 1999

#### **Lynchburg Virginia**

- Responsible a \$106 million dollar indirect distribution for Ericsson's Private radio division, and increased sales by 20%.
- Responsible for all marketing planning and assisted with product launches by marketing department
- Manager of Distribution Development after increasing sales of East region by 130%. Responsible for the sales, programs, promotions and dealer relations.
- Facilitated growth and management of a 25 million dollar per year Indirect channel. Responsible for facilitating the management of the dealer channel through local District Sales Managers.

## **Activities and Honors**

Winners Circle 1997, Quota Achiever 1997 & Ericsson Leadership Program.

Member of the Board of Trustees for the University of Mobile

## **References**

Kevin Demery  
Executive at Ericsson  
248-797-5500

Bruce Gaskey  
Executive at Ericsson  
717-307-0236

Mark Foley  
President of the University of Mobile  
251-442-2201

# Douglas N. Parker

207 Huntsfield Drive- Elverson, Pennsylvania 19520  
610-942-4689 – [parker102100@comcast.net](mailto:parker102100@comcast.net)

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## SENIOR OPERATIONS EXECUTIVE

Extensive experience in areas of corporate operations, reporting, and information technology including application integration, development, user support, and customer service. Proven ability to recruit, motivate, train and mentor staff to achieve full potential. Areas of experience:

- |                           |                       |             |
|---------------------------|-----------------------|-------------|
| ■ Integration Development | ■ Project Management  | ■ Training  |
| ■ Regulatory Compliance   | ■ Real Time Reporting | ■ Budgets   |
| ■ Crisis Management       | ■ Data Analysis       | ■ Reporting |

## PROFESSIONAL EXPERIENCE

Unitrin Direct Insurance Company, Chicago Illinois

Began career as a property damage analysis and progressed to more challenging positions within the company. Formed by Unitrin in 1999, Unitrin Direct holds a 230 million dollar book of business.

### CORPORATE PHYSICAL DAMAGE MANAGER, 2003 TO PRESENT

Managed a staff of 35 employees with an operating budget of 2.8 million (16% of company budget). Responsible for vendor management, damage assessment, salvage disposal, vendor contracts, regulatory reporting and compliance. Handled department integration projects and continued application management including customer service, maintenance and system enhancements. Reported to the Assistant Vice President of Claim. 7 direct reports and 28 indirect reports.

- Brokered and managed a 1 million dollar software project with a 42% ROI
- Developed a data dashboard providing senior management with real time performance data.
- Developed an automobile repair network reducing the company's single largest budget line item by 60%.

### PROPERTY DAMAGE EXAMINER, 2001 TO 2003

Created and managed a network of 22 vendors across 5 states. Developed repair processes to ensure the proper repair of customer vehicles. Completed monthly analysis on performance and financial data for senior management.

- Conducted a vendor research program and negotiated a service agreement yielding a 4% decrease in loss payout.
- Managed the complete rollout of online repair analysis submissions.
- Developed and met key business metrics driving financial results and customer retention.

### **PROPERTY DAMAGE APPRAISER, 2000 TO 2001**

Responsible for development of the repair analysis program including estimating best practices, total loss thresholds, and regulatory compliance. Trained new and existing employees on repair analysis and insurance fraud indicators. Reported to claims management on repair analysis trends which affect financial results.

- Pioneered a specialization program allowing physical damage experts to make decision on automobile repair.
- Developed training for new employees on physical damage and fraud indicators.

### **EDUCATION**

Liberty University, Lynchburg Virginia  
Business Management Degree, 2000

Six Sigma Project Management, 2006

### **CERTIFICATIONS**

Pennsylvania licensed Physical Damage Appraiser

### **REFERENCES:**

Brian P. McNamara  
Executive Vice President  
N'Site Solutions, Inc.  
410-451-7490

Jed Letchford  
SUI manager  
Unitrin Direct Auto Insurance  
856-983-5465

Jean Mckie  
Northeast Regional Claims Manager  
610-276-3907

# David Hart

## Professional Experience

**Konica Minolta Printing Solutions USA**      Mobile, AL      1999-2005  
**Director, Technical Services**

- Designed, implemented and maintained complete network migration from FDDI to Cisco gigabit Ethernet including configurations, access control lists and security with PIX firewall.
- Managed corporate telecommunication needs including AVAYA PBX, phone sets and all circuits. Managed vendor relationships providing services to our main office and many satellite and virtual offices including billing.
- Converted corporate server farm from aging tower systems to HP rack-mounted servers providing file services, print services and all applications required to support our business including SAP, Microsoft SQL and web services to world-wide users.
- Planned, implemented and maintained corporate email migration from Lotus cc:Mail to Microsoft Exchange for over 500 mailboxes.
- Managed all phases of end-user desktop support including PCs, laptop and standard Microsoft application required to maintain our business.
- Managed staff of up to 11 employees and annual operating budget over \$1mm.
- Responsible for daily management of network and telecommunication cable plant including over 900 data drops and 500 telecom drops.

**Sodexo Marriott Services**      Gaithersburg, MD      1998-1999  
**Network Manager**

- Designed, implemented and maintained the new server room including many new Windows servers and services for the new corporate office.
- Worked with integrator to design, implement and managed Cisco network environment resulting from the relocation of corporate headquarters.
- Assisted desktop services supporting over 400 corporate desktop and laptop users as well as thousands of field offices.

**Sodexo USA**      Waltham, MA      1997-1998  
**Systems Administrator**

- Worked with existing network staff and consultant to maintain existing Windows server environment consisting of dozens of servers.
- Assisted in email migration to Microsoft Exchange platform for several thousands users, managed email application after migration and maintained email system through integration with the Marriott organization.
- Worked with level one PC support group to address and resolve issues with desktop PCs and notebooks.

**Gardner Merchant**      Mobile, AL      1995-1997  
**PC Technician**

- Provided technical support for over 400 PC and laptop users.
- Installed and managed Microsoft Mail for local and remote users, supported email connectivity to corporate office via leased line and provided mail training.
- Managed and maintained token-ring network and Netware server, designed and implemented office move to new building and managed all desktop applications.

**PC/MAC Products & Services**                      Mobile, AL                      1994-1995

**Account Executive**

- Built, installed, and upgraded PC systems for new and existing customers as well as ongoing support.
- Created sales opportunities through new customers and maintained existing clientele.

**Education**

University of Mobile,                      Mobile, AL                      1994  
**B.S., Management Information Systems**

Wallace State Community College,                      Dothan, AL                      1992  
**Associates of Science**

**References**

Tyler Bell--Sodexo Services--peer and manager from 2/'98-12/'99.  
301-748-4702

Maureen VanDevender--Gardner Merchant/Sodexo--manager from 5/'95-2/'98--Minolta-QMS--manager from 12/'99-'02.  
251-441-9267

Bryan Hack--Konica Minolta--HR Director from 5/'00-8/'05.  
251-633-4300

## **Jerry Cherne**

### **Contracted Employee of Callis Communications, Inc.**

#### **Scope of responsibilities with Callis Communications:**

Provide regulatory assistance in the way of state and federal reporting.

Provide regulatory assistance in regards to applications and tariffs.

Obtain all necessary codes and authorizations necessary for company to act as a facility based carrier.

Provide assistance with contract and interconnection agreements.

Assist with developing local and long distance products.

Audit all network invoices from underlying carriers and incumbent telephone companies.

Act as Callis Communications' liaison for all matters pertaining to BellSouth, state Public Service Commissions and the Federal Communications Commission

**Overall Experience:** Over thirty years of telecommunications experience.

#### **Experience:**

##### **Director of Regulatory & Client Services 2002 to 2005**

Provided key role in the creation and implementation of Harbor Communications. Developed and filed all necessary applications and tariffs with state and federal authorities. Developed products, created and implemented procedures, and hired staff for the provisioning process, customer service, regulatory, and network audit. Also provided product cost analysis and negotiated carrier contracts. Additionally, at a later date assumed responsibility for all operations. Played a vital role in growing the company from infancy to a company with over four thousand lines in two markets.

##### **Vice President of Carrier Services 1998 to 2002**

Once again played a major role in assisting Actel Integrated Communications in getting off the ground and growing to a presence in five states in three years. Developed, implemented and managed all long distance products and services. Established and managed network audit as well as the tariff process including the writing of all tariffs, PSC certifications, Product development, regulatory maintenance and reporting, and internal rate administration. Established and maintained network/carrier vendor relations including negotiation of rates and terms. Responsibilities also include overseeing the provisioning of network trunking and CLEC training requirements.

##### **Director in Operations and Regulatory Affairs 1995 to 1998**

While at Touch 1 Communications, implemented and managed network audit/analysis procedures resulting in annual operational savings of several million dollars while increasing network efficiency. Coordinated the activities, monitored the results and supervised the personnel of Network Audit, Network Analyst, Regulatory Affairs and Network Management teams. Selected network vendors and negotiated contracts. Managed regulatory and call rate process including maintenance of FCC and 48 state tariffs, competitor rates/policy, and ensured compliance with federal and state regulations.

Prior to being promoted to the above position, was Manager of Customer Relations. This included establishment of new call center for the purpose of proactive customer contact thus increasing customer retention. Supervised a staff of up to 51 employees including interviewing, hiring, training, performance monitoring, coaching, goal setting, and disciplinary actions. This center lead the company in retention percentages by a considerable margin.

**Product Manager 1993 to 1995**

Created an operator services line of products at Gulf Long Distance/Gulf Telephone that exceeded sales projections by 50% and revenue projections by 40%. Developed operator services tariff for three states and the FCC. Trained sales and support personnel on new products. Successfully delivered presentations to perspective clients while more than doubling close ratios.

Prior to the above Product Manager position was a successful Sales Manager. Established new sales and support office in Pensacola, Florida. Hired, trained and supported sales personnel. Due to success was assigned responsibility for a second sales office.

**Technical Service Consultant/Major Account Sales 1990 to 1993**

At MCI/Telecom\*USA trained sales and support personnel in new products and basic telephony. Acted as technical liaison with major accounts to assist customers in network configuration and options. Assisted sales personnel in preparation and presentation of major client proposals. Coordinated circuit installation for major accounts. During the first year with this company, in a major account sales position, was the top revenue producer amongst fourteen sales representatives in the district.

**Operations Manager 1989 to 19901**

Managed all operational aspects of this facility based long distance carrier, Long Distance Systems, Inc.

**Telecommunications Manager 1968 to 1988**

Held several positions in many locations during a successful twenty year career in the Marine Corps. Promoted nine times, applied for and was accepted to move from the enlisted ranks to the warrant officer ranks. Received numerous awards including the Meritorious Service Medal for effective leadership, management and technical achievements while supervising over 100 employees and serving as officer in charge of telecommunications facilities for nine military camps in Japan. Responsibilities included planning, inside and outside plant operations for nine PBX's and one tandem switch, telephone installation and maintenance for over 11,000 subscribers, cable repair and installation, switchboard operations, customer service, record keeping, engineering, billing, equipment, contracts, vendor relations, network planing, general administration, and budget forecasting/compliance. Other assignments included four years as a telecommunications instructor.

**Education:** Graduate of Central Texas University. Also attended numerous schools and courses in telecommunications and leadership/management some of which were up to thirteen weeks in duration.





**Intermedia Communications (Purchased by MCI)**

**Syracuse, NY**

**Senior Manager, Field Operations / Field Service**

- Managed the Intermedia Network Installation Dept which operated within the Northeastern and Midwestern United States.
- Manager of Corporate Telecommunications (Northeast)
- Provided vendor management for Intermedia's New York State Fiber Network.
- Managed Intermedia's Telemetry Department which monitored network equipment in the eastern United States.
- Developed and managed to a multi million dollar budget.
- Local Operations management for New York State.
- Management responsibility for the Intermedia Warehouse Operations, Northeast.

**Operations Manager**

- Managed internal Corporate Communications infrastructure and Engineering, Northeast.
- Managed all network infrastructure installation for the northeastern area, to include RF, fiber, video, frame relay, IP, CPE and other communications equipment.
- Manager for Central and Western New York for all Operational Facilities.

**Eastern Microwave (Purchased by Intermedia Communications) New York, NY**

**Field Technician**

- Performed maintenance and installation for all network activities on Long Island and Midtown New York City.
- Maintained the telecommunications networks for two large financial institutions.
- Maintained large video network for Cablevision and HBO.

**1980 -1987**

**US Army**

**Telecommunications Technician / Installer**

- Repaired, installed and maintained telecommunications and computer facilities supporting US Government Department of Defense and Department of State.
- Maintenance Supervisor and Shift Supervisor at communications facilities in Germany and Korea.
- Team Chief of Rapid Deployment Force Communications Team (Ft. Huachuca, AZ).