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11-2967-TP-CIO
90-5190-CT-TRF

14

FILE

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May 16, 2011

VIA OVERNIGHT DELIVERY

Renee J. Jenkins
Director of Administration
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793
(614) 466-3016

RECEIVED-DOCKETING DIV
2011 MAY 17 AM 9:37
PUCO

Re: Value-Added Communications, Inc. and Global Tel*Link Corporation
CIO-Change in Ownership

Dear Ms. Jenkins:

Please be advised that Value-Added Communications, Inc. ("Value-Added") and Global Tel*Link Corporation ("GTL") (Value-Added and GTL are hereinafter collectively referred to as "Applicants," or individually as an "Applicant") will be undergoing the following transaction: Value-Added to Transfer Control to GTL, as described herein (the "Proposed Transaction"). In connection therewith, we have attached an original and seven (7) copies of a Telecommunications Application Form for Routine Proceedings, and provide the following information:

There are no tariff changes as a result of the Proposed Transaction. In addition, due the nature of the customer base, no notices are being sent to customers, and the Proposed Transaction will be transparent to customers, i.e. inmates at correctional facilities in the State of Ohio.

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MAY 17 2011

I. Description of the Parties

A. Value-Added Communications, Inc.

Value-Added is a privately-held Delaware corporation whose principal offices are located at 3801 E. Plano Parkway, Suite 100, Plano, Texas 75074. Value-Added is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel and other approved parties outside the correctional facilities. Value-Added provides these services throughout most of the continental United States. Value-Added currently holds the following authorization in the State of Ohio: Interexchange Telecommunication Services; Case No. 93-1107-TP-ACE granted on October 7, 1993. Value-Added currently provides managed inmate services in the State of Ohio.

B. Global Tel*Link Corporation

GTL is a privately-held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. GTL is a wholly-owned direct subsidiary of GTEL Holdings, Inc. GTL is engaged in the business of providing managed telecommunications services to inmates of state and county departments of corrections and in owning and operating prison payphones and public payphones. These services enable inmates to communicate with friends, family members, legal counsel and other approved parties outside the correctional facilities. GTL provides these services throughout most of the continental United States. The Commission issued GTL a Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services in the State of Ohio (Certificate Number 90-5632 dated May 4, 1995) in Case No. 94-1983-CT-ACE. The Proposed Transaction will have no effect on GTL's current rates, terms, or conditions for its managed inmate services.

C. GTEL Holdings, Inc.

GTEL Holdings, Inc. is a privately held Delaware corporation whose principal offices are located at 2609 Cameron Street, Mobile, Alabama 36607. GTEL Holdings is a holding company, whose only business activities are conducted through GTL. GTEL Holdings is a wholly owned direct subsidiary of GTEL Acquisition Corp.

D. GTEL Acquisition Corp.

GTEL Acquisition Corp. is a privately held Delaware corporation whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022. GTEL Acquisition Corp. is a holding company, whose only business activities are conducted through GTL. GTEL Acquisition Corp. is wholly owned by GTEL Holding LLC, a privately held Delaware limited liability company whose principal offices are located at 590 Madison Avenue, 41st Floor, New York, New York 10022.

E. GTEL Holding LLC

GTEL Holding LLC is controlled by a board of managers including the CEO of GTL and other managers appointed by The Veritas Capital Fund III, L.P. and GS Direct, L.L.C. The Veritas Capital Fund III, L.P. is a private equity investment partnership managed by its sole general partner, Veritas Capital Partners III, L.L.C., a Delaware limited liability company. Veritas Capital Partners III, L.L.C. is controlled by its managing member, Robert B. McKeon, the managing member of Veritas Capital Fund Management, L.L.C., d/b/a Veritas Capital. Veritas Capital is a private equity investment firm headquartered in New York. Founded in 1992, Veritas Capital invests in a broad range of companies through buyouts, growth capital investments, and leveraged recapitalizations. The firm's primary objective is to partner with experienced management teams to develop leading companies in their respective markets. In addition to providing long-term capital, the firm works closely with its management partners in creating and executing a well-defined strategic plan that exploits a company's core competencies as well as attractive industry dynamics. Principals at Veritas Capital bring long term investing experience through a variety of economic conditions allowing the firm to apply its skills and capital to a broad spectrum of industries. However, Veritas Capital has developed specific expertise in the defense, aerospace, government services, media/telecommunications, consumer products, and specialty manufacturing industries.

The Goldman Sachs Group, Inc. owns all of the equity interests in GS Direct, L.L.C. All of the limited partner equity interests in Goldman, Sachs & Co. are held directly or indirectly by The Goldman Sachs Group, Inc., and The Goldman, Sachs & Co. L.L.C. controls Goldman, Sachs & Co. as its sole general partner. All of the equity interests (voting and non-voting) in The Goldman, Sachs & Co. L.L.C. are held by The Goldman Sachs Group, Inc., which is a public company listed on the New York Stock Exchange. GS Direct, L.L.C. invests capital primarily alongside corporate and sponsor clients in situations in which access to its or its affiliates' capital, relationships or advisory services can enhance the value of the investment. The Goldman Sachs Group, Inc., a bank holding company, provides investment banking, securities, and investment management services primarily to corporations, financial institutions, governments, and high-net-worth individuals worldwide.

II. Contact Information

Questions and correspondence concerning the Proposed Transaction should be addressed to:

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

Attorney for GTL

III. Description of the Proposed Transaction

GTL and the shareholders of Value-Added have entered into a Stock Purchase Agreement dated as of April 19, 2011 (the "Stock Purchase Agreement"). Pursuant to the terms of the Stock Purchase Agreement, GTL will purchase all of the issued and outstanding shares of the common stock of Value-Added from its shareholders, which represents 100% of the equity interests in Value-Added. The expected date of closing is August 1, 2011; however, the closing is subject to obtaining all necessary state and federal approvals of the Proposed Transaction. Upon consummation of the Proposed Transaction, Value-Added will be a wholly owned subsidiary of GTL.

Following the stock purchase and approval of this Commission, the assets of Value-Added will be transferred to GTL. GTL plans to operate the companies separately for a period of time, until such time as integration can be accomplished in a transparent manner with no negative effect on end users.

The Proposed Transaction will provide Value-Added with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of its telecommunications infrastructure; and (b) improvement of customer service, billing, financial reporting and other management information systems. There will be no impact on Value-Added's current customers, since the Proposed Transaction will be transparent to said customers, and services to Value-Added customers will continue pursuant to the terms and conditions of its tariff on file with the Commission. In addition, it is anticipated that certain key members of the management of Value-Added will remain in place after the Proposed Transaction is consummated.

IV. Public Interest Considerations

Applicants submit that the Proposed Transaction described herein will serve the public interest. Approval of the Proposed Transaction is in the public interest because it will advance economic efficiency by enabling GTL to expand its own business and achieve economies of scale. These benefits are expected to strengthen GTL's ability to expand their offerings and services to a broader customer base in Ohio. Applicants expect that the Proposed Transaction will enable GTL to strengthen their competitive position to the benefit of Ohio consumers and the telecommunications marketplace.

Public Utilities Commission of Ohio
Page 6
May 16, 2011

Further, as described above and because of the nature of this particular customer base, the Proposed Transaction will be conducted in a manner that will be transparent to customers of Value-Added. Following consummation of the Proposed Transaction, GTL will continue to provide high-quality communications services to Value-Added customers without interruption and without immediate change in rates, terms or conditions.

Applicants emphasize that the Proposed Transaction will be seamless and transparent to Value-Added's customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, overnight envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Global Tel*Link Corporation

cc: David Silverman, Esq.

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Value-Added
Communications, Inc. for a Change in Ownership to Global
Tel*Link Corporation)
)
)
)

TRF Docket No. 90-5190-CT-TRF

Case No. 11-2961-TP-CIO

NOTE: Unless you have reserved a Case #, leave the "Case No" fields
BLANK.

Name of Registrant(s): **Value-Added Communications, Inc.**
DBA(s) of Registrant(s):

Address of Registrant(s): **3801 E. Plano Parkway, Suite 100, Plano, Texas 75074**

Company Web Address: **www.vaci.com**

Regulatory Contact Person(s): **Cheryl Cook, Manager, Regulatory Affairs** Phone: (972) 535-3319 Fax: (972) 238-0022
Regulatory Contact Person's Email Address: **cheryl.cook@vaci.com**

Contact Person for Annual Report: **Cheryl Cook, Manager, Regulatory Affairs and** Phone: (972) 535-3319
Kermit D. Heaton, EVP, Corporate Administration Phone: (972) 535-3342

Address (if different from above): _____

Consumer Contact Information: **Kermit D. Heaton, EVP, Corporate Administration** Phone: (972) 535-3342
Address (if different from above): _____

Name of Registrant(s): **Global Tel*Link Corporation**
DBA(s) of Registrant(s):

Address of Registrant(s): **2609 Cameron Street, Mobile, Alabama 36607**

Company Web Address: **www.gtl.net**

Regulatory Contact Person(s): **Dorothy Cukier** Phone: (703) 955-3915 Fax: (251) 473-4588
Regulatory Contact Person's Email Address: **dorothy.cukier@gtl.net**

Contact Person for Annual Report: **Dorothy Cukier, Corporate Counsel - Executive Director, External Affairs** Phone: (703) 955-3915

Address (if different from above): **12021 Sunset Hills Road, Ste. 100, Reston, Virginia 20190**

Consumer Contact Information: **Margaret Philips, Customer Service Contact** Phone: (251) 479-4500
or (877) 650-4249

Address (if different from above): _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation

- (1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.
- (2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.
- (3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.
- (4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)(0 day)</u>
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain)			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent:				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Carrier's Not Offering BLES	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> * (Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Carrier's Not Offering BLES
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights- of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, _____, and am authorized to make this statement on its behalf.

☐ I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

☐ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____

**This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Kermit D. Heaton, Executive Vice President of Value-Added Communications, Inc., verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, are true and correct to the best of my knowledge.


Kermit D. Heaton, Executive Vice President

5/11/2011
Date

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Teresa L. Ridgeway, Secretary of Global Tel*Link Corporation, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, are true and correct to the best of my knowledge.

Teresa L. Ridgeway, Secretary

Date

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793
Or**

Make such filing electronically as directed in Case No 06-900-AU-WVR

OH CIO

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

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VERIFICATION

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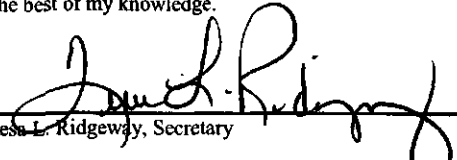
Kermit D. Heaton, Executive Vice President

Date

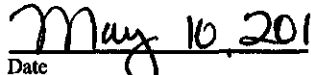
**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

VERIFICATION

I, Teresa L. Ridgeway, Secretary of Global Tel*Link Corporation, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, are true and correct to the best of my knowledge.



Teresa L. Ridgeway, Secretary



Date

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

**United States of America
State of Ohio
Office of the Secretary of State**

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **VALUE-ADDED COMMUNICATIONS, INC.**, a Delaware corporation, having qualified to do business within the State of Ohio on August 20, 1993 under License No. 851849 is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 16th day of May, A.D. 2011*

Jon Husted

Ohio Secretary of State

Validation Number: V2011136M66174

**United States of America
State of Ohio
Office of the Secretary of State**

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show GLOBAL TEL*LINK CORPORATION, a Delaware corporation, having qualified to do business within the State of Ohio on September 03, 1992 under License No. 826963 is currently in GOOD STANDING upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 16th day of May, A.D. 2011*

Jon Husted

Ohio Secretary of State

Validation Number: V2011136MD7A05