



April 26, 2011

*Via Electronic Delivery*

Renée Jenkins, Secretary of Commission  
Public Utilities Commission of Ohio  
180 East Broad Street  
Columbus, Ohio 43215-3793

**RE: G3 Telecom USA, Inc. - Application for Authority to Provide Resold Interexchange Telecommunications Services within the State of Ohio  
Case No. 11-2690-TP-ACE**

Dear Ms. Jenkins:

Enclosed please find an Application submitted on behalf of G3 Telecom USA, Inc. for authority to provide resold interexchange telecommunications services within the State of Ohio. Also included is an Telecommunications Retail Service Offering Form and Supplemental Form for Routine Proceedings with the required exhibits. The Company respectfully requests automatic approval of this Application on thirty (30) days' notice – May 26, 2011.

Questions regarding this filing may be directed to my attention at (407) 740-3031 or via e-mail at [stthomas@tminc.com](mailto:stthomas@tminc.com). Please acknowledge receipt of this filing.

Thank you for your assistance.

Sincerely,

/s/Sharon Thomas

Sharon Thomas

Consultant to G3 Telecom USA, Inc.

*ST/im.*

*Enclosures*

cc: S. Manji, G3 Telecom USA, Inc.  
Office of Ohio Utilities Consumer Counsel  
File: G3 - OH IXC  
Tms: OH1100

**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 **G3 Telecom USA, Inc.** )  
To Provide Resold Interexchange Telecommunications )  
Services within the State of Ohio )

TRF Docket No. 90-\_\_\_\_\_

**Case No. 11-2690-TP-ACE**

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

Name of Registrant(s) **G3 Telecom USA, Inc.**  
DBA(s) of Registrant(s) \_\_\_\_\_  
Address of Registrant(s) **1039 McNicoll Avenue, Toronto, Ontario – Canada M1W 3W6**  
Company Web Address **www.g3telecom.com**  
Regulatory Contact Person(s) **Rajan Arora, Secretary / Treasurer** Phone: **(416) 499-5463** Fax: **(416) 499-6612**  
Regulatory Contact Person's Email Address **rajan@g3telecom.com**  
Contact Person for Annual Report **Rajan Arora, Secretary / Treasurer** Phone **(416) 499-5463**  
Address (if different from above) **Same as Above**  
Consumer Contact Information **Rajan Arora, Secretary / Treasurer** Phone **(416) 499-5463**  
Address (if different from above) **Same as 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](http://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

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

## 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<br>(Out of Territory)                                     | CLEC  | Carrier's Not<br>Offering BLES   | CESTC   | CETC   |
|----------------------------|--|---|--|---|--|
| * See Supplemental<br>form | <input type="checkbox"/> ACE <u>1-6-08</u><br>* (Auto 30- day) | <input type="checkbox"/> ACE <u>1-6-08</u><br>* (Auto 30 day) | <input checked="" type="checkbox"/> ACE <u>1-6-08</u><br>* (Auto 30 day) | <input type="checkbox"/> ACE <u>1-6-10</u><br>(Auto 30 day) | <input type="checkbox"/> UNC <u>1-6-09</u><br>* (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<br>Offering BLES                                  |
|---|---|---|---|
| Abandon all Services  |   | <input type="checkbox"/> ABN <u>1-6-26</u><br>(Auto 30 days)    | <input type="checkbox"/> ABN <u>1-6-26</u><br>(Auto 30 days)    |
| Change of Official Name *   | <input type="checkbox"/> ACN <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> ACN <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Change in Ownership *   | <input type="checkbox"/> ACO <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> ACO <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Merger *  | <input type="checkbox"/> AMT <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> AMT <u>1-6-29(E)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Transfer a Certificate *  | <input type="checkbox"/> ATC <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> ATC <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(0 day Notice) |
| Transaction for transfer or lease of<br>property, plant or business * | <input type="checkbox"/> ATR <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> ATR <u>1-6-29(B)</u><br>(Auto 30 days) | <input type="checkbox"/> CIO <u>1-6-29(C)</u><br>(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<br>an approved agreement                                  | <input type="checkbox"/> NAG <u>1-7-07</u><br>(Auto 90 day)              | <input type="checkbox"/> NAG <u>1-7-07</u><br>(Auto 90 day)      |
| Request for Arbitration  | <input type="checkbox"/> ARB <u>1-7-09</u><br>(Non-Auto)                 | <input type="checkbox"/> ARB <u>1-7-09</u><br>(Non-Auto)         |
| Introduce or change c-t-c service tariffs,   | <input type="checkbox"/> ATA <u>1-7-14</u><br>(Auto 30 day)              | <input type="checkbox"/> ATA <u>1-7-14</u><br>(Auto 30 day)      |
| Request rural carrier exemption, rural carrier<br>suspension or modification                         | <input type="checkbox"/> UNC <u>1-7-04 or 05</u><br>(Non-Auto)           |  |
| Changes in rates, terms & conditions to Pole<br>Attachment, Conduit Occupancy and Rights-<br>of-Way. | <input type="checkbox"/> UNC <u>1-7-23(B)</u><br>(Non-Auto)              |  |
| <b>Wireless Providers</b> See <u>4901:1-6-24</u>   | <input type="checkbox"/> RCC<br>[Registration &<br>Change in Operations] | <input type="checkbox"/> NAG<br>[Interconnection<br>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***

I, \_\_\_\_\_, am an officer of \_\_\_\_\_, the applicant corporation, and am authorized to make this statement on its behalf.

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules 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 (Date) \_\_\_\_\_ at (Location) Toronto, Ontario - Canada

**Not Applicable – Not a Tariff Filing**

(Date) \_\_\_\_\_

- *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, **Rajan Arora** verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

\_\_\_\_\_  
**Rajan Arora, Secretary / Treasurer**  
**G3 Telecom USA, Inc.**

\_\_\_\_\_  
*March 1, 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.*

*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*

**The Public Utilities Commission of Ohio**  
**TELECOMMUNICATIONS SUPPLEMENTAL APPLICATION FORM**  
**for CARRIER CERTIFICATION**

(Effective: 01/20/2011)

(Pursuant to Case No. 10-1010-TP-ORD)

NOTE: This SUPPLEMENTAL form must be used WITH the  
TELECOMMUNICATIONS FILING FORM for ROUTINE PROCEEDINGS.

In the Matter of the Application of G3 Telecom USA,  
Inc. to Provide Intrastate Interexchange Long Distance  
Services Within the State of Ohio )  
)  
)  
)

**Case No. 11-2690-TP-ACE**

Name of Registrant(s) G3 Telecom USA, Inc.

DBA(s) of Registrant(s) \_\_\_\_\_

Address of Registrant(s) 1039 McNicoll Avenue, Toronto, Ontario – Canada M1W 3W6

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

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

**List of Required Exhibits**

**Tariffs: (Include all that apply)**

☐ Interexchange Tariff

☐ Local Tariff

☐ CESTC Tariff

☐ Carrier-to-Carrier (Access) Tariff

NOTE: All Facilities-Based carriers must file an Access Tariff

**Description of Services**

☒ Service provisioned via Resale

☐ Service provisioned via Facilities

☐ Both Resold and Facilities-based

☒ Description of Proposed Services

☒ Statement about the provision of  
CTS services

☒ Description of the general  
geographic area served

☒ Explanation of how the proposed  
services in the proposed market  
area are in the public interest.

☒ Description of the class of customers (e.g., residence, business) that the  
applicant intends to serve

**Business Requirements**

**Evidence of Registration with:**

☒ Ohio Department of Taxation

☒ Ohio Secretary of State<sup>1</sup> &  
Certificate of Good Standing

**Documentation attesting to the applicant's financial viability, including the following:**

☒ An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application.

☒ Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions

☒ Documentation to support the applicant's cash and funding sources.

**Documentation attesting to the applicant's managerial ability and corporate structure, including the following:**

☒ Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area

☒ List of names, addresses, and phone numbers of officers and directors, or partners.

☒ Documentation indicating the applicant's corporate structure and ownership

☒ Information regarding any similar operations in other states.

If this company has been previously certified in the State of Ohio, include that certification number \_\_\_\_\_

☐ Verification that the applicant will follow federal communications commission (FCC) accounting requirements, if applicable.

<sup>1</sup> Certification from Ohio Secretary of State (domestic or foreign corporation, authorized use of fictitious name, etc.), and Certificate of Good Standing is required.

**Documentation attesting to the applicant's proposed interactions with other Carriers**

- ☐ Explanation as to whether rates are derived through (check all applicable):  
☐ interconnection agreement ☐ retail tariffs ☐ resale tariffs
- ☐ Explanation as to which service areas company currently has an approved interconnection or resale agreement.
- ☐ A notarized affidavit accompanied by bona fide letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.

**Documentation attesting to the applicant's proposed interactions with Customers**

- ☒ A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
- ☒ Provide a copy of any customer application form required in order to establish residential service, if applicable.
- ☐ For CLECs, List of Ohio ILEC Exchanges the applicant intends to serve  
(Use spreadsheet from: [http://www.puc.state.oh.us/puco/forms/form.cfm?doc\\_id=357](http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357))
- ☐ If Mirroring the entire ILEC local service areas, tariffs may incorporate by reference. If not mirroring the entire ILEC local exchange areas, the CLEC shall specifically define its local service areas in the tariff.

**Affidavit**

I **Rajan Arora**, am an authorized representative of the applicant **G3 Telecom USA, Inc.**, and I am authorized to make this statement on its behalf. I attest that I have utilized the Telecommunications Supplemental Application Form for Carrier Certification provided by the Commission, and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct.

Executed on \_\_\_\_\_

at Toronto, Ontario - Canada

  
\_\_\_\_\_  
**Rajan Arora, Secretary / Treasurer**

March 11 / 2011  
(Date)

**G3 TELECOM USA, INC.**

**LIST OF EXHIBITS**

**EXHIBIT A – DESCRIPTION OF SERVICES**

- Exhibit A1 – Service Provisioning
- Exhibit A2 – Description of Proposed Services
- Exhibit A3 – Public Interest Explanation
- Exhibit A4 – Statement about Provision of CTS Services
- Exhibit A5 – Description of Class of Customers
- Exhibit A6 – Description of General Geographic Area

**EXHIBIT B – BUSINESS REQUIREMENTS**

- Exhibit B1 – Evidence of Registration with Ohio Department of Taxation
- Exhibit B2 – Ohio Secretary Of State Certificate and Certificate of Good Standing

**EXHIBIT C – FINANCIAL STATEMENTS**

- Exhibit C1 – Summary of Financial Condition
- Exhibit C2 – Financial Statements

**EXHIBIT D – MANAGERIAL ABILITY & CORPORATE STRUCTURE**

- Exhibit D1 – Technical and Managerial Expertise
- Exhibit D2 – Officers & Directors
- Exhibit D3 – Corporate Structure and Ownership
- Exhibit D4 – Operations in Other States
- Exhibit D5 – Verification of Accounting Requirements

**EXHIBIT E – CUSTOMER BILL & ORDER FORM**

- Exhibit E1 – Customer Bill
- Exhibit E2 – Customer Order Form

**EXHIBIT F - AFFIDAVIT**

**EXHIBIT G – RETAIL SERVICE OFFERING FORM**



**G3 TELECOM USA, INC.**  
**EXHIBIT A**  
**DESCRIPTION OF SERVICES**

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**Exhibit A1 – Service Provisioning**

G3 Telecom USA, Inc. proposes to offer its services via resale of services purchased through wholesale contracts.

**Exhibit A2 – Description of Proposed Services**

G3 Telecom USA, Inc. proposes to offer prepaid and post-paid long distance service to business and residential customers in unlimited or per minute bundled packages. The Applicant's service is accessed via a 7-digit or 800 access number. For prepaid service, as calls are placed, charges for the call are deducted on a real time basis until the full amount on the account is exhausted. The Customer has the option to contact the Company via telephone or internet to recharge the account or may opt for Auto Recharge which allows the Company to automatically recharge the Customer's account with a predetermined set amount, once the account is at \$5 or lower.

**Exhibit A3 – Public Interest Explanation**

Granting of this application will further the public interest by increasing the availability of intrastate interexchange telecommunications services in the State of Ohio. The company's entry into this marketplace will afford customers the benefits of increased choice, both in terms of additional service and pricing options.

**Exhibit A4 – Statement about Provision of CTS Services**

See Exhibit A2.

**Exhibit A5 – Description of Class of Customers**

G3 Telecom USA, Inc. proposes to offer prepaid and post-paid long distance service to business and residential customers

**Exhibit A6 – Description of General Geographic Area**

G3 Telecom USA, Inc. proposes to offer services throughout the State of Ohio.

**G3 TELECOM USA, INC.**

**EXHIBIT B – BUSINESS REQUIREMENTS**

Exhibit B1 – Evidence of Registration with Ohio Department of Taxation

Exhibit B2 – Ohio Secretary Of State Certificate and Certificate of Good Standing

**G3 TELECOM USA, INC.**

Exhibit B1 – Evidence of Registration with Ohio Department of Taxation



March 3, 2011

Via U.S. Mail

Ohio Department of Taxation  
Care of: Public Utilities Section  
21st Floor  
30 East Broad Street  
Columbus, Ohio 43266-0420

Dear Sir/Madam:

Please be advised that G3 Telecom USA, Inc. has applied for certification by the Public Utilities Commission of Ohio to operate as a provider of resold interexchange long distance service in the State of Ohio.

All official correspondence should be addressed to:

Mr. Rajan Arora, Secretary / Treasurer  
G3 Telecom USA, Inc.  
1039 McNicoll Avenue  
Toronto, Ontario  
Canada - M1W 3W6  
Telephone: (416) 499-5463  
Facsimile: (416) 499-6612

Please call me at (407) 740-3031 if you should have any questions.

Sincerely,

Sharon Thomas  
Consultant to G3 Telecom USA, Inc.

*ST/im.*

cc: R. Arora, G3 Telecom USA, Inc.  
file: G3 Telecom USA, Inc. - OH

**G3 TELECOM USA, INC.**

Exhibit B2 – Ohio Secretary Of State Certificate and Certificate of Good Standing



|            |              |                                  |        |       |         |      |      |
|------------|--------------|----------------------------------|--------|-------|---------|------|------|
| DATE:      | DOCUMENT ID  | DESCRIPTION                      | FILING | EXPED | PENALTY | CERT | COPY |
| 03/04/2011 | 201106200623 | FOREIGN LICENSE/FOR-PROFIT (FLF) | 125.00 | .00   |         | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

TECHNOLOGIES MANAGEMENT INC.  
2600 MAITLAND CENTER PKWY - #300  
MAITLAND, FL 32751

**STATE OF OHIO  
CERTIFICATE**

**Ohio Secretary of State, Jon Husted**

**2001605**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**G3 TELECOM USA INC.**  
and, that said business records show the filing and recording of:

Document(s)

Document No(s):

**FOREIGN LICENSE/FOR-PROFIT**

**201106200623**

Authorization to transact business in Ohio is hereby given, until surrender, expiration or  
cancellation of this license.



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

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 1st day of March, A.D.  
2011.

*Jon Husted*

Ohio Secretary of State



Prescribed by :

The Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

WWW.SOS.STATE.OH.US  
e-mail: busserv@sos.state.oh.us

|   |                                   |
|---|-----------------------------------|
| <b>Expedite this Form:</b> (Select One)     |                                   |
| <b>Mail Form to one of the Following:</b>   |                                   |
| <input type="radio"/> Yes                   | PO Box 1390<br>Columbus, OH 43216 |
| *** Requires an additional fee of \$100 *** |                                   |
| <input checked="" type="radio"/> No         | PO Box 670<br>Columbus, OH 43216  |

**FOREIGN CORPORATION APPLICATION FOR LICENSE  
OR REGISTRATION OF CORPORATION NAME**  
(For Foreign Profit or Nonprofit)

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

**(CHECK ONLY ONE (1) BOX)**

|  |  |
|--|--|
| <b>(1) Foreign Corporation</b><br><input checked="" type="checkbox"/> For-Profit (151-FLF)<br><input type="checkbox"/> Nonprofit (152-FLN)<br>ORC 1703<br><b>Filing Fee \$125.00</b> | <b>(2) Registration of Corporate Name by Unlicensed Foreign Corporation</b><br><input type="checkbox"/> Original (158-RCO)<br><input type="checkbox"/> Renewal (172-RNR (RCR)) ORC 1703<br>(Registration No.)<br><b>Filing Fee \$50.00</b> |
|--|--|

**Complete the general information in this section for the box checked above.**

|   |                                 |                                 |  |
|---|---------------------------------|---------------------------------|--|
| Corporate Name  | <u>G3 Telecom USA Inc.</u>      |                                 |  |
| Under the Laws of the State of  | <u>Delaware</u><br>(Home State) |                                 |  |
| Date of Incorporation in Home State   | <u>08/19/2008</u><br>(Date)     |                                 |  |
| The corporation's principal office is located at  |                                 |                                 |  |
| <u>616 Corporate Way, Suite 2</u><br>(Street) <b>NOTE: P.O. Box Addresses are NOT acceptable.</b> |                                 |                                 |  |
| <u>Valley Cottage</u><br>(City)   | <u>NY</u><br>(State)            | <u>10989-2050</u><br>(Zip Code) |  |

The corporate purpose it proposes to exercise in the state of Ohio are as follows: (Please provide a brief but specific description; a general purpose clause is not sufficient)

telecommunications services

The corporation is carrying on or doing business.

☐ Check here if additional provisions are attached

**Complete the information in this section if box (1) is checked.**

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio

National Registered Agents, Inc.

(Name)

145 Baker Street

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

Marion

(City)

Ohio

(State)

43302

(Zip Code)

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the OHIO SECRETARY OF STATE if:

- A. the agent cannot be found or
- B. the above listed fails to designate another agent when required to do so, or
- C. the above stated registration to do business in Ohio expires or is cancelled

**Complete the information in this section if profit is checked in box (1).**

The application is made to secure a ☒ permanent ☐ temporary license

The corporation's principal office within Ohio is to be located in

☒ Corporation will not have an office in Ohio

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(County)

Ohio

(State)

(Zip Code)

Has the corporation obtained a license to transact business in Ohio at any time in the past?  
If yes, prior License No. \_\_\_\_\_ issued \_\_\_\_\_

☐ Yes ☒ No

(Date)

The date on which the corporation began transacting business in Ohio

☐ Date \_\_\_\_\_

OR

☒ Will begin business upon approval of application

Is this application being made to enable the corporation to prosecute or defend a legal action?

☐ Yes ☒ No

**Complete the information in this section if non-profit is checked in box (1).**

The location of its principal office in the state of Ohio is

(Street)

NOTE: P.O. Box Addresses are NOT acceptable.

(City)

(County)

Ohio

(State)

(Zip Code)

(Pursuant to ORC 1703.27 must have an Ohio address)



SS.

IN WITNESS WHEREOF, the corporation has caused this application to be executed by an authorized

officer on 2/15/2011  
(Date)

STATE OF Ontario

COUNTY OF York

Rajan Arora, being first duly sworn, deposes and says that he/she is the  
(Name of Officer)

Secretary/Treasurer/Director of G3 Telecom USA Inc.  
(title)

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to the best of my knowledge and belief.

Signature: \_\_\_\_\_

Name: Rajan Arora

Sworn to before me and subscribed in my presence,

Feb. 15/2011  
(date)

[Signature]  
(Notary Public)

NOTARY SEAL

Expiration date of Notary's Commission: N/A  
(date)

**NIZAR FAKIRANI B.A LL.B**  
**BARRISTER & SOLICITOR**  
1065 McNICOLL AVE. 2<sup>ND</sup> FLOOR  
TORONTO ONT M1W 3W6  
TEL: 416-444-4043

# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "G3 TELECOM USA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF FEBRUARY, A.D. 2011.

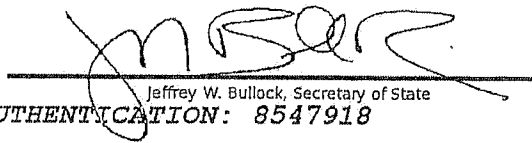
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "G3 TELECOM USA INC." WAS INCORPORATED ON THE NINETEENTH DAY OF AUGUST, A.D. 2008.

4589250 8300

110129836

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8547918

DATE: 02-08-11

**G3 TELECOM USA, INC.**

**EXHIBIT C – FINANCIAL STATEMENTS**

## **G3 TELECOM USA, INC.**

### **Exhibit C1 – Summary of Financial Condition**

#### **Financial Affidavit**

G3 Telecom USA, Inc. is a start-up company that has not yet initiated operations in any state. Accordingly, the Company does not yet have historical financial statements. The Applicant will rely on the financial resources of Mr. Rajan Arora for financial support during its start-up stage of operation to provide the services covered by this application.

The enclosed Affidavit verifies the commitment of Mr. Arora to provide financial resources sufficient to fund G3 Telecom USA, Inc. in the State of Ohio.

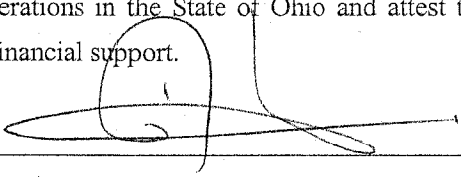
**AFFIDAVIT**

**CANADA**

**ONTARIO**

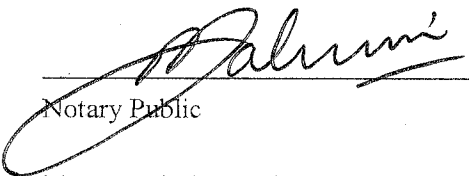
Rajan Arora, being first duly sworn, deposes and states as follows:

I am Secretary / Treasurer of G3 Telecom USA, Inc. and, through a family trust that is the ultimate owner of G3 Telecom USA, Inc., I have ownership interest in G3 Telecom USA, Inc. I hereby commit to provide financial support to G3 Telecom USA, Inc. sufficient to fund its competitive telecommunications operations in the State of Ohio and attest to having sufficient financial resources to provide such financial support.

  
\_\_\_\_\_  
Rajan Arora

Subscribed and sworn to before me this

11<sup>th</sup> day of MARCH, 2011

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

**NIZAR FAKIRANI B.A LL.B  
BARRISTER & SOLICITOR  
1065 McNICOLL AVE. 2<sup>ND</sup> FLOOR  
TORONTO ONT M1W 3W6  
TEL: 416-444-4043**

**G3 TELECOM USA, INC.**

Exhibit C2 – Financial Statements

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Financial Statements

**G3 TELECOM CORP.**

December 31, 2009

(Unaudited - See Notice to Reader)

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**G3 TELECOM CORP.**

**DECEMBER 31, 2009**

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| <b>Financial Statements</b>       |             |
| Balance Sheet                     | 2           |
| Statement of Earnings and Deficit | 3           |





MARTYN, DOODLEY & PARTNERS LLP  
CHARTERED ACCOUNTANTS

www.mdp.on.ca

Suite 200  
4230 Sherwoodtowne Blvd.  
Mississauga, Ontario L4Z 2G6

T 905.279.7500  
F 905.279.9300  
E mdp@mdp.on.ca

## NOTICE TO READER

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We have compiled the balance sheet of G3 Telecom Corp. as at December 31, 2009, and the statement of earnings and deficit for the year then ended from information provided by management. We have not performed an audit or a review engagement of these financial statements and, accordingly, we express no assurance thereon. Readers are cautioned that these statements may not be appropriate for their purposes.

*Martyn Doodley & Partners LLP*  
Chartered Accountants  
Licensed Public Accountants

Mississauga, Ontario

June 15, 2010

**G3 TELECOM CORP.**  
**Statement of Earnings and Deficit**  
**Year Ended December 31, 2009**  
(Unaudited -See Notice to Reader)

|                                     | 2009                 | 2008                 |
|-------------------------------------|----------------------|----------------------|
| <b>Revenue</b>                      | <b>\$ 18,694,480</b> | <b>\$ 16,695,114</b> |
| <b>Expenses</b>                     |                      |                      |
| Advertising                         | 395,738              | 946,106              |
| Amortization                        | 49,243               | 27,319               |
| Auto                                | 9,570                | 9,333                |
| Bad debts                           | 2,189                | 1,841                |
| Commission                          | 157,557              | 41,620               |
| General                             | 7,638                | 4,972                |
| Interest and credit cards charges   | 679,422              | 659,847              |
| Internet                            | 19,406               | 25,888               |
| Office                              | 73,004               | 75,392               |
| Management fees                     | -                    | 7,566                |
| Postage and courier                 | 24,545               | 24,823               |
| Professional fees                   | 18,205               | 10,682               |
| Purchases                           | 14,422,870           | 12,736,806           |
| Rent                                | 120,000              | 72,000               |
| Repairs and maintenance             | 77,726               | 24,755               |
| Telephone                           | 7,642                | 2,921                |
| Travel and entertainment            | 68,536               | 46,211               |
| Wages                               | 1,269,816            | 1,503,950            |
|                                     | <b>17,403,107</b>    | <b>16,222,032</b>    |
| <b>Earnings Before Income Taxes</b> | <b>1,291,373</b>     | <b>473,082</b>       |
| Provision for income taxes          | 375,883              | 81,237               |
| <b>Net Earnings</b>                 | <b>915,490</b>       | <b>391,845</b>       |
| <b>Deficit, Beginning of Year</b>   | <b>(339,052)</b>     | <b>(80,897)</b>      |
| <b>Dividends</b>                    | <b>(1,475,000)</b>   | <b>(650,000)</b>     |
| <b>Deficit, End of Year</b>         | <b>\$ (898,562)</b>  | <b>\$ (339,052)</b>  |

**G3 TELECOM CORP.**  
**Balance Sheet**  
**December 31, 2009**  
(Unaudited - See Notice to Reader)

|  | 2009                | 2008                |
|--|---------------------|---------------------|
| <b>Assets</b>                            |                     |                     |
| <b>Current</b>                           |                     |                     |
| Cash                                     | \$ 1,993,044        | \$ 2,628,418        |
| Accounts receivable                      | 132                 | 132                 |
| Due from related company                 | 11,700              | -                   |
| Prepaid and deposits                     | 13,400              | 12,400              |
|  | <b>2,018,276</b>    | <b>2,640,950</b>    |
| <b>Capital Assets</b>                    |                     |                     |
| Computers                                | 44,666              | 26,798              |
| Equipment                                | 139,302             | 67,619              |
| Furniture                                | 57,583              | 31,602              |
| Leasehold improvements                   | 126,415             | 56,458              |
|  | <b>367,966</b>      | <b>182,477</b>      |
| Less: accumulated amortization           | 117,476             | 68,233              |
|  | <b>250,490</b>      | <b>114,244</b>      |
|  | <b>\$ 2,268,766</b> | <b>\$ 2,755,194</b> |
| <b>Liabilities</b>                       |                     |                     |
| <b>Current</b>                           |                     |                     |
| Accounts payable and accrued liabilities | \$ 2,480,758        | \$ 2,605,456        |
| Due to related company                   | -                   | 442,322             |
| Due to shareholder                       | 362,540             | 5,031               |
| Income taxes payable                     | 323,630             | 41,237              |
|  | <b>3,167,128</b>    | <b>3,094,046</b>    |
| <b>Shareholder's Deficiency</b>          |                     |                     |
| <b>Capital Stock</b>                     |                     |                     |
| <b>Authorized</b>                        |                     |                     |
| Unlimited Common shares                  |                     |                     |
| Unlimited Class B special shares         |                     |                     |
| <b>Issued</b>                            |                     |                     |
| 100 Common shares                        | 100                 | 100                 |
| 100 Class B special shares               | 100                 | 100                 |
| <b>Deficit</b>                           | <b>(898,562)</b>    | <b>(339,052)</b>    |
|  | <b>(898,362)</b>    | <b>(338,852)</b>    |
|  | <b>\$ 2,268,766</b> | <b>\$ 2,755,194</b> |

**On behalf of the Board**

Director \_\_\_\_\_

**G3 TELECOM****BALANCE SHEET (DRAFT FOR INTERNAL PURPOSE ONLY)**

December 31,2010

**ASSETS****CURRENT**

|                      |                     |
|----------------------|---------------------|
| Cash                 | 1,405,779.30        |
| Accounts Receivable  | 4,014.87            |
| Prepaid and deposits | 27,531.69           |
|                      | <u>1,437,325.86</u> |

**CAPITAL ASSETS**

|                               |                   |
|-------------------------------|-------------------|
| Less:accumulated amortization | 424,238.36        |
|                               | <u>117,476.00</u> |
|                               | <u>306,762.36</u> |

1,744,088.22**LIABILITIES****Current**

|  |                     |
|--|---------------------|
| Accounts payable and accrued liabilities | 265,439.44          |
| Customers Deposits                       | 949,061.14          |
| Due to Related Company                   | 446,990.00          |
|  | <u>1,661,490.58</u> |

**SHAREHOLDER'S EQUITY**

|                   |                  |
|-------------------|------------------|
| CAPITAL STOCK     | 100.00           |
| COMMON SHARES     | 100.00           |
| RETAINED EARNINGS | 82,397.64        |
|                   | <u>82,597.64</u> |

1,744,088.22

**G3 TELECOM**

Statement of Earnings and Retained Earnings  
Draft for internal purpose only  
December 31,2010

|                                       |                         |
|---------------------------------------|-------------------------|
| Income                                | 17,533,005.40           |
| Cost of Good Sold                     | 13,516,659.34           |
| <b>Gross Profit</b>                   | <u>4,016,346.06</u>     |
| Expenses                              | 3,035,388.53            |
| <b>Net Income Before Income Taxes</b> | <u>980,957.53</u>       |
| Retained Earnings Beginning of Year   | 576,440.11              |
| Dividends                             | - 1,475,000.00          |
| <b>Retained Earnings End of Year</b>  | <u><u>82,397.64</u></u> |

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**G3 TELECOM USA, INC.**

**EXHIBIT D – MANAGERIAL ABILITY & CORPORATE STRUCTURE**

---

**G3 TELECOM USA, INC.**

Exhibit D1 – Technical and Managerial Expertise

**Rajan Arora**

Mr. Arora has over twenty years experience in business and professional life. A chartered accountant by background, Mr. Arora obtained his designation in 1988 and graduated from the University Of Toronto, Canada.

Mr. Arora started his career with Laventhol & Horwath and Price Waterhouse. From there he went on to work as a CFO for a private company and in 1994 was the co-founder of Channel Sports Marketing. Channel Sports Marketing was built into a multi-million business with associations and contracts with Upper Deck Authenticated, Wayne Gretzky and many other notable athletes.

Mr. Arora became interested in the telecom industry in 1999 and co-established G3 Telecom Corp. (2001) and Ellora Telecom Inc. (2002).

The telecom operations have grown in the past ten years in the area of long distance, VoIP and DSL service and the group is well established in the Canadian marketplace.

Mr. Arora is active in various charity and service associations in the community.

**Sonia Arora**

Ms. Arora co-founded G3 Telecom Corp. in 2002 and is in charge of marketing and business development for the Company. G3 has grown into a thriving telecom business offering long distance, VoIP, PBX, and ISP Services in Canada. Ms. Arora has been instrumental in leading G3 and continues to develop new markets and products.

She has been involved in various charitable and marketing activities including the Hospital for Sick Children, Anaphylaxis Association of Canada and MSMF (Manjari Snakrathri Memorial Foundation)



---

**G3 TELECOM USA, INC.**

**Exhibit D2 – Officers & Directors**

The following individuals are officers of G3 Telecom USA, Inc. and may be contacted at the Company's headquarters located at 1039 McNicoll Avenue, Toronto, Ontario – Canada M1W 3W6:

**Officers & Directors**

Sonia Arora

President

Rajan Arora

Secretary / Treasurer

---

**G3 TELECOM USA, INC.**

Exhibit D3 – Corporate Structure and Ownership

G3 Telecom USA, Inc. was organized under the laws of the State of Delaware on August 19, 2008.

A copy of the Company's Articles of Incorporation is enclosed.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:27 AM 08/19/2008  
FILED 11:11 AM 08/19/2008  
SRV 080882578 - 4589250 FILE

CERTIFICATE OF INCORPORATION  
of  
G3 Telecom USA Inc.

FIRST: The name of this corporation is: G3 Telecom USA Inc.

SECOND: The address of its registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, New Castle County, Delaware 19801.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1,500 shares of no par common voting stock.

FIFTH: The name and mailing address of the incorporator is: John L. Williams, 1201 Orange Street, Suite 600, Wilmington, Delaware 19801.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit. This Article Eighth shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eighth became effective.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal this 19<sup>th</sup> day of August, 2008.

  
John L. Williams  
Incorporator

MINUTES OF MEETING OF INCORPORATOR  
OF  
G3 Telecom USA Inc.

The meeting of the incorporator of the above-named corporation was called and held on August 19, 2008 at 1201 Orange Street, Suite 600, Wilmington, Delaware, 19801 pursuant to a written waiver of notice signed by the incorporator, fixing time and place.

The following incorporator, being the only incorporator of the corporation, was present in person: John L. Williams.

Said incorporator served as both chairman and secretary of the meeting.

The chairman reported that the Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on August 19, 2008 and that a certified copy thereof will be forwarded by the Office of the Secretary of State of Delaware to the Office of the Recorder of Deeds in and for New Castle County, Delaware, and that the secretary was instructed to cause a copy of such Certificate of Incorporation to be inserted in the minute book.

The secretary presented a form of By-Laws for the regulation of the affairs of the corporation, which was read, section by section.

Upon motion duly made, seconded and carried it was:

RESOLVED, That the By-Laws submitted at and read to this meeting be and the same hereby are adopted as and for the By-Laws of this corporation, and that the secretary be and hereby is instructed to cause the same to be inserted in the minute book immediately following a copy of the Certificate of Incorporation.

The Chairman stated that the next business before the meeting was the election

of the Board of Directors.

The following persons were nominated to hold office for the ensuing year or until their respective successors are elected:

Sonia Arora

Rajan Arora

No other nominations having been made, the polls were duly opened and the incorporator having voted by ballot, the chairman declared the polls closed.

Thereupon, the secretary canvassed the vote cast and made and presented to the chairman the results of the election. The nominees were found to have received the number of votes opposite their names:

| <u>NAME</u> | <u>NUMBER OF VOTES</u> |
|-------------|------------------------|
| Sonia Arora | -1- Vote               |
| Rajan Arora | -1- Vote               |

The chairman thereupon declared the following persons elected directors of the corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualified:

Sonia Arora

Rajan Arora

Upon motion duly made, seconded and carried, it was:

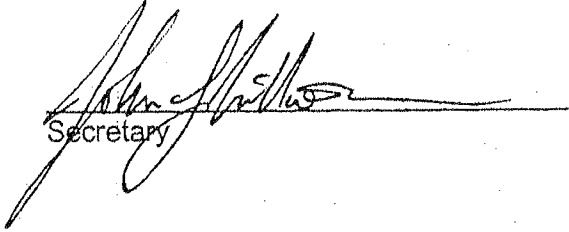
RESOLVED, That the Board of Directors be and is hereby authorized, in its discretion, to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amount and for such consideration as from time to time shall be determined by the Board and as

may be permitted by law.

The secretary was instructed to file with the minutes of this meeting, the following:

1. Waiver of notice of this meeting; and
2. Ballot of Directors.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.



Secretary

Date: August 19, 2008

CALL AND WAIVER OF NOTICE  
OF  
MEETING OF INCORPORATOR  
OF  
G3 Telecom USA Inc.

I, the undersigned, being the incorporator of the above-captioned corporation, incorporated under the laws of the State of Delaware, hereby waive notice of the time, place and purpose of the first meeting of this corporation and call said meeting as follows:

Date: August 19, 2008  
Place: 1201 Orange Street, Suite 600  
Wilmington, DE 19801

I do hereby waive all the requirements of the statutes of Delaware, both as to notice of this meeting and publication thereof; and I do consent to the transaction of such business as may come before the meeting.

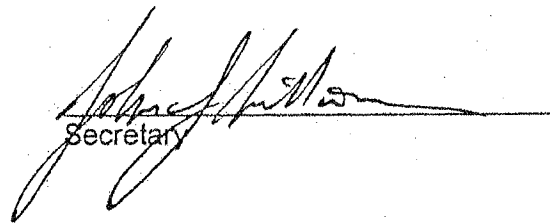
  
\_\_\_\_\_  
Incorporator

Date: August 19, 2008

BALLOT FOR DIRECTORS  
OF  
G3 Telecom USA Inc.

|             |           |
|-------------|-----------|
| Sonia Arora | - 1- Vote |
| Rajan Arora | - 1- Vote |

Votes in Person - 1

  
Secretary

Date: August 19, 2008



G3 Telecom USA Inc.  
UNANIMOUS ACTION OF DIRECTORS

The undersigned, being all of the directors of G3 Telecom USA Inc. pursuant to the provisions of Section 141 of the Delaware General Corporation Law, agree that the following action shall be deemed duly taken as if taken at a regularly called meeting and entered into the minutes of the corporation:

RESOLVED:

1. The following persons are nominated officers of the corporation to serve until their successors are chosen and qualify:

Sonia Arora -President  
Rajan Arora -Treasurer  
Rajan Arora -Secretary

2. The form of stock certificate presented and read is hereby approved and adopted and the Secretary is instructed to insert a specimen thereof in the minute book.

3. The TREASURER (specify Pres., Tres., Secy.) is authorized to open a business bank account on behalf of the corporation with HSBC, a banking corporation of the state of NEW YORK and that, until otherwise ordered, said bank be and hereby is authorized and directed to make payment from such account on deposit to it with the checks of this corporation signed by the PRESIDENT OR (specify Pres., Tres., Secy.)

TREASURER SECRETARY

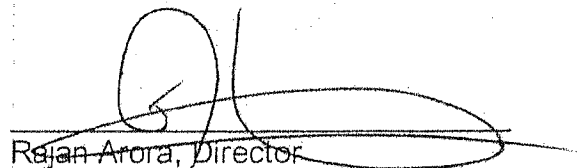
4. The fiscal year of this corporation shall end the thirty-first day of December in each year.

5. The Board of Directors wishes to offer for sale and to issue 1500 shares of its no par common voting stock as authorized by its Certificate of Incorporation for \$ 0.10 per share. The President and Secretary are and hereby authorized and directed to issue a stock certificate to Sonia Arora evidencing ownership of 100% shares of fully paid and unassessable no par common voting stock of G3 Telecom USA Inc.

6. If, in the course of its operations, the corporation finds it necessary to obtain additional funds for operation of for capital expenditure, the President and Secretary are hereby authorized and directed to obtain on behalf of the corporation loans of such amounts and to agree to terms to such loans as appear appropriate to them at the time the loan is obtained and in the circumstances then prevailing.

7. The registered office of the corporation is established and maintained at 1201 Orange Street, Suite 600, Wilmington, Delaware 19801, and the registered agent at that address is Agents and Corporations, Inc. Meetings of the Board of Directors from time to time may be held either at the registered office or at such office as the Board of Directors shall elect from time to time.

8. For purposes of authorizing a corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to cease transact business therein and withdraw there from, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the corporation to do business in any state, territory, dependency or country.



Rajan Arora, Director



Sonia Arora, Director

Dated: August 19, 2008

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:27 AM 08/19/2008  
FILED 11:11 AM 08/19/2008  
SRV 080882578 - 4589250 FILE

CERTIFICATE OF INCORPORATION  
of  
G3 Telecom USA Inc.

FIRST: The name of this corporation is: G3 Telecom USA Inc.

SECOND: The address of its registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, New Castle County, Delaware 19801.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1,500 shares of no par common voting stock.

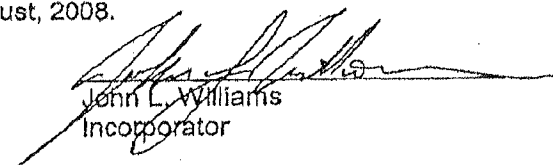
FIFTH: The name and mailing address of the incorporator is: John L. Williams, 1201 Orange Street, Suite 600, Wilmington, Delaware 19801.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit. This Article Eighth shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eighth became effective.

I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal this 19<sup>th</sup> day of August, 2008.

  
John L. Williams  
Incorporator

MINUTES OF MEETING OF INCORPORATOR  
OF  
G3 Telecom USA Inc.

The meeting of the incorporator of the above-named corporation was called and held on August 19, 2008 at 1201 Orange Street, Suite 600, Wilmington, Delaware, 19801 pursuant to a written waiver of notice signed by the incorporator, fixing time and place.

The following incorporator, being the only incorporator of the corporation, was present in person: John L. Williams.

Said incorporator served as both chairman and secretary of the meeting.

The chairman reported that the Certificate of Incorporation was filed in the Office of the Secretary of State of Delaware on August 19, 2008 and that a certified copy thereof will be forwarded by the Office of the Secretary of State of Delaware to the Office of the Recorder of Deeds in and for New Castle County, Delaware, and that the secretary was instructed to cause a copy of such Certificate of Incorporation to be inserted in the minute book.

The secretary presented a form of By-Laws for the regulation of the affairs of the corporation, which was read, section by section.

Upon motion duly made, seconded and carried it was:

RESOLVED, That the By-Laws submitted at and read to this meeting be and the same hereby are adopted as and for the By-Laws of this corporation, and that the secretary be and hereby is instructed to cause the same to be inserted in the minute book immediately following a copy of the Certificate of Incorporation.

The Chairman stated that the next business before the meeting was the election

of the Board of Directors.

The following persons were nominated to hold office for the ensuing year or until their respective successors are elected:

Sonia Arora

Rajan Arora

No other nominations having been made, the polls were duly opened and the incorporator having voted by ballot, the chairman declared the polls closed.

Thereupon, the secretary canvassed the vote cast and made and presented to the chairman the results of the election. The nominees were found to have received the number of votes opposite their names:

| <u>NAME</u> | <u>NUMBER OF VOTES</u> |
|-------------|------------------------|
| Sonia Arora | -1- Vote               |
| Rajan Arora | -1- Vote               |

The chairman thereupon declared the following persons elected directors of the corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualified:

Sonia Arora

Rajan Arora

Upon motion duly made, seconded and carried, it was:

RESOLVED, That the Board of Directors be and is hereby authorized, in its discretion, to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amount and for such consideration as from time to time shall be determined by the Board and as

may be permitted by law.

The secretary was instructed to file with the minutes of this meeting, the following:

1. Waiver of notice of this meeting; and
2. Ballot of Directors.

Upon motion duly made, seconded and carried, the meeting thereupon adjourned.



Secretary

Date: August 19, 2008

CALL AND WAIVER OF NOTICE  
OF  
MEETING OF INCORPORATOR  
OF  
G3 Telecom USA Inc.

I, the undersigned, being the incorporator of the above-captioned corporation, incorporated under the laws of the State of Delaware, hereby waive notice of the time, place and purpose of the first meeting of this corporation and call said meeting as follows:

Date: August 19, 2008  
Place: 1201 Orange Street, Suite 600  
Wilmington, DE 19801

I do hereby waive all the requirements of the statutes of Delaware, both as to notice of this meeting and publication thereof; and I do consent to the transaction of such business as may come before the meeting.

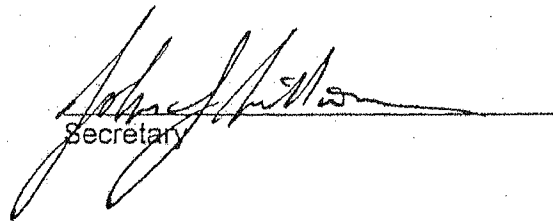
  
\_\_\_\_\_  
Incorporator

Date: August 19, 2008

BALLOT FOR DIRECTORS  
OF  
G3 Telecom USA Inc.

|             |           |
|-------------|-----------|
| Sonia Arora | - 1- Vote |
| Rajan Arora | - 1- Vote |

Votes in Person - 1

  
Secretary

Date: August 19, 2008



G3 Telecom USA Inc.  
UNANIMOUS ACTION OF DIRECTORS

The undersigned, being all of the directors of G3 Telecom USA Inc. pursuant to the provisions of Section 141 of the Delaware General Corporation Law, agree that the following action shall be deemed duly taken as if taken at a regularly called meeting and entered into the minutes of the corporation:

RESOLVED:

1. The following persons are nominated officers of the corporation to serve until their successors are chosen and qualify:

Sonia Arora -President  
Rajan Arora -Treasurer  
Rajan Arora -Secretary

2. The form of stock certificate presented and read is hereby approved and adopted and the Secretary is instructed to insert a specimen thereof in the minute book.

3. The TREASURER (specify Pres., Tres., Secy.) is authorized to open a business bank account on behalf of the corporation with HSBC, a banking corporation of the state of NEW YORK and that, until otherwise ordered, said bank be and hereby is authorized and directed to make payment from such account on deposit to it with the checks of this corporation signed by the PRESIDENT OR (specify Pres., Tres., Secy.)

TREASURER SECRETARY

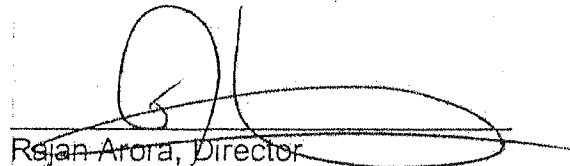
4. The fiscal year of this corporation shall end the thirty-first day of December in each year.

5. The Board of Directors wishes to offer for sale and to issue 1500 shares of its no par common voting stock as authorized by its Certificate of Incorporation for \$ 0.10 per share. The President and Secretary are and hereby authorized and directed to issue a stock certificate to Sonia Arora evidencing ownership of 100% shares of fully paid and unassessable no par common voting stock of G3 Telecom USA Inc.

6. If, in the course of its operations, the corporation finds it necessary to obtain additional funds for operation of for capital expenditure, the President and Secretary are hereby authorized and directed to obtain on behalf of the corporation loans of such amounts and to agree to terms to such loans as appear appropriate to them at the time the loan is obtained and in the circumstances then prevailing.

7. The registered office of the corporation is established and maintained at 1201 Orange Street, Suite 600, Wilmington, Delaware 19801, and the registered agent at that address is Agents and Corporations, Inc. Meetings of the Board of Directors from time to time may be held either at the registered office or at such office as the Board of Directors shall elect from time to time.

8. For purposes of authorizing a corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for this corporation to transact business, the proper officers of this corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the corporation to cease transact business therein and withdraw there from, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the corporation to do business in any state, territory, dependency or country.



Rajan Arora, Director



Sonia Arora, Director

Dated: August 19, 2008

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**G3 TELECOM USA, INC.**

**Exhibit D4 – Operations in Other States**

G3 Telecom USA, Inc. is initiating operations and applying for the appropriate regulatory authority, where needed, to operate as a long-distance reseller in several other states, including Arkansas, California, Florida, Georgia, Illinois, Massachusetts, Michigan, New Jersey, Nevada, New York, Tennessee, Texas and Washington.

G3 Telecom USA, Inc. has not previously been certified in the State of Ohio.

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**G3 TELECOM USA, INC.**

**Exhibit D5 – Verification of Accounting Requirements**

As a competitive carrier, Applicant maintains its books of accounts in accordance with Generally Accepted Accounting Principles (GAAP). Applicant asserts that because it utilizes GAAP, the Commission will have a reliable means by which to evaluate Applicant's operations and assess its financial fitness.

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**G3 TELECOM USA, INC.**

**EXHIBIT E – CUSTOMER BILL & ORDER FORM**

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## **G3 TELECOM USA, INC.**

### **Exhibit E1 – Customer Bill**

The Applicant proposes to offer two types of long distance service: pre-paid and post-paid. The Applicant will not issue bills for pre-paid service, since payments are made in advance. However, the customer can view call detail and account history (payments, etc.) via the Company's secure online web portal. For pre-paid service, the Customer will have the option to contact the Company via telephone or internet to recharge the account or may opt for Auto Recharge which allows the Company to automatically recharge the Customer's account with a predetermined set amount once the account is at \$5 or lower.

For post-paid service, the Company will provide the option of online billing or paper bills. Customers can avoid a \$1.99 paper billing fee by accessing their bill online. The billing statement will clearly identify all charges and provide call detail. Payments may be made via credit card or a pre-authorized payment. The Applicant's name will be clearly identified on the bill whether the customer views their bill online or receives a paper bill.

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**G3 TELECOM USA, INC.**

Exhibit E2 – Customer Order Form



## Sign Up

1. Log in / Create Account 2. Checkout 3. Payment Information 4. Order Confirmation

### Log-in Information

Fields marked with \* are required.

\*Create User Name:

\*Password:

\*Confirm Password:

Email:

Company Name:

This information will be used to sign-in to your account. Passwords are case-sensitive. Don't include spaces, nor use your name / username as your password.

### Personal Information

Preferred Title:

☐ Mr. ☐ Mrs. ☐ Ms. ☐ Miss ☐ Dr.

Please enter your name and complete contact information. Any information you submit to us will never be shared nor sold to any third party.

\*First Name:

\*Last Name:

\*Residence/Bldg #:

Apt #

Example: 20 Red Ave, Apt. 1200  
Bldg # is 20; Apt # is 1200; Street Name is Red Ave

\*Street Name:

\*City:

\*State:

Select

\*Zip Code:

Zip4:

\*Contact Phone:

Ext:

Advertising Source:

Select

Please enter a Secret Date (birthday, anniversary date, etc.) and a Secret Word (place of birth, mother's name, etc.) to be used for authentication whenever you want to reset your G3 Telecom password.

Secret Date:

('MM/DD/YYYY')

Make it memorable to you but hard for others to guess.

Secret Word:

☒ I would like to receive exclusive promotional offers from G3 Telecom.

### Secure Access



[About G3 Telecom](#) | [Contact Us](#) | [Customer Testimonials](#) | [Log In](#) | [Sign Up](#) | [Canada Site](#)

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**G3 TELECOM USA, INC.**

**EXHIBIT F**

AFFIDAVIT OF OFFICER

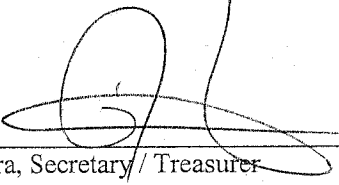
**AFFIDAVIT**

**CANADA**

§  
§  
§

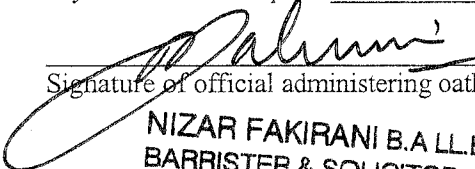
**ONTARIO**

The undersigned officer of G3 Telecom USA, Inc., a Delaware corporation, does hereby verify that all of the information submitted herein is true and correct to the best of his knowledge and belief. G3 Telecom, Inc. intends to fully comply with the guidelines of the Public Utilities Commission of Ohio which are applicable to new entrant long distance carriers.

  
\_\_\_\_\_  
Rajan Arora, Secretary / Treasurer  
G3 Telecom, Inc.

Sworn and subscribed before me this 11<sup>th</sup> day of March, 2011.

My Commission expires N/A

  
\_\_\_\_\_  
Signature of official administering oath

**NIZAR FAKIRANI B.A LL.B**  
**BARRISTER & SOLICITOR**  
**1065 McNICOLL AVE. 2<sup>ND</sup> FLOOR**  
**TORONTO ONT M1W 3W6**  
**TEL: 416-444-4043**

**G3 TELECOM USA, INC.**

**EXHBIT G**

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TELECOMMUNICATIONS RETAIL SERVICE OFFERING FORM

*The Public Utilities Commission of Ohio*  
**TELECOMMUNICATIONS RETAIL SERVICE OFFERING FORM**  
**For Non-BLES Carriers**

**Per the Commission's 01/19/2011 "Implementation Order" in Case No. 10-1010-TP-ORD**  
(Effective: 01/20/2011)

Company Name G3 Telecom USA, Inc.

Company Address 1039 McNicoll Avenue, Toronto, Ontario – Canada M1W 3W6

Company Web Address www.g3telecom.com

Regulatory Contact Person Rajan Arora Phone (416) 499-5463 Fax (416) 499-6612

Regulatory Contact Person's Email Address rajan@g3telecom.com

Contact Person for Annual Report Rajan Arora Phone (416) 499-5463 Fax (416) 499-6612

Consumer Contact Information Rajan Arora Phone (416) 499-5463 Fax (416) 499-6612

TRF Docket No. 90- -TP-TRF

**I. Company Type (Check all applicable):**

☐ Non-BLES CLEC      ☒ IXC      ☐ Other (explain) \_\_\_\_\_

**II. Services offered (Check all applicable):**

- ☒ Toll services (intrastate)
- ☐ Local Exchange Service (i.e., residential or business bundles)
- ☐ Other (explain) \_\_\_\_\_

**III. Tariffed Provisions/Services (To the extent offered, check all applicable and attach tariff pages):**

- ☐ Toll Presubscription
- ☐ Intrastate Special and Switched Access Services to Carriers (facilities-based local carriers only)\*
- ☐ N-1-1 Service
- ☐ Pole Attachment and Conduit Occupancy
- ☐ Pay Telephone Access Lines
- ☐ Inmate Operator Service
- ☐ Telephone Relay Service

\*Access service tariffs shall be maintained separately and are subject to the Commission's carrier-to-carrier rules found in Chapter 4901:1-7, Ohio Administrative Code.

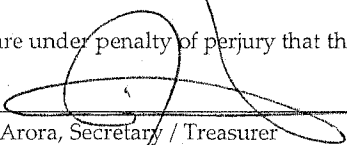
**Part IV. – Attestation**

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

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I am an officer/agent of the carrier/telephone company, G3 Telecom USA, LLC, and am authorized to make statements on its behalf. I understand that Telephone companies have certain responsibilities to its customers under the Telecommunications Rules (Ohio Adm. Code 4901:1-6). These responsibilities include: warm line service; not committing unfair or deceptive acts and practices; truth in billing requirements; and slamming and preferred carrier freeze requirements. We will comply with the rules of the state of Ohio and understand that non-compliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

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

  
\_\_\_\_\_  
Rajan Arora, Secretary / Treasurer  
G3 Telecom USA, LLC

March 11 / 2011  
(Date)

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**4/26/2011 4:27:22 PM**

**in**

**Case No(s). 11-2690-TP-ACE**

Summary: Application for Authority to Provide Resold Interexchange Telecommunications Services within the State of Ohio electronically filed by Ms. Iris D. Mennens on behalf of G3 Telecom USA, Inc.