

KELLEY DRYE & WARREN LLP

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SUITE 500
WASHINGTON, D.C. 20036

www.kelleydrye.com

DOCUMENT CONTROL (202) 955-9600

DIRECT LINE (202) 955-9669

E-MAIL: kbarker@kelleydrye.com

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May 18, 2001

T-03342A-97-0129
Arizona Corporation Commission
DOCKETED

MAY 24 2001

DOCKETED BY

VIA FEDERAL EXPRESS

Brian McNeil
Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

Re: Name Change of Applicant Talk.com Holding Corp. to Talk America Inc. Docket Number T-03342A970243 (Local Exchange) and Docket Number U-334297129 (Interexchange)

Dear Mr. McNeil:

On April 11, 2001, Talk.com Holding Corp. amended its Articles of Incorporation to change its name to Talk America, Inc. ("Company"). This name change reflects the Company's nationwide reach, and will allow the company to have all of its entities to operate under one brand name. The Company is currently seeking authorization to provide telecommunications services in Arizona under Docket Number T-03342A970243 (local exchanges) and Docket Number U-334297129 (interexchange services). This amendment changed only the name of the corporation and did not alter any assets or holdings, the Company's corporate structure, nor its personnel, directors and officers.

Enclosed please find an original copy of this letter with a copy of the Company's Amended Authority to Transact Business plus twenty (20) copies, and a Docket Control Sheet for each of these dockets.

KELLEY DRYE & WARREN LLP

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If there are any questions or concerns regarding this letter, please contact Katherine Barker at (202) 955-9669. Please date-stamp the enclosed duplicate of this letter and return in the envelope provided. Thank you for your assistance in this matter.

Respectfully submitted,



Katherine E. Barker

Member, New York State Bar, Massachusetts State Bar, Not Admitted in the District of Columbia

Enclosure

cc: Francine McComb, Talk America Inc. f/k/a Talk.com Holding Corp.
Connie Wightman, Technologies Management, Inc.
Steven A. Augustino, Kelley, Drye & Warren, LLP (w/o enclosure)

AZ. CORP. COMMISSION
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APR 26 2001

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THIS SECTION

APPLICATION FOR AUTHORITY
FILED BY Janet Taylor TO TRANSACT BUSINESS
TERM _____ IN ARIZONA
DATE 04/26/01

F0049358-6

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated"

The name of the corporation is: Talk.com Holding Corp
A(n) Pennsylvania Corporation
(State, Province or Country)

or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach

____ We are a foreign corporation applying for authority to transact business in the state of Arizona.

Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- The period of our duration.
- The state, province or country of our incorporation.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

1. The exact name of the foreign corporation is:

Talk America inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____(FN).

5. The statutory agent address cannot be a P.O. Box. It must be a physical address in Arizona. Include City, State and Zip code

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Pennsylvania

3. The foreign corporation was incorporated on the 17 day of May

1989 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

Talk America Inc.
6805 Route 202
New Hope, PA 18938

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

C T Corporation System
3225 North Central Avenue.
Phoenix, Arizona 85012

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5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

NONE

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: Aloysius T. Lawn, IV, Director [title]
Address: 6805 Route 202
City, State, Zip: New Hope, PA 18938
Name: Gabriel Battista Chairman of Board [title]
Address: 12020 Sunrise Valley Drive
City, State, Zip: Reston VA 20191
Name: Ken Baritz Director [title]
Address: 1401 NW 136th Avenue
City, State, Zip: Sunrise, FL 33323

8. The total number of authorized shares cannot be "zero" or "N/A". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 1950 shares, itemized as follows: (Attach additional sheets if necessary.)

1950 shares of common [class or series] stock at _____ no par value or par value of \$ 1 per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

Director

1. Edward Meyercord
6805 Route 202, New Hope, PA 18938

Officers

1. Gabriel Battista, Chairman, Chief Executive Officer
12020 Sunrise Valley Drive, Reston, VA 20190
2. Ken Baritz, President
1401 NW 136th Ave, Sunrise, FL 33323
3. Edward Meyercord, Chief Operating Officer/Chief Financial Officer & Treasurer
6805 Route 202, New Hope, PA 18938
4. Kevin Griffo, Executive Vice President-Sales and Marketing
12001 Science Drive, Suite 130, Orlando, FL 32826
5. Aloysius T. Lawn, IV, Executive Vice President-General Counsel & Secretary
6. George Vinall, Executive Vice President-Business Development
12020 Sunrise Valley Drive, Reston, VA 20190
7. Thomas Walsh, Senior Vice President-Finance
6805 Route 202, New Hope, PA 18938

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9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws we are incorporated.

The agent may consent to the appointment by either executing the consent, attaching a cover letter, or if paying by check, executing the check.

CF:0024 Rev. 01/01

9. The foreign corporation has issued 1950 shares, itemized as follows:
1950 shares of Common [class or series] stock at _____ no par value or par value of \$ 1 per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.
_____ shares of _____ [class or series] stock at _____ no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Provision of Telecommunications

DATED this 16th day of April, 2001.

Talk.com Holding Corp
[Name of Corporation]

Executed by Aloysius T. Lawn, IV
Duly Authorized Officer or Director

Aloysius T. Lawn, IV Executive Vice President, General
[print name] [title] Counsel & Secretary

PHONE _____ FAX _____
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 26 day of April, 2001.

C T Corporation System

By: Stephen Adamo
Signature

STEPHEN ADAMO
ASSISTANT SECRETARY
[Print Name]