

**BEFORE THE STATE CORPORATION COMMISSION
OF THE STATE OF KANSAS**

In the Matter of the Application of)
Call One Inc.)
for a Certificate of Convenience and Authority to Provide)
Local Exchange and Exchange Access Service, and) Docket No.
Interexchange Service within the State of Kansas 19-COIT-230-COC

**APPLICATION FOR CERTIFICATE OF AUTHORITY
To Serve as a Telecommunications Services Provider in Kansas**

K. S. A. 66-2005(w) sets out the requirements for certification as follows: An applicant “must receive a certificate of convenience based upon a demonstration of technical, managerial and financial viability and the ability to meet quality of service standards established by the commission. Any telecommunications carrier or other entity seeking such certificate shall file a statement, which shall be subject to the commission's approval, specifying with particularity the areas in which it will offer service, the manner in which it will provide service in such areas and whether it will serve both business and residential customers in such areas.”

Comes now Call One Inc. representing its intention to engage in the business of a Competitive Local Service and Interexchange Service Provider in the State of Kansas under the business name of Call One Inc. in the territory described specifically below and making claim that public convenience will be thereby promoted. Applicant, for purposes of verification and in evidence of fitness to operate, offers the following information in support of this application:

1. **Full, correct name (including d/b/a) of company, firm, association or corporation making this filing:**

Call One Inc.

2. **Federal Identification Number:** 36-3832265

3. **Type of Certification requested by applicant:**
(Please provide a separate application for each type of certification. The requisite \$250.00 filing fee per service must accompany each application.)

- ☒ Competitive Local Exchange Service
- ☒ Interexchange (long distance or toll) Service
- ☐ Operator Services and Interexchange (toll) Service
 - ☐ Resale
 - ☐ Facilities-based
 - ☐ Combined Resale and Facilities-based

4. **Address (if the mailing address is a P. O. Box number, also provide the actual street address) and telephone number(s) for the principal office of the company and its local office (if any), including 800 customer service number:**

Physical Address:

Mailing Address: 225 W. Wacker Drive, 8th Floor, Chicago, IL 60606

Phone: 312-681-8300

5. **If individually owned, name of individual doing business under above name:**

Not Applicable

6. **Requested serving territory (statewide for toll service; local service may be limited to specific exchange areas due to rural exemption guidelines; and operator services may be limited to specific institutions):**

Statewide

7. **Name, title, address telephone number and email address (if available) of person preparing this application.**

Connie Wightman
Consultant
Inteserra Consulting Group, Inc.
151 Southhall Lane, Suite 450
Maitland, FL 32751
(407) 740-3031
cwightman@inteserra.com

8. **Name, title, address, telephone number and email address (if available) of Commission/Industry Relations contact (if different from 5 above):**

Colleen Bradich, Billing and Regulatory Manager
Call One Inc.
225 W. Wacker Drive, 8th Floor
Chicago, IL 60606
312.681.8329
cbradich@callone.com

9. Organizational Information

In the table below, give name and address of each officer (when an individual holds more than one office, list name for each office held):

OFFICERS

| Line No. | Title (a) | Name (b) | Address (c) |
|-----------------|----------------------------|-----------------|---|
| 1 | CEO | Chris Surdenik | 225 W. Wacker Drive, 8 th Floor, Chicago, IL 60606 |
| 2 | Executive Chairman | H. Edward Wynn | 225 W. Wacker Drive, 8 th Floor, Chicago, IL 60606 |
| 3 | Founder | Craig Foster | 225 W. Wacker Drive, 8 th Floor, Chicago, IL 60606 |
| 4 | EVP of Sales and Marketing | Kevin Weber | 225 W. Wacker Drive, 8 th Floor, Chicago, IL 60606 |

If incorporated, list information concerning company directors:

LIST OF DIRECTORS:

Alcott, Scott / Firooz, Ghanbarzadeh / Foster, Craig / Martin, David / Menkes, Bruce
Primo, Diane / Schwartz, Thomas / Sinder, Jay / Surdenik, Chris / Wynn, H. Edward

10. Description of Applicant's operations (provide as Exhibits)

- A. Applicant's short run and long run growth plans for providing intrastate telecommunication service in Kansas (i.e. What services will be provided and how quickly? Will service be offered statewide to residential, business or residential and business? Are specific local exchanges, localities or the service area(s) of specific companies included in these plans? If local service, how many exchanges will be served and which of those will be served first? What are the general characteristics of those exchanges?).**

Please see **Exhibit I**

- B. Estimated number of company service personnel assigned to telephone service who will be located in Kansas during the time periods mentioned above?**

Call One Inc. does not anticipate having any service personnel located in Kansas.

- C. What telecommunications equipment will be deployed in the state and where will it be deployed over the period of time mentioned above?**

There no plans to deploy network equipment in Kansas at the current time.

- D. Has any state or federal entity denied certification to your company or taken any enforcement action against your company's service operations (such as a fine or a Cease and Desist action)? If so, please explain.**

No regulatory agency has denied certification or taken any enforcement action against Call One Inc.

- E. Provide a list of enforcement proceedings or criminal charges involving applicant or its principals in connection with the provision of telecommunications services within the last five (5) years anywhere in the United States including, but not limited to:**

injunctions

cease and desist orders

civil lawsuits

consent decrees
assurances of voluntary compliance
civil investigative demands (CID's)
subpoenas

Identify the office or administrative agency that instituted each action, the date it was instituted, and the outcome thereof. Provide a copy of the final order or judgment. (This does not include actions for the collection of debts or domestic matters.)

None.

11. Applicant's Managerial Qualifications (provide as Exhibits):

- A. Description of applicant's actual experience in the telecommunications business, specifically that represented in this application.**

Applicant has the technical and managerial qualifications necessary to provide the proposed services. **Exhibit II** contains biographies for the Applicant's key management and technical personnel, reflecting that the Applicant possesses the necessary experience and expertise for operating as a telecommunications provider, consistent with the KCC requirements.

- B. Managerial qualification of your company's key personnel (copies of resumes are appropriate).**

Please see **Exhibit II**.

12. Applicant's Technical Qualification:

- A. Will the company follow the Quality of Service Standards and reporting requirements as ordered by the Commission in Docket No. 191,206-U?**

Yes, the Company will follow the rules established by the Commission in Docket No. 191,206-U.

- B. Does your company anticipate any problems meeting or reporting on the Commission's Quality of Service Standards? In the company's opinion, does it have the management expertise to deploy the necessary resources to meet the quality of service standards as established by the Commission?**

The company anticipates no problems with this issue. The Company has the management expertise to deploy the necessary resources to meet the quality of service standards established by the Commission.

- C. Will the Company follow the Commission's Billing Practice Standards as ordered in Docket No. 120,408-U?**

Yes.

- D. Does your company anticipate any problems meeting the Commission's Billing Practices Standards? In the company's opinion, does it have the management expertise to deploy the necessary resources to meet the Billing Practices Standards as established by the Commission?**

No. The company anticipates no problems with this issue. The Company has the resources necessary to meet the Billing Practices Standards established by the Commission.

- E. Is your company currently providing telecommunications service in any other state? If so, in an Exhibit, please name the state(s), provide a description of your company's operations therein and list the approximate number of customers in each state.

Yes. See Exhibit III

13. **Financial Information:**

A. **Stock**

Not Applicable. Call One is privately held.

- B. List information concerning the stockholders holding the highest number of shares of stock. If no one stockholder holds more than 5% of the total shares outstanding, so indicate by placing an "X" in this blank, and omit the information called for in the schedule below.

LIST OF PRINCIPAL STOCKHOLDERS

Not Applicable.

- C. Sole proprietorships and/or partnerships or any other business organization including, but not limited to limited liability companies, limited partnerships, and LLPs must add an Exhibit to show the organizational structure and share interests in assets, liabilities and profits.

Not Applicable. Call One Inc. has no affiliated entities.

14. **Applicant's Financial Qualifications (provide as Exhibits):**

- A. Comparative Income Statements for the immediately preceding three (3) year period (audited positive statements preferred).
- B. Balance Sheets for the immediately preceding three (3) year period (audited positive statements preferred).
- C. A forward-looking management narrative discussing any significant activity that may impact either the Income Statement or Balance Sheet provided.

Please see Exhibit IV for the financial information of Call One Inc.

15. **As an attachment, please provide state of incorporation and proof of incorporation in that state.**

Please see Exhibit V.

16. **As an attachment, please provide proof of registration with the Kansas Secretary of State (must maintain registry and remain in good standing).**

Please see Exhibit VI

17. **As an attachment, please provide a sample copy or exhibit of the customer bill (unless all bills will be issued by the Incumbent Local Exchange Carrier).**

Please see Exhibit VII

18. Name and telephone number of the contact person for customer service.

Colleen Bradich, Billing and Regulatory Manager
Call One Inc.
225 W. Wacker Drive, 8th Floor
Chicago, IL 60606
312.681.8329
cbradich@callone.com

19. Competitive Local Exchange applicants need provide an interconnection or resale agreement with the incumbent local exchange carrier(s) for the service territory designated above, if consummated. Please indicate the docket number(s) and Commission approval date(s) for each. (Local operations may not begin until such agreements have been approved by the KCC.)

Call One Inc. will request negotiation of an interconnection agreement with AT&T Kansas And/or CenturyLink upon approval of this Application and will not begin operations until the agreement is approved.

20. As an attachment, please provide a copy of the Company's proposed tariff. (Operations may not begin until a tariff has been filed with and approved by the KCC.)

Pursuant to HB2201, April 17, 2013, local exchange tariffs are no longer required.

21. Complete, sign and attach the KCC Telecommunications Carrier Code of Conduct form as part of this application.

Notice: Kansas Supreme Court Rule 116 requires attorneys who are not admitted to practice in Kansas to associate with an attorney "who is a resident of Kansas, regularly engaged in the practice of law in Kansas, and who is in good standing under all of the applicable rules of the Supreme Court of Kansas." The Kansas attorney must "sign all pleadings, documents, and briefs, and shall be present throughout all court or administrative appearances." Attorneys licensed in Kansas, but not residents of Kansas may appear without local counsel. Any party may appear personally on his or her own behalf.

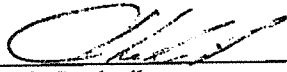
A signed copy of the KCC Telecommunications Carrier Code of Conduct form is attached as **Exhibit XIII**

OATH

State of: Illinois

County of: Cook

Chris Surdenik , being duly sworn, deposes and says that he is the Chief Executive Officer of Call One Inc., and that the facts set forth in the foregoing application have been prepared under his direction, from the original books, papers and records of said company, that he examined same, and declares same to be true and correct to the best of his knowledge and belief. Further, that applicant has full knowledge of the Kansas Corporation Commission's jurisdiction affecting local service providers and will comply with the applicable requirements of this Commission.



Chris Surdenik
Chief Executive Officer
Call One Inc.

Date: 11/13/18

Subscribed and sworn to before me this 13TH day of NOVEMBER, 2018.


Notary Public

My commission expires:



Call One Inc.

Exhibit I

Description of Applicant's Operations

Applicant's short run and long run growth plans for providing intrastate telecommunication service in Kansas (i.e. What services will be provided and how quickly? Will service be offered statewide to residential, business or residential and business? Are specific local exchanges, localities or the service area(s) of specific companies included in these plans? If local service, how many exchanges will be served and which of those will be served first? What are the general characteristics of those exchanges?).

Call One Inc. intends to initially provide local exchange services, including exchange access service, throughout Kansas (other than in areas served by rural ILECs) via resale of services provided from other carriers and/or by leasing facilities from other facilities-based carriers. Service will be offered to business customers only. It will also offer resold interexchange services using facilities and services from underlying wholesale carriers. The Company does not have specific plans regarding the specific exchange or numbers of exchanges it anticipates serving, which will depend on the demand for its services.

Call One Inc.

Exhibit II

Management Resumes

Call One Inc.
Key Employee Resumes

Chris Surdenik, CEO

Chris Surdenik has been with Call One since 1998 and served as CEO since 2014. Under his leadership Call One has seen tremendous growth and continues to be an innovator in the telecommunications industry by providing clients with the latest technology, first class service and competitive pricing. Prior to joining Call One, Chris served as a District Sales Manager for MCI Worldcom and Provisioning Manager for USN Communications. Chris currently serves as an Adjunct Professor of Business at the Illinois Institute of Technology and a Board Member of the Chicago Charity Challenge. He earned a Master's Degree in Communications Science at Northwestern University and a Bachelor's Degree in Pre-Law Political Science at the University of Illinois at Urbana-Champaign.

Ed Wynn, Chief Executive Officer

Ed Wynn is the executive chairman of Call One. Wynn has held a series of leadership roles in the legal industry and corporate America, including the telecommunications industry. He has a 30-year track record of developing and implementing proactive strategies in dynamic industries with shifting requirements and excels at leading teams to discover innovative, practical and timely issue-based solutions that exceed objectives, even in adverse business and legal climates. He is an avid and accomplished cyclist and serves as police and fire commissioner for the Village of Lake Bluff, Illinois.

Kevin Weber, E.V.P. of Sales and Marketing

Kevin Weber is the Executive Vice President of Sales & Marketing at Call One. Kevin leads Call One's national sales and marketing teams by developing and executing strategies that drive revenue growth, profitability and a superior customer experience. His career includes 25+ years with a strong track record of building, rebuilding and growing national teams in the telecom industry. Weber's specialties include building relationships, startups, new market expansion strategy, management of multiple distribution channels, sales and back office process development, recruiting and hiring, coaching and people development. Kevin sits on the board of Never Had a Bad Day - a non-for-profit organization that is focused helping pediatric cancer patients and their families.

Call One Inc.

Exhibit III

Operating States

| State | Type of Operation | Approximate # Customers |
|-------|--|----------------------------|
| CA | CLEC - RS, IXC - RS and VoIP Additive | 29 |
| FL | CLEC - FB and RS, IXC - FB and RS | 14 |
| IL | CLEC - FB and RS, IXC - FB and RS, VoIP Additive | 1903 |
| IN | CLEC - RS | 51 |
| MI | CLEC - RS | 19 |
| MO | CLEC - RS and IXC - RS | 44 |
| OH | CLEC - RS and IXC- RS | 25 |
| TX | CLEC - RS | 38 |

In addition, Call One provides Broadband and/or VoIP services in small quantities in many states

Call One Inc.

Exhibit IV

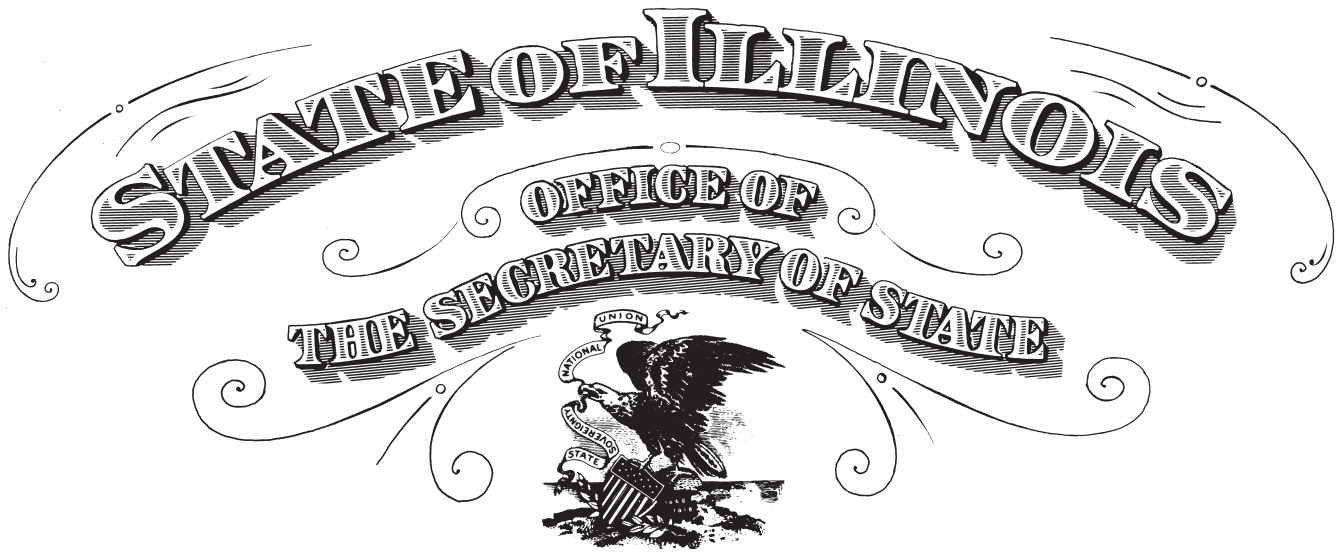
Financial Statements

Due to the confidential nature of Financial Statements, the Company will submit these separately with a request for confidential treatment.

Call One Inc.

Exhibit V

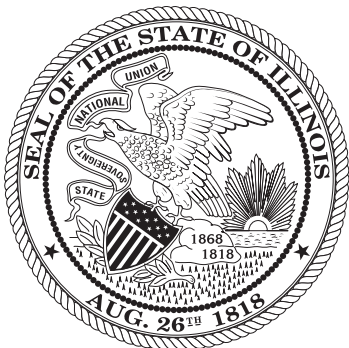
Articles of Incorporation



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

CALL ONE INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON APRIL 24, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 6TH
day of DECEMBER A.D. 2018 .

Jesse White

SECRETARY OF STATE

File Number

5681-519-8



To all to whom these Presents Shall Come, Greeting:
I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 2 PAGE(S),
AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR CALL ONE INC..



In Testimony Whereof, I hereto set
*my hand and cause to be affixed the Great Seal of
the State of Illinois, this 12TH
day of JUNE A.D. 2015*

Jesse White

SECRETARY OF STATE

Form BCA-4.15/4.20
(Rev. Jan. 2003)

Secretary of State
Department of Business Services
Springfield, IL 62766
217-782-2520
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order, payable to
Secretary of State.

Application to Adopt,
Change or Cancel an
Assumed Corporate Name

FILED

MAY 12 2014

JESSE WHITE
SECRETARY OF STATE



CP0387872

File #: 56815186

DO NOT SEND CASH

This space for use by
Secretary of State.

Date: 5-12-14
Filing Fee: \$30.00
(See Note Below)

Approved: [Signature]

1. Corporate Name: Call One Inc.
2. State or Country of Incorporation: Illinois
3. Date Incorporated (if an Illinois corporation) or Date Authorized to Transact Business in Illinois (if a foreign corporation):
April 24 1992
Month & Day Year

Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.

4. Corporation intends to adopt and to transact business under the assumed corporate name of:
Travel Professionals
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until April 1 2015, the first day of the corporation's anniversary
Month & Day Year
month in the next year evenly divisible by five.

Complete No. 6 if changing or cancelling an assumed corporate name.

6. Corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated May 1, 2014 Call One Inc.
Month & Day Year Exact Name of Corporation

Authorized Officer's Signature
Craig J. Foster, CEO
Name and Title (type or print)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with a 0 or 5; \$120 if the current year ends with a 1 or 6; \$90 if the current year ends with a 2 or 7; \$60 if the current year ends with a 3 or 8; or \$30 if the current year ends with a 4 or 9.

The fee for cancelling an assumed corporate name is \$5.

The fee to change an assumed name is \$25.

PAID

MAY 18 2014

DEPARTMENT OF
BUSINESS SERVICES



ASSUMED NAME(S) RENEWAL

OFFICE OF THE SECRETARY OF STATE

SPRINGFIELD, ILLINOIS 62756
D 5681-519-8
02/13/15

JESSE WHITE
SECRETARY OF STATE



FILED

MAR 27 2015

CALL ONE INC.
BRUCE NORMAN MENKES
ONE N FRANKLIN STE 3600
CHICAGO IL 60606-0000

JESSE WHITE
SECRETARY OF STATE

IN ACCORDANCE WITH THE BUSINESS CORPORATION ACT OF 1983, EFFECTIVE JULY 1, 1984, CORPORATE ASSUMED NAME(S) SHALL BE RENEWABLE FOR PERIODS OF FIVE YEARS EXPIRING IN YEARS EVENLY DIVISIBLE BY FIVE. THE FEE IS \$150.00 PER ASSUMED NAME FOR THE ENTIRE FIVE YEAR PERIOD.

LISTED BELOW, PLEASE FIND THE ASSUMED NAME(S) CURRENTLY IN USE BY THE ABOVE REFERENCED CORPORATION. IF YOU WISH TO RENEW ANY OF THE LISTED ASSUMED NAME(S), SIMPLY CIRCLE THE APPROPRIATE ANSWER AND SUBMIT WITH THE REQUIRED FEE AND SIGN BELOW.

IF YOU WISH TO APPLY FOR A NEW ASSUMED NAME, CONTACT THIS OFFICE AND APPROPRIATE FORMS WILL BE PROVIDED.

SIGNATURE R. Allen P. President 3/24/2015
CORPORATE TITLE DATE

REMIT TO JESSE WHITE, SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
ROOM 330 HOWLETT BUILDING
SPRINGFIELD, IL 62756

YES- NO \$150.00 CALL ONE
YES- NO \$150.00 TRAVEL PROFESSIONALS
File Renewal(s) @ www.cyberdriveillinois.com with an Expedited fee.

PAID

MAR 30 2015

DEPARTMENT OF
BUSINESS SERVICES

Current By-Laws

SECOND RESTATED BY-LAWS

OF

CALL ONE INC.

ARTICLE I

OFFICES

The registered office of the corporation may, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

SHAREHOLDERS

SECTION 1. ANNUAL MEETING. An annual meeting of the shareholders shall be held on the first Monday in April of each year or at such time as the Board of Directors may designate for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

SECTION 2. SPECIAL MEETINGS. Special meetings of the shareholders may be called either by the President, by the Board of Directors or by the holders of not less than one-fifth of all the outstanding shares of the corporation entitled to vote, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be at the registered office of the corporation.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting, personally, by mail, or by email, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. Notice shall be deemed given and received the same day if (a) personally delivered, (b) emailed to the shareholder at his or her email address as it appears on the records of the corporation, or (c) deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a

meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Business Corporation Act of the State of Illinois, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

SECTION 6. FIXING OF RECORD DATE. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty days and for a meeting of shareholders, not less than ten days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty days before the date of such meeting. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. A determination of shareholders shall apply to any adjournment of the meeting.

SECTION 7. VOTING LISTS. The officer or agent having charge of the transfer book for shares of the corporation shall make, within 20 days after the record date for a meeting of shareholders or 10 days before each meeting, whichever is earlier, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of 10 days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be open to inspection by any shareholder, and to copying at the shareholder's expense, at any time during the usual business hours. Such lists shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this State, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

SECTION 8. QUORUM. The holders of a majority of the outstanding shares of the corporation entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of shareholders, but in no event shall a quorum consist of less than one-third of the outstanding shares entitled to vote; provided that if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the

Business Corporation Act, the articles of incorporation, these By-Laws, or that certain Shareholder Agreement dated as of January 1, 2008, as amended from time to time, by and between this corporation and the shareholders. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of shareholders from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 9. PROXIES. Each shareholder may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 10. VOTING OF SHARES. Each outstanding share, regardless of class, shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders, and in all elections for directors, every shareholder shall have the right to vote the number of shares owned by such shareholder for as many persons as there are directors multiplied by the number of such shares or to distribute such cumulative votes in any proportion among any number of candidates. Each shareholder may vote either in person or by proxy as provided in Section 8 hereof.

SECTION 11. VOTING OF SHARES BY CERTAIN HOLDERS. Shares held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares entitled to vote at any given time.

Shares registered in the name of a deceased person, a minor ward or a person under legal disability, may be voted by his or her administrator, executor, or court appointed guardian, either in person or by proxy without a transfer of such shares into the name of such administrator, executor or court appointed guardian. Shares registered in the name of a trustee may be voted by him or by her, either in person or by proxy.

Shares registered in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so is contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Any number of shareholders may create a voting trust for the purpose of conferring upon a trustee or trustees the right to vote or otherwise represent their shares, for a period not to exceed 10 years, by entering into a written voting trust agreement specifying the terms and conditions of the voting trust, and by transferring their shares to such trustee or trustees for the purpose of the agreement. Any such trust agreement shall not become effective until a counterpart of the agreement is deposited with the corporation at its registered office. The counterpart of the voting trust agreement so deposited with the corporation shall be subject to the

same right of examination by a shareholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation, and shall be subject to examination by any holder of a beneficial interest in the voting trust, either in person or by agent or attorney, at any reasonable time for any proper purpose.

Shares of its own stock belonging to this corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time, but shares of its own stock held by it in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares at any given time.

SECTION 12. CUMULATIVE VOTING. In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate such votes, and give one candidate as many votes as the number of directors multiplied by the number of his/her shares shall equal, or to distribute them on the same principle among as many candidates as he/she shall think fit.

The articles of incorporation may be amended to limit or eliminate cumulative voting rights in all or specified circumstances, or to limit or deny voting rights or to provide special voting rights as to any class or classes or series of shares of the corporation.

SECTION 13. INSPECTORS. At any meeting of shareholders, the presiding officer may, or upon the request of any shareholder, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the shareholders.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof.

SECTION 14. INFORMAL ACTION BY SHAREHOLDERS. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken shall be signed (a) if 5 days prior to the meeting notice of the proposed action is given in writing to all of the shareholders entitled to vote with respect to the subject matter thereof, by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting or (b) by all of the shareholders entitled to vote with respect to the subject matter thereof.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given in writing to those shareholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate under any section of the Business Corporation Act if such action had been voted on by the shareholders at a meeting thereof, the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of shareholders, that written notice and consent have been given in accordance with the provisions of the Business Corporation Act governing informal action by shareholders.

SECTION 15. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

ARTICLE III

DIRECTORS

SECTION 1. GENERAL POWERS. The business of the corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors of the corporation shall be not less than three and not more than eight. The number of directors constituting the entire Board may be increased or decreased from time to time by amendment to these By-Laws, provided that the number of directors constituting the entire Board shall not be less than three unless all the shares of the corporation are owned beneficially and of record by less than three shareholders, in which case the number of directors constituting the entire Board may be less than three but not less than the number of shareholders. As used in these By-Laws, "entire Board" means the total number of directors which the corporation would have if there were no vacancies.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any one director. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given at least ten days previous thereto, personally, by mail, or by email, by or at the request of the President, or any one director, to each director entitled to vote at such meeting. Notice shall be deemed given and received the same day if (a) personally delivered, (b) emailed to the director at his or her business email address, or (c) deposited in the United States mail, addressed to the director at his

or her business address. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority of the number of directors fixed by these shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

SECTION 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-Laws, the Articles of Incorporation or the Shareholders Agreement dated as of January 1, 2008, as amended from time to time.

SECTION 8. VACANCIES. Any vacancy on the Board of Directors may be filled by election at the next annual or special meeting of shareholders. A majority of the Board of Directors may fill any vacancy prior to such annual meeting or special meeting of shareholders.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, by a majority of shareholders if the notice of the meeting names the director or directors to be removed at said meeting.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent, in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 11. COMPENSATION. The Board of Directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise notwithstanding any director conflict of interest. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 12. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof

or shall forward such dissent by registered mail or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. COMMITTEES. A majority of the Board of Directors may create one or more committees of two or more members to exercise appropriate authority of the Board of Directors. A majority of such committee shall constitute a quorum for the transaction of business. A committee may transact business without a meeting by unanimous written consent.

ARTICLE IV

OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall be a President, Vice President, Treasurer and Secretary, and such other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. EXECUTIVE CHAIRMAN. The Executive Chairman shall, subject to the direction and control of the Board of Directors, (a) chair the Board of Directors meetings, including setting the agenda (in consultation with the Chief Executive Officer), (b) ensure that the Board of Directors receives accurate, timely and clear information on the corporation's performance, challenges and opportunities, (c) be responsible for corporate governance issues, (d) propose executive compensation for the Board of Directors' approval, (e) communicate with the corporation's shareholders and act as liaison between shareholders, the Board of Directors and the corporation, (c) be responsible for the corporation's vision, mission and strategic plan, (d) support the CEO's leadership of the corporation, and (f) perform such other duties as assigned by the Board of Directors or set out in any agreement between the corporation and the Executive Chairman.

SECTION 5. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall be the principal executive officer of the corporation and, subject to the direction and control of the Executive Chairman and the Board of Directors, shall be in charge of the business of the corporation and shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the Chief Executive Officer may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without seal of the corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. PRESIDENT. In the absence of the Chief Executive Officer, or in the event of his or her inability or refusal to act, the President shall perform the duties of the Chief Executive Officer. The President shall perform the duties which may be assigned by the Executive Chairman, the Chief Executive Officer, and the Board of Directors from time to time.

SECTION 7. VICE PRESIDENT(S). The Vice President, or, if more than one is elected, the Vice Presidents, shall perform the duties which may be assigned by the Executive Chairman, the Chief Executive Officer, the President or the Board of Directors from time to time.

SECTION 8. TREASURER. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor and for the receipt and disbursement thereof; and (c) perform such other duties as be assigned by the Executive Chairman, Chief Executive Officer, President or by the Board of Directors from time to time may. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

SECTION 9. SECRETARY. The Secretary shall: (a) record the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post-office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the Executive Chairman, Chief Executive Officer, President, Vice Presidents or any other officer authorized by the Board of Directors, any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws; (f) have general charge of the stock transfer books of the corporation; (g) have authority to certify the By-Laws, resolutions of the shareholders and the Board of Directors and committees thereof, and other documents of the corporation as true and

correct copies thereof; and (h) perform such other duties as may be assigned by the Executive Chairman, Chief Executive Officer, President or by the Board of Directors from time to time.

SECTION 10. SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. DEPOSITS. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board may select.

ARTICLE VI

SHARES AND THEIR TRANSFER

SECTION 1. UNCERTIFICATED SHARES. All shares of the Corporation shall be uncertificated. Within a reasonable time after the issuance or transfer of uncertificated shares, the corporation shall send the registered owner thereof a written notice of all information that would appear on a certificate. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares shall be identical to those of the holders of certificates representing shares of the same class and series.

SECTION 2. RECORD OF SHAREHOLDERS. The Corporation shall keep at its principal office, or at the office of its registered agent, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became owners of record thereof. The Corporation shall be entitled to treat the holder of record of any share or shares as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any

other person whether or not it shall have express or written notice thereof, except as expressly provided by the laws of Illinois.

SECTION 3. TRANSFERS OF SHARES. Transfers of the shares of the Corporation shall be recorded on the books of the Corporation and shall be governed by the Shareholders Agreement dated as of January 1, 2008, as amended from time to time. Transfers shall be made only upon receipt of a transfer document from the registered owner or other appropriate person, in a form approved by the Corporation, which contains the following restriction:

The transfer, sale, assignment, pledge or other disposition of shares is restricted by and subject to the terms and conditions of that certain Shareholder Agreement dated as of January 1, 2008, as amended from time to time, by and between Call One Inc., an Illinois corporation, and the shareholders thereof, a copy of which is on file at the office of the corporation. The Agreement imposes various conditions, including restrictions on the transfer and attempted transfer of shares. Shareholder agrees, as a condition of transfer of the shares, that Shareholder will cause any and all subsequent transferees to agree to the terms of the Agreement by signing a copy thereof. Any transfer or attempted transfer made without strict compliance with the Shareholder Agreement shall be void.

SECTION 4. Any shares the Corporation redeems are automatically cancelled.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE VIII

DISTRIBUTIONS

The Board of Directors may authorize, and the corporation may make, distributions to its shareholders, subject to any restrictions in its articles of incorporation or provided by law.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the articles of incorporation or under the provisions of The Business Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. NOTICE TO SHAREHOLDERS. If the corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting.

SECTION 9. REFERENCES TO CORPORATION. For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 10. OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

ARTICLE XI

SHAREHOLDER AGREEMENT

All the shareholders of the corporation have executed a Shareholder Agreement, dated as of January 1, 2008, as amended from time to time ("Shareholder Agreement"). In the event of any inconsistency between these By-Laws and the terms of the Shareholder Agreement, the terms of the Shareholder Agreement shall prevail over these By-Laws.

ARTICLE XII

BOOKS OF RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its shareholders, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the shareholders entitled to vote. All books and records of the corporation may be inspected by any shareholder, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII

AMENDMENTS

Unless the power to make, alter, amend, or repeal the By-Laws is reserved to the shareholders by the articles of incorporation, the By-Laws of the corporation may be made, altered, amended or repealed by the shareholders or the Board of Directors, but no By-Law adopted by the shareholders may be altered, amended or repealed by the Board of Directors if the By-Laws so provide. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

#227073.2

Call One Inc.

Exhibit VI

Kansas Secretary of State
Certificate of Authority

The Application for Registration of Foreign Covered Entity was filed on December 6, 2018.

Call One Inc.

Exhibit VII

Sample Customer Bill



Page: 1 of 9
Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Account Summary

Previous Balance Due \$1,735.53
Lockbox Payment - Oct 30 \$1,735.53CR

Unpaid Balance as of Nov 07 \$0.00

Current Charges Summary

Account Service Charges \$9.00
Voice Charges \$1,544.32
Other Charges and Credits \$441.07
Usage Charges \$5.26
Taxes and Surcharges \$1,001.83
Total Current Charges \$3,001.48

Total Amount Due by Dec 01 \$3,001.48
Total Amount Due if not received by Dec 01 \$3,076.52

Thank you for choosing Call One Inc. Terms and conditions of service are provided in the Regulatory section of our website at www.callone.com.

Under the FCC Truth-in-Billing rules, phone companies must provide clear, non-misleading, plain language in describing bill services. A more complete description of charges are provided on the FCC website at <https://www.fcc.gov/general/truth-billing-policy>.

Call One has adjusted pricing on various services effective on this invoice. Please refer to the Regulatory section of our website at www.callone.com to view current tariff rates. Please visit <https://callone.cdg.ws/> to sign up for access to your online account.

Payments received after 11/7/18 will be reflected on your next bill. Recurring Monthly Services are billed from 11/15/18 to 12/14/18. Local and Long Distance Calls are billed through 11/7/18.

ALL CUSTOMER SERVICE NEEDS....(800) 440-9440
OR LOCALLY IN ILLINOIS.....(312) CALL-ONE

PLEASE NOTE:
THE REMIT TO ADDRESS HAS CHANGED
CALL ONE
P. O. BOX 76112
CLEVELAND OH 44101-4755

Please make checks payable to Call One

Please detach and remit with your payment
LIEBOVICH BROTHERS [SUMMARY]
1211020 1129242 915
11/15/18 1 815 965-3750



| | |
|-------------------------------|------------|
| Total Due By Dec 01 | \$3,001.48 |
| Total Due After Dec 01 | \$3,076.52 |
| Amount Enclosed | |

☐ Check here for address change

LIEBOVICH BROTHERS [SUMMARY]
2116 PRESTON
ROCKFORD IL 61102

CALLONE
P. O. BOX 76112
CLEVELAND OH 44101-4755

981000000000012110200000000112924200003001486

Page: 2 of 9
Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Welcome to Call One.

Thank you for selecting Call One as your telecommunications carrier.

How to pay your bill.

Mail your payment in the enclosed return envelope. Be sure to enclose the remittance section and write your account number on the check.

If you do not have the return envelope, please use a standard envelope and mail your check to:

Call One
P.O. Box 76112
Cleveland, OH 44101-4755

Questions about your bill.

If you have questions about your bill, please call Billing Customer Service at **(800) 440-9440** or **(312) CALL ONE**. If you are not satisfied after receiving an explanation, ask to speak with a Billing Specialist. We will investigate your questions and notify you promptly with the results.

Should your address change, please either write the new address on your remittance section when paying your bill, or contact the billing customer service 800 number above.

The Universal Telephone Service Assistance Program (UTSAP) helps low income households obtain phone service. Contributions to the Program are provided through the assistance of all local phone companies. If you wish to make a voluntary monthly contribution of \$1, \$5, \$10 or \$25, billed on your invoice, please call customer service.

Customer Service.

For any repair or other service problems, please contact Customer Service at **(800) 440-9440** OR **(312) CALL ONE**.

When to pay your bill/Late Payments.

You should send your payment when you receive your bill. If we do not receive payment before the due date shown on the remittance page, your account will be past due, and we will have the right to add a late payment charge of 2.5% or the maximum rate allowed by law whichever is less of all overdue amounts each month until they are paid.

NSF and Other Charges.

If you send us a check or other payment which is not honored because you do not have sufficient funds in your account, or do not have an account at the bank on which the check or other payment is drawn, or not have sufficient credit with your bank, your will be required to pay us the greater of (i) \$25.00, (ii) 2% of the dishonored check or other payment, or (iii) if we make any demand which may be required by law, all cost and expenses, including reasonable attorney's fees, which we incur in connection with the collection of the check or other payment. In addition, Call One may demand immediate payment for all services by wire or other method, and the account may be subject to immediate termination of all services.

If the services are discontinued or disconnected for nonpayment, the account will be subject to a reconnection fee of the greater or \$250 or \$20 per telephone number. Call One reserves the right to request a deposit of not less than one month's estimated service prior to reconnection of terminated account.

Other Bill Information.

Long distance and local charges are normally billed on a monthly basis to each account. Occasionally, calls may be billed from prior periods.

Taxation is determined by regulations issues by each locality and is not controlled by Call One.

All Call One inbound 800 numbers are subject to a minimum usage of \$10 per month for full month's use.

All terms and conditions of service, including obligations and liabilities relating to provision of service, are governed by Call One, Applicable State Tariff.

CHANGE OF ADDRESS FORM

Please print

Effective date _____

Name _____

Company _____

Address _____

City, State, Zip _____

Alternate telephone number _____



Page: 3 of 9
Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Account and Service Summary

| | Service | Other | Usage | Taxes and Surcharges | Total |
|---|-----------------|---------------|-------------|-------------------------|-----------------|
| Account (1129243) LIEBOVICH BROTHERS | | | | | |
| Account Service | 3.00 | .00 | .00 | 113.89 | 116.89 |
| Voice | | | | | |
| 815 490-5232 | 105.61 | 107.01 | .00 | 71.46 | 284.08 |
| 815 490-5300 | 105.61 | 107.01 | .00 | 71.46 | 284.08 |
| 815 490-5309 | 105.61 | 107.01 | .00 | 71.46 | 284.08 |
| 815 490-5340 | 105.61 | 107.01 | .00 | 71.46 | 284.08 |
| 815 965-3750 | 84.58 | .00 | .45 | 39.68 | 124.71 |
| 815 987-3211 | 77.78 | .00 | .00 | 38.54 | 116.32 |
| 815 987-3773 | 77.78 | .00 | .22 | 38.57 | 116.57 |
| 815 987-9673 | 77.78 | .00 | .00 | 38.54 | 116.32 |
| 815 987-9865 | 77.78 | .00 | .00 | 38.54 | 116.32 |
| 815 987-9874 | 77.78 | .00 | .16 | 38.56 | 116.50 |
| Total (1129243) | 898.92 | 428.04 | .83 | 632.16 | 1,959.95 |
| Account (1129244) LIEBOVICH BROTHERS | | | | | |
| Account Service | 3.00 | .00 | .00 | 16.90 | 19.90 |
| Voice | | | | | |
| 815 633-7622 | 77.78 | .00 | .02 | 38.55 | 116.35 |
| 815 654-6110 | 77.78 | .00 | .34 | 38.59 | 116.71 |
| Total (1129244) | 158.56 | .00 | .36 | 94.04 | 252.96 |
| Account (1129246) LIEBOVICH BROTHERS | | | | | |
| Account Service | 3.00 | 14.12 | .00 | 54.69 | 71.81 |
| Voice | | | | | |
| 815 490-5208 | 492.84 | 1.09CR | 4.07 | 220.94 | 716.76 |
| Total (1129246) | 495.84 | 13.03 | 4.07 | 275.63 | 788.57 |
| Total | 1,553.32 | 441.07 | 5.26 | 1,001.83 | 3,001.48 |

Preferred Service Providers

Your current Intralata long distance carrier for 13 services is Call One Long Distance
Your current Interlata long distance carrier for 13 services is Call One Long Distance



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Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

ACCOUNT (1129243) LIEBOVICH BROTHERS

Call One Voice

If you have any questions about your bill, please call (800) 440-9440 or (312) 225-5663
If you have any questions about your service, please call (800) 440-9440

Monthly Service

Monthly Service from Nov 15 through Dec 14

815 490-5232

| | | |
|-------------------------------|-----|---------------|
| CALL FORWARD VARIABLE | New | 27.83 |
| NON-PUBLISHED LISTING | New | .00 |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 490-5232 | | 105.61 |

815 490-5300

| | | |
|-------------------------------|-----|---------------|
| CALL FORWARD VARIABLE | New | 27.83 |
| NON-PUBLISHED LISTING | New | .00 |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 490-5300 | | 105.61 |

815 490-5309

| | | |
|-------------------------------|-----|---------------|
| CALL FORWARD VARIABLE | New | 27.83 |
| NON-PUBLISHED LISTING | New | .00 |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 490-5309 | | 105.61 |

815 490-5340

| | | |
|-------------------------------|-----|---------------|
| CALL FORWARD VARIABLE | New | 27.83 |
| NON-PUBLISHED LISTING | New | .00 |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 490-5340 | | 105.61 |

815 965-3750

| | | |
|-------------------------------|------------|--------------|
| NON-PUBLISHED LISTING | (2 @ 4.25) | 8.50 |
| Discount 20% | | 1.70CR |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 965-3750 | | 84.58 |

815 987-3211

| | | |
|-------------------------------|--|--------------|
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 987-3211 | | 77.78 |

815 987-3773

| | | |
|-------------------------------|--|--------------|
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount 57% | | 103.09CR |
| Total for 815 987-3773 | | 77.78 |

815 987-9673

| | | |
|-------------------------------|--|--------|
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
|-------------------------------|--|--------|



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Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Monthly Service**Monthly Service from Nov 15 through Dec 14 (continued)**

| | | |
|--------------------------------------|-----|---------------|
| Discount | 57% | 103.09CR |
| Total for 815 987-9673 | | 77.78 |
| 815 987-9865 | | |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount | 57% | 103.09CR |
| Total for 815 987-9865 | | 77.78 |
| 815 987-9874 | | |
| BUSINESS LINE - ACCESS AREA C | | 180.87 |
| Discount | 57% | 103.09CR |
| Total for 815 987-9874 | | 77.78 |
| Account Service | | |
| SERVICE SUBLOCATION | | 3.00 |
| Total for Account Service | | 3.00 |
| Total Monthly Service Charges | | 898.92 |

NEW Indicates an item that is being charged for the first time.

Other Charges and Credits

| | | |
|--|-----------------------|---------------|
| 815 490-5232 | | |
| CALL FORWARD VARIABLE | (10/30/18 - 11/14/18) | 14.84 |
| LINE CONNECTION | | 55.00 |
| BUSINESS LINE - ACCESS AREA C | (10/30/18 - 11/14/18) | 86.44 |
| Discount | 57% | 49.27CR |
| Total for 815 490-5232 | | 107.01 |
| 815 490-5300 | | |
| CALL FORWARD VARIABLE | (10/30/18 - 11/14/18) | 14.84 |
| LINE CONNECTION | | 55.00 |
| BUSINESS LINE - ACCESS AREA C | (10/30/18 - 11/14/18) | 86.44 |
| Discount | 57% | 49.27CR |
| Total for 815 490-5300 | | 107.01 |
| 815 490-5309 | | |
| CALL FORWARD VARIABLE | (10/30/18 - 11/14/18) | 14.84 |
| LINE CONNECTION | | 55.00 |
| BUSINESS LINE - ACCESS AREA C | (10/30/18 - 11/14/18) | 86.44 |
| Discount | 57% | 49.27CR |
| Total for 815 490-5309 | | 107.01 |
| 815 490-5340 | | |
| CALL FORWARD VARIABLE | (10/30/18 - 11/14/18) | 14.84 |
| LINE CONNECTION | | 55.00 |
| BUSINESS LINE - ACCESS AREA C | (10/30/18 - 11/14/18) | 86.44 |
| Discount | 57% | 49.27CR |
| Total for 815 490-5340 | | 107.01 |
| Total Other Charges and Credits | | 428.04 |



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Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Usage Summary

| | | | | |
|-------------------------------------|-------------|-------------------|---------------|-----------------|
| Local Band A | | | | .72 |
| Local | Calls 31 | Duration 36:00 | Charge .72 | |
| Local Band B | | | | .08 |
| Local | Calls 2 | Duration 2:00 | Charge .08 | |
| Local Band C | | | | .03 |
| Local | Calls 1 | Duration 1:00 | Charge .03 | |
| Total Usage Charges | | | | .83 |
| Usage for 34 calls are not itemized | | | | |
| Total Call One Voice Charges | | | | 1,327.79 |

Taxes and Surcharges

| | |
|-----------------------------------|-----------------|
| Voice | |
| Carrier Cost Recovery Charge | 81.48 |
| Cost Assessment Charge | 11.10 |
| Federal Access Charge | 117.68 |
| Line Recovery Charge | 23.20 |
| Portability Surcharge | 4.74 |
| Presubscription | 15.00 |
| Process Recovery Charge | 14.00 |
| Federal Excise Tax | 47.90 |
| Federal Regulatory Fee | .86 |
| Federal Universal Service Fund | 50.70 |
| IL Communications Services Tax | 115.78 |
| IL PUC Fee | 1.37 |
| IL STATE 9-1-1 SURCHARGE | 15.00 |
| IL Telecom Infra Maint Fee | 8.30 |
| IL Telecom Relay Service Fee | .40 |
| IL Universal Service Fund | 25.42 |
| Simplified Muni Telecomm Tax | 99.23 |
| Total Taxes and Surcharges | 632.16 |
| Total for Account 1129243 | 1,959.95 |



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Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

ACCOUNT (1129244) LIEBOVICH BROTHERS

Call One Voice

Monthly Service

Monthly Service from Nov 15 through Dec 14

| | |
|--------------------------------------|---------------|
| 815 633-7622 | |
| BUSINESS LINE - ACCESS AREA C | 180.87 |
| Discount 57% | 103.09CR |
| Total for 815 633-7622 | 77.78 |
| 815 654-6110 | |
| BUSINESS LINE - ACCESS AREA C | 180.87 |
| Discount 57% | 103.09CR |
| Total for 815 654-6110 | 77.78 |
| Account Service | |
| SERVICE SUBLOCATION | 3.00 |
| Total for Account Service | 3.00 |
| Total Monthly Service Charges | 158.56 |

Usage Summary

| | | | | |
|-------------------------------------|----------|----------------|------------|---------------|
| Local Band A | | | | .36 |
| Local | Calls 18 | Duration 18:00 | Charge .36 | |
| Total Usage Charges | | | | .36 |
| Usage for 18 calls are not itemized | | | | |
| Total Call One Voice Charges | | | | 158.92 |

Taxes and Surcharges

| | |
|-----------------------------------|--------------|
| Voice | |
| Carrier Cost Recovery Charge | 12.06 |
| Cost Assessment Charge | 2.22 |
| Federal Access Charge | 19.40 |
| Line Recovery Charge | 4.64 |
| Portability Surcharge | .78 |
| Presubscription | 3.00 |
| Process Recovery Charge | 2.80 |
| Federal Excise Tax | 6.02 |
| Federal Regulatory Fee | .14 |
| Federal Universal Service Fund | 8.42 |
| IL Communications Services Tax | 14.66 |
| IL PUC Fee | .16 |
| IL STATE 9-1-1 SURCHARGE | 3.00 |
| IL Telecom Infra Maint Fee | 1.05 |
| IL Telecom Relay Service Fee | .08 |
| IL Universal Service Fund | 3.04 |
| Simplified Muni Telecomm Tax | 12.57 |
| Total Taxes and Surcharges | 94.04 |



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Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Total for Account 1129244

252.96

ACCOUNT (1129246) LIEBOVICH BROTHERS

Call One Voice

Monthly Service

Monthly Service from Nov 15 through Dec 14

| | | |
|--------------------------------------|------------|---------------|
| 815 490-5208 | | |
| (DZZD.1732060) 815-R17-0751 | | 475.00 |
| EXTRA LISTING | (3 @ 6.60) | 19.80 |
| Discount 20% | | 3.96CR |
| ISDN DID TELEPHONE NUMBERS(10) | | 2.00 |
| Total for 815 490-5208 | | 492.84 |
| Account Service | | |
| SERVICE SUBLOCATION | | 3.00 |
| Total for Account Service | | 3.00 |
| Total Monthly Service Charges | | 495.84 |

Other Charges and Credits

| | | |
|--|-----------------------|---------------|
| 815 490-5208 | | |
| ISDN DID TELEPHONE NUMBERS(10) | (10/29/18 - 11/14/18) | 1.10 |
| ISDN DID TELEPHONE NUMBERS | (10/29/18 - 11/14/18) | 2.19CR |
| Total for 815 490-5208 | | 1.09CR |
| Account Service | | |
| SERVICE ORDER | | 14.12 |
| Total for Account Service | | 14.12 |
| Total Other Charges and Credits | | 13.03 |

Usage Summary

| | | | | |
|--------------------------------------|----------|-----------------|-------------|---------------|
| Local Band A | | | | 3.24 |
| Local | Calls 92 | Duration 222:00 | Charge 3.24 | |
| Local Band B | | | | .56 |
| Local | Calls 18 | Duration 19:00 | Charge .56 | |
| Local Band C | | | | .27 |
| Local | Calls 6 | Duration 9:00 | Charge .27 | |
| Total Usage Charges | | | | 4.07 |
| Usage for 116 calls are not itemized | | | | |
| Total Call One Voice Charges | | | | 512.94 |



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Account: 1211020-1129242
Bill Date: Nov 15 2018
Name: LIEBOVICH BROTHERS [SUMMARY]
Telephone: 815 965-3750

Taxes and Surcharges

Voice

| | |
|----------------------------------|-------|
| Carrier Cost Recovery Charge | 37.50 |
| Cost Assessment Charge | 5.55 |
| Federal Access Charge | 48.50 |
| Federal Complex Line Port Charge | 15.53 |
| Line Recovery Charge | 11.60 |
| Portability Surcharge | 1.95 |
| Presubscription | 7.50 |
| Process Recovery Charge | 9.59 |
| Federal Excise Tax | 4.40 |
| Federal Regulatory Fee | .45 |
| Federal Universal Service Fund | 26.18 |
| IL Communications Services Tax | 46.23 |
| IL PUC Fee | .52 |
| IL STATE 9-1-1 SURCHARGE | 7.50 |
| IL Telecom Infra Maint Fee | 3.30 |
| IL Telecom Relay Service Fee | .20 |
| IL Universal Service Fund | 9.51 |
| Simplified Muni Telecomm Tax | 39.62 |

Total Taxes and Surcharges **275.63**

Total for Account 1129246 **788.57**

Call One Inc.

Exhibit VIII

Telecommunications Code of Conduct

Telecommunications Carrier Code of Conduct
Kansas Corporation Commission

As a provider of telecommunications services in the state of Kansas, Applicant, by and through its undersigned officer, commits to comply with the following:

- If applying for certification to provide local telecommunications service, provide:
 - Access to 911 and E911 services;
 - White page directory listings;
 - Access to telephone relay services;
 - Access to directory assistance;
 - Access to operator services;
 - Kansas Lifeline service discounts;
 - Equal access to interLATA long distance carriers;
 - Free blocking of 900- and 700-type services
 - Interconnection on a nondiscriminatory basis with other local exchange carriers
- Follow all applicable Commission rules and regulations, including but not limited to, billing practice standards as set out in KCC May 22, 1986 order in Docket No. 120,408-U and subsequent billing practice standards approved by the Commission.
- Local exchange and competitive local exchange carriers will follow quality of service standards as set out in an order dated January 8, 1999 in Docket No. 191,206-U and subsequent billing standards approved by the Commission.
- Maintain required registration with the Office of the Kansas Secretary of State. To contact the Kansas Secretary of State: Memorial Hall, First Floor, 120 SW 10 Ave., Topeka, KS 66612-1594 (785) 296-4564 or www.kssos.org
- File annual reports with the Commission in accordance with K.S.A. 66-123.
- File reports and pay assessments to the Kansas Universal Service Fund (KUSF) as set forth in K.S.A. 66-2008(a) and the Commission's December 27, 1996 Order in Docket No. 94-GIMT-478-GIT. KUSF instructions and remittance forms may be obtained online at www.neca.org
- A competitive local exchange carrier wishing to discontinue service shall notify customers and the Commission in accordance with Order No. 5 in the Commission's Docket No. 01-GIMT-649-GIT. An inter-exchange carrier providing service in Kansas wishing to discontinue service shall notify customers in accordance with FCC regulations.
- Treat each customer equally to all other similarly situated customers, free of prejudice or disadvantage.
- Respect customers' right to select different telecommunications services and vendors.
- Administer procedures to prevent deceptive and unfair marketing practices aimed at potential or existing customers.
- Protect customers' right to privacy, by safeguarding records and personal information against unauthorized use.
- Respond to consumer complaints or inquiries submitted by Commission Staff thoroughly and quickly.

Verification

I, Chris Surdenik, of lawful age, and being first duly sworn, now state: As an officer of the Applicant, I am authorized to and do hereby make the above commitment. Further, I acknowledge that failure to comply with the above commitments or other lawful requirements of the Commission will subject Applicant to potential fines, penalties, revocation of certification, or other sanctions and remedies.



Chris Surdenik
Call One Inc.

Subscribed and sworn to before me on this 13TH day of NOVEMBER, 2018.


Notary Public