

## LIST OF EXHIBITS

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**\*\*CONFIDENTIAL -- Submitted under seal on file on yellow paper**

**Exhibit 1      Articles of Incorporation and Bylaws**

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NEW HORIZONS COMMUNICATIONS CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF OCTOBER, A.D. 2002, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE EIGHTH DAY OF FEBRUARY, A.D. 2007, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "NEW HORIZONS COMMUNICATIONS CORP.".



3577623 8100H

080186486

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

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6392585

DATE: 02-20-08

**CERTIFICATE OF INCORPORATION  
OF  
NEW HORIZONS COMMUNICATIONS CORP.**

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, do hereby set forth as follows:

**FIRST:** The name of the corporation is **NEW HORIZONS COMMUNICATIONS CORP.**

**SECOND:** The address of the initial registered and principal office of this corporation in this state is c/o The Corporation Trust Center, 1209 Orange St., in the City of Wilmington, County of New Castle, State of Delaware 19801 and the name of the registered agent at said address is The Corporation Trust Company.

**THIRD:** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

**FOURTH:** The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	200	\$0.01

**FIFTH:** The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Fabbriatore	124 Hopewell Point Rd. Wolfeboro NH 03895

**SIXTH:** The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called

for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of director's interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders, provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

**SEVENTH:** No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

**EIGHTH:** Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court or equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

**NINTH:** The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 8<sup>th</sup> day of October, 2002.

/s/ Robert J. Fabbriatore  
Robert J. Fabbriatore, Incorporator

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of \_\_\_\_\_  
NEW HORIZONS COMMUNICATIONS CORP.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
<u>Common</u>	<u>50,000,000</u>	<u>\$.01</u>

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said corporation has caused this certificate to be signed this 19TH day of DECEMBER, 2006.

By:   
\_\_\_\_\_  
Authorized Officer

Title: President

Name: Stephen Gibbs

\_\_\_\_\_  
Print or Type



# State of Delaware

The Official Website for the First State

*The Secretary of State of Delaware issued a certificate for NEW HORIZONS COMMUNICATIONS CORP. whose file number is 3577623 on 02/20/2008 under request number 080186486 for authentication number 6392585.*



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**Exhibit 2      Authority to Transact Business in Utah**





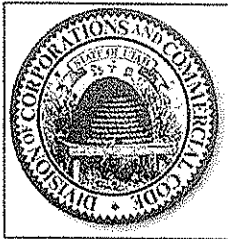
Francine Giani  
Executive Director  
Department of Commerce

Jon M. Huntsman, Jr.  
Governor  
State of Utah

Kathy Berg  
Director  
Division of Corporations  
& Commercial Code

STATE OF UTAH  
DEPARTMENT OF COMMERCE  
*DIVISION OF CORPORATIONS & COMMERCIAL CODE*  
CERTIFICATE OF REGISTRATION

TCS CORPORATE SERVICES, INC  
NEW HORIZONS COMMUNICATIONS CORP.  
50 W 3900 S STE 2B  
SALT LAKE CITY UT 84107



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**Corporation - Foreign - Profit**

This certifies that **NEW HORIZONS COMMUNICATIONS CORP.** has been filed and approved on **October 04, 2006** and has been issued the registration number **6346291-0143** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG  
Division Director

**Exhibit 3      Biographical Information Officers and Directors**

**Robert Fabbriatore, Chief Executive Officer**

Bob Fabbriatore founded New Horizon Communications in October of 2002. He draws on 40 years of telecommunications experience including interconnect, networking, technology development and entrepreneurial ventures. He also brings extensive senior management experience in finance, operations, marketing, and sales. Prior to starting NHC, Bob founded CTC Communications (now One Communications) in 1980. As Chairman and CEO, he built CTC into the largest CLEC (Competitive Local Exchange Carrier) in the Northeast region of the U.S.

**Stephen Gibbs, President & Chief Operating Officer**

Steve Gibbs joined New Horizon at its inception in 2002 and was named President in May of 2003. He brings over 20 years of telecommunications experience to NHC. Prior to helping start NHC, Steve was responsible for a \$120 million business unit of CTC Communications, overseeing sales and operations of the New York/New Jersey market. Before CTC, he served in sales and sales management positions at Verizon and MCI.

**Glen Nelson, Vice President - Marketing & Business Development**

Glen Nelson has nearly 25 years of experience in telecommunications sales and marketing. Before joining New Horizon at its inception in 2002, he worked for 13 years in various sales and marketing positions at CTC Communications. As Vice President of Marketing at CTC, Glen developed, implemented, and scaled to production one of the first networks to deploy T1-based integrated services. His background also includes relevant work in marketing research, strategic planning, sales, sales management, and marketing management for companies including IBM, Motorola, and other telecom service providers.

**Paul Wieners, Vice President - Operations**

Paul Wieners joined New Horizon in June, 2004 and currently manages all after-hours repair and escalations. Prior to NHC, as Global Operations Manager of Network Operations at Dimension Data, he helped the firm's managed services annual revenues grow from \$4 million to \$42 million. He also worked with several NHC colleagues at CTC Communications, where he was responsible for 7x24 installation, repair, and maintenance of a nine-state network. Paul's telecom career began at NYNEX (now Verizon) in 1980, where he managed service centers as well as operations centers with team sizes ranging from 10 to 200 representatives.

**Exhibit 4      Financial Statements**

**CONFIDENTIAL -- Submitted under seal on file on yellow paper**

**Exhibit 5 Pro Forma**

**CONFIDENTIAL -- Submitted under seal on file on yellow paper**

## Exhibit 6 Slamming Statement

The Applicant intends to and is willing to abide by and comply with Commission Rule 746-349-3.

The Applicant intends to and is willing to abide by and comply with Commission Rule 746-349-3.

The Applicant's Policy on Slamming is as follows:

### Verification of orders

New Horizons will not submit a change order for local exchange or intrastate toll service until the change order is confirmed in accordance with one of the following procedure:

- (a) New Horizons has obtained the customer's written authorization to submit the order which includes the following information from the customer:
- (1) The customer billing name, billing telephone number and billing address and each telephone number to be covered by the change order;
  - (2) The decision to change; and
  - (3) The customer's understanding of the change fee, if any.

### Implementing order changes

(a) Telemarketing orders. Within three business days of any telemarketing order for a change, New Horizons will send each new customer an information package by first class mail containing at least the following information concerning the requested change:

- (1) The information is being sent to confirm a telemarketing order placed by the customer.
- (2) The name of the customer's current telecommunications company.
- (3) A description of any terms, conditions or charges that will be incurred.
- (4) The name of the newly requested telecommunications company.
- (5) The name of the person ordering the change.
- (6) The name, address and telephone number of both the customer and New Horizons.
- (7) A postpaid postcard that the customer can use to deny, cancel or confirm a service order.
- (8) A clear statement that if the customer does not return the postcard, the customer's service will be switched fourteen days after the date the information package was mailed. If customers have cancelled their orders during the waiting period, New Horizons cannot submit the customer's order.
- (9) The name, address and telephone number of a contact point for consumer complaints.

(b) The documentation of the order shall be retained by New Horizons, at a minimum, for twelve months to serve as verification of the customer's authorization to change its telecommunications company. The documentation will be made available to the customer upon request.

(c) Customer initiated orders. New Horizons when receiving the customer initiated request for a change of local exchange and/or intrastate toll shall keep an internal memorandum or record generated at the time of the request. Such internal record shall be maintained by New Horizons for a minimum of twelve months to serve as verification of the customer's authorization to change telecommunications companies. The internal record will be made available to the customer upon request. Within three business days of the order, New Horizons will send each new customer an information package by first class mail containing at least the following information concerning the request to change.