



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3010

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 57022		2. Name of Corporation Billing Concepts, Inc.		
3. Street Address Principal Business Office 7411 John Smith Dr. Suite 200		City San Antonio	State TX	Zip 78229
4. Business Phone No. (210) 949-7000		5. State of Incorporation DELAWARE		6. SIC Code 7880
7. Brief Description of the Character of Business Conducted in Rhode Island BILLING CLEARINGHOUSE OF TELECOMMUNICATIONS				
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Donald R. Philbin Jr.		Vice President Name Greg M. Carter		
Street Address 7411 John Smith Dr. Suite 200		Street Address 7411 John Smith Dr. Suite 200		
City San Antonio	State TX	Zip 78229	City San Antonio	State TX
Secretary Name Robert T. Isham, Jr.		Treasurer Name Norman M. Phipps		
Street Address 2700 Patriot Blvd. Suite 150		Street Address 2700 Patriot Blvd. Suite 150		
City Glenview	State IL	Zip 60026	City Glenview	State IL
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Patrick J. Haynes III		Director Name Erik Brooks		
Street Address 2700 Patriot Blvd. Suite 150		Street Address 111 Huntington Ave. 30th Floor		
City Glenview	State IL	Zip 60026	City Boston	State MA
Director Name Jay M. Grossman		Director Name Robert T. Isham, Jr.		
Street Address 111 Huntington Ave. 30th Floor		Street Address 2700 Patriot Blvd. Suite 150		
City Boston	State MA	Zip 02199	City Glenview	State IL
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐		11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐		
AUTHORIZED SHARES		ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000 COMM \$0.01 PAR VALUE			1,000	Common

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



57022

FILED	
File Date	FEB 28 2005 170589
Check No.	
By:	By <u>ICB</u>
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Norman M. Phipps

Print or Type Name of Officer

Treasurer / CFO

Title of Officer

2/22/05
Date

B'LLING CONCEPTS, INC.

7411 John Smith Drive Suite 200
San Antonio, Texas 78229-4898
(210) 949-7000

OFFICERS -	Name	Address	
Chief Executive Officer	Patrick J. Haynes, III	2700 Patriot Blvd. Suite 150	Glenview, IL 60026
Sr. Vice President	Michael J. Labedz	2700 Patriot Blvd. Suite 150	Glenview, IL 60026
Sr. Vice President	Randy Brouckman	2700 Patriot Blvd. Suite 150	Glenview, IL 60026
Sr. Vice President	Wesley N. Waite, Jr	7411 John Smith Dr. Suite 200	San Antonio, Texas 78229
Vice President/ Asst. Secretary	Erik Brooks	111 Huntington Ave. 30th Floor	Boston, MA 02199
Vice President	Jay M. Grossman	111 Huntington Ave. 30th Floor	Boston, MA 02199
Vice President	Hilary K. Grove	111 Huntington Ave. 30th Floor	Boston, MA 02199
Assistant Secretary	Mercedes Fehsel	2700 Patriot Blvd. Suite 150	Glenview, IL 60026

BOARD OF DIRECTORS -	Name	Address	
	Hilary K. Grove	111 Huntington Ave. 30th Floor	Boston, MA 02199



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

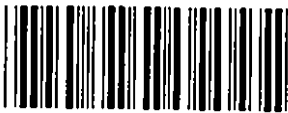
PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 57022		2. Name of Corporation Billing Concepts, Inc.			
3. Street Address Principal Business Office			City	State	Zip
4. Business Phone No.		5. State of Incorporation DELAWARE			6. SIC Code 7880
7. Brief Description of the Character of Business Conducted in Rhode Island BILLING CLEARINGHOUSE OF TELECOMMUNICATIONS					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Joseph Webb			Vice President Name Michael W. Simpson		
Street Address 7411 John Smith Dr. Suite 200			Street Address 7411 John Smith Dr. Suite 200		
City San Antonio	State TX	Zip 78229	City San Antonio	State TX	Zip 78229
Secretary Name Robert T. Isham, Jr.			Treasurer Name Norman M. Phipps		
Street Address 2700 Patriot Blvd Suite 150			Street Address 2700 Patriot Blvd Suite 150		
City Glenview	State IL	Zip 60025	City Glenview	State IL	Zip 60025
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Erik Brooks			Director Name Jay Grossman		
Street Address 2700 Patriot Blvd Suite 150			Street Address 111 Huntington Ave		
City Glenview	State IL	Zip 60025	City Boston	State MA	Zip 02199
Director Name Patrick J. Haynes, III			Director Name Robert T. Isham, Jr.		
Street Address 2700 Patriot Blvd Suite 150			Street Address 2700 Patriot Blvd Suite 150		
City Glenview	State IL	Zip 60025	City Glenview	State IL	Zip 60025
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) ☐			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 COMM \$0.01 PAR VALUE			1,000	Common	.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 5 7 0 2 2 *

File Date	2/20/04
Check No.	162831
By:	SC
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: Michael W. Simpson Date: 2/13/04
Print or Type Name of Officer: Exec Vice President
Title of Officer: Exec Vice President

BILLING CONCEPTS, INC.

7411 John Smith Drive Suite 200
San Antonio, Texas 78229-4898
(210) 949-7000

OFFICERS -	Name	Address
Chief Executive Officer	Patrick J. Haynes, III	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
President	Joseph Webb	7411 John Smith Dr. Suite 200 San Antonio, Texas 78229
Exec. Vice President, Secretary	Robert T. Isham, Jr.	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
Exec. Vice President/COO	Donald R. Phibin, Jr.	7411 John Smith Dr. Suite 200 San Antonio, Texas 78229
Exec. Vice President	Michael W. Simpson	7411 John Smith Dr. Suite 200 San Antonio, Texas 78229
Sr. Vice President	Michael J. Labedz	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
Vice President/ Asst. Secretary	Erik Brooks	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
Vice President	Jay Grossman	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
Vice President	Hilary Kaiser	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
Treasurer/CFO	Norman M. Phipps	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
Assistant Secretary	Mercedes Fehsel	2700 Patriot Blvd. Suite 150 Glenview, IL 60025

BOARD OF DIRECTORS -	Name	Address
	Erik Brooks	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
	Jay Grossman	111 Huntington Ave Boston, MA 02199
	Patrick J. Haynes, III	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
	Robert T. Isham, Jr.	2700 Patriot Blvd. Suite 150 Glenview, IL 60025
	Hilary Kaiser	2700 Patriot Blvd. Suite 150 Glenview, IL 60025



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **57022** 2. Name of Corporation **Billing Concepts, Inc.**

3. Street Address Principal Business Office **7411 John Smith Dr. Suite 200** City **San Antonio** State **TX** Zip **78229**

4. Business Phone No. **(210) 949-7000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island
Billing Clearinghouse for Telecommunications

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Joseph Webb	Vice President Name Michael W. Simpson
Street Address 7411 John Smith Dr. Suite 200	Street Address 7411 John Smith Dr. Suite 200
City San Antonio State TX Zip 78229	City San Antonio State TX Zip 78229

Secretary Name Eva M. Kalawski	Treasurer Name Robert J. Joubran
Street Address 2049 Century Park East, Suite 2700	Street Address 2049 Century Park East, Suite 2700
City Los Angeles State CA Zip 90067	City Los Angeles State CA Zip 90067

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Thomas T. Gores	Director Name
Street Address 2049 Century Park East, Suite 2700	Street Address
City Los Angeles State CA Zip 90067	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) **---**

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
1,000 COMM \$0.01 PAR VALUE		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) **---**

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
1,000	Common	.01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 5 7 0 2 2 *

File Date: 2/24/03
Check No.: 154317
By: 82

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/19/03
Print or Type Name of Officer Michael W. Simpson
Title of Officer Sr. Vice President



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **57022** 2. Name of Corporation **Billing Concepts, Inc.**

3. Street Address Principal Business Office
7411 John Smith Dr., Suite 200

City **San Antonio** State **TX** Zip **78229**

4. Business Phone No. **(210) 949-7000** 5. State of Incorporation **DELAWARE**

6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island
Billing clearinghouse for telecommunications

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name
Joseph Webb

Vice President Name
Michael W. Simpson

Street Address
7411 John Smith Dr., Suite 200

Street Address
7411 John Smith Dr., Suite 200

City **San Antonio** State **TX** Zip **78229**

City **San Antonio** State **TX** Zip **78229**

Secretary Name
Eva M. Kalawski

Treasurer Name
Robert J. Joubran

Street Address
2049 Century Park East, Suite 2700

Street Address
2049 Century Park East, Suite 2700

City **Los Angeles** State **CA** Zip **90067**

City **Los Angeles** State **CA** Zip **90067**

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name
Tom T. Gores

Director Name

Street Address
2049 Century Park East, Suite 2700

Street Address

City **Los Angeles** State **CA** Zip **90067**

City State Zip

Director Name

Director Name

Street Address

Street Address

City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares **1,000** Class/Series **COMM** Par Value **\$0.01**

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares **1,000** Class/Series **Common** Par Value **.01**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 5 7 0 2 2 *

File Date: **3-4-02**

Check No.: **146161**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **2/26/02**
Signature of Officer Date

Michael W. Simpson

Print or Type Name of Officer

Sr. Vice President

Title of Officer

5

Form 630 12/01



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **57022** 2. Name of Corporation **Billing Concepts, Inc.**

3. Street Address Principal Business Office
7411 John Smith Dr., Suite 200 City San Antonio State TX Zip 78229
4. Business Phone No. (210) 949-7000 5. State of Incorporation **DELAWARE** 6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island

Billing clearinghouse for telecommunications

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name	Vice President Name
William C. Bricking	Kenneth A. Prinz
Street Address	Street Address
7411 John Smith Dr., Suite 200	7411 John Smith Dr., Suite 200
City San Antonio State TX Zip 78229	City San Antonio State TX Zip 78229
Secretary Name	Treasurer Name
Eva M. Kalawski	Robert J. Joubran
Street Address	Street Address
2049 Century Park East, Suite 2700	2049 Century Park East, Suite 2700
City Los Angeles State CA Zip 90067	City Los Angeles State CA Zip 90067

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name	Director Name
Tom T. Gores	
Street Address	Street Address
2049 Century Park East, Suite 2700	
City Los Angeles State CA Zip 90067	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
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~~111,000 SHARES~~

1,000 Common .01

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
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1,000 Common .01

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 5 7 0 2 2 *

File Date: 2/21

Check No.: 1136332

By: Cu

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Kenneth A. Prinz Date 2/21/01

Kenneth A. Prinz

Print or Type Name of Officer

Vice President

Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **57022** 2. Name of Corporation **Billing Concepts, Inc.**
3. Street Address Principal Business Office
7411 John Smith Dr., Suite 200 City **San Antonio** State **TX** Zip **78229**
4. Business Phone No. **(210) 949-7000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island
Billing Clearinghouse of Telecommunications

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Jacqueline K. Mitchell	Vice President Name David P. Tusa
Street Address 510 Oakwood	Street Address 1522 Pheasant Ridge
City New Braunfels State TX Zip 78130	City San Antonio State TX Zip 78248
Secretary Name W. Audie Long	Treasurer Name Michael T. Hynes
Street Address 9362 Hathaway	Street Address 19505 Encino Creek
City Dallas State TX Zip 75220	City San Antonio State TX Zip 78259

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Parris H. Holmes, Jr.	Director Name
Street Address 7411 John Smith Dr., Suite 200	Street Address
City San Antonio State TX Zip 78229	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
101,000	Common	None
10,000	Preferred	10.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
100,000	Common	None
None	Preferred	10.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 5 7 0 2 2 *

File Date: **2-29-00**

Check No.: **1118878**

By: **AME**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kenneth A. Prinz **2/23/00**
Signature of Officer Date

Kenneth A. Prinz

Print or Type Name of Officer

Vice President/Assistant Secretary

Title of Officer

BILLING CONCEPTS, INC.

Additional Officers

Corporate ID No. 57022

OFFICERS -	Name	Address	City, State Zip Code
Vice President - Sales & Marketing	Paul L. Gehri	14939 Dancers Image	San Antonio, Texas 78248
Vice President - Chief Technology Officer	Terry L. Burnside	11126 Rocky Trail	San Antonio, Texas 78249
Vice President - Customer Service	Jeanne L. Jackson	26021 Mesa Oak	San Antonio, Texas 78255
Vice President - Information Technology	George M. Manley III	15818 Wilderness Pkw	San Antonio, Texas 78232
Vice President - LEC Systems	Craig A. Needels	15238 Delachaise	San Antonio, Texas 78232
Vice President, Assistant Secretary	Donald R. Philbin, Jr.	208 Luther Drive	San Antonio, Texas 78212
Vice President - Taxation, Assistant Secretary	Kenneth A. Pinnz	503 Rockhill	San Antonio, Texas 78209
Vice President - Customer Accounting	Robert E. Thomas	7701 Wurzbach Rd, Ste 1105	San Antonio, Texas 78229
Vice President - LEC Relations	Katherine J. Wogulis	811 Lightstone	San Antonio, Texas 78258
Vice President - Human Resources	Brenda M. Wolfe	680 E. Basse Rd., #410	San Antonio, Texas 78209
Assistant Secretary	Jennifer B. Harvey	122 Broken Bough Ln	San Antonio, Texas 78231

CORPORATE STRUCTURE

ZERO PLUS DIALING, INC.

9311 San Pedro Ave Suite 300
San Antonio, Texas 78216
(210) 525-9009

Federal Tax Id #: 74-2467147
Delaware Charter #: 2114581
Texas Charter #: 00077337-0

Incorporated in state of Delaware 01-14-87
ZPDI's Parent Company, Mega Plus Dialing, Inc. was
acquired by U.S. Long Distance Corp. on 07-16-87.
ZPDI declared and issued a Preferred Stock Dividend to Mega Plus on
10-01-91 and issued 100,000 shares of its common stock to USLD CORP
in exchange for debt, making USLD CORP the parent company of ZPDI.

OFFICERS -	Name	Address	SSAN Number
Chairman of the Board	Parris H. Holmes, Jr.	13906 Bluff Wind San Antonio, Texas 78216	453-66-4544
President and Chief Operating Officer	Alan W. Saltzman	2810 Hopeton San Antonio, Texas 78230	461-82-7314
Sr. Vice President, Chief Financial Officer	Michael E. Higgins	8811 Tranquil Park Dr. Spring, Texas 77379	338-42-4592
Corporate Secretary	W. Audie Long	9362 Hathaway Dallas, Texas 75220	463-66-7419
Vice President - Sales	Paul L. Gehri	14939 Dancers Image San Antonio, Texas 78248	266-96-0849
Vice President - Customer Service	Jeanne L. Jackson	15030 Mineral Spring San Antonio, Texas 78247	491-62-0860
Vice President - Quality Assurance & Production	Elizabeth A. Cockrell	24819 House Mountain San Antonio, Texas 78255	467-27-8734
Vice President - Telco Relations	Robert W. Gulledda	811 Light Stone Dr San Antonio, Texas 78258	137-50-4948
Vice President - Customer Accounting	Robert Thomas	7039 San Pedro #1108 San Antonio, Texas 78216	456-11-5338
Vice President - Regulatory Affairs	Kenneth F. Melley, Jr.	4844 Camas San Antonio, Texas 78247	225-94-0493
Vice President - Treasurer	Kelly E. Simmons	1614 Wolf Crest San Antonio, Texas 78248	460-02-4688
Vice President - Accounting	Phillip J. Storin	4601 Wild Briar Pass Austin, Texas 78746	062-44-8963
Assistant Secretary	Kenneth A. Prinz	503 Rockhill San Antonio, Texas 78209	463-82-9300

BOARD OF DIRECTORS -

Date Elected	Name	Address	SSAN Number
2/24/94	Parris H. Holmes, Jr.	13906 Bluff Wind San Antonio, Texas 78216	453-66-4544
2/24/94	Larry M. James	108 Fawn Drive San Antonio, Texas 78231	435-68-4348
2/24/94	Alan W. Saltzman	2810 Hopeton San Antonio, Texas 78230	461-82-7314

COMMON SHARES -

AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91 101,000	NONE	100,000	Owned by U.S. Long Distance Corp.
10/10/91 1,000	NONE	1,000	Owned by Mega Plus Dialing, Inc.
1/14/87 1,000	NONE	1,000	Owned by Mega Plus Dialing, Inc.

PREFERRED SHARES -

AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91 10,000	\$10.00	10,000	Owned by Mega Plus Dialing, Inc.

Fiscal Year End: September 30

iling Fee \$50.00
ayable to: ;
ecretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0057022 Annual Report for the year: 1994

Name of Business Entity: Zero Plus Dialing, Inc.

Business entity organized under the laws of the State of: DELAWARE

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

9311 SAN PEDRO

SUITE 300

SAN ANTONIO, TX 78216

Phone: (210) 525-9009

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

NONE

Phone: ()

Business Entity is (check one):

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

KENNETH A. PRINZ

DIRECTOR, CORPORATE TAX

9311 SAN PEDRO, STE. 300

SAN ANTONIO, TX 78216

Brief statement of the character of business conducted in Rhode Island:

LONG DISTANCE BILLING AND

COLLECTION SERVICES

Date of Organization: 1-14-87

Date of Qualification to do business in Rhode Island (if foreign entity):

8-7-89

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
☐ CHIEF EXECUTIVE OFFICER OR ☐ PRESIDENT (Check One)	<u>SEE ATTACHED LIST</u>		
☐ CHIEF OPERATING OFFICER OR ☐ VICE PRESIDENT (Check One)			
☐ CUSTODIAN OF RECORDS OR ☐ SECRETARY (Check One)			
☐ CHIEF FINANCIAL OFFICER OR ☐ TREASURER (Check One)			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>SEE ATTACHED LIST</u>			

FILED

FEB 18 1994

By 034785 mll

NUMBER OF SHARES AUTHORIZED (If Applicable)

NUMBER 101,000 10,000

CLASS Common PREFERRED

SERIES N/A N/A

PAR VALUE OR WITHOUT PAR WITHOUT PAR \$10.00

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER 101,000 10,000

CLASS Common PREFERRED

SERIES N/A N/A

PAR VALUE OR WITHOUT PAR WITHOUT PAR \$10.00

Date: 2-10-94

By: Kenneth A. Prinz

CORPORATE STRUCTURE

ZERO PLUS DIALING, INC.

9311 San Pedro Ave Suite 300
San Antonio, Texas 78216
(210) 525-9009

Federal Tax Id #: 74-2467147
Delaware Charter # 2114581
Texas Charter # 00077337-0

Incorporated in state of Delaware 01-14-87
ZPDI's Parent Company, Mega Plus Dialing, Inc. was
acquired by U.S. Long Distance Corp. on 07-16-87.
ZPDI declared and issued a Preferred Stock Dividend to Mega Plus on
10-01-91 and issued 100,000 shares of its common stock to USLD CORP
in exchange for debt, making USLD CORP the parent company of ZPDI.

OFFICERS -	Name		Address	SSAN Number
Chairman of the Board	Parris H. Holmes, Jr.	13906 Bluff Wind	San Antonio, Texas 78216	453-66-4544
President	Larry M. James	108 Fawn Drive	San Antonio, Texas 78231	435-68-4348
Executive Vice President and Chief Operating Officer	Alan W. Saltzman	2810 Hopeton	San Antonio, Texas 78230	461-82-7314
Sr Vice President - Finance.	Stephen Deaton			
Corporate Secretary	W. Audie Long	9362 Hathaway	Dallas, Texas 75220	463-66-7419
Vice President - Sales	Paul L. Gehri	14939 Dancers Image	San Antonio, Texas 78248	266-96-0849
Vice President - Customer Service	Jeanne L. Jackson	15030 Mineral Spring	San Antonio, Texas 78247	491-62-0860
Vice President - Quality Assurance & Production Control	Elizabeth A. Cockrell	24819 House Mountain	San Antonio, Texas 78255	467-27-8734
Vice President - Telco Relations	Robert Gulledege	811 Light Stone Dr	San Antonio, Texas 78258	137-50-4948
Vice President - Treasurer	Kelly E. Simmons	1614 Wolf Crest	San Antonio, Texas 78248	460-02-4688
Vice President - Accounting	Phillip J. Storin	4601 Wild Briar Pass	Austin, Texas 78746	062-44-8963
Assistant Secretary	Kenneth A. Prinz	503 Rockhill	San Antonio, Texas 78209	463-82-9300

BOARD OF DIRECTORS -

Date Elected				
3/16/93	Parris H. Holmes, Jr.	13906 Bluff Wind	San Antonio, Texas 78216	453-66-4544
3/16/93	Larry M. James	108 Fawn Drive	San Antonio, Texas 78231	435-68-4348
3/16/93	Alan W. Saltzman	2810 Hopeton	San Antonio, Texas 78230	461-82-7314

COMMON SHARES -

	AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91	101,000	NONE	100,000	Owned by U.S. Long Distance Corp.
10/10/91			1,000	Owned by Mega Plus Dialing, Inc.
1/14/87	1,000	NONE	1,000	Owned by Mega Plus Dialing, Inc.

PREFERRED SHARES -

	AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91	10,000	\$10.00	10,000	Owned by Mega Plus Dialing, Inc.

Fiscal Year End: September 30

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

2493015
State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0057022 Annual Report for the year 1993

FIRST: The name of the corporation is Zero Plus Dialing, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Long Distance Billing + Collection Svcs.

FOURTH: If foreign corporation, address of its principal office Attn: Tax Dept.
9311 San Pedro Suite 300
San Antonio, TX 78216

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

SEE ATTACHED LIST

Director		
Director		
Director		
President		
Vice President		
Secretary		
Treasurer		

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
101,000	Common	N/A	NONE
10,000	Preferred	N/A	NONE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
101,000	Common	N/A	NONE
10,000	Preferred	N/A	NONE

Dated 2/26 1993

(Report must be signed by an officer)

MAR 01 1993
SECRETARY OF STATE
Zero Plus Dialing, Inc.
(Name of Corporation)
By [Signature]
Title Assistant Secretary

CORPORATE STRUCTURE

ZERO PLUS DIALING, INC.
9311 San Pedro Ave Suite 300
San Antonio, Texas 78216
(210) 525-9009

Federal tax # : 74-2467147
Delaware Charter #: 02114581
Texas Charter #: 00077337

Incorporated in state of Delaware 01-14-87 ZPD1'S Parent company
Mega Plus Dialing, Inc. was acquired by U.S. Long Distance Corp on 7-16-87.
ZPD1 Declared and Issued Preferred Stock Dividend to Mega Plus on 10-01-91 and
Issued 100,000 shares of its common stock to USLD CORP in exchange for debt,
making USLD Corp the parent company of ZPD1.

OFFICERS-	Name	Address	San Antonio, Tx	SSAN Number
Chairman of the Board	Parris H. Holmes, Jr.	13906 Bluff Wind	78216	453-66-4544
President	Larry M. James	108 Fawn Drive	78231	435-68-4348
Sr Vice President and Chief Operating Officer	Alan W. Saltzman	2810 Hopeton	78230	461-82-7314
Sr Vice President- Finance and Corporate Secretary	Mark D. Buckner	306 Terrell Road	78209	494-56-9280
Vice President - Sales	Paul L. Gehri	14939 Dancers Image	78248	266-96-0849
Vice President - Customer Service	Jeanne L. Jackson	15030 Mineral Spring	78247	491-62-0860
Vice President - Quality Assurance & Production Control	Elizabeth A. Cockrell	24819 House Mountain	78255	467-27-8734
Vice President - Treasurer	Kelly E. Simmons	2626 Pebble Bow	78232	460-02-4688
Vice President - Accounting	Philip J. Stonin	4601 Wild Brian Road	78746	052-44-8963
Assistant Secretary	Kenneth A. Prinz	503 Rockhill	78209	463-82-9300

Date BOARD OF DIRECTORS-

Elected	Name	Address	San Antonio, Tx	SSAN Number
02/04/92	Parris H. Holmes, Jr.	13906 Bluff Wind	78216	453-66-4544
02/04/92	Mark D. Buckner	306 Terrell Road	78209	494-56-9280
02/04/92	Larry M. James	108 Fawn Drive	78231	435-68-4348
02/04/92	Alan W. Saltzman	2810 Hopeton	78230	461-82-7314

COMMON SHARES-

	AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91	101,000	NONE	100,000	Owned by U.S. Long Distance Corp. (100,000)
10/10/91			1,000	Owned by Mega Plus Dialing, Inc. (1,000)
01/14/87	1,000	NONE	1,000	Owned by Mega Plus Dialing, Inc. (1,000)

PREFERRED SHARES-

	AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91	10,000	NONE	10,000	Owned by Mega Plus Dialing, Inc. (10,000)

Fiscal Year End: September 30

Filing Fee \$50.00

13673.9B
State of Rhode Island and Providence Plantations

To be filed annually between
January 1st and March 1st

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0057022 Annual Report for the year 1992

FIRST: The name of the corporation is Zero Plus Dialing, Inc.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is billing AND collection of long distance telecommunications

FOURTH: If foreign corporation, address of its principal office 9311 SAN PEDRO, SUITE 300
SAN ANTONIO, TX 78216

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)
Name Office Address (including number, street, zip code)

Director

RIDER ATTACHED

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
101,000	COMMON	PAYD	NONE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
101,000	COMMON	N/A	NONE

Dated Feb. 25 19 92

Zero Plus Dialing, Inc.
(Name of Corporation)

By

Title

(Report must be signed by an officer)

CORPORATE STRUCTURE

ZERO PLUS DIALING, INC.
9311 San Pedro Ave Suite 300
San Antonio, Texas 78216
(512) 525-9009

Federal tax # : 74-2467147

Incorporated in state of Delaware 01-14-87
Parent company (Mega Plus Dialing, Inc.) was
acquired by U.S. Long Distance Corp. on 07-16-87.
ZPD declared and issued Preferred Stock Dividend to Mega Plus on
10-01-91 and issued 100,000 shares of its common stock to USLD CORP
in exchange for debt, thus making USLD, Corp the parent company.

OFFICERS-	Name	Address	SSAN Number
Chairman of the Board	Parris B. Holmes, Jr.	13906 Bluff Wind San Antonio, Tx 78216	453-66-4544
President	Larry M. James	103 Fawn Drive San Antonio, Tx 78231	435-68-4348
Senior Vice President and Chief Operating Officer	Alan W. Saltzman	2310 Hopeton San Antonio, Tx 78230	461-82-7314
Senior Vice President- Finance and Corporate Secretary	Mark D. Buckner	306 Terrell Road San Antonio, Tx 78209	494-56-9280
Vice President - Billing & Collection Services	Richard W. Morehouse	3545 Huntwick San Antonio, Tx 78230	562-62-5665
Vice President - Accounting and Corporate Treasurer	Kelly E. Simmons	2626 Pebble Bow San Antonio, Tx 78232	460-02-4688
Assistant Secretary	Kenneth A. Prinz	503 Rockhill San Antonio, Tx 78209	463-82-9300

Date BOARD OF DIRECTORS-

Elected				
02/04/92	Parris B. Holmes, Jr.	13906 Bluff Wind	San Antonio, Tx 78216	453-66-4544
02/04/92	Mark D. Buckner	306 Terrell Road	San Antonio, Tx 78209	494-56-9280
02/04/92	Larry M. James	103 Fawn Drive	San Antonio, Tx 78231	435-68-4348
02/04/92	Alan W. Saltzman	2310 Hopeton	San Antonio, Tx 78230	461-82-7314
02/04/92	Richard W. Jeffs	744 W. Hastings St #300	Vancouver, British Columbia, Canada	

COMMON SHARES-

	AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING
10/10/91	101,000	NONE	100,000 Owned by U.S. Long Distance, Corp. (100,000) 1,000 Owned by Mega Plus Dialing, Inc. (1,000)
09/30/89	1,000	NONE	1,000 Owned by Mega Plus Dialing, Inc. (1,000)
01/14/87	1,000	NONE	1,000 Owned by Mega Plus Dialing, Inc. (1,000)

Fiscal Year End: September 30

iling Fee \$50.00
ayable to: \$
ecretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0057022 Annual Report for the year: 1994
Name of Business Entity: Zero Plus Dialing, Inc.

Business entity organized under the laws of the State of: DELAWARE
Federal Taxpayer Identification Number: [REDACTED]
For foreign entity, address and telephone number of principal office:
9311 SAN PEDRO
SUITE 300
SAN ANTONIO, TX 78216
Phone: (210) 525-9009
Address and telephone of the principal office of business entity in Rhode
Island (Provide street address - Not P.O. Box):
NONE
Phone: ()

Business Entity is (check one):
☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)
Name, title and mailing address of contact person to whom
communications may be directed:
KENNETH A. PRINZ
DIRECTOR, CORPORATE TAX
9311 SAN PEDRO, STE. 300
SAN ANTONIO, TX 78216
Brief statement of the character of business conducted in Rhode Island:
LONG DISTANCE BILLING AND
COLLECTION SERVICES
Date of Organization: 1-14-87
Date of Qualification to do business in Rhode Island (if foreign entity):
8-7-89

THE NAMES OF THE OFFICERS ARE:

	STREET ADDRESS	CITY/STATE	ZIP CODE
☐ CHIEF EXECUTIVE OFFICER OR ☐ PRESIDENT (Check One)	<u>SEE ATTACHED LIST</u>		
☐ CHIEF OPERATING OFFICER OR ☐ VICE PRESIDENT (Check One)			
☐ CUSTODIAN OF RECORDS OR ☐ SECRETARY (Check One)			
☐ CHIEF FINANCIAL OFFICER OR ☐ TREASURER (Check One)			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>SEE ATTACHED LIST</u>			

FILED

FEB 18 1994

By 03-1785 MUE

NUMBER OF SHARES AUTHORIZED (If Applicable)			NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)		
NUMBER	<u>101,000</u>	<u>10,000</u>	NUMBER	<u>101,000</u>	<u>10,000</u>
CLASS	<u>Common</u>	<u>PREFERRED</u>	CLASS	<u>Common</u>	<u>PREFERRED</u>
SERIES	<u>N/A</u>	<u>N/A</u>	SERIES	<u>N/A</u>	<u>N/A</u>
PAR VALUE OR WITHOUT PAR	<u>WITHOUT PAR</u>	<u>\$10.00</u>	PAR VALUE OR WITHOUT PAR	<u>WITHOUT PAR</u>	<u>\$10.00</u>

7 IN 94 Kenneth A. Prinz

CORPORATE STRUCTURE

ZERO PLUS DIALING, INC.

9311 San Pedro Ave Suite 300
San Antonio, Texas 78216
(210) 525-9009

Federal Tax Id #: 74-2467147
Delaware Charter #: 2114581
Texas Charter #: 00077337-0

Incorporated in state of Delaware 01-14-87
ZPDI's Parent Company, Mega Plus Dialing, Inc. was
acquired by U.S. Long Distance Corp. on 07-16-87.
ZPDI declared and issued a Preferred Stock Dividend to Mega Plus on
10-01-91 and issued 100,000 shares of its common stock to USLD CORP
in exchange for debt, making USLD CORP the parent company of ZPDI.

OFFICERS -	Name	Address	SSAN Number
Chairman of the Board	Parris H. Holmes, Jr.	13906 Bluff Wind San Antonio, Texas 78216	453-66-4544
President	Larry M. James	108 Fawn Drive San Antonio, Texas 78231	435-68-4348
Executive Vice President and Chief Operating Officer	Alan W. Saltzman	2810 Hopeton San Antonio, Texas 78230	461-82-7314
Sr Vice President - Finance,	Stephen Deaton		
Corporate Secretary	W. Audie Long	9362 Hathaway Dallas, Texas 75220	463-66-7419
Vice President - Sales	Paul L. Gehri	14939 Dancers Image San Antonio, Texas 78248	266-96-0849
Vice President - Customer Service	Jeanne L. Jackson	15030 Mineral Spring San Antonio, Texas 78247	491-62-0860
Vice President - Quality Assurance & Production Control	Elizabeth A. Cockrell	24819 House Mountain San Antonio, Texas 78255	467-27-8734
Vice President - Telco Relations	Robert Gullledge	811 Light Stone Dr San Antonio, Texas 78258	137-50-4948
Vice President - Treasurer	Kelly E. Simmons	1614 Wolf Crest San Antonio, Texas 78248	460-02-4688
Vice President - Accounting	Phillip J. Storin	4601 Wild Briar Pass Austin, Texas 78746	062-44-8963
Assistant Secretary	Kenneth A. Prinz	503 Rockhill San Antonio, Texas 78209	463-82-9300

BOARD OF DIRECTORS -

Date Elected	Name	Address	SSAN Number
3/16/93	Parris H. Holmes, Jr.	13906 Bluff Wind San Antonio, Texas 78216	453-66-4544
3/16/93	Larry M. James	108 Fawn Drive San Antonio, Texas 78231	435-68-4348
3/16/93	Alan W. Saltzman	2810 Hopeton San Antonio, Texas 78230	461-82-7314

COMMON SHARES -		ISSUED & OUTSTANDING	
AUTHORIZED	PAR VALUE		
10/10/91 101,000	NONE	100,000	Owned by U.S. Long Distance Corp.
10/10/91		1,000	Owned by Mega Plus Dialing, Inc.
1/14/87 1,000	NONE	1,000	Owned by Mega Plus Dialing, Inc.
PREFERRED SHARES -		ISSUED & OUTSTANDING	
AUTHORIZED	PAR VALUE		
10/10/91 10,000	\$10.00	10,000	Owned by Mega Plus Dialing, Inc.

Fiscal Year End: September 30

Filing Fee \$50.00

249301/2

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0057022 Annual Report for the year 1993

FIRST: The name of the corporation is Zero Plus Dialing, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Long Distance Billing & Collection Svcs.

FOURTH: If foreign corporation, address of its principal office Attn: Tax Dept.
9311 San Pedro Suite 300

San Antonio, TX 78216

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEE
ATTACHED
LIST

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

101,000

Common

N/A

NONE

10,000

Preferred

N/A

NONE

PAID

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

101,000

Common

N/A

NONE

10,000

Preferred

N/A

NONE

MAR 01 1993

SECRETARY OF STATE

Dated 2/26 1993

Zero Plus Dialing, Inc.

(Name of Corporation)

By

[Signature]

Title

Assistant Secretary

(Report must be signed by an officer)

CORPORATE STRUCTURE

ZERO PLUS DIALING, INC.
9311 San Pedro Ave Suite 300
San Antonio, Texas 78216
(210) 525-9009

Federal tax # : 74-2467147
Delaware Charter #: 02114581
Texas Charter #: 00077337

Incorporated in state of Delaware 01-14-87 ZP01'S Parent company
Mega Plus Dialing, Inc. was acquired by U.S. Long Distance Corp on 7-16-87.
ZP01 Declared and Issued Preferred Stock Dividend to Mega Plus on 10-01-91 and
Issued 100,000 shares of its common stock to USLD CORP in exchange for debt,
making USLD Corp the parent company of ZP01.

OFFICERS-	Name	Address	San Antonio, Tx	SSAN Number
Chairman of the Board	Parris H. Holmes, Jr.	13906 Bluff Wind	78216	453-66-4544
President	Larry M. James	108 Fawn Drive	78231	435-68-4348
Sr Vice President and Chief Operating Officer	Alan W. Saltzman	2810 Hopeton	78230	461-82-7314
Sr Vice President- Finance and Corporate Secretary	Mark D. Buckner	306 Terrell Road	78209	494-56-9280
Vice President - Sales	Paul L. Gehri	14939 Dancers Image	78248	266-96-0849
Vice President - Customer Service	Jeanne L. Jackson	15030 Mineral Spring	78247	491-62-0860
Vice President - Quality Assurance & Production Control	Elizabeth A. Cockrell	24819 House Mountain	78255	467-27-8734
Vice President - Treasurer	Kelly E. Simmons	2626 Pebble Bow	78232	460-02-4688
Vice President - Accounting	Philip J. Storin	4601 Wild Briar Pass	Austin, Tx 78746	062-44-8963
Assistant Secretary	Kenneth A. Prinz	503 Rockhill	78209	463-82-9300

Date BOARD OF DIRECTORS-

Elected	Name	Address	San Antonio, Tx	SSAN Number
02/04/92	Parris H. Holmes, Jr.	13906 Bluff Wind	78216	453-66-4544
02/04/92	Mark D. Buckner	306 Terrell Road	78209	494-56-9280
02/04/92	Larry M. James	108 Fawn Drive	78231	435-68-4348
02/04/92	Alan W. Saltzman	2810 Hopeton	78230	461-82-7314

COMMON SHARES-

AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91 101,000	NONE	100,000	Owned by U.S. Long Distance Corp. (100,000)
10/10/91		1,000	Owned by Mega Plus Dialing, Inc. (1,000)
01/14/87 1,000	NONE	1,000	Owned by Mega Plus Dialing, Inc. (1,000)

PREFERRED SHARES-

AUTHORIZED	PAR VALUE	ISSUED & OUTSTANDING	
10/10/91 10,000	NONE	10,000	Owned by Mega Plus Dialing, Inc. (10,000)

Fiscal Year End: September 30

Filing fee \$50.00

To be filed annually between
January 1st and March 1st

13673.9B
State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0057022 Annual Report for the year 1992

FIRST: The name of the corporation is Zero Plus Dining, Inc.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is billing AND collection of long distance telecommunications

FOURTH: If foreign corporation, address of its principal office 9311 SAN PEDRO, SUITE 300
SAN ANTONIO, TX 78216

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

RIDER ATTACHED

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

101,000

COMMON

N/A

NONE

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

101,000

COMMON

N/A

NONE

Dated Feb. 25 19 92

Zero Plus Dining, Inc.
(Name of Corporation)

By

Title

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0057022 **KC** Annual Report for the year 1991

FIRST: The name of the corporation is Zero Plus Dialing, Inc.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is billing AND collection OF long distance telecommunications

FOURTH: If foreign corporation, address of its principal office 9311 SAN PEDRO, SUITE 300
SAN ANTONIO, TX 78216

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>PARRIS H. HOLMES, JR.</u>	<u>Director</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>
<u>MARK D. BUCKNER</u>	<u>Director</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>
<u>RICHARD N. JEFFS</u>	<u>Director</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>
<u>PARRIS H. HOLMES, JR.</u>	<u>President</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>
<u>LARRY M. JAMES</u>	<u>Vice President</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>
<u>MARK D. BUCKNER</u>	<u>Secretary</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>
<u>KELLY E. SIMMONS</u>	<u>Treasurer</u>	<u>9311 SAN PEDRO, Ste. 300 SAN ANTONIO, TX 78216</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class
<u>1,000</u>	<u>COMMON</u>

Series
N/A

Par Value
or statement that
shares are without
par value
NONE

EIGHTH: Number of Shares issued:

No. of Shares	Class
<u>1</u>	<u>COMMON</u>

PAID

FEB 19 1991

Series
N/A OF STATE

Par Value
or statement that
shares are without
par value
NONE

Dated FEBRUARY 07 1991

ZERO PLUS DIALING, INC.
(Name of Corporation)

By [Signature]

Title Assistant Secretary

(Report must be signed by an officer)

LEAD PLUS DIALING, INC.
9711 SAN PEDRO AVE., SUITE 300
SAN ANTONIO, TEXAS 78216
MI CORPORATE ID: 0057022

RIDER FOR STATE OF RHODE ISLAND ANNUAL REPORT

ANNUAL REPORT YEAR 1991

ADDITIONAL OFFICERS:

ALAN W. BALTZMAN	VICE PRESIDENT	9711 SAN PEDRO AVE., SUITE 300	SAN ANTONIO, TEXAS 78216
KENNETH R. PRINE	ASSISTANT SECRETARY	9711 SAN PEDRO AVE., SUITE 300	SAN ANTONIO, TEXAS 78216

State of Rhode Island and Providence PlantationsCORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903Corporate ID 0257022 Annual Report for the year 1990FIRST: The name of the corporation is Zero Plus Dialing, Inc.SECOND: It is incorporated under the laws of DelawareTHIRD: Character of business, briefly stated, is billing and collection of long distance
telecommunicationsFOURTH: If foreign corporation, address of its principal office 9311 San Pedro, Suite 300
San Antonio, Texas 78216FIFTH: Business address in Rhode Island None

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Parris H. Holmes, Jr.	Director	9311 San Pedro, Suite 300 San Antonio, Tx 78216
Mark D. Buckner	Director	9311 San Pedro, Suite 300 San Antonio, Tx 78216
Richard N. Jeffs	Director	9311 San Pedro, Suite 300 San Antonio, Tx 78216
Parris H. Holmes, Jr.	President	9311 San Pedro, Suite 300 San Antonio, Tx 78216
Larry M. James	Vice President	9311 San Pedro, Suite 300 San Antonio, Tx 78216
Mark D. Buckner	Secretary	9311 San Pedro, Suite 300 San Antonio, Tx 78216
Kelly E. Simmons	Treasurer	9311 San Pedro, Suite 300 San Antonio, Tx 78216

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common	N/A	None

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common	N/A	None

PAID
MAR 05 1990
SEC'Y. OF STATEDated 19Zero Plus Dialing, Inc.
(Name of Corporation)By Kelly E. SimmonsTitle Treasurer

(Report must be signed by an officer)

PROFIT CORPORATION
ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1 CORPORATE ID NO 57022
2 NAME OF CORPORATION Zero Plus Dialing, Inc.

3 STREET ADDRESS PRINCIPAL BUSINESS OFFICE 9311 San Pedro, Suite 400
CITY San Antonio STATE Texas ZIP CODE 78216
4 BUSINESS PHONE NO (210) 525-9009
5 STATE OF INCORPORATION Delaware
6 SIC CODE 7880

7 BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND

Third-party billing services to providers of telecommunications services.

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME			VICE PRESIDENT NAME		
Alan W. Saltzman			Kelly E. Simmons		
STREET ADDRESS			STREET ADDRESS		
9311 San Pedro, Suite 400			9311 San Pedro, Suite 400		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
San Antonio	Texas	78216	San Antonio	Texas	78216
SECRETARY NAME			TREASURER NAME		
Kelly E. Simmons			Kelly E. Simmons		
STREET ADDRESS			STREET ADDRESS		
9311 San Pedro, Suite 400			9311 San Pedro, Suite 400		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
San Antonio	Texas	78216	San Antonio	Texas	78216

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME - CEO			DIRECTOR NAME		
Parris H. Holmes, Jr.			Lee Cooke		
STREET ADDRESS			STREET ADDRESS		
9311 San Pedro, Suite 400			7600 Burnet Rd., Suite 350		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
San Antonio	Texas	78216	Austin	Texas	78757
STREET ADDRESS			STREET ADDRESS		
Alan W. Saltzman			James E. Sowell		
STREET ADDRESS			STREET ADDRESS		
9311 San Pedro, Suite 400			3131 McKinney Ave., Suite 200		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
San Antonio	Texas	78216	Dallas	Texas	75204

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
101,000	Common	No par	101,000	Common	No par
10,000	Preferred	\$10.00	10,000	Preferred	\$10.00

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date:

10/10/96

Check No:

Amended - No Fee

By:

For Secretary of State Use Only

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Marshall N. Millard
Signature of Officer

MARSHALL N. MILLARD
Print or Type Name of Officer

Assistant Secretary
Title of Officer

9/30/96
Date
FORM 31 12-95