

**BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI**

<b>In the Matter of</b>	)	
	)	
<b>Joint Application of</b>	)	
<b>Dialaround Enterprises Inc.</b>	)	
<b>and</b>	)	<b>Case No. _____</b>
<b>STi Prepaid, LLC</b>	)	
<b>For Authority to Transfer Assets</b>	)	

**APPLICATION**

STi Prepaid, LLC (“STi Prepaid”) and Dialaround Enterprises Inc. (“DEI”) (together “Applicants”), by its undersigned counsel and pursuant to Sections 240-3.520 and 240-2.060 of the Missouri Code of State Regulations, hereby seeks authority to transfer substantially all of DEI’s assets to STi Prepaid. In support of their Application, DEI and STi Prepaid provide the following information:

**I. Description of Joint Applicants**

**A. Dialaround Enterprises Inc.**

DEI is a privately held Delaware corporation with headquarters at 30-50 Whitestone Expressway, 4th Floor, Flushing, New York 11354. DEI is authorized to do business in Missouri. Its certificate of authority to transact business in the State of Missouri is attached as Exhibit A.

DEI is authorized to provide intrastate interexchange telecommunications services in the State of Missouri pursuant to an order issued by the Missouri Public Service Commission (“Commission”) on February 20, 2003 in Case number XA-2003-0241. DEI is a switchless, non-facilities-based interexchange resale carrier providing switched interexchange

telecommunications services, including prepaid calling card services and dial-around (10-10) services to businesses and residences.

**B. STi Prepaid, LLC**

STi Prepaid is a limited liability company organized under the laws of Delaware. A copy of STi Prepaid's articles of organization are attached as Exhibit B. STi Prepaid is qualified to transact business in the state of Missouri and holds a certificate of authority as a foreign limited liability company. A copy of the certificate of authority is attached as Exhibit C. STi Prepaid will provide service under the fictitious names Telco Group, Telco, TGI, Dialaround Enterprises, Dialaround, VOIP Enterprises, VOIP and DEI. A copy of the registrations of the fictitious names is attached as Exhibit D. Concurrent with this Joint Application, STi Prepaid is filing its Application with this Commission for a Certificate of Authority to provide intrastate interexchange telecommunications services with the State of Missouri.

**C. Contact Information**

Correspondence, orders, or other material concerning this Application should be directed to:

Leland B. Curtis, #20550  
Curtis, Heinz, Garrett & O'Keefe, P.C.  
130 S. Bemiston, Suite 200  
Clayton, Missouri 63105  
(314) 725-8788 (telephone)  
(314) 725-8789 (fax)  
lcurtis@lawfirmemail.com

and

Cheri R. Kiser and  
Stefani V. Watterson  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
701 Pennsylvania Avenue, NW, Suite 900  
Washington, D.C. 20004  
202-434-7300 (telephone)  
202-434-7400 (facsimile)  
crkiser@mintz.com  
svwatterson@mintz.com

## **II. Description of the Transaction**

On January 23, 2007, DEI and certain of its affiliates (collectively, “Sellers”) entered into an Asset Purchase and Contribution Agreement (“Agreement”) with STi Prepaid and certain of its affiliates pursuant to which Sellers agreed to transfer all or substantially all of their assets and liabilities to STi Prepaid, including the authorizations held by DEI to provide telecommunications services (the “Transaction”). Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

Pursuant to the terms of the Agreement, STi Prepaid will purchase seventy-five percent (75%) of the assets and assume seventy-five percent (75%) of the Sellers’ liabilities. The assets to be transferred by the Sellers to STi Prepaid include DEI’s authorizations to provide telecommunications services. At the completion of the Transaction, STi Prepaid will hold DEI’s authorizations to provide telecommunications services. STi Prepaid is an indirect wholly-owned subsidiary of Leucadia National Corporation (“Leucadia”), a publicly-traded New York corporation. The purchase price for Leucadia’s interest in Sellers’ assets and liabilities is \$120,000,000 in cash, subject to adjustment based on working capital and certain liabilities relating to the purchased assets.

The remaining twenty-five percent (25%) of STi Prepaid will be held by Samer Tawfik through a new limited liability company, ST Finance, LLC (“ST Finance”), which will be formed at or prior to the consummation of the Transaction. Samer Tawfik, a United States citizen, will indirectly own a one hundred percent (100%) membership interest in ST Finance through seven holding companies, all of which are Delaware entities. The seven holding companies are: Telco Group, Inc., STi Phoncard Inc., Dialaround Enterprises Inc., STi Mobile Inc., Phoncard Enterprises Inc., VOIP Enterprises Inc., and STi PCS, LLC. Samer Tawfik will

capitalize ST Finance by contributing the remaining twenty-five percent (25%) of Sellers' assets and liabilities to ST Finance (other than assets and liabilities excluded from the Transaction pursuant to the Agreement). ST Finance will then contribute the twenty-five percent (25%) share of the assets and liabilities it received from Samer Tawfik and Sellers to STi Prepaid in exchange for ST Finance holding a twenty-five percent (25%) membership interest in STi Prepaid. Upon receipt of all necessary regulatory approvals, DEI will surrender its current authorization to the Commission. STi Prepaid will operate under the fictitious name of DEI, and thus the Transaction will be transparent to consumers. Consumers utilizing DEI's services will continue to receive high-quality telecommunications services without interruption and without change in rates, terms, or conditions.

Customer notice is not required in this case because DEI does not have a dedicated customer base. DEI's customers are billed through a third party. As a result, DEI has no knowledge of the identity of the persons that utilize its services, and has no direct relationship with the persons utilizing DEI's services. Accordingly, customer notification of this Transaction is unnecessary and would be almost impossible.

The Joint Applicants do not have any pending action or final unsatisfied judgments or decisions against them from any state or federal agency or court within three years of the date of this Application.

No annual reports or assessment fees are overdue for either company.

### **III. Public Interest**

The proposed Transaction furthers the public interest, convenience, and necessity. The assignment of DEI's assets to STi Prepaid will benefit consumers by ensuring that consumers continue to have a wide range of telecommunications choices in the long distance market. As an

affiliate of Leucadia National Corporation (“Leucadia”), a publicly traded company, STi Prepaid will have access to the public capital markets that can provide support for the expansion of the services currently offered by DEI. STi Prepaid will benefit from DEI’s experience providing telecommunications services, which will be further enhanced through STi Prepaid’s access to the telecommunications expertise of Leucadia, which has previously managed numerous other providers of telecommunications services through various subsidiaries. The combination of existing technical experience at DEI and the financial backing of Leucadia will enhance STi Prepaid’s ability to efficiently provide and expand its services.

The proposed Transaction does not present any anticompetitive issues. STi Prepaid’s entry into the Missouri marketplace will benefit the public indirectly by increasing the competitive pressure felt by existing interexchange carriers (“IXCs”) spurring them to lower costs and improve services in response.

Finally, the proposed Transaction will have no impact on tax revenues of any political subdivision in which structures, facilities or equipment of the Joint Applicants are located.

#### **IV. Conclusion.**

The Joint Applicants respectfully request that the Missouri Public Service commission approve the Transaction for the reasons stated herein.

Respectfully submitted,

/s/ Leland B. Curtis

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Leland B. Curtis, #20550  
Curtis, Heinz, Garrett & O'Keefe, P.C.  
130 S. Bemiston, Suite 200  
Clayton, Missouri 63105  
(314) 725-8788 (telephone)  
(314) 725-8789 (fax)  
lcurtis @lawfirmemail.com

and

Cheri R. Kiser and  
Stefani V. Watterson  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
701 Pennsylvania Avenue, NW, Suite 900  
Washington, D.C. 20004  
202-434-7300 (telephone)  
202-434-7400 (facsimile)  
crkiser@mintz.com  
svwatterson@mintz.com

Attorneys for Dialaround Enterprises, Inc.  
and STi Prepaid, LLC

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of this document was emailed and/or mailed to the parties listed below on this 13th day of April, 2007.

/s/ Leland B. Curtis

---

Leland B.Curtis

Office of the Public Counsel  
PO Box 2230  
Jefferson City, Missouri 65102  
opcservice@ded.mo.gov

Office of General Counsel  
Missouri Public Service Commission  
PO Box 360  
Jefferson City, Missouri 65102  
gencounsel@psc.mo.gov

## **EXHIBITS**

<b>EXHIBIT A</b>	<b>Dialaround Enterprise's Certificate of Authority</b>
<b>EXHIBIT B</b>	<b>STi Prepaid's Articles of Organization</b>
<b>EXHIBIT C</b>	<b>STi Prepaid's Certificate of Authority</b>
<b>EXHIBIT D</b>	<b>Registration of Fictitious Names</b>



## **EXHIBIT A**

### **Dialaround Enterprises' Certificate of Authority**

No. F00513351

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

## CORPORATION DIVISION - CERTIFICATE OF AUTHORITY


WHEREAS,  
DIALAROUND ENTERPRISES INC.

using in Missouri the name  
DIALAROUND ENTERPRISES INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of DELAWARE.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 26th day of SEPTEMBER, 2002.

  
Secretary of State

\$155.00



## **EXHIBIT B**

### **STi Prepaid's Articles of Organization**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STI PREPAID, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "STI PREPAID, LLC" WAS FORMED ON THE NINETEENTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4271215 8300  
070040179



*Harriet Smith Windsor*  
\_\_\_\_\_  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5351107

DATE: 01-12-07

# Delaware

PAGE 1

*The First State*

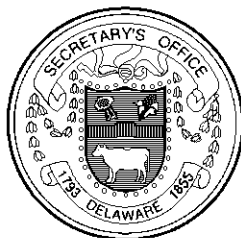
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "STI PREPAID, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2006, AT 10:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "STI PREPAID, LLC".

4271215 8100H  
070040179



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5351108

DATE: 01-12-07

**CERTIFICATE OF FORMATION**

**OF**

**STi PREPAID, LLC**

This Certificate of Formation of STi Prepaid, LLC (the "LLC") is being duly executed and filed by Andrea A. Bernstein as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST: The name of the limited liability company formed hereby is

STi Prepaid, LLC

SECOND: The address of the LLC's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801. The Corporation Trust Company is the LLC's registered agent at that address.

THIRD: This Certificate of Formation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 19th day of December, 2006.

By: /s/ Andrea A. Bernstein  
Name: Andrea A. Bernstein  
Title: Authorized Person

## **EXHIBIT C**

### **STi Prepaid's Certificate of Authority**

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF REGISTRATION FOREIGN LIMITED LIABILITY COMPANY

WHEREAS,

*STI PREPAID, LLC*  
*FL0795191*

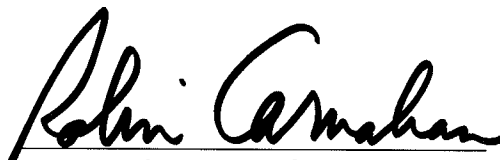
Using in Missouri the name

*STI PREPAID, LLC*

and existing under the laws of the State of Delaware has filed with this state its Application for Registration and whereas this Application for Registration conforms to the Missouri Limited Company Act.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, by virtue of authority vested in me by law, do hereby certify and declare that on the 8th day of February, 2007, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
8th day of February, 2007.

  
Secretary of State





# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

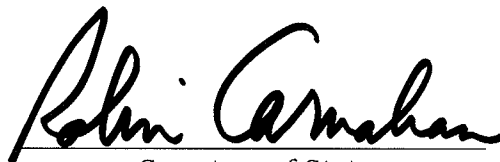
**STI PREPAID, LLC**

using in Missouri the name

**STI PREPAID, LLC  
FL0795191**

a DELAWARE entity was created under the laws of this State on the 8th day of February, 2007, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 13th day of February, 2007

  
Secretary of State



Certification Number: 9410848-1 Reference:

Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

## **EXHIBIT D**

### **Registration of Fictitious Names**



# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611694  
X00796560  
Date Filed: 02/08/2007  
Expiration Date: 02/08/2012  
Robin Carnahan  
Secretary of State

## Registration of Fictitious Name

(Submit with filing fee of \$7)  
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: Telco Group

Business Address: 30-50 Whitestone Expressway

(P.O. Box may only be used in addition to a physical street address)

City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal 100%
STi Prepaid, LLC	30-50 Whitestone Expressway	Flushing, NY	11354	

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Authorized Signature: David J. Larsen Printed Name: David Larsen, VP of BEI Prepaid, LLC - Member Date: 2/5/07

Authorized Signature: \_\_\_\_\_ Printed Name: \_\_\_\_\_ Date: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_ Printed Name: \_\_\_\_\_ Date: \_\_\_\_\_

Name and address to return filed document:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901126



# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611695

X00796562

Date Filed: 02/08/2007

Expiration Date: 02/08/2012

Robin Carnahan

Secretary of State

## Registration of Fictitious Name

(Submit with filing fee of \$7)

(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: Telco

Business Address: 30-50 Whitestone Expressway

(P.O. Box may only be used in addition to a physical street address)

City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners,

Individual or

Business Entity

STi Prepaid, LLC

Street and Number

30-50 Whitestone Expressway Flushing, NY

City and State

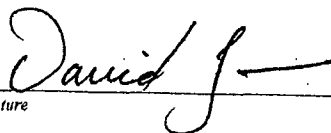
Zip Code

11354

If listed,  
Percentage of  
ownership  
must equal  
100%

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Authorized Signature 

David Larsen, VP of BEI Prepaid, LLC - Member

Printed Name

2/5/07  
Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Name and address to return filed document:

Name:

Address:

City, State, and Zip Code:

State of Missouri  
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T0703901128



# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611696

X00796565

Date Filed: 02/08/2007

Expiration Date: 02/08/2012

Robin Carnahan

Secretary of State

## Registration of Fictitious Name

(Submit with filing fee of \$7)

(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: TGI

Business Address: 30-50 Whitestone Expressway

(P.O. Box may only be used in addition to a physical street address)

City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners,

Individual or

Business Entity

Street and Number

City and State

Zip Code

If listed,  
Percentage of  
ownership  
must equal  
100%

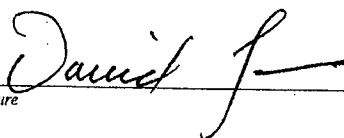
STi Prepaid, LLC

30-50 Whitestone Expressway Flushing, NY

11354

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Authorized Signature 

David Larsen, VP of BEI Prepaid, LLC - Member

Printed Name

2/8/07  
Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Name and address to return filed document:

Name:

Address:

City, State, and Zip Code:

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901130

Corp. Sec. (100)



# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611697

X00796566

Date Filed: 02/08/2007

Expiration Date: 02/08/2012

Robin Carnahan

Secretary of State

## Registration of Fictitious Name

(Submit with filing fee of \$7)

(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: Dialaround Enterprises

Business Address: 30-50 Whitestone Expressway  
(P.O. Box may only be used in addition to a physical street address)

City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners,

Individual or

Business Entity

Street and Number

City and State

Zip Code

If listed,  
Percentage of  
ownership  
must equal  
100%

STi Prepaid, LLC

30-50 Whitestone Expressway Flushing, NY

11354

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Authorized Signature

David Larsen, VP of BEI Prepaid, LLC - Member

Printed Name

2/5/07

Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Name and address to return filed document:

Name:

Address:

City, State, and Zip Code:

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901132



# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611698

X00796567

Date Filed: 02/08/2007

Expiration Date: 02/08/2012

Robin Carnahan

Secretary of State

## Registration of Fictitious Name

(Submit with filing fee of \$7)  
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: Dialaround  
Business Address: 30-50 Whitestone Expressway  
(P.O. Box may only be used in addition to a physical street address)  
City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal 100%
STi Prepaid, LLC	30-50 Whitestone Expressway	Flushing, NY	11354	

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Authorized Signature: David Larsen Printed Name: David Larsen, VP of BEI Prepaid, LLC - Member Date: 2/5/07

Authorized Signature: \_\_\_\_\_ Printed Name: \_\_\_\_\_ Date: \_\_\_\_\_

Authorized Signature: \_\_\_\_\_ Printed Name: \_\_\_\_\_ Date: \_\_\_\_\_

Name and address to return filed document:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901134



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611699

X00796569

Date Filed: 02/08/2007

Expiration Date: 02/08/2012

Robin Carnahan  
Secretary of State

**Registration of Fictitious Name**

(Submit with filing fee of \$7)  
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

**The undersigned is doing business under the following name, and at the following address:**

Business name to be registered: VOIP Enterprises

Business Address: 30-50 Whitestone Expressway

(P.O. Box may only be used in addition to a physical street address)

City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal 100%
STi Prepaid, LLC	30-50 Whitestone Expressway	Flushing, NY	11354	100%

**In Affirmation thereof, the facts stated above are true and correct :**

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

David J. David Larsen, VP of BEI Prepaid, LLC - Member 2/8/07  
Authorized Signature Printed Name Date

\_\_\_\_\_  
Authorized Signature Printed Name Date

\_\_\_\_\_  
Authorized Signature Printed Name Date

Name and address to return filed document:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901136





# State of Missouri

Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611700

X00796571

Date Filed: 02/08/2007

Expiration Date: 02/08/2012

Robin Carnahan  
Secretary of State

## Registration of Fictitious Name

(Submit with filing fee of \$7)  
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

The undersigned is doing business under the following name, and at the following address:

Business name to be registered: VOIP

Business Address: 30-50 Whitestone Expressway

(P.O. Box may only be used in addition to a physical street address)

City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal 100%
STi Prepaid, LLC	30-50 Whitestone Expressway	Flushing, NY	11354	100%

In Affirmation thereof, the facts stated above are true and correct :

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

Authorized Signature:

David Larsen, VP of BEI Prepaid, LLC - Member

Printed Name

2/5/07  
Date

Authorized Signature

Printed Name

Date

Authorized Signature

Printed Name

Date

Name and address to return filed document:

Name:

Address:

City, State, and Zip Code:

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901138

Corp. 30 (01/05)



**State of Missouri**  
Robin Carnahan, Secretary of State

Corporations Division  
P.O. Box 778 / 600 W. Main Street, Rm 322  
Jefferson City, MO 65102

File Number: 200704611693  
X00796552  
Date Filed: 02/08/2007  
Expiration Date: 02/08/2012  
Robin Carnahan  
Secretary of State

**Registration of Fictitious Name**

(Submit with filing fee of \$7)  
(Must be typed or printed)

This information is for the use of the public and gives no protection to the name being registered. There is no provision in this Chapter to keep another person or business entity from adopting and using the same name. The fictitious name registration expires 5 years from the filing date. (Chapter 417, RSMo)

**The undersigned is doing business under the following name, and at the following address:**

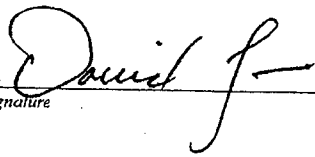
Business name to be registered: DEI  
Business Address: 30-50 Whitestone Expressway  
(P.O. Box may only be used in addition to a physical street address)  
City, State and Zip Code: Flushing, NY 11354

The parties having an interest in the business, and the percentage they own are (If a business entity is owner, indicate business name and percentage owned. If all parties are jointly and severally liable, percentage of ownership need not be listed.):

Name of Owners, Individual or Business Entity	Street and Number	City and State	Zip Code	If listed, Percentage of ownership must equal
STi Prepaid, LLC	30-50 Whitestone Expressway	Flushing, NY	11354	100%

**In Affirmation thereof, the facts stated above are true and correct :**

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.060 RSMo)

 Authorized Signature	David Larsen, VP of BEI Prepaid, LLC - Member Printed Name	2/8/07 Date
_____ Authorized Signature	_____ Printed Name	_____ Date
_____ Authorized Signature	_____ Printed Name	_____ Date

Name and address to return filed document:

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City, State, and Zip Code: \_\_\_\_\_

State of Missouri  
Fictitious Creation 1 Page(s)



T0703901140