BEFORE THE PUBLIC SERVICE COMMISSION STATE OF MISSOURI

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

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 Prepaids' 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
sywatterson@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 Phonecard Inc., Dialaround Enterprises Inc., STi Mobile Inc., Phonecard 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

Leland B. Curtis, #20550 Curtis, Heinz, Garrett & O'Keefe, P.C. 130 S. Bemiston, Sutie 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
sywatterson@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

EXHIBIT A Dialaround Enterprise's Certificate of Authority

EXHIBIT B STi Prepaid's Articles of Organization

EXHIBIT C STi Prepaid's Certificate of Authority

EXHIBIT D Registration of Fictitious Names

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

Varriet Smith Windson

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5351107

DATE: 01-12-07

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".

TARY'S ORTER

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5351108

DATE: 01-12-07

4271215 8100H

070040179

State of Delaware Secretary of State Division of Corporations Delivered 11:10 PM 12/19/2006 FILED 10:23 PM 12/19/2006 SRV 061166065 - 4271215 FILE

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 <u>Del.C.</u> § 18-101, <u>et seq.</u>).

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.

Alm Complement 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

Alm Complement Secretary of State

Certification Number: 9410848-1 Reference:



EXHIBIT D

Registration of Fictitious Names



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)

The undersigners name a	to he resistant	Telco Group			
Business Addres		30-50 Whitestone	Expressway		
		a physical street address,			
City, State and Z	Zip Code:	Flushing, NY 113	54		
The parties having an inte- percentage owned. If all	erest in the busines parties are jointly	ss, and the percentage and severally liable.	ge they own are (If a busin	ess entity is owner, ind	icate business name and
Name of Owners,		•	A	need not be fisted.):	If listed, Percentage of
Individual or					ownership
Business Entity		nd Number	City and State	Zip Code	must equal 100%
STi Prepaid, LLC	30-50 W	hitestone Expresswa	y Flushing, NY	11354	100 70
n Affirmation thereof, th	ne facts stated abo	ove are true and co	rrect :		
n Affirmation thereof, the	ne facts stated abo	e in this filing are subject	t to the penalties provided under		
au distributed understands that	ne facts stated about false statements made	e in this filing are subject	rrect: to the penalties provided under vavid Larsen, VP of BEI Pr		2/5/07
uthorized Signature	ne facts stated about false statements made	e in this filing are subject	to the penalties provided under lavid Larsen, VP of BEI Pr Printed Name		2/5/07 Date
uthorized Signature	ne facts stated about false statements made	e in this filing are subject	to the penalties provided under		2/s/o7 Date
uthorized Signature	ne facts stated about false statements made	e in this filing are subject	to the penalties provided under lavid Larsen, VP of BEI Pr Printed Name		2/s/07 Date Date
uthorized Signature	ne facts stated about false statements made	e in this filing are subject	to the penalties provided under lavid Larsen, VP of BEI Pr Printed Name Printed Name		
uthorized Signature uthorized Signature	at talse statements made	e in this filing are subject	I to the penalties provided under varied Larsen, VP of BEI Properties of Printed Name Printed Name Printed Name	repaid, LLC - Member	Date
uthorized Signature uthorized Signature uthorized Signature Name and address to return	at talse statements made	e in this filing are subject	I to the penalties provided under varied Larsen, VP of BEI Properties of Printed Name Printed Name Printed Name	repaid, LLC - Member	Date
n Affirmation thereof, the The undersigned understands that the undersigned understands that uthorized Signature uthorized Signature Name and address to return Name: Address: City, State, and Zip Code:	n filed document:	e in this filing are subject	I to the penalties provided under varied Larsen, VP of BEI Properties of Printed Name Printed Name Printed Name	repaid, LLC - Member	Date



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 Whiteston			
(P.O. Box may only be used in addition to	a physical street address	s)		
City, State and Zip Code:	Flushing, NY 11:	354		
The parties having an interest in the busine percentage owned. If all parties are jointly Name of Owners,	ess, and the percenta y and severally liable	ge they own are (If a busin e, percentage of ownership	ess entity is owner, indic need not be listed.):	ate business name and If listed, Percentage of
Individual or				ownership
ami m	and Number Whitestone Expressw	City and State	Zip Code 11354	must equal 100%
The undersigned understands that false statements may be according to the understands that false statements may be understands that false statements are understands as the false statements are understands are understands as the false statements are understands as the fa	ede in this filing are subje	ct to the penalties provided under David Larsen, VP of BEI P		2/5/07
The undersigned understands that false statements may	ede in this filing are subje	ct to the penalties provided under		2/S/07 Date
The undersigned understands that false statements me authorized Signature	ede in this filing are subje	ct to the penalties provided under David Larsen, VP of BEI P		2/S/07 Date Date
Ine undersigned understands that false statements me autical duthorized Signature	ede in this filing are subje	et to the penalties provided under David Larsen, VP of BEI P		2/S/07 Date Date
Authorized Signature Authorized Signature Authorized Signature	nde in this filing are subje	et to the penalties provided under David Larsen, VP of BEI Pr Printed Name Printed Name	repaid, LLC - Member	Date
In Affirmation thereof, the facts stated all (The undersigned understands that false statements me authorized Signature) Authorized Signature Authorized Signature Name and address to return filed documents and address to return filed documents.	nde in this filing are subje	et to the penalties provided under David Larsen, VP of BEI Pr Printed Name Printed Name	repaid, LLC - Member	Date
Authorized Signature Authorized Signature Authorized Signature Name and address to return filed document	nde in this filing are subje	et to the penalties provided under David Larsen, VP of BEI Pr Printed Name Printed Name	repaid, LLC - Member	Date



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)

Business name to be	registered: TGI			
	30-50 Whitestone E			
Business Address: (P.O. Box may only be use	ed in addition to a physical street address)	xpressway		
City, State and Zip C		ł		
The parties having an interest percentage owned. If all parti-	in the business, and the percentage es are jointly and severally liable, p	they own are (If a busin ercentage of ownership	ess entity is owner, indic need not be listed.):	ate business name an
Name of Owners, Individual or				Percentage of ownership
Business Entity	Street and Number	City and State	Zip Code	must equal 100%
STi Prepaid, LLC	30-50 Whitestone Expressway		11354	100 /8
n Affirmation thereof, the fa The undersigned understands that falso	cts stated above are true and corn	rect:	Section 575,060 RSMa)	
The undersigned understands that falso	e statements made in this filing are subject to	n the penalties provided under	•	
The undersigned understands that false	e statements made in this filing are subject to	o the penalties provided under	•	2/3/07
The undersigned understands that false	e statements made in this filing are subject to	n the penalties provided under	•	2/3/07 Date
The undersigned understands that false	e statements made in this filing are subject to	o the penalties provided under	•	2/8/07 Date
The undersigned understands that falso	e statements made in this filing are subject to	o the penalties provided under vid Larsen, VP of BEI Portific Printed Name	•	2/8/07 Date Date
uthorized Signature uthorized Signature uthorized Signature	e statements made in this filing are subject to	o the penalties provided under vid Larsen, VP of BEI Parinted Name Printed Name	repaid, LLC - Member	Dute
uthorized Signature uthorized Signature uthorized Signature	e statements made in this filing are subject to	o the penalties provided under vid Larsen, VP of BEI Parinted Name Printed Name	•	Dute
uthorized Signature uthorized Signature uthorized Signature uthorized Signature	e statements made in this filing are subject to	o the penalties provided under vid Larsen, VP of BEI Parinted Name Printed Name	repaid, LLC - Member	Date
uthorized Signature uthorized Signature uthorized Signature	e statements made in this filing are subject to	o the penalties provided under vid Larsen, VP of BEI Parinted Name Printed Name	repaid, LLC - Member	Date



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 he typed or printed)

The undersigned	is doing busing	ess ander the lotton	mg name, and at the 101	nowing address:	
Business name to		Dialaround Enter			
Business Address:		30-50 Whitestone	Expressway		
(P.O. Box may only he	used in addition to a	a physical street address)			
City, State and Zip	Code:	Flushing, NY 113	54		
The parties having an interest percentage owned. If all parties of Owners, Individual or Business Entity STi Prepaid, LLC	Street a	is, and the percentag and severally liable, and Number hitestone Expresswa	City and State	need not be listed.): Zip Code 11354	ate business name an If listed, Percentage o ownership must equal 100%
n Affirmation thereof, the	facts stated abo	ove are true and con in this filing are subject	rect : to the penalties provided under	Section 575.060 RSMo)	
aue	alse statements made	e in this filing are subject	rect: to the penalties provided under avid Larsen, VP of BEI Pr		2/5/02
auc	alse statements made	e in this filing are subject	to the penalties provided under		2/5/07 Date
athorized Signature	alse statements made	e in this filing are subject	to the penalties provided under		2/S/07- Date
uthorized Signature	alse statements made	e in this filing are subject	to the penalties provided under avid Larsen, VP of BEI Properties of the Printed Name		2/S/07- Date Date
athorized Signature uthorized Signature	alse statements made	e in this filing are subject	to the penalties provided under avid Larsen, VP of BEI Properties of Printed Name Printed Name	repaid, LLC - Member	Date
uthorized Signature uthorized Signature uthorized Signature Name and address to return to Name:	alse statements made	e in this filing are subject	to the penalties provided under avid Larsen, VP of BEI Properties of Printed Name Printed Name	repaid, LLC - Member	Date
In Affirmation thereof, the The undersigned understands that for the undersigned understands that for undersized Signature Signature Name and address to return to the understands address to return to the understand address to the understand	filed document:	in this filing are subject	to the penalties provided under avid Larsen, VP of BEI Properties of Printed Name Printed Name	repaid, LLC - Member	Date



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)

The undersigned	is doing busine	ess under the follow	wing name, and at the fol	ioming addicas,	
Business name to l		Dialaround		-	
Business Address:		30-50 Whitestone	Expressway		
(P.O. Box may only be t	used in addition to	a physical street address	7		
City, State and Zip	Code:	Flushing, NY 113	354		
The parties having an interest percentage owned. If all parties name of Owners, Individual or Business Entity STi Prepaid, LLC	Street a	is, and the percenta; and severally liable nd Number hitestone Expressw	, percentage of ownership i City and State	ess entity is owner, indicanced not be listed.): Zip Code 11354	If listed, If listed, Percentage of ownership must equal 100%
In Affirmation thereof, the f	facts stated who	DVC are frue and o	NEPOCE /		
n Affirmation thereof, the factor that fac	ilse statements mad	e in this filing are subjec	t to the penalties provided under		
ane undersigned understands that fa	ilse statements mad	e in this filing are subjec	OFFECT: It to the penalties provided under David Larsen, VP of BEI P1 Printed Name		2/5/07 Date
n Affirmation thereof, the factor of the include signed understands that factor of the understands the understands that factor of the understands that factor of the understands the understand the understands the understand the under	ilse statements mad	e in this filing are subjec	n to the penalties provided under David Larsen, VP of BEI P1		2/s/o7 Date
uthorized Signature	ilse statements mad	e in this filing are subjec	n to the penalties provided under David Larsen, VP of BEI Pi Printed Name		2/s/o 7 Date Date
a the undersigned understands that fa	alse statements made	e in this filing are subjec	n to the penalties provided under David Larsen, VP of BEI Pr Printed Name Printed Name		Date



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	ed: VOIP Enterprises			
Business Address:	30-50 Whitestone E	xpressway		
(P.O. Box may only he used in additi				
City, State and Zip Code:	Flushing, NY 11354			
The parties having an interest in the bupercentage owned. If all parties are join	usiness, and the percentage intly and severally liable, p	they own are (If a busin ercentage of ownership	ess entity is owner, indic need not be listed.):	cate business name and If listed, Percentage of
Name of Owners, Individual or				ownership
	eet and Number	City and State	Zip Code	must equal 100%
STi Prepaid, LLC 30-5	50 Whitestone Expressway		11354	100 /6
n Affirmation thereof, the facts state The undersigned understands that false statement	d above are true and corr ts made in this filing are subject to	ect : the penalties provided under	Section 575,060 RSMo)	
ne undersigned understands that false statement	ts made in this filing are subject to	ect: the penalties provided under rid Larsen, VP of BEI Properties of the penalties provided under rid Larsen, VP of BEI Properties of the penalties provided Name		2/s/07-
aurical Signature	ts made in this filing are subject to	the penalties provided under		2/S/07- Dute Date
thorized Signature athorized Signature	ts made in this filing are subject to	the penalties provided under rid Larsen, VP of BEI Printed Name		2/s/07 Date Date
authorized Signature thorized Signature who are and address to return filed documents.	ts made in this filing are subject to Day ment:	the penalties provided under vid Larsen, VP of BEI Properties of Printed Name Printed Name Printed Name	repaid, LLC - Member	
uthorized Signature uthorized Signature uthorized Signature uthorized Signature Name and address to return filed docum	ts made in this filing are subject to Day ment:	the penalties provided under vid Larsen, VP of BEI Properties of Printed Name Printed Name Printed Name	repaid, LLC - Member	
uthorized Signature uthorized Signature uthorized Signature	ts made in this filing are subject to Day ment:	the penalties provided under vid Larsen, VP of BEI Properties of Printed Name Printed Name Printed Name	repaid, LLC - Member	



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)

Business name to be register	business under the following name, and at t	•	
Business Address:			
(P.O. Box may only be used in addit	30-50 Whitestone Expressway		
City, State and Zip Code:	Flushing, NY 11354		
ores, state and Zip Code:	. /doi.ing, 141 11334		
The parties having an interest in the bu	usiness, and the percentage they own are (If a intly and severally liable, percentage of owner	business entity is owner indic	ata husimaan
percentage owned. If all parties are joint	intly and severally liable, percentage of owner	ship need not be listed.):	If listed.
Name of Owners,			Percentage of
Individual or Business Entity Str	eet and Number City and Stat		ownership must equal
OT: D	eet and Number City and Stat 50 Whitestone Expressway Flushing, NY	•	100%
	Tushing, NY	11354	
n Affirmation thereof, the facts stated the undersigned understands that false statements	d above are true and correct: s made in this filing are subject to the penalties regulated		
and that this statement	s made in this filing are subject to the penalties provided		
n Affirmation thereof, the facts stated the undersigned understands that false statements and the undersigned understands that false statements are understands.	s made in this filing are subject to the penalties provided David Larsen, VP of B	under Section 575.060 RSMo) El Prepaid, LLC - Member	2/5/07
aniel (s made in this filing are subject to the penalties provided		2/s/07 Date
uhorized Signature	s made in this filing are subject to the penalties provided David Larsen, VP of B Printed Name		2/s/07- Date
athorized Signature	s made in this filing are subject to the penalties provided David Larsen, VP of B		2/ <u>\$/0</u> 7- Date
uthorized Signature	s made in this filing are subject to the penalties provided David Larsen, VP of B Printed Name		
uthorized Signature	s made in this filing are subject to the penalties provided David Larsen, VP of B Printed Name Printed Name		2/s/o7- Date Date
thorized Signature thorized Signature thorized Signature	David Larsen, VP of B Printed Name Printed Name Printed Name		Dute
thorized Signature thorized Signature thorized Signature Ithorized Address to return filed docum	David Larsen, VP of B Printed Name Printed Name Printed Name	El Prepaid, LLC - Member	Dute
thorized Signature thorized Signature Itherized Signature Itherized Signature Itherized Signature Itherized Signature Itherized Signature Itherized Signature	David Larsen, VP of B Printed Name Printed Name Printed Name	El Prepaid, LLC - Member	Dute
uthorized Signature thorized Signature thorized Signature Vame and address to return filed docum	David Larsen, VP of B Printed Name Printed Name Printed Name	El Prepaid, LLC - Member	Date



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)

Business name to b	e registered:	DEI			
Business Address:		30-50 Whitestone E	xpressway		**************************************
(P.O. Box may only be us	sed in addition to c	physical street address)			
City, State and Zip (Code:	Flushing, NY 11354			
The parties having an interest percentage owned. If all part	t in the busines ties are jointly a	s, and the percentage and severally liable, po	they own are (If a busin ercentage of ownership	ess entity is owner, indicat need not be listed.):	If listed, Percentage of
individual or					ownership must equal
Business Entity STi Prepaid, LLC		nd Number	City and State	Zip Code	100%
STI Frepaid, LLC	30-50 W	hitestone Expressway	Flushing, NY	11354	
Affirmation thereof, the factor is a Affirmation thereof, the factor is a condension of the factor is a condension of the condension of th	acts stated abo	ive are true and corr	eer:		
the undersigned understands that fal	lse statements made	ove are true and corr in this filing are subject to	ect : the penalties provided under	Section 575.060 RSMo)	
he undersigned understands that fall	lse statements made	ove are true and corr in this filing are subject to	unt i	Section 575.060 RSMo)	2/s/07
the undersigned understands that fall	lse statements made	ove are true and corr in this filing are subject to	ect: the penalties provided under vid Larsen, VP of BEI P	Section 575.060 RSMo)	2/8/07 Date
In Affirmation thereof, the fi The undersigned understands that fall authorized Signature uthorized Signature	lse statements made	ove are true and corr in this filing are subject to	eer: the penalties provided under did Larsen, VP of BEI P	Section 575.060 RSMo)	2/s/o-7 Date Date