



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Mr. Dale Roberts
Commission Secretary
Missouri Public Service Commission
301 West High
Harry S. Truman State Office Building
Jefferson City, MO 65102

September 30, 1999
Via Overnight Delivery

FILED

OCT 1 1999

**Missouri Public
Service Commission**

TO - 2000 - 262

**RE: Replacement Tariff for Talk.com Holding Corp. d/b/a The Phone Company
formerly known as Tel-Save, Inc., d/b/a The Phone Company**

Dear Mr. Roberts:

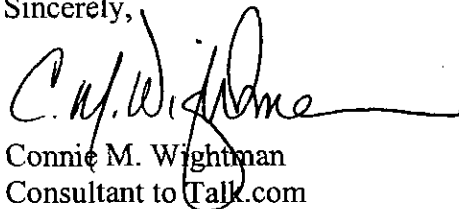
Enclosed please find an original and two (2) copies of a replacement tariff filed on behalf of Talk.com Holding Corp. d/b/a The Phone Company formerly known as Tel-Save, Inc. d/b/a The Phone Company. This filing completely replaces tariff no. 1 currently on file.

This replacement tariff reflects a new corporate name. No other changes have been made. A copy of the Certificate of Authority and Registration of Fictitious Name documents are also enclosed. The Company requests an effective date of November 1, 1999.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it in the self-addressed, stamped envelope enclosed for this purpose.

Questions regarding this filing may be directed to my attention at (407) 740-8575.

Sincerely,



Connie M. Wightman
Consultant to Talk.com

CW/dm

cc: Tina Tecce, Talk.com
Office of Public Counsel
File: Talk.com-MO
TMS: MNI9905

0000303

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
AMENDED CERTIFICATE OF AUTHORITY
OF A FOREIGN CORPORATION

WHEREAS,

TALK.COM HOLDING CORP.

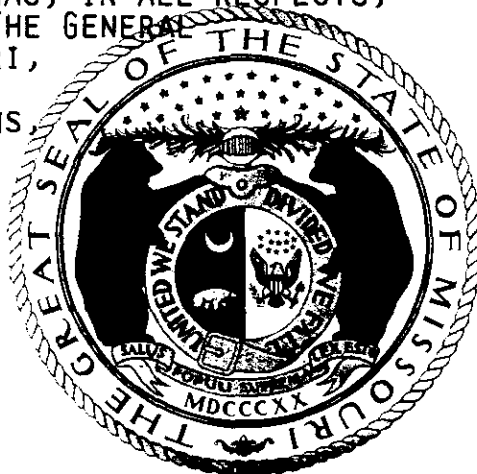
FORMERLY,

TEL-SAVE, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF PENNSYLVANIA AND NOW IN EXISTENCE AND IN GOOD STANDING IN SAID STATE, AND QUALIFIED TO TRANSACT BUSINESS IN MISSOURI HAS DELIVERED TO ME, DULY AUTHENTICATED EVIDENCE OF AN AMENDMENT TO ITS ARTICLES OF INCORPORATION AS PROVIDED BY LAW, AND HAS, IN ALL RESPECTS, COMPLIED WITH THE REQUIREMENTS OF THE THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI, GOVERNING AMENDMENTS TO THE ARTICLES OF INCORPORATION OF FOREIGN CORPORATIONS AND IN ACCORDANCE THEREWITH ISSUE THIS CERTIFICATE OF AMENDMENT.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 15TH DAY OF JUNE, 1999.

Rebecca McDowell Cook
Secretary of State



\$25.00



State of Missouri
Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division **FILED**

AND AMENDED CERTIFICATE OF
AUTHORITY ISSUED

Application for an Amended Certificate of
Authority for a Foreign Corporation **JUN 15 1999**

(Submit in duplicate with filing fee of \$25.00)

The below corporation, relating to amending its certificate of authority of Foreign Corporation, does hereby state:

- (1) Its name is: Tel-Save, Inc.
and is incorporated in the State of: Pennsylvania ; and it was qualified
in the State of Missouri on May 28, 1992
(month/day/year)
- (2) By appropriate corporate action on: May 24, 1999, the corporation:
(month/day/year)
- (1) Changed its corporate name to: Talk.com Holding Corp.
Name it will use in Missouri if new name not available: _____
- (2) Changed its period of duration to: No Change
- (3) Changed the state or country of its incorporation to: _____
- (3) There is attached hereto a Certificate of the Secretary of State of the State of Pennsylvania
relating to the amendment(s), set forth in item 2 above and showing that the Corporation is in existence
and in good standing in said State.
- (4) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you
indicate a future date, as follows: _____
(Date may not be more than 90 days after the filing date in this office)

In affirmation thereon, the facts stated above are true.

Aloysius T. Lawn IV
(Authorized signature of officer or chairman of the board)

Secretary
(Title)

5/27/99
(Date of signature)

Aloysius T. Lawn IV

Attached is a current certificate attesting to the change, duly authenticated by the secretary of state
or other official having custody of corporate records in the state or country of incorporation.

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statement and matters set forth herein are true.

Individual
Owners
Sign Here

X
X
X

X
X
X

The undersigned corporation has caused this application to be executed in its name by its President or Vice-President and its Secretary or Assistant Secretary, this 13th 2nd day of August September, 19 99

If
Corporation
is Owner,
Corporate
Officers
Execute
Here

Talk.com Holding Corp.

(Exact Corporate Title)

By:

[Signature]
Its President or Vice-President

By:

[Signature]
Its Secretary or Assistant Secretary

(Corporate Seal)
If no seal, state "none".

none

State of Missouri

Pennsylvania

County of Bucks

} ss.

I, Kristina M. Tecce, A Notary Public, do hereby certify that on the 13th day of September, 19 99, personally appeared before me GABRIEL BATTISTA and being first duly sworn by me, acknowledged that CIPRIUS T. LAMM IV he signed as his own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

[Signature]
Notary Public

My commission expires

NOTARIAL SEAL
KRISTINA M. TECCE, Notary Public
New Hope Boro, Bucks County
My Commission Expires June 16, 2003



State of Missouri

361068

No. X

Rebecca McDowell Cook, Secretary of State
Corporation Division

Registration of Fictitious Name

(Submit in duplicate with a filing fee of \$7)

This information is for the use of the public and gives no protection to the name. There is no provision in this Chapter to keep another company or corporation from adopting and using the same name. (RSMo 417)

We, the undersigned, are doing business under the following name, and at the following address:

Name to be registered: The Phone Company

Missouri Business Address: 6805 Route 202
(P. O. Boxes not accepted)

City, State, and Zip Code: New Hope, PA 18938

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

Name of Owners, Individual or Corporate	Street and Number	City	State and Zip Code	If listed, Percentage of ownership must equal 100%
<u>Talk.com Holding Corp.</u>	<u>6805 Route 202</u>	<u>New Hope</u>	<u>PA 18938</u>	<u>100 %</u>
				<u>%</u>
				<u>%</u>
				<u>%</u>
				<u>%</u>
				<u>%</u>

(Must be typed or printed)

Return to: Secretary of State
Corporation Division
P.O. Box 778
Jefferson City, Mo. 65102

FILED**SEP 08 1999**

Rebecca McDowell Cook
SECRETARY OF STATE

The undersigned, being all the parties owning interest in the above company, being duly sworn, upon their oaths each did say that the statement and matters set forth herein are true.

Individual
Owners
Sign Here

X
X
X

X
X
X

The undersigned corporation has caused this application to be executed in its name by its President or Vice-President and its Secretary or Assistant Secretary, this 12th 2nd day of August September, 19 99

If
Corporation
Is Owner,
Corporate
Officers
Execute
Here

Talk.com Holding Corp.

(Exact Corporate Title)

By:

[Signature]

Its President or Vice-President

By:

Aloysius T. Lann

Its Secretary or Assistant Secretary

(Corporate Seal)
If no seal, state "none".

none

State of Missouri

County of Bucks

} ss.

I, Kristina M. Tecce, A Notary Public, do hereby certify that on the Second day of September, 19 99, personally appeared before me GABRIEL BATTISTA and being first duly sworn by me, acknowledged that Aloysius T. Lann he signed as his own free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(Notarial Seal)

Kristina M. Tecce

Notary Public

My commission expires

NOTARIAL SEAL
KRISTINA M. TECCE, Notary Public
New Hope Boro, Bucks County
My Commission Expires June 18, 2003