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December 2, 2009

VIA E-DOCKET

Ms. Patty VanGerpen
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501-5070
(605) 773-3201

Re: Velocity The Greatest Phone Company Ever, Inc.

Dear Ms. VanGerpen:

Enclosed please find Velocity The Greatest Phone Company Ever, Inc.'s Application for a Certificate of Authority to Provide Interexchange Telecommunications Services and Local Exchange Services in South Dakota.

APPLICANT HAS ALSO ATTACHED ONE COPY OF FINANCIAL STATEMENTS IN A SEPARATE DOCUMENT MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ATTACHED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

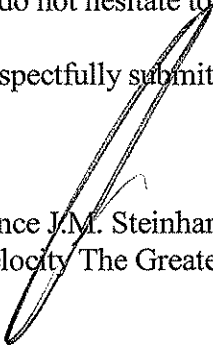
Mr. William Bullard
Executive Director
South Dakota Public Utilities Commission
December 2, 2009
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The information which is the subject of this request is Profit & Loss Statement for the years ending December 31, 2006, December 31, 2007 and December 31, 2008 and Balance Sheets as of December 31, 2006, December 31, 2007 and December 31, 2008. As a privately-held corporation, the Applicant's financial statements are not made publicly available, and Applicant takes reasonable precautions to maintain and protect the confidentiality of such information. Public disclosure of Applicant's financial information for which this request is made could place Applicant at a competitive disadvantage. For these reasons, Velocity The Greatest Phone Company Ever, Inc. hereby respectfully requests that its financial statements be treated as confidential information and not made a part of the public record in this Docket.

The application fee of \$250.00 is being sent directly to the commission under separate cover.

If you have any questions, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart, Attorney for
Velocity The Greatest Phone Company Ever, Inc.

Enclosures

cc: Judi Reed (w/enc)

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

**IN THE MATTER OF THE)
APPLICATION OF)
VELOCITY THE GREATEST PHONE)
COMPANY EVER, INC.)
)
FOR A CERTIFICATE OF AUTHORITY) Docket No. TC
TO PROVIDE INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES)
AND LOCAL EXCHANGE SERVICES)
IN SOUTH DAKOTA)**

APPLICATION

Application is hereby made to the South Dakota Public Utilities Commission (the "Commission") pursuant to ARSD 20:10:24:02 and ARSD 20:10:32:03 for an Order granting Velocity The Greatest Phone Company Ever, Inc. ("Applicant") a Certificate of Authority to Provide Interexchange Telecommunications Services and Local Exchange Services in the State of South Dakota . The following information is furnished in support thereof:

(1) The applicant's name, address, telephone number, facsimile number, web page URL, and E-mail address;

Velocity The Greatest Phone Company Ever, Inc.
7130 Spring Meadows West Drive
Holland, Ohio 43528
Telephone: (419) 868-9983
Facsimile: (419) 868-9986
Toll-Free Customer Service: (866) 983-5624
Web Page: www.velocity.org
E-mail Address: admin@velocity.org

(2) A description of the legal and organizational structure of the applicant's company;

Applicant was organized in the State of Delaware on October 24, 2005. A copy of the Applicant's Certificate of Incorporation is attached hereto as Exhibit A. The Applicant has no parent company or subsidiaries.

(3) The name under which applicant will provide local exchange services if different than in subdivision (1) of this section;

Velocity The Greatest Phone Company Ever, Inc.

(4) The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable;

The Applicant has no principal office in South Dakota. The name and address of the Applicant's current registered agent is:

TCS Corporate Services, Inc.
C/O Marilyn Person
819 West Third
Pierre, South Dakota 57501

(5) A copy of the applicant's certificate of authority to transact business in South Dakota from the Secretary of State;

A copy of Applicant's Certificate of Authority to transact business as a foreign corporation in the State of South Dakota is attached hereto as Exhibit B, along with a copy of Applicant's sales tax license.

(6) A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services;

Applicant is also authorized to provide telecommunications services in Arkansas – interexchange on September 2, 2009, California – interexchange on May 21, 2007, Colorado - interexchange on June 4, 2009 and local on July 15, 2009, Florida - interexchange on October 17, 2006 and local on September 2, 2009, Georgia - interexchange and local on October 6, 2009, Idaho - interexchange on June 14, 2009 and local on August 25, 2009, Illinois – interexchange and local on October 14, 2009, Indiana - interexchange on November 5, 2009 and local on September 10, 2009, Iowa - interexchange on June 10, 2009 and local on August 24, 2009, Kansas - interexchange and local on August 12, 2009, Kentucky - interexchange and local on June 10, 2009, Maryland - interexchange and local on October 14, 2009, Massachusetts - interexchange and local on July 4, 2009, Michigan - interexchange on October 27, 2009 and local on August 25, 2009, Minnesota - interexchange and local on November 20, 2009, Montana - interexchange and local on June 25, 2009, Nebraska - interexchange and local on September 22, 2009, Nevada - interexchange and local on August 24, 2009, New Hampshire - interexchange and local on October 19, 2009, New Jersey - interexchange and local on September 27, 2006, New Mexico - interexchange on June 26, 2009 and local on September 10, 2009, New York - interexchange and local on December 6, 2009, North Carolina - interexchange on August 31, 2009, North Dakota - interexchange and local on June 9, 2009, Oregon - interexchange and local on September 4, 2009, Pennsylvania - interexchange and local on August 6, 2009, Rhode Island - interexchange and local on June 30, 2009, Texas - interexchange on July 31, 2009 and local on September 18,

2009, Utah - interexchange on June 22, 2009 and local on September 28, 2009 and Washington - interexchange and local on July 19, 2009.

(7) Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;

None

(8) A list and specific description of the types of services the applicant intends to offer and how the services will be provided;

Upon initiation of service in South Dakota, Velocity The Greatest Phone Company Ever, Inc., (Velocity) proposes to offer to residential and commercial customers, resold Interexchange and local exchange services, within 90 days of approval of this application. Such services will be provided by utilizing the facilities incumbent local exchange carriers ("LECs") and facilities-based interexchange carriers, such as Qwest, AT&T and Global Crossing. The company has no plans to install facilities in the State of South Dakota. The Applicant may provide all forms of intrastate interexchange and local exchange telecommunications services including:

Interexchange (switched and dedicated services):

- A. 1+ and 101XXXX outbound dialing;
- B. 800/888 toll-free inbound dialing;
- C. Calling cards (not prepaid);
- D. Directory Assistance; and
- E. Data Services.

Local Exchange:

- A. Local Exchange Services for business and residential customers that will enable customers to originate and terminate local calls in the local calling area served by other LECs, including dial tone and custom calling features.

- B. Switched local exchange services, including basic service, trunks, carrier access, and any other switched local services that currently exist or will exist in the future.
- C. Non-switched local services (e.g., private line) that currently exist or will exist in the future.
- D. Centrex and/or Centrex-like services that currently exist or will exist in the future.
- E. Digital subscriber line, ISDN, and other high capacity services.

Velocity will rely upon the incumbent local exchange companies (LEC) and other carriers for the provision and access to emergency services (911 or E911), operator services, interexchange services, directory assistance, and telecommunications relay services.

(9) A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;

Applicant intends to provide interexchange services on a statewide basis, and local exchange services throughout the State of South Dakota in the areas served by any LECs in South Dakota that are not eligible for a small or rural carrier exemption pursuant to Section 251(f)(1) of the Federal Act. Velocity does not seek to provide services to customer in those small or rural territories at this time.

(10) Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

(a) A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and

(b) Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;

The senior management of Velocity has extensive telecommunications business technical and managerial expertise. Since Velocity will be providing resold service, Velocity will also rely upon the managerial and technical expertise of the incumbent local exchange carriers and facilities-based interexchange carriers which have been certified and deemed technically and managerially able to provide telecommunications services by the Commission. The relevant operational experience of Applicant's key management employees is set forth in Exhibit C which is attached hereto.

Applicant's customer service department may be contacted via a toll-free number. The Company will maintain a Customer Service Department exclusively for Customer's questions, requests for service, complaints and trouble handling. The Company's Customer Service address and toll free number(s) will be printed on the Customer's bill. Customer Service Representatives will be available 8:00 AM to 5:00 PM standard time Monday through Friday. After hours, and on holidays, Customers will be automatically forwarded to an answering service for messaging and paging. If the customer is not satisfied with the complaint resolution, customer will be advised it can contact the Commission for resolution.

Since Applicant proposes to offer to resold Interexchange and local exchange services, facility and equipment maintenance will be the obligation of Applicant's underlying carriers. If Applicant installs facilities in the State of South Dakota, facility and equipment maintenance will be performed by the company, either directly or through contract, in order to ensure compliance with any commission quality of service requirements.

(11) Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;

Velocity will rely upon the incumbent local exchange companies (LEC) and other carriers for the provision and access to emergency services (911 or E911), operator services, interexchange services, directory assistance, and telecommunications relay services.

(12) For the most recent 12 month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements. The applicant shall provide audited financial statements, if available;

Applicant's financial statements for the most recent 12 month period, Exhibit D, are marked and filed as "Confidential and Proprietary" under separate cover. Since the Applicant will not require advance payments, deposits or prepayments of any kind, including prepaid calling cards, the Applicant will not be filing a surety bond.

(13) Information detailing the following matters associated with interconnection to provide proposed local exchange services:

(a) The identity of all local exchange carriers with which the applicant plans to interconnect;

Qwest

(b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and

Interconnection service will likely commence 120 days from approval of this application.

Negotiations are likely to start within 30 days of approval of this application.

(c) A copy of any request for interconnection made by the applicant to any local exchange carrier;

Not applicable.

(14) A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services;

Applicant intends to market its services primarily to residential customers and to small to mid-sized businesses. All sales personnel will have telecommunications service experience. Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multilevel marketing. Applicant's marketing materials are currently being developed and are not available at this time.

(15) If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations;

Applicant does not intend to provide local exchange service in the service area of a rural telephone company.

(16) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;

Applicant is currently authorized to provide service pursuant to certification, registration, notification or on an unregulated basis in Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maryland, Massachusetts, Michigan, Minnesota, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Oregon, Pennsylvania, Rhode Island, Texas, Utah and Washington. The Applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified. The Applicant has never been denied registration or certification in any state.

(17) The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters;

All inquiries regarding regulatory matters should be addressed to:

Chip Werner, Vice President-Operations
7130 Spring Meadows West Drive
Holland, Ohio 43528
Toll-Free Telephone: (419) 868-9983; (866) 983-5624 (toll-free)
Facsimile: (419) 868-9986
E-Mail: admin@velocity.org

All inquiries regarding complaints should be addressed to:

Chip Werner, Vice President-Operations
7130 Spring Meadows West Drive
Holland, Ohio 43528
Toll-Free Telephone: (419) 868-9983; (866) 983-5624 (toll-free)
Facsimile: (419) 868-9986
E-Mail: chip@velocity.org

(18) Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services;

The Applicant's customers will be direct billed utilizing "real-time" completed call detail information from Applicant's underlying carriers. Applicant will bill on a monthly basis.

Applicant's bills will include call detail information, and separate line items for all services and charges, including any monthly recurring charges, onetime charges, taxes or surcharges.

(19) Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents;

Velocity will not submit a change order for local exchange or intrastate toll service until Velocity has obtained the customer's written authorization to submit the order which includes the following information from the customer:(1) The customer billing name, billing telephone number and billing address and each telephone number to be covered by the change order; 2) The decision to change; and (3) The customer's understanding of the change fee, if any.

(20) The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;

None

(21) Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services;

The Applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services through a toll-free telephone number, or through the Applicant's web site.

(22) Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;

The Applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer through either a message in the bill, or a bill insert. The notification will be made at least thirty days in advance of the change.

(23) Federal tax identification number and South Dakota sales tax number;

Applicant's Federal tax identification number is 20-3677651. Applicant's South Dakota sales tax number is 1021-9799-ST.

WHEREFORE, the undersigned Applicant requests that the South Dakota Public Utilities Commission enter an order granting this application.

DATED this 2nd day of December, 2009.


Velocity The Greatest Phone Company Ever, Inc.

By: _____
Lance J.M. Steinhart, Its Counsel
Lance J.M. Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005
(770) 232-9200 (Phone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)

State of Ohio

County of Lucas

Gregory Kiley, being first duly sworn, deposes and says that he is the President of Velocity The Greatest Phone Company Ever, Inc., the Applicant in the proceeding entitled above, that he has read the foregoing application and knows the contents thereof; that the same are true of his knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.



Gregory Kiley
President

Subscribed and sworn to before this 20th day of Oct,
2008.



Notary Public

My Commission expires: _____

N. Stevens Newcomer
Attorney-at-Law
Notary Public, State of Ohio
My Commission has no Expiration Date
Section 147.03 R.C.

LIST OF EXHIBITS

A - ARTICLES OF INCORPORATION

B - CERTIFICATE OF AUTHORITY & SALES TAX LICENSE

C - RESUMES

D - FINANCIAL INFORMATION

EXHIBIT A - ARTICLES OF INCORPORATION

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VELOCITY THE GREATEST PHONE COMPANY EVER, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2005, AT 4:32 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006, AT 1:51 O'CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-NINTH DAY OF MAY, A.D. 2008, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "VELOCITY THE GREATEST PHONE COMPANY EVER, INC.".

4052380 8100H

090328391



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7225012

DATE: 04-02-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:32 PM 10/24/2005
FILED 04:32 PM 10/24/2005
SRV 050867298 - 4052380 FILE

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION OF
Velocity The Greatest Phone Company Ever, Inc.
A STOCK CORPORATION

FIRST: THE NAME OF THIS CORPORATION IS: Velocity The Greatest Phone Company Ever, Inc.

SECOND: THE STREET ADDRESS IN DELAWARE OF THE CORPORATION'S REGISTERED OFFICE IS: THE NAAMAN'S BUILDING SUITE 206, 3501 SILVERSIDE RD., WILMINGTON (NEW CASTLE COUNTY), DELAWARE 19810. THE REGISTERED AGENT IN CHARGE THEREOF IS THE DELAWARE COMPANY, USA.

THIRD: THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS FOR WHICH A CORPORATION MAY BE FORMED UNDER THE DELAWARE GENERAL CORPORATION LAW.

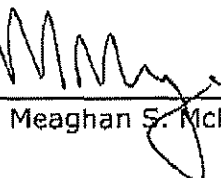
FOURTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1,500 SHARES OF COMMON STOCK HAVING NO PAR VALUE.

FIFTH: THE NAME AND ADDRESS OF THE INCORPORATOR IS: THE DELAWARE COMPANY, USA., THE NAAMAN'S BUILDING SUITE 206, 3501 SILVERSIDE ROAD, WILMINGTON, DE 19810.

SIXTH: TO THE FULLEST EXTENT PERMITTED BY LAW, NO DIRECTOR OF THIS CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY OF SUCH DIRECTOR.

THE UNDERSIGNED INCORPORATOR EXECUTED THIS CERTIFICATE OF INCORPORATION, ON October 24, 2005, AND HEREBY ACKNOWLEDGES THAT THE FOREGOING CERTIFICATE IS THE ACT AND DEED OF THE UNDERSIGNED AND THAT THE FACTS CONTAINED HEREIN ARE TRUE.

INCORPORATOR:
THE DELAWARE COMPANY, USA.



Meaghan S. McKaige, Vice President

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

VELOCITY THE GREATEST PHONE COMPANY EVER, INC.

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

1. That by a Joint Written Consent of the Sole Director and Sole Stockholder of the Corporation, resolutions were duly adopted declaring the advisability of and approving an amendment to the Certificate of Incorporation. The resolution setting forth the proposed amendment is as follows:

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

FOURTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 5,000,000 SHARES OF COMMON STOCK, \$.001 PAR VALUE PER SHARE, OF WHICH 2,500,000 SHALL BE DESIGNATED AS CLASS A COMMON STOCK, \$.001 PAR VALUE PER SHARE, AND 2,500,000 SHALL BE DESIGNATED AS CLASS B COMMON STOCK, \$.001 PAR VALUE PER SHARE (THE CLASS A COMMON STOCK AND CLASS B COMMON STOCK, COLLECTIVELY, THE "COMMON STOCK"). THE RELATIVE RIGHTS, PREFERENCES AND LIMITATIONS OF THE SHARES OF EACH CLASS OF COMMON STOCK ARE:

DIVIDENDS. THE HOLDERS OF OUTSTANDING COMMON STOCK SHALL BE ENTITLED TO RECEIVE A DIVIDEND WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS OF THE CORPORATION. THE HOLDERS OF THE COMMON STOCK SHALL PARTICIPATE EQUALLY PER SHARE IN ANY DIVIDEND DISTRIBUTION WITHOUT DISTINCTION BETWEEN THE CLASSES.

VOTING. THE HOLDERS OF CLASS A COMMON STOCK SHALL HAVE THE RIGHT TO ELECT THREE (3) DIRECTORS. THE HOLDERS OF CLASS B COMMON STOCK SHALL HAVE THE RIGHT TO ELECT ONE (1) DIRECTOR. THE HOLDERS OF THE COMMON STOCK SHALL PARTICIPATE EQUALLY PER SHARE IN VOTING ON ALL OTHER CORPORATE MATTERS WITHOUT DISTINCTION BETWEEN THE CLASSES.

LIQUIDATION. IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION, OR WINDING-UP OF THE CORPORATION, THE HOLDERS OF THE COMMON STOCK SHALL

PARTICIPATE EQUALLY PER SHARE IN ANY DISTRIBUTION TO STOCKHOLDERS WITHOUT DISTINCTION BETWEEN THE CLASSES.

THE PREVIOUSLY ISSUED AND OUTSTANDING 1,500 SHARES OF COMMON STOCK HAVING NO PAR VALUE SHALL, UPON THE FILING OF THIS CERTIFICATE OF AMENDMENT BE CHANGED INTO 2,500,000 ISSUED AND OUTSTANDING SHARES OF CLASS A COMMON STOCK, \$.001 PAR VALUE PER SHARE.

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

IN WITNESS WHEREOF, I have subscribed this certificate this 29th day of November, 2006.

/s/ Edward J. Kiley Jr.
Edward J. Kiley Jr., sole Stockholder


STATE OF DELAWARE CERTIFICATE FOR RENEWAL AND REVIVAL OF CHARTER

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is VELOCITY THE GREATEST PHONE COMPANY EVER, INC.
2. Its registered office in the State of Delaware is located at 108 WEST 13TH STREET (street), City of WILMINGTON Zip Code 19801 County of NEW CASTLE the name of its registered agent is BUSINESS FILINGS INCORPORATED
3. The date of filing of the original Certificate of Incorporation in Delaware was 10/24/2005
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 29TH day of FEBRUARY, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1ST day of MARCH A.D. 2008, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 28TH day of MAY A.D. 2008.

By: _____


Authorized Officer

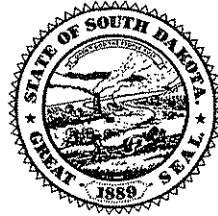
Name: Gregory Kiley

Print or Type

Title: President

EXHIBIT B - CERTIFICATE OF AUTHORITY & SALES TAX LICENSE

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

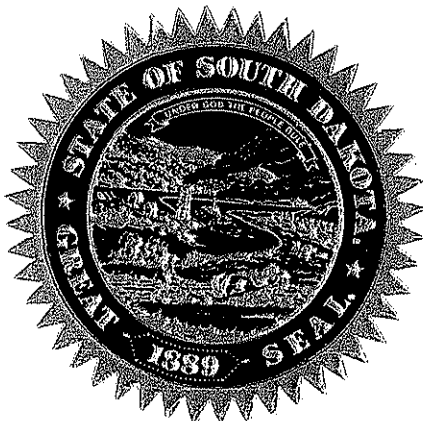
Certificate of Authority

ORGANIZATIONAL ID #: FB033111

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **VELOCITY THE GREATEST PHONE COMPANY EVER, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 4, 2008.



Chris Nelson

Chris Nelson
Secretary of State

Cert of Authority Merge

VELOCITY THE GREATEST PHONE COMPANY EVER INC
 P.O. BOX 1179
 HOLLAND, OH 43528

October 08, 2009

Dear VELOCITY THE GREATEST PHONE COMPANY EVER INC

Below is your tax license. It is non-transferable and shall be valid only for the person in whose name it is issued. The license is for the transaction of business at the place designated on the license. The license is to be conspicuously displayed at the place of business.

If you are a sole proprietor or general partnership and your last name is not contained in the name of your business you need to file your business name and ownership information with the South Dakota Secretary of State. You can do this online at: www.sdsos.gov. Or you can file a paper form with the Register of Deeds in each county where your business is located.

For more information, contact the Department of Revenue & Regulation's tollfree center at 1-800-829-9188 weekdays from 8:00 am to 5:00 pm Central Time or e-mail us at bustax@state.sd.us. Thank you.



 <p>www.state.sd.us/drr</p>	<p>Having made proper application therefore, and upon compliance with all applicable laws and regulations of the state of South Dakota, this license is hereby issued to the below named. This license remains the property of the state of South Dakota and while in possession of the person to whom issued, entitles the licensee to transact whatever business or activity is specified on this license, until this license expires or is cancelled.</p>
<p>ISSUE DATE: 10/08/2009</p>	<p>7130 SPING MEADOWS WEST DR</p>
<p>EXPIRATION DATE:</p>	<p>HOLLAND, OH 43528</p>
<p>LICENSE NUMBER: 1021-9799-ST</p>	
<p>LICENSE TYPE: Sales Tax</p>	
<p>ISSUED TO:</p>	<p>VELOCITY THE GREATEST PHONE COMPANY EVER INC 7130 SPING MEADOWS WEST DR HOLLAND, OH 43528</p>
<p>NON-TRANSFERABLE</p>	 Paul Kinsman Secretary of Revenue & Regulation

EXHIBIT C - RESUMES



Gregory Kiley
7130 Spring Meadows West.
Holland, Ohio 43528
419-868-9983 Ext 118

KEY CONTRIBUTIONS

Results-oriented Executive with over 22 years experience in the telecommunications industry. Solid background in sales, marketing, engineering and operations in both retail and wholesale market segments. Extensive direct and indirect sales leadership experience. Diverse executive management background with expertise in entrepreneurial start-up organizations. A forward thinking executive with excellent vision, leadership and negotiation skills. Strong written and verbal skills.

- Increased annual revenue in start-up firm to over \$75M in 2 years during difficult market conditions.
- Recruited and developed fully operational Sales, Marketing and Professional Service teams.
- Developed compensation plans and revenue goals for sales teams at several companies.
- Solid track record of increasing sales and profitability while reducing costs and employing performance optimization plans in a wide range of situations.
- Created models and benchmarks that have been used by other telecom firms across the U.S.

Education

Bachelor in Arts & Science

Strengths include Mathematics and International Politics

PROFESSIONAL EXPERIENCE

Tele-Fibernet

Account Executive

Long Distance reseller for Williams- AT&T/SDN and Sprint-Top Salesman in the country (went on to become MCI/WorldCom)

Metro-Media

Senior Account Executive

Top Salesman in the country (Metro-Media went on to become MCI/WorldCom)

US Fiber Com

Major Account Executive

Top Salesman in the country

Midcom

National Account Executive

Midcom bought US Fibercom- Top Salesman in the country

PROFESSIONAL AFFILIATIONS

In 1997 started Kytel International Group-built owned and managed-direct international operating agreements with PTT's, with Legal white licenses with government authorities. Still operates as a sales arm for Envision Global Reach.

Contracted for 10 years as President/CEO to build and manage and direct Velocity,
The Greatest Phone Company Ever, Inc.



Wm. "Chip" Werner
Vice President-Operations
Velocity, The Greatest Phone Company Ever, Inc.
Office 419-868-9983 Ext. 105
Fax 419-868-9986
Cell 419-356-5164
chip@velocity.org
www.velocity.org

KEY CONTRIBUTIONS

Results-oriented Executive with over 10 years experience in the telecommunications industry. Solid background in sales, marketing and operations. Extensive direct and indirect sales leadership experience. A forward thinking executive with excellent vision. Strong written and verbal skills.

Education

Major: Sales & Marketing

PROFESSIONAL EXPERIENCE

Sprint PCS-Corporate Account Manager

- Several awards for Outstanding Sales Achievement.
- Leadership Roundtable
- Increased Sales 175%

MCI-Master Agent-Sales Director

- Managed a \$18,000,000 block of MCI business
- Increased sales to \$21,000.00 in 8 Months

All-Comm-President

Master agent agreements with several Carriers. Maintained my accounts. New Business Development.

Velocity-Director-New Business Development

Job responsibilities:

- Corporate Operations
- New Business Development
- New Product Development
- Policies and Procedures
- New Territory R&D
- Promoted to Vice President-Operations

EXHIBIT D - FINANCIAL INFORMATION

Filed as "Confidential and Proprietary" under separate cover