



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

Tel: 407-740-8575
Fax: 407-740-0613

May 29, 1997
Overnight

Mr. Walter D'Haeseleer
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oaks Boulevard
Gerald L. Gunter Bldg. Room 270
Tallahassee, FL 32399-0850

970652-TI

RE: Initial Application of SecurFone America, Inc. to Provide Pre-Paid Telecommunications Services in Florida

Dear Mr. D'Haeseleer:

Enclosed for filing are the original and twelve copies of the above referenced application of SecurFone America, Inc. to provide Prepaid Telecommunications Services in Florida.

Also enclosed is the applicant's check in the amount of \$250 for the filing fee. Questions pertaining to this application or tariff should be directed to my attention at (407) 740-8575.

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

Thank you for your assistance.

Sincerely,

Mark G. Lammert
Consultant to SecurFone America, Inc.

Enclosures

cc: Jennifer Griffith
File: SecurFone America, Inc. - FL

Check received with filing and forwarded to Fiscal for deposit
Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

AG

DOCUMENT NUMBER - DATE

05473 MAY 30 6

FPSC-RECORDS/REPORTING

FLORIDA PUBLIC SERVICE COMMISSION

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for

AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Boulevard
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600**

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

**Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251**

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

1. Select what type of business your company will be conducting (check all that apply):

- () **Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- () **Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- () **Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- () **Switchless rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- () **Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- (X) **Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

2. This is an application for:

- Original Authority (new company)
- Approval of transfer (to another certificated company)
- Approval of assignment of existing certificate (to a noncertificated company)
- Approval for transfer of control (To another certificated company).

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

SecurFone America, Inc.

4. Name under which the applicant will do business (fictitious name, etc.):

Not Applicable

5. National address (including street name & number, post office box, city, state and zip code).

SecurFone America, Inc.
5850 Oberline Drive
Suite 220
San Diego, CA 92121
Telephone: (619) 677-5580
Facsimile: (619) 677-5579

6. Florida address (including street name & number, post office box, city, state and zip code).

See #5 Above

7. Structure of organization:

- Individual
- Foreign Corporation
- General Partnership
- Other, _____
- Corporation
- Foreign Partnership
- Limited Partnership

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

Not applicable.

- (a) Provide proof of compliance with the foreign partnership statute (Chapter 620.169 FS), if applicable.
- (b) Indicate if the individual or any of the partners have previously been:
- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.
- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with the company, give reason why not.

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: Pending

- (b) Name and address of the company's Florida registered agent.

CT Corporation Systems
1200 S. Pine Island Road
Plantation, Florida 33324

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: Not Applicable

(d) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

No officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company are involved in proceedings which may result in such action.

(2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with the company, give reason why not.

No officer, director, partner or stockholder of the Company is an officer, director or stockholder in any other Florida certificated telephone company.

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

(a) The application:

Connie Wightman
Consultant to SecurFone
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, FL 32790-0200
(407) 740-8575
(FAX) 740-0613

(b) Official Point of Contact for the ongoing operations of the company:

Mr. William Stueber
SecurFone America, Inc.
14 E. Main Street
Somerville, NJ 08876
Telephone: (908) 429-8494
Facsimile: (908) 575-1233

(c) Tariff:

Connie Wightman
Consultant to SecurFone
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, FL 32790-0200
(407) 740-8575

(d) Complaints/Inquiries from customers:

Customer Service Manager
SecurFone America, Inc.
14 E. Main Street
Somerville, NJ 08876
Telephone: (908) 429-8494
Facsimile: (908) 575-1233

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

None.

(b) Has applications pending to be certificated as an interexchange carrier.

None.

(c) Is certificated to operate as an interexchange carrier.

None.

(d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

None

(e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

None

(f) Has been involved in civil court proceedings with an interexchange carrier, local exchange carrier or other telecommunications entity, and the circumstances involved.

None

12. What services will the applicant offer to other certified telephone companies:

- | | |
|---|------------------------------------|
| <input type="checkbox"/> Facilities | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection | <input type="checkbox"/> Sales |
| <input type="checkbox"/> Maintenance | |
| <input checked="" type="checkbox"/> Other: <u>None anticipated at this time</u> | |

13. Do you have a marketing program?

Yes

14. Will your marketing program:

- Pay commissions?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

15. Explain any of the offers checked in question 14 (to whom, what amount, type of franchise, etc.).

Dealers will be given a commission percentage based on volume of individual orders and/or monthly volume.

16. Who will receive the bills for your service (check all that apply)?

- | | |
|---|--|
| <input type="checkbox"/> Residential customers | <input type="checkbox"/> Business customers |
| <input type="checkbox"/> PATS providers | <input type="checkbox"/> PATS station end-users |
| <input type="checkbox"/> Hotels & motels | <input type="checkbox"/> Hotel & motel guests |
| <input type="checkbox"/> Universities | <input type="checkbox"/> Univ. dormitory residents |
| <input checked="" type="checkbox"/> Other: (specify) <u>All services anticipated at this time are prepaid</u> | |

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not, who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

No, the Company only has plans at this time for prepaid services.

- (b) The name and address of the firm who will bill for your service.

N/A; the Company only has plans at this time for prepaid services.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet
2. income statement
3. statement of retained earnings

See Attachment III.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability.

See Attachment IV.

C. Technical capability.

As a reseller, Applicant relies on the technical expertise of its underlying carrier for maintenance of the network.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See Attachment II.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

MTS with route specific rates per minute

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

MTS for pay telephone service providers.

Block of time calling plan (Reach Out Florida, Ring America, etc.)

800 Service (Toll free)

WATS type service (Bulk or volume discount)

- Method of access is via dedicated facilities
- Method of access is via switched facilities

Private line services (Channel Services)
(For ex. 1.544 mbps, DS-3, etc.)

Travel service

- Method of access is 950
- Method of access is 800

900 service

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

___ **Operator Services**

- ___ Available to presubscribed customers
- ___ Available to non presubscribed customers (for example, patrons of hotels, students in universities, patients in hospitals.)
- ___ Available to inmates

Services included are:

- Station assistance
- ___ Person to person assistance
- ___ Directory assistance
- ___ Operator verify and interrupt
- ___ Conference calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

For travel service calls: an 800 access number, plus identification number, plus the destination telephone number.

22. Other:

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
7. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.
Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL: _____

Signature

Date

Mr. William P. Stueber
SecurFone America, Inc.
14 E. Main Street
Somerville, NJ 08876
Telephone: (908) 429-8494
Facsimile: (908) 575-1233

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

APPENDICES:

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES

ATTACHMENTS:

- I - AUTHORITY TO OPERATE IN FLORIDA
- II - PROPOSED TARIFF
- III - FINANCIAL STATEMENTS
- IV - MANAGERIAL AND TECHNICAL CAPABILITIES

**** APPENDIX A ****

CERTIFICATE OF TRANSFER STATEMENT

I, (TYPE NAME) _____,
(TITLE) _____, of (NAME OF COMPANY)
_____, and current
holder of certificate number _____, have
reviewed this application and join in the petitioner's
request for a transfer of the above-mention certificate.

Not Applicable.

UTILITY OFFICIAL:

_____	_____
Signature	Date
_____	_____
_____	_____
Title	Telephone

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- (X) The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:

Signature

Date

Mr. William P. Stueber
SecurFone America, Inc.
14 E. Main Street
Somerville, NJ 08876
Telephone: (908) 429-8494
Facsimile: (908) 575-1233

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**** APPENDIX C ****

INTRASTATE NETWORK

1. **POP: Addresses where located, and indicate if owned or leased.**

1) None. 2)

3) 4)

2. **SWITCHES: Address where located, by type of switch and indicate if owned or leased:**

1) None 2)

3) 4)

3. **TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber copper, satellite, etc.) and indicate if owned or leased.**

POP-to-POP

TYPE

OWNERSHIP

1) None

2)

3)

4. **ORIGINATING SERVICE: Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate. (Appendix D)**

Statewide.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

Not applicable.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

- (a) What services have been provided and when did these service begin?

Not applicable.

- (b) If the services are not currently offered, when were they discontinued?

Not applicable.

UTILITY OFFICIAL:

Signature

Date

Mr. William P. Stueber
SecurFone America, Inc.
14 E. Main Street
Somerville, NJ 08876
Telephone: (908) 429-8494
Facsimile: (908) 575-1233

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGES ****

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze, Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Iklawaha, Orange Springs, Salt Springs and Silver Springs Shores.
DAYTONA BEACH:		New Smyrna Beach.

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

TAMPA:	Central None East Plant City North Zephyrhills South Palmetto West Clearwater
CLEARWATER:	St. Petersburg, Tampa-West and Tarpon Springs.
ST. PETERSBURG:	Clearwater.
LAKELAND:	Bartow, Mulberry, Plant City, Polk City and Winter Haven.
ORLANDO:	Apopka, East Orange, Lake Buena Vista, Oviedo, Windermere, Winter Garden, Winter Park, Montverde, Reedy Creet, and Oviedo-Winter Springs.
WINTER PARK:	Apopka, East Orange, Lake Buena Vista, Orlando, Oviedo, Sanford, Windermere, Winter Garden, Oviedo-Winter Springs, Reedy Creek, Geneva and Montverde.
TITUSVILLE:	Cocoa and Cocoa Beach.
COCOA:	Cocoa Beach, Eau Gallie, Melbourne and Titusville.
MELBOURNE:	Cocoa, Cocoa Reach, Eau Gallie and Sebastian.
SARASOTA:	Bradenton, Myakka and Venice.
FT. MYERS:	Cape Coral, Ft. Myers Beach, North Cape Coral, North Ft. Myers, Pine Island, Lehigh Acres and Sanibel-Captiva Islands.
NAPLES:	Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs,
Deerfield Beach and Ft.
Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and
Perrine.

SecurFone America intends to offer service throughout the
State of Florida.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-
24.480(2).

ATTACHMENT I

AUTHORITY TO OPERATE IN FLORIDA

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by SECURFONE AMERICA, INC., a Delaware corporation, authorized to transact business within the State of Florida on March 17, 1997 as shown by the records of this office.

The document number of this corporation is F97000001351.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Seventeenth day of March, 1997



CR28023 (1-85)

Sandra B. Northam
Secretary of State

NOV 28 '97 09:37AM BOBER HARKEY & CO.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SECURE - FONE AMERICA, INC
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 34-1833574
(FEI number, if applicable)
4. 5-22-96
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp will cease to exist or "perpetual")
6. 12-1-96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.1503, F.S.))
7. 411 WOLF LEDGES SUITE 400
AKRON OH 44311-1040
(Current mailing address)
8. MOBILE COMMUNICATIONS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: CT CORPORATION SYSTEM
Office Address: C/O CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD PLANTATION, Florida, 33324
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charlotte Rose
Charlotte Rose, Secretary
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

144 28 '97 09:30:41 BOBET PARKY & CO.

P.5

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: NICHOLAS R. WILSON

Address: 2016 CATALINA MARIE
HENDERSON NV 89014

Vice Chairman: STEVEN L. WASSERMAN

Address: 1375 E 9TH STREET
CLEVELAND OH 44114

Director: MICHAEL R. LEE

Address: 411 WOLF LEDGES #400
AKRON OH 44311

Director: DEREK DAVIS

Address: 5850 OBERLIN SUITE 222
SAN DIEGO CA 92121

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: NICHOLAS R. WILSON

Address: 2016 CATALINA MARIE
HENDERSON NV 89014

Vice President DEREK DAVIS

Address: 5850 OBERLIN SUITE 222
SAN DIEGO CA 92121

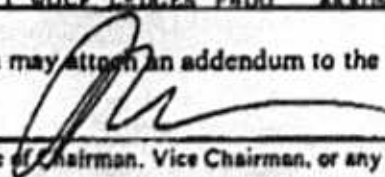
Secretary: STEVEN L. WASSERMAN

Address: 1375 E 9TH STREET
CLEVELAND OH 44114

Treasurer: MICHAEL R. LEE

Address: 411 WOLF LEDGES #400 AKRON OH 44311-1060

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL R. LEE, TREASURER
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SECURPHONE AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXTISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997.

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

FILED
MAR 28 1997
DELAWARE

2625104 8300
971021760



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION.

8295525

DATE:

01-22-97

ATTACHMENT II
PROPOSED TARIFF

TITLE PAGE
FLORIDA TELECOMMUNICATIONS TARIFF
OF
SecurFone America, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunication services provided by SecurFone America, Inc. with principal offices located at 5850 Oberline Drive, Suite 220, San Diego, CA 92121. This tariff applies for services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: May 30, 1997

Effective:

Issued By: William Stueber, President
14 E. Main Street
Somerville, NJ 08876
Telephone: (908) 429-8494

CHECK SHEET

This tariff contains the Sheets listed below, each of which is effective as of the date shown on each sheet. Original and revised pages as named below comprise all changes from the original tariff.

SHEET	REVISION	SHEET	REVISION
1	Original *	26	Original *
2	Original *	27	Original *
3	Original *	28	Original *
4	Original *	29	Original *
5	Original *	30	Original *
6	Original *	31	Original *
7	Original *	32	Original *
8	Original *	33	Original *
9	Original *	34	Original *
10	Original *	35	Original *
11	Original *	36	Original *
12	Original *	37	Original *
13	Original *		
14	Original *		
15	Original *		
16	Original *		
17	Original *		
18	Original *		
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22	Original *		
23	Original *		
24	Original *		
25	Original *		
26	Original *		

* Indicates new or revised sheet with this filing

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SYMBOLS

The following are the only symbols used for the purposes indicated below:

- D - Delete or Discontinue
- I - Change Resulting in an Increase to a Customer's Bill
- M - Moved from another Tariff Location
- N - New
- R - Change Resulting in a Reduction to a Customer's Bill
- T - Change in Text or Regulation but no Change in Rate or Charge.

When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised sheet(s) through the use of the above mentioned symbols.

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TARIFF FORMAT

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff pages in effect. Consult the check sheet for sheet currently in effect.
- C. Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i).
 - 2.1.1.A.1.(a).I.(i).(1).
- D. Check Sheets** - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on the check sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

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SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS**1.1 Abbreviations**

The following abbreviations are used herein only for the purposes indicated below:

C.O.	-	Central Office
Corp.	-	Corporation
FCC	-	Federal Communications Commission
FPSC	-	Florida Public Service Commission
SecurFone	-	SecurFone America, Inc.
IXC	-	Interexchange Carrier
LATA	-	Local Access and Transport Area
LEC	-	Local Exchange Carrier
MTS	-	Message Telecommunications Service
PBX	-	Private Branch Exchange

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SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd.)

1.2 Definitions

Access Line - An arrangement which connects the Customer's location to a SecurFone America, Inc. switching center or point of presence.

Authorized User - A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Carrier's service.

Available Usage Balance - The amount of usage remaining in a Debit Account at any particular point in time. Each Debit Account begins with an initial usage amount which is depleted as services provided by the Company are utilized by the Customer.

Called Party - The person, individual, corporation, or other entity whose telephone number is called by the End User.

Commission - The Florida Public Service Commission.

Company or Carrier - SecurFone America, Inc. unless otherwise clearly indicated by the context.

Customer or Subscriber - The person, firm, corporation or other entity which orders, cancels, amends or uses service and is responsible for payment of charges and compliance with the Company's tariff.

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SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd.)**1.2 Definitions**

Debit Account - An account which consists of a pre-paid usage balance depleted on a real time basis during each Debit Service Call.

Debit Card - A card issued by the Company which provides the Customer with a Personal Account Code and instructions for accessing the Carrier's network.

Debit Service Call - A service accessed via a "1-800" or other access code dialing sequence whereby the Customer or Authorized User dials all of the digits necessary to route a call. Network usage for each call is deducted from the available usage balance on a Company-issued Debit Account.

Debit Toll Service - A service offered by the Company which provides the Customer with a Personal Account Code and instructions for accessing the Carrier's network.

End User - Any person, firm, corporation, partnership or other entity which uses the services of the Carrier under the provisions and regulations of this tariff. The End User is responsible for payment unless the charges for the services utilized are accepted and paid by another Customer.

Holidays - Holidays observed by the Carrier as specified in this tariff.

LATA - Local access and transport area. A geographic area established by the US District Court for the District of Columbia in Civil Action No. 17-49, within which a local exchange company provides communications services.

LEC - Local Exchange Company

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SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (Cont'd.)

1.2 Definitions

Personal Account Code - A pre-defined series of numbers to be dialed by the Customer or Authorized User upon access to the Carrier's network which identifies the Debit Account from which charges for service shall be debited and which validates the caller's authorization to use the services provided.

Premises - A building or buildings on contiguous property.

Renewal - A method of replenishing a Debit Account's Available Usage Balance with additional minutes of use as authorized and paid for by the Customer.

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SECTION 2.0 - RULES AND REGULATIONS

2.1 Undertaking of SecurFone

- 2.1.1 SecurFone is a resale common carrier providing intrastate communications long distance message toll telephone service to Customers for the transmission and reception of voice, data, and other types of communications.
- 2.1.2 The Company offers intrastate telecommunications service in conjunction with interstate service.
- 2.1.3 Long distance usage charges are based on the actual usage of the network. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connection.
- 2.1.4 No charges apply to incomplete calls.
- 2.1.5 Service is provided twenty-four (24) hours per day, seven (7) days a week.

2.2 Applicability of Tariff

This tariff is applicable to telecommunications services provided by SecurFone within the state of Florida.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.3 Payment and Credit Regulations

2.3.1 Payment Arrangements

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. The Customer agrees to pay to the Company any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to the Company or any agency duly authorized to receive such payments. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the Florida PSC. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this tariff.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)**2.3 Payment and Credit Regulations, (Cont'd.)****2.3.1 Payment Arrangements, (cont'd)**

The Customer shall be responsible for all calls placed by or through Customer's equipment by any person. In particular and without limitation to the foregoing, the Customer is responsible for any calls placed by or through the Customer's equipment via any remote access features. The Customer is responsible for all calls placed via their authorization code as a result of the Customer's intentional or negligent disclosure of the authorization code.

2.3.2 Deposits

The Company does not require a deposit from the Customer or Subscriber.

2.3.3 Advance Payments

For Customers whom the Company determines an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and a new advance payment may be collected for the next month.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.3 Payment and Credit Regulations, (Cont'd.)

2.3.4 Taxes and Fees

The Company shall charge the Customer an amount sufficient to recover any governmental assessments, fees, license, or other similar taxes or fees imposed upon the Company.

- A.** For Debit Service, taxes or fees shall be included in the rates and charges stated in the Company's rate schedule for this service.
- B.** For all other services offered by the Company, taxes and fees shall be added pro-rata, insofar as practical, to the rates and charges stated in the Company's rate schedules and listed as separate line items on the Customer's bill for services provided.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)**2.4 Refunds or Credits for Service Outages or Deficiencies****2.4.1 Interruption of Service**

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer or Subscriber, or to the failure of channels, equipment and/or communications systems provided by the Customer or Subscriber, are subject to the general liability provisions set forth in this tariff. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer. Interruptions caused by Customer-provided, Subscriber-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via LEC access. For purposes of credit computation every month shall be considered to have 30 days. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than twenty-four hours. For message rated toll services, credits will be limited to, at maximum, the price of the initial period of individual call that was interrupted.

The Customer shall be credited for an interruption of one day (24 hours) or more at the rate of 1/30th of the monthly charge for the services affected for each day that the interruption continues.

Credit Formula:

$$\text{Credit} = A/30 \times B$$

A = outage time in days

B = total monthly charge for affected service.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

**2.4 Refunds or Credits for Service Outages or Deficiencies,
(Cont'd.)**

2.4.2 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for such tests and adjustments as may be deemed necessary for maintenance in a condition satisfactory to the Company. No interruption allowance will be granted for the time during which such tests and adjustments are made.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)**2.5 Liability**

- 2.5.1** The liability of the Carrier for its willful misconduct or gross negligence which is the sole legal cause of damage or injury is not limited by this tariff. With respect to any other claim or suit, by a Subscriber or by any others, for damages associated with acts or omissions involving initiation, installation, provision, termination, maintenance, repair, interruption or restoration of any service or facilities offered under this tariff, the Carrier's liability, if any, is limited to 1/30 of the monthly charge for service affected for each 24-hour period during which such failure of service occurs and is reported to or known by the Carrier. For services for which no monthly charge applies, the actual credit for outages is limited to the prorated charge for the period during which the call was interrupted. In addition, Subscriber credits for interrupted service will be issued, where applicable, in accordance with the provisions of Section 2.4.
- 2.5.2** In no event will Carrier be responsible for consequential damages or lost profits suffered by Subscriber on account of interrupted or unsatisfactory service unless Carrier is found to have been willfully negligent.
- 2.5.3** The Carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.5 Liability, (cont'd.)

2.5.4 The Carrier shall be indemnified and held harmless by the Customer against:

- a. Claims for libel, slander, infringement of copyright or unauthorized use of any trade mark, trade name or service mark arising out of the material, data, information, or other content transmitted by the Customer over the Carrier's facilities; and
- b. Claims for patent infringement arising from combining or connecting the Carrier's facilities with apparatus and systems of the Customer; and
- c. All other claims arising out of any act or omission of the Customer in connection with any service provided by the Carrier.

2.5.5 The Carrier will make no refund of overpayments by a Subscriber unless the claim for such overpayment together with proper evidence be submitted within one (1) year from the date of alleged overpayment unless billing records prepared by the Company can be produced which would justify a credit beyond one year.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.6 Minimum Service Period

The minimum service period is one month (30 days), unless otherwise specified by tariff or contract.

2.7 Cancellation by Customer

Unless otherwise specified elsewhere in this tariff or by mutually accepted contract between the Customer and the Company, service may be canceled by the Subscriber or Customer on not less than 30 days prior written notice to the Company.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)**2.8 Refusal or Discontinuance by Company**

2.8.1 Service may be suspended by the Company, without notice to the Customer, by blocking traffic to certain cities or NXX exchanges, or by blocking calls using certain Customer travel cards when the Company deems it necessary to take such action to prevent unlawful use of its service. SecurFone will restore services as soon as it can be provided without undue risk, and will upon request by the Customer, assign new travel card codes to replace ones that have been deactivated.

2.8.2 SecurFone may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given 15 days notice to comply with any rule or remedy any deficiency:

- (A) For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- (B) For use of telephone service for any purpose other than that described in the application.
- (C) For neglect or refusal to provide reasonable access to SecurFone or its agents for the purpose of inspection and maintenance of equipment owned by SecurFone or its agents.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.8 Refusal or Discontinuance by Company, (Cont'd.)

2.8.2 (cont'd.)

- (D) For noncompliance with or violation of Commission regulation or 's rules and regulations on file with the Commission, provided five (5) working days' written notice is given before termination.
- (E) For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice to the Customer, except in extreme cases. Such notice will be provided in a mailing separate from the customer's regular monthly bill for service.
- (F) Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect 's equipment or service to others.
- (G) Without notice in the event of tampering with the equipment or services owned by SecurFone or its agents.
- (H) Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, SecurFone may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.8 Refusal or Discontinuance by Company, (Cont'd.)

2.8.2 (cont'd.)

- (I) Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.
- (J) For periods of inactivity over sixty (60) days.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)**2.9 Limitations of Service**

- 2.9.1** Service will be furnished subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.
- 2.9.2** SecurFone reserves the right to discontinue furnishing service, upon written notice, when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this tariff, or in violation of law.
- 2.9.3** The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.9.4** SecurFone reserves the right to discontinue the offering of service or deny an application for service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

2.10 Use of Service

Service may be used for any lawful purpose for which it is technically suited. Customers or Subscribers reselling or rebilling SecurFone's Florida intrastate service must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)

2.11 Employee Concessions

[Reserved for future use]

2.12 Terminal Equipment

Company's facilities and service may be used with or terminated in Customer-provided or Subscriber-provided terminal equipment or systems, such as PBXs, key systems, multiplexers, repeaters, signaling sets, teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the Customer or Subscriber, except as otherwise provided. Subscriber or Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of Company's service.

2.13 Applicable Law

This tariff shall be subject to and construed in accordance with Florida law.

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SECTION 2.0 - RULES AND REGULATIONS, (Cont'd.)**2.14 Cost of Collection and Repair**

Customer is responsible for any and all costs incurred in the collection of monies due the Company including legal and accounting expenses. The Customer or the Subscriber is also responsible for recovery costs of Company-provided equipment and any expenses required for repair or replacement of damaged equipment.

2.15 Tests, Pilots, Promotional Campaigns and Contests

The Company may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Company may also waive a portion or all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Company. From time to time the Company may waive all processing fees for a Customer.

These promotions will be approved by the FPSC with specific starting and ending dates with promotions running under no circumstances longer than 90 days in any twelve month period.

2.16 Other Rules

2.16.1 SecurFone reserves the right to validate the credit worthiness of Customers or Authorized Users through available verification procedures. Where a travel card code cannot be validated, the Customer or Authorized User may be required to provide an acceptable alternate billing method or the Carrier may refuse to place the call.

2.16.2 The Company reserves the right to discontinue service, limit service, or to impose requirements on Subscribers or Customers as required to meet changing regulations, rules or standards of the FPSC.

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SECTION 3.0 - DESCRIPTION OF SERVICE**3.1 General**

The Company provides intrastate, interexchange switched and dedicated telecommunications services between locations in Florida. The Company's service includes direct-dialed calling with charges based upon call duration, mileage, and/or total volume.

3.2 Quality and Grade of Service Offered

Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 90% during peak use periods for Feature Group D 1+ dialing. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

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SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd.)

3.3 Time of Day Rate Periods

Unless otherwise specified, applicable rate periods (Day, Evening, Night/Weekend) are indicated in the chart below:

Day Rate Period: Monday through Friday, 8:00 AM to 5:00 PM*

Evening Rate Period: Sunday through Friday, 5:00 PM to 11:00 PM*

Night/Weekend Rate Period: All days, 11:00 PM to 8:00 AM*
Saturday 8:00 AM to Sunday 5:00 PM*

* To, but not including

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00AM TO 5:00PM	DAYTIME RATE PERIOD						
5:00PM TO 11:00PM*	EVENING RATE PERIOD						EVE
11:00PM TO 8:00AM*	NIGHT/WEEKEND RATE PERIOD						

* to, but not including

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SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd.)**3.4 Holiday Rates**

The non-day rate applies to the following holidays unless a lower rate would normally apply.

New Year's Day	-	January 1
Martin Luther King Day	-	As nationally observed
Washington's Birthday	-	As nationally observed
Independence Day	-	July 4
Labor Day	-	As nationally observed
Thanksgiving Day	-	As nationally observed
Christmas Day	-	December 25

Night/Weekend Rate Period rates will apply to all calls made from 8:00 AM to, but not including, 11:00 PM on Company-recognized holidays.

Calls are billed based on the rate in effect for the actual time-of-day rate period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rate in effect in that boundary for each portion of the call.

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SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd.)

3.5 Calculation of Distance

Usage charges for mileage sensitive services vary based on the type of service subscribed to by the Customer. For services utilizing switched access, mileage measurements for rate schedules are based on the distance in airline miles between rate centers associated with the originating and terminating stations. For services utilizing dedicated access, mileage measurements for rate schedules are based on the distance in airline miles between the SecurFone network access point associated with the station utilizing Dedicated Access Origination/Termination and the rate center associated with the called/calling station.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1: Obtain the "V" and "H" coordinates for the serving wire center or network access point serving the Customer's location and the called/calling station.
- Step 2: Obtain the difference between the "V" coordinates. Obtain the difference between the "H" coordinates.
- Step 3: Square the differences obtained in Step 2.
- Step 4: Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5: Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6: Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating locations of the call.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd.)

3.6 Call Timing

- 3.6.1 Long distance usage charges are based on the actual usage of the Company's network. Chargeable time begins when the calling and the called station are connected.
- 3.6.2 Chargeable time ends when the calling service point terminates, thereby releasing the network connection.
- 3.6.3 Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute.
- 3.6.4 Unless otherwise specified in this tariff, usage is measured and rounded in one (1) minute increments for billing purposes.
- 3.6.5 No charges apply to unanswered calls.

Issued: May 30, 1997

Effective:

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SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd.)**3.7 Debit Card Service**

Debit Card Service allows Customers to place direct dialed calls between locations within the state of Florida. Customers access the SecurFone network by dialing a Toll Free (i.e. 800/888) number or other access dialing sequence and entering a Personal Account Code. The Company's system informs the Customer of the Available Usage Balance remaining in his/her Debit Account and prompts the Customer to place a call by entering a destination telephone number. Network usage for calls placed is deducted from the Available Usage Balance in the Customer's account on a real time basis as the call progresses. Customers purchase a Debit Card which assigns each Customer a Debit Account, provides each Customer with a Personal Account Code and lists instructions for accessing and using the service. See Section 4 of this tariff for available denominations.

Purchase of a Debit Card entitles the Customer to use the SecurFone network for a number of minutes equivalent to the card denomination divided by the effective per minute rate. The Debit Account expires, if the Debit Account is not replenished within 5 calendar days from the date of the last call that caused the Debit Account value to be depleted. No minimum service period applies. Payment for Debit Card Services and any Available Usage in a Customer's Debit Account is nonrefundable. Any unused balances will be applied toward renewal value of the Debit Account.

Debit Card service rates are not distance or time of day sensitive. Holiday discounts do not apply. Network usage for Debit Card Calls is deducted from the Available Usage Balance in Customer's Debit Account in full minute increments. For debiting purposes, the minimum call usage is one (1) minute; one domestic minute is equal to one unit.

Account balances are available from the system upon access to place a call. The Toll Free access number assigned to a given account is listed on the card.

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Telephone: (908) 429-8494

SECTION 3.0 - DESCRIPTION OF SERVICE, (Cont'd.)**3.8 Debit Toll Service**

Debit Toll Service allows Customers to place direct dialed calls between locations within the state of Florida. Customers may presubscribe SecurFone as their primary interexchange carrier or access the SecurFone network by dialing a Toll Free (i.e. 800/888) number or other access dialing sequence and entering a Personal Account Code. The Company's system informs the Customer of the Available Usage Balance remaining in his/her Debit Account and prompts the Customer to place a call by entering a destination telephone number. Network usage for calls placed is deducted from the Available Usage Balance in the Customer's account on a real time basis as the call progresses. Customers purchase Debit Toll Service by depositing a dollar amount reflective of their telecommunication needs based on the per minute rate. The Company assigns each Customer a Debit Account, provides each Customer with a Personal Account Code and lists instructions for accessing and using the service. Account balances are available from the system upon access to place a call.

Purchase of Debit Toll Service entitles the Customer to use the SecurFone network for a number of minutes equivalent to the deposit denomination divided by the effective per minute rate. No minimum service period applies. Payment for Debit Toll Services and any Available Usage in a Customer's Debit Account is nonrefundable. Any unused balances will be applied toward renewal value of the Debit Account.

Debit Toll service rates are not distance or time of day sensitive. Holiday discounts do not apply. Network usage for Debit Toll Calls is deducted from the Available Usage Balance in Customer's Debit Account in full minute increments. For debiting purposes, the minimum call usage is one (1) minute; one domestic minute is equal to one unit.

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SECTION 4.0 - RATES

4.1 General

Each Customer is charged individually for each call placed through the Company. Charges are computed on an airline mileage basis as described in Section 3.5 of this tariff.

Charges may vary by service offering, mileage band, class of call, time of day, day of week and/or call duration.

Customers are billed based on their use of Frontier's long distance service. No installation charges or fixed monthly recurring charges apply.

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SECTION 4.0 - RATES, (CONT'D.)**4.2 Discounts for Hearing Impaired Customers**

A direct dialed telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, credit on charges for certain intrastate toll calls placed between TDDs. The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the off-day rate during business day hours. Discounts do not apply to per call add-on charges for services when the call is placed by a method that would normally incur the surcharge.

4.3 Emergency Call Exemptions

The following calls are exempted from all charges: Emergency calls to recognizable authorized civil agencies including police, fire, ambulance, bomb squad and poison control. Frontier will only handle these calls if the caller dials all of the digits to route and bill the call. Credit will be given for any billed charges pursuant to this exemption on a subsequent bill after verified notification by the billed Customer within thirty (30) days of billing.

4.4 Telecommunications Relay Service Rates

For 1+ toll calls received from the relay service, call charges shall be discounted by 50% from the otherwise applicable usage rate for a voice nonrelay call, except that where the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent.

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SECTION 4.0 - RATES, (CONT'D.)**4.5 Debit Card Service**

<u>Face Value of Card(s)</u>	<u>Minutes Available</u>
\$5.00	20 minutes
\$10.00	41 minutes
\$20.00	83 minutes

Rate per minute - \$0.24

4.6 Debit Toll Service

All calls are debited from the Available Balance on a per minute basis. The dollar value equivalent in the Debit Account divided by the per minute rate are the number of minutes available to be used unless the Customer replenishes the Debit Account.

Rate per minute: \$0.24

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SECTION 5.0 - PROMOTIONS

5.1 Promotional Offerings - General

From time to time, the Company may provide promotional offerings to introduce a current or potential Customer to a service not being used by the Customer. These offerings may be limited to certain dates, times or locations and may waive or reduce recurring or nonrecurring charges.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network.

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ATTACHMENT III
FINANCIAL STATEMENTS

ATTACHMENT III

FINANCIAL STATEMENTS

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

SecurFone of America, Inc. possesses the financial capability to provide the requested service. The Company's financial statements for the four months ended March 31, 1997 are attached. A review of the financial statements demonstrates that the Company possesses the necessary financial capability. Some of the noteworthy items are:

- Cash & cash equivalent balance of \$128K.
- Current ratio of 4.4%.
- Positive equity balance of \$815K.
- Losses have accumulated but this is normal in a start-up company. Revenue growth appears strong which will turn the income statement positive as the revenues rise above the break-even profitability line.
- The Company's product development team is close to offering another product that will virtually eliminate cellular fraud. This is another product line of the Company that has the potential of being a strong revenue stream in addition to the revenue streams the Company is already developing into revenue "rivers". Unfortunately, financial statements look at the financial history of the Company rather than looking forward. The financial future of the Company is very promising.
- The Company's ownership contributed approximately \$1.1 million to establish the Company and is willing to do another capital infusion if necessary.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

Please see response to question #1.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

Please see response to question #1.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

FINANCIAL STATEMENTS

Balance Sheet	1
Statement of Operations	2
Statement of Stockholders' Equity	3
Statement of Cash Flows	4
Notes to Financial Statements	5

SECURFONE AMERICA, INC.
(A Development Stage Company)
BALANCE SHEET

		March 31, 1997
		<u>(unaudited)</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$	128,448
Note receivable		150,000
Royalties receivable		750,000
Inventory		50,000
Prepaid expenses		37,000
TOTAL CURRENT ASSETS		<u>1,115,448</u>
FIXED ASSETS		
Property and equipment, net of accumulated depreciation		<u>238,493</u>
OTHER ASSETS		
Intangible assets, net of accumulated amortization		828,423
Deposits		80,775
TOTAL OTHER ASSETS		<u>909,198</u>
TOTAL ASSETS	\$	<u>1,931,139</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current portion of obligations under capital leases	\$	47,449
Accounts payable		189,342
Accrued payroll		16,488
TOTAL CURRENT LIABILITIES		<u>253,279</u>
Obligations under capital leases		112,300
Deferred royalty revenue		780,000
TOTAL LIABILITIES		<u>1,115,449</u>
STOCKHOLDERS' EQUITY		
Common stock		41,200
Paid-in capital		1,054,600
Deficit accumulated during the development stage		(280,110)
TOTAL STOCKHOLDERS' EQUITY		<u>815,690</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	<u>1,931,139</u>

See accompanying notes and independent accountants' report.

MAY 29 '97 02:51PM DODGE HARVEY & CO.

SECURFONE AMERICA, INC.
 (A Development Stage Company)
 STATEMENT OF OPERATIONS

For the four
 months ended
 March 31,
 1997

 (unaudited)

REVENUES	\$ 2,661
COST OF GOODS SOLD	<u>450</u>
GROSS PROFIT	2,211
SELLING, GENERAL, AND ADMINISTRATIVE EXPENSES	<u>233,340</u>
LOSS FROM OPERATIONS	(231,130)
OTHER INCOME (EXPENSE) Loss on abandonment-SFNY	<u>(48,980)</u>
NET LOSS	<u>\$ (280,110)</u>
NET LOSS PER SHARE	<u>\$ (0.07)</u>

See accompanying notes and independent accountants' report.

MAY 29 '97 03:27PM BOB MURPHY & CO.

P.1

SECURPOW AMERICA, INC.
STATEMENT OF STOCKHOLDER'S EQUITY
For the Four Months Ended March 31, 1997

	<u>Common Stock</u>	<u>Capital in Excess of Par Value</u>	<u>Deficit Accumulated During the Development Stage</u>
Initial Issuance of Common Stock, May 20, 1996	\$ 30	\$ 976,770	\$ -
Stock Split 1,333.33 to 1	39,970	(39,970)	
Sale of Stock	1,200	118,800	
Net Loss (unaudited)	-	-	(280,110)
Balance March 31, 1997 (unaudited)	<u>\$ 41,200</u>	<u>\$ 1,054,600</u>	<u>\$ (280,110)</u>

See accompanying notes and independent accountants' report.

SECUREPHONE AMERICA, INC.
(A Development Stage Company)
STATEMENT OF CASH FLOWS

	For the Four Months Ended March 31, 1997 <u>(unaudited)</u>
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net Loss	<u>6 (280,110)</u>
Adjustments to reconcile net loss to net cash used by operating activities:	
Depreciation and amortization	38,809
Increase in notes receivable	(150,000)
Increase in royalties receivable	(750,000)
Increase in inventory	(50,000)
Increase in prepaid expenses	(37,000)
Increase in intangibles and other assets	(604,426)
Increase in accounts payable and accrued expenses	205,800
Increase in deferred royalty revenue	750,000
Total adjustments	<u>(599,817)</u>
NET CASH USED BY OPERATING ACTIVITIES	<u>(879,927)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchase of property and equipment	<u>(247,074)</u>
NET CASH USED BY INVESTING ACTIVITIES	<u>(247,074)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:	
Contribution to capital	1,095,800
Proceeds from capital lease	159,650
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>1,255,450</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	128,448
BEGINNING BALANCE-CASH AND CASH EQUIVALENTS	<u>-</u>
ENDING BALANCE-CASH AND CASH EQUIVALENTS	<u>\$ 128,448</u>

See accompanying notes and independent accountants' report.

SECURPHONE AMERICA, INC.
(A Development Stage Corporation)
NOTES TO FINANCIAL STATEMENTS
March 31, 1997

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies followed by Securphone America, Inc. ("the Company") are set forth below.

Nature of Operations

SecurPhone America, Inc., a wholly owned subsidiary of Montpelier Holdings, Inc., is principally engaged in the sale and licensing of prepaid cellular phone services. The Company has been in its development stage since its formation on May 30, 1994. The Company provides these services in some markets, and in other markets, licenses the Company's resources to unrelated parties. When a license is sold, the Company agrees to provide certain services to the licensor. Generally, these services include providing an understanding of the market and assistance in promotion and advertising.

The cellular services the Company offers which provide them a competitive advantage include prepaid cellular calling cards, subscriber recharges on prepaid calling cards via an automated intelligent voice response unit, unrestricted international calling capabilities, multi-lingual capabilities, a uniform, flat rate for long distance service from anywhere in the United States, capability to provide services from any cellular phone, regardless of model, and voice mail service from both cellular and landline sources.

In addition to cellular services, the company is also aggressively pursuing regional and national distribution of landline prepaid calling cards.

The Company has also developed software which virtually eliminates cellular fraud, and is assessing the feasibility of licensing this technology to other cellular providers and carriers.

Cash and Cash Equivalents

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company maintains its cash accounts in one commercial bank. Accounts are guaranteed by the Federal Deposit Insurance Company (FDIC) up to \$100,000.

SECURPHONE AMERICA, INC.
(A Development Stage Corporation)
NOTES TO FINANCIAL STATEMENTS
March 31, 1997

Inventory

Inventories are valued on the first in, first out (FIFO) method, at cost. Inventories at March 31, 1997 consist of prepaid calling cards.

Property and Equipment

The cost of property and equipment is depreciated over the estimated useful lives of the related assets. Depreciation is calculated using accelerated depreciation for both financial reporting and income tax purposes.

Financial Instruments

As collateral for performance and advances on long-term contracts, the Company may obtain letters of credit up to \$1,000,000 from a major bank. The letter of credit agreement is secured by assets of a major shareholder of the parent company and by the assets of an unrelated third party. As of March 31, 1997, the Company had no contingent liability under its letter of credit agreements.

Revenue and Expense Recognition

The Company recognizes revenue from sales of license agreements, net of an allowance for uncollectable amounts, when substantially all significant services to be provided by the Company have been performed. Expenses are recognized in the period in which they are incurred.

Intangible Assets

Intangible assets are comprised of various costs incurred by the Company as part of start up phase of operations. The Company began amortizing these costs over a five year period as of January 1, 1997, using the straight-line method. As of March 31, 1997, \$27,228 in amortization expense of organizational costs has been charged to operations.

Use of Estimates

In preparing the Company's financial statements, management is required to make estimates and assumptions that effect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

No provision has been made at March 31, 1997 for federal or state income taxes.

MAY 22 '94 03:04PM BOBBER SPKEY & CO.

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SECURPHONE AMERICA, INC.
 (A Development Stage Corporation)
 NOTES TO FINANCIAL STATEMENTS
 March 31, 1997

NOTE 2 - NOTE RECEIVABLE

The note receivable is a 7%, ten month, note from the Company's parent company. The note is secured by publicly traded securities held by an affiliated corporation owned by a principal shareholder of the parent company.

NOTE 3 - ROYALTIES RECEIVABLE

Royalties receivable at March 31, 1997 represents the portion of total revenue from initial license sales attributable to services required to be provided by the Company that have not yet been performed. These revenues will be recognized on a pro-rata basis as these services are provided to the licensor.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment at March 31, 1997 is comprised of the following:

Office equipment	\$ 5,663
Computer software	81,763
Computer hardware	<u>152,642</u>
	247,078
Accumulated depreciation	<u>(8,582)</u>
	<u>\$ 238,496</u>

NOTE 5 - CAPITAL LEASE

In March, 1997, the Company entered into a sale-leaseback arrangement which is being accounted for as a capital lease. Under the agreement, the Company sold certain equipment and leased it back for a period of 48 months, at which time the Company will repurchase the equipment from the lessor.

SECURFONE AMERICA, INC.
(A Development Stage Corporation)
NOTES TO FINANCIAL STATEMENTS
March 31, 1997

Minimum future lease payments under non-cancelable capital leases for the next five years are as follows:

1997	\$ 35,506
1998	47,449
1999	47,449
2000	29,165
2001 and thereafter	-
Total minimum future lease payments	<u>\$ 159,649</u>

NOTE 6 - COMMON STOCK

On March 5, 1997, the Company authorized an additional 4,700,000 share of common stock, bringing the total shares authorized for issuance to 5,000,000 shares. All shares of stock are the same class.

On March 6, 1997 the shareholders approved a stock split of 1,333.33 to 1 shares, increasing the 3,000 shares issued, and outstanding to 4,000,000 shares with a par value of .01 per share. The amount of \$39,770 was transferred from the paid-in-capital account to common stock account to record the split. All per share amounts have been restated to reflect this stock split.

On March 6, 1997, the Company also sold an additional 120,000 shares of stock at \$1.00 per share, bringing the total number of shares issued and outstanding as of March 31, 1997 to 4,120,000.

NOTE 7 - LOSS ON ABANDONMENT

In August, 1996, the Company entered into a licensing agreement with Securfone New York, Inc. (SFNY). As part of the agreement, The Company forwarded monies to SFNY to cover various start up costs. After four months SFNY fell into default under the terms of the licensing agreement and ceased operations. The monies paid by the Company to SFNY were written off as a one-time charge to income of \$48,980.

MAY 22 '97 05:05PM BOBE PARKEY & CO.

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SECURSTONE AMERICA, INC.
(A Development Stage Corporation)
NOTES TO FINANCIAL STATEMENTS
March 31, 1997

NOTE 8 - SUBSEQUENT EVENTS

On February 17, 1997 the Company entered into a reverse merger agreement with Materials Technologies, Inc. in which the Company's parent company, Montpelier Holdings Inc. will take control of Materials Technologies, Inc. As of March 31, 1997, the reverse merger had not been fully completed, however, the Company anticipates all parties will fulfill their obligations under the agreement.

ATTACHMENT IV

MANAGERIAL AND TECHNICAL CAPABILITIES

**SecurFone America, Inc.
Profiles of Key Personnel**

Nicholas R. Wilson, Chief Executive Officer

Mr. Wilson became Chief Executive Officer of SecurFone America, Inc. in 1996, after stepping down as Chairman of the Board of Intek Diversified Corporation (NASDAQ IDCC). Mr. Wilson is President and CEO of Roamer One Holdings, Inc., a privately held holding company which owns a major stock position in Intek Diversified. Since 1989, Mr. Wilson has served as President and CEO of Roamer Communications Network which was responsible for providing engineering services to a large number of 220 MHz licensees. In addition to serving as a Director of several private companies, Mr. Wilson serves as a Director on the Board of Ventel, Inc., a Canadian corporation listed on both the Vancouver and Montreal Stock Exchanges.

Mr. William Stueber, President

Mr. Stueber became the President of SecurFone America in 1996. He has been involved in the cellular business since 1983. Mr. Stueber has developed distribution channels for Bell Atlantic, GTE, Motorola, MCI, Cellular and several regional carriers. He brings to SecurFone significant management experience with cellular activation facilities. He has negotiated wireless carrier agreements with several RBOC and two of the nation's largest cellular resellers.

Profiles, cont'd.

Mr. Michael Lee, Chief Financial Officer

Mr. Lee became Chief Financial Officer of SecurFone in 1996. He is a certified public accountant and member of the American Institute of Certified Public Accountants and the Ohio Society of Certified Public Accountants. Mr. Lee has been a tax partner for four years at Bober Markey & Company, a large regional public accounting firm. Prior to Bober Markey, he worked as a tax manager for ten years at Grant Thornton International, LLP. Mr. Lee is also Treasurer and Director of Roamer One Holdings, Inc. and has served as a Director for numerous private companies.

Derek Davis, Director of Operations

Mr. Davis brings to SecurFone prior experience in overseeing, establishing and operating of 220 MHz SMR systems nationwide with Central Communications Corporaiton. His prior experience includes forecasting and cost estimating as a financial analyst for Rovic Diamonds, as well as tehcnological and financial research as a consultant to Forward Plastics, Inc.



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

Tel: 407-740-8575
Fax: 407-740-0613

May 29, 1997
Overnight

DEPOSIT

DATE

D586

JUN 02 1997

Mr. Walter D'Haeseleer
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oaks Boulevard
Gerald L. Gunter Bldg. Room 270
Tallahassee, FL 32399-0850

RE: Initial Application of SecurFone America, Inc. to Provide Pre-Paid
Telecommunications Services in Florida

Dear Mr. D'Haeseleer:

Enclosed for filing are the original and twelve copies of the above referenced
application of SecurFone America, Inc. to provide Prepaid Telecommunications
Services in Florida.

Also enclosed is the applicant's check in the amount of \$250 for the filing fee.
Questions pertaining to this application or tariff should be directed to my attention at
(407) 740-8575.

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

Thank you for your assistance.

Sincerely,

SECURE-FONE AMERICA, INC.
2016 CATALINA MARIE AVE.
HENDERSON, NV 89014

BANK OF AMERICA
LAS VEGAS BRANCH (800) 551-2000

5532

3/6/97

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