

970 761-T1



APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
INTEREXCHANGE
TELECOMMUNICATION
SERVICE WITHIN THE
STATE OF FLORIDA

DOCUMENT NUMBER/DATE

06293 JUN 24 5

FORM 4-70 (REV. 10-70) (P. 10711-6)

1. This is an application for (check one):

- ☒ **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).

2. 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.

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

Quintelco, Inc.

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

Quintelco, Inc.

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

Quintelco, Inc.

1 Blue Hill Plaza

Pearl River, N.Y. 10965

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

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

7. Structure of organization;

() Individual (X) Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other, _____

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

(a) Provide proof of compliance with the foreign limited 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.

N/A

(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 company, give reason why not.

N/A

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: F97000002748

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

Corporation Services Company
1201 Hays Street

Tallahassee, FL 32301

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

Fictitious name registration number: _____

- (c) 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

- (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 company, give reason why not.

No

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

- (a) The application;

Joel R. Dichter, Esq.

Klein, Zelman, Rothermel & Dichter, L.L.P. New York, N.Y. 10022
485 Madison Avenue (212) 935-6020

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

Claudia Hirsch

Quintelco, Inc.

(914) 620-1212

1 Blue Hill Plaza

Pearl River, N.Y. 10965

(c) Tariff;

David O. Klein, Esq. New York, NY 10022
Klein, Zelman, Rothermel & Dichter, L.L.P. (212) 935-6020
485 Madison Avenue

(d) Complaints/Inquiries from customers;

Tanora Simmons Pearl River, NY 10965
Quintelco, Inc. (800) 532-3940
1 Blue Hill Plaza

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

N/A

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

Currently has applications pending in all fifty (50) States.

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

New York, Kansas, Illinois, Georgia, California, New Jersey

(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 company or other telecommunications entity, and the circumstances involved.

None

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

- () Facilities. () Operators.
() Billing and Collection. () Sales.
() Maintenance.
() Other: N/A

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.).

N/A

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

- ☒ Residential customers. ☒ Business customers.
- ☐ PATS providers. ☐ PATS station end-users.
- ☐ Hotels & motels. ☐ Hotel & motel guests.
- ☐ Universities. ☐ Univ. dormitory residents.
- ☐ Other: (specify)_____.

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?

Yes

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

Quintelco, Inc.

18. 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).

19. 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 mbs., DS-3, etc.)

☒ Travel Service

☒ Method of access is 950

☒ Method of access is 800

☐ 900 service

- ___ **Operator Services**
___ Available to presubscribed customers
___ Available to non presubscribed customers (for
example to 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

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

End user dials directly, No additional numbers need be dialed to access
services other than when using the company's calling card where an 800
number and PIN number must be keyed in prior to entering the called number.

21. ___ **Other:**

ATTACHMENTS:

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

**** APPENDIX A ****

CERTIFICATE 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.

UTILITY OFFICAL:

Signature

Date

Title

Telephone No.

**** 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 OFFICAL:

Signature

Date

Title

Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

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

1) N/A 2)

3) 4)

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

1) N/A 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.

1) POP-to-POP TYPE OWNERSHIP

2) N/A

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).

All exchanges except rural areas

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).

The company, as a reseller of interexchange services, will comply with EAEA requirements to the best of its ability. The company will pass through services provided by underlying carriers.

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 services begin?

N/A

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

N/A

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

**** APPLICANT ACKNOWLEDGEMENT 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 AAV service.
6. **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.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

**** 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</u> <u>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.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Oklawaha, Orange Springs, Salt Springs and Silver Springs Shores.

**** FLORIDA EAS MAJOR EXCHANGES CONTINUE ****

DAYTONA BEACH:	New Smyrna Beach.
TAMPA:	CentralNone EastPlant City NorthZephyrhills SouthPalmetto WestClearwater
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 Creek, 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 Beach, 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.

**** FLORIDA EAS MAJOR EXCHANGES CONTINUE ****

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

FLORIDA TELEPHONE EXCHANGES - ALL

PERSON COMPLETING FORM David Klein, Esq.

SIGNATURE

DATE _____

Alachua.....	Cherry Lake.....	Ft. Meade.....	Jacksonville.....	Melbourne.....	Panama City.....	Spring Lake.....
Alford.....	Chiefland.....	Ft. Myers.....	Jacksonville Bch..	Melrose.....	Panama City Beach..	Starke.....
Alligator Point...	Chipley.....	Ft. Myers Beach....	Jasper.....	Miami.....	Paxton.....	Stuart.....
Altha.....	Citra.....	Ft. Pierce.....	Jay.....	Micanopy.....	Pensacola.....	Sugarloaf Key.....
Apalachicola.....	Clearwater.....	Ft. Walton Beach...	Jennings.....	Middleburg.....	Perrine.....	Sunny Hills.....
Apopka.....	Clermont.....	Ft. White.....	Jensen Beach.....	Milton.....	Perry.....	Tallahassee.....
Arcadia.....	Clewiston.....	Freeport.....	Julington.....	Molino.....	Pierson.....	Tampa
Archer.....	Cocoa.....	Frostproof.....	Jupiter.....	Monticello.....	Pine Island.....	Tarpon Springs....
Astor.....	Cocoa Beach.....	Gainesville.....	Keaton Beach.....	Montverde.....	Plant City.....	Tavares.....
Avon Park.....	Coral Springs.....	Geneva.....	Kenansville.....	Moore Haven.....	Polk City.....	The Beaches.....
Baker.....	Cottondale.....	Glendale.....	Key Largo.....	Mount Dora.....	Pomona Park.....	Titusville.....
Baldwin.....	Crawfordville.....	Graceville.....	Key West.....	Mulberry.....	Pompano Beach.....	Trenton.....
Bartow.....	Crescent City.....	Grand Ridge.....	Keystone Heights..	Munson.....	Ponce De Leon.....	Trilacoochee.....
Belle Glade.....	Crestview.....	Green Cove Spa....	Kingsley Lake.....	Myakka.....	Ponte Vedra Beach..	Tyndall AFB.....
Bellevue.....	Cross City.....	Greensboro.....	Kissimmee.....	Naples.....	Port Charlotte....	Umatilla.....
Beverly Hills.....	Crystal River.....	Greenville.....	La Belle.....	New Port Richey...	Port St Joe.....	Valparaiso.....
Big Pine.....	Dade City.....	Greenwood.....	Lady Lake.....	New Smyrna Beach..	Port St Lucie.....	Venice.....
Blountstown.....	Daytona Beach.....	Gretna.....	Lake Buena Vista..	Newberry.....	Punta Gorda.....	Vernon.....
Boca Grande.....	Deberry.....	Groveland.....	Lake Butler.....	North Cape Coral..	Quincy.....	Vero Beach.....
Boca Raton.....	Deerfield Beach...	Gulf Breeze.....	Lake City.....	North Dade.....	Raiford.....	Waldo.....
Bonifay.....	Defuniak Springs..	Haines City.....	Lake Placid.....	North Fort Myers..	Reedy Creek.....	Walnut Hill.....
Bonita Springs....	Deland.....	Hastings.....	Lake Wales.....	North Key Largo...	Reynolds Mill.....	Wauchula.....
Bouling Green....	DeLeon Springs....	Havana.....	Lakeland.....	North Naples.....	St. Augustine.....	Weekiwahee Spa...
Boynton Beach....	Delray Beach.....	Hawthorne.....	Laurel Hill.....	North Port.....	St. Cloud.....	Welaka.....
Bradenton.....	Destin.....	High Springs.....	Lewey.....	Oak Hill.....	St. Marks.....	Wellborn.....
Branford.....	Douling Park.....	Milliard.....	Lee.....	Ocala.....	St. Petersburg....	West Kissimmee...
Bristoi.....	Dunnellon.....	Mobe Sound.....	Leesburg.....	Okeechobee.....	Salt Springs.....	West Palm Beach...
Bronson.....	East Orange.....	Molley Navarre....	Lehigh Acres.....	Oklawaha.....	San Antonio.....	Westville.....
Brooker.....	Eastpoint.....	Hollywood.....	Live Oak.....	Old Town.....	Sanderson.....	Wewahitchke.....
Brooksville.....	Eau Gallie.....	Homestead.....	Lynn Haven.....	Orange City.....	Sanford.....	White Springs.....
Bunnell.....	Englewood.....	Homosassa Springs..	Luraville.....	Orange Park.....	Sanibel-Captiva...	Wildwood.....
Bushnell.....	Eustis.....	Mosford.....	MacClenny.....	Orange Springs....	Santa Rosa Beach..	Williston.....
Callahan.....	Everglades.....	Mowey.....	Madison.....	Orlando.....	Sarasota.....	Windermere.....
Cantonment.....	Fernandina Beach..	Hudson.....	Malone.....	Oviedo.....	Seagrove Beach....	Winter Garden....
Cape Coral.....	Flagler Beach.....	Immokalee.....	Marathon.....	Pace.....	Sebastian.....	Winter Haven.....
Cape Haze.....	Florahome.....	Indian Lake.....	Marco Island.....	Pahokee.....	Sebring.....	Winter Park.....
Carrabelle.....	Fla Boys Ranch....	Indiantown.....	Marianne.....	Palatka.....	Shalimar.....	Yankeetown.....
Cedar Keys.....	Forest.....	Interlachen.....	Maxville.....	Palm Coast.....	Silver Spgs.Shores..	Youngstown-Fount..
Century.....	Ft. George.....	Inverness.....	Mayo.....	Palmetto.....	Sneads.....	Yulee.....
Chattahoochee....	Ft. Lauderdale....	Islemore.....	McIntosh.....	Panacea.....	Sopchoppy.....	Zephyrhills.....
						Zolfo Springs....

**** APPENDIX E ****

**** GLOSSARY ****

ACCESS CODE: The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-10XX.

BYPASS: Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

Feature Group A: Line side connections presently serving specialized common carriers.

Feature Group B: Trunk side connections without equal digit or code dialing.

Feature Group C: Trunk side connections presently serving AT&T-C.

Feature Group D: Equal trunk access with subscription.

INTEREXCHANGE COMPANY: means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

FORM PSC/CMU 31 (11/91)

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

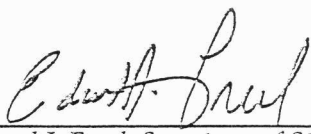
Exhibit 1

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "QUINTELCO, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.



2619528 8100
971137841



Edward J. Freel, Secretary of State

AUTHENTICATION: 8441392
04-29-97
DATE:

CERTIFICATE OF INCORPORATION

OF

QUINTELCO, INC.

FIRST. The name of this corporation shall be:

QUINTELCO, INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

One thousand five hundred shares without par value.

FIFTH. The name and address of the incorporator is as follows:

Georgia DelCollo
Corporation Service Company
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this first day of May, A.D., 1996.


Georgia DelCollo
Incorporator

Exhibit 2



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 23, 1997

KLEIN,ZELMAN,ROTHERMEL & DICHTER
%QUINTELCO, INC.
485 MADISON AVENUE
NEW YORK, NY 10022

Qualification documents for QUINTELCO, INC. were filed on May 23, 1997 and assigned document number F97000002748. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Michael Mays
Document Specialist
Division of Corporations

Letter Number: 197A00028269

Exhibit 3

Quintelco, Inc. Directors

Jeffrey L. Schwartz has been Chairman and Chief Executive Officer of the Company since January 1995, Secretary/Treasurer from September 1993 to December 1994 and a director since inception. Since January 1979, Mr. Schwartz has also been President and a director of Jami Marketing, a list brokerage and list management consulting firm, Jami Data, a database management consulting firm, and Jami Direct, a direct mail graphic and creative design firm.

Jay Greenwald has been President and Chief Operating Officer of the Company since January 1995, Vice President from August 1992 to December 1994 and a director since inception. From January 1991 to August 1992, Mr. Greenwald was Vice President of Newald Direct, Inc. ("Newald Direct") and, from July 1990 to January 1991, was President of Newald Marketing, Inc. ("Newald Marketing"), companies engaged in direct response marketing.

Claudia Newman Hirsch has been Executive Vice President of the Company since January 1995, Vice President from January 1991 to August 1992, Ms. Newman was President of Newald Direct and from July 1990 to January 1991, was Vice President of Newald Marketing.

Andrew Stollman has been Senior Vice President, Secretary and a director of the Company since January 1995 and President from September 1993. From August 1992 to June 1993, Mr. Stollman was a consultant to Cas-El, Inc., from November 1992 to June 1993, manager at Media Management Group, Inc., and from December 1990 to August 1992, national marketing manager for Infotrax Communications, Inc. and Advanced Marketing & Promotions, Inc., companies engaged in providing telephone entertainment services.

Michael G. Miller has been a director of the Company since inception. Since 1979, Mr. Miller has been the President and a director of each of the Jami Companies.

Directors and Officers of Quintelco, Inc.

The Officers and Directors are as follows:

Jeffrey L. Schwartz - Chairman and Director

Jay Greenwald - President and Director

Claudia Newman Hirsch - Executive Vice President and Director

Andrew Stollman - Senior Vice President, Secretary and Director

Daniel Harvey - Treasurer

Michael G. Miller - Director

Murray L. Skala - Director

Mark Gutterman - Director

Edwin A. Levy - Director

Vincent Tese - Director

All can be reached at Quintelco's primary place of business at 1 Blue Hill Plaza, Pearl River, NY 10965.

Exhibit 4

QUINTEL ENTERTAINMENT, INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS
AND FINANCIAL STATEMENT SCHEDULE

	<u>PAGE</u>
Report of Independent Accountants	F-1
Consolidated Balance Sheets as of November 30, 1996 and 1995	F-2
Consolidated Statements of Income for the years ended November 30, 1996, 1995 and 1994	F-3
Consolidated Statements of Shareholders' Equity for the years ended November 30, 1996, 1995 and 1994	F-4
Consolidated Statements of Cash Flows for the years ended November 30, 1996, 1995 and 1994	F-5 - F-6
Notes to Consolidated Financial Statements	F-7 - F-17
Schedule II - Valuation and Qualifying Accounts and Reserves	S-1

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors of
Quintel Entertainment, Inc.:

We have audited the accompanying consolidated balance sheets of Quintel Entertainment, Inc. and Subsidiaries (the "Company") as of November 30, 1996 and 1995 and the related consolidated statements of income, shareholders' equity and cash flows for each of the years in the three year period ended November 30, 1996. Our audits also included the financial statement schedule included in the index of Item 14(a). These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Quintel Entertainment, Inc. and Subsidiaries as of November 30, 1996 and 1995 and the consolidated results of their operations and their cash flows for each of the years in the three year period ended November 30, 1996, in conformity with generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

COOPERS & LYBRAND L.L.P.

Melville, New York
February 26, 1997.

QUINTEL ENTERTAINMENT, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

as of November 30, 1996 and 1995

ASSETS:

	1996	1995
Current assets:		
Cash and cash equivalents	\$14,140,987	\$ 3,570,468
Marketable securities	14,595,724	
Accounts receivable, trade	18,030,083	10,097,629
Deferred tax asset	6,961,940	39,957
Due from related parties	644,168	67,162
Prepaid expenses and other current assets	2,345,154	381,292
Total current assets	56,718,056	14,156,508
Property and equipment, at cost, net of accumulated depreciation	344,407	142,369
Investment in joint venture, at equity		1,345,304
Other assets		1,299,169
Intangible assets, net	21,967,084	26,606
	<u>\$79,029,547</u>	<u>\$16,969,956</u>

LIABILITIES

Current liabilities:		
Accounts payable	\$ 2,565,383	\$ 1,269,647
Accrued expenses	3,019,760	2,351,644
Reserve for customer chargebacks	20,080,903	4,025,130
Loans payable		2,643,522
Due to related parties	1,478,515	354,751
Income taxes payable	4,131,303	294,187
Total liabilities	<u>31,275,864</u>	<u>10,938,881</u>
Minority interest	18,750	
Commitments and contingencies (Note 8)		

SHAREHOLDERS' EQUITY

Preferred stock — \$.001 par value; 1,000,000 shares authorized; none issued and outstanding		
Common stock — \$.001 par value; authorized 50,000,000 shares; issued and outstanding 18,452,368 shares and 12,000,000 shares, respectively	18,452	12,000
Additional paid-in capital	37,406,050	441,258
Retained earnings	10,300,150	5,597,817
Unrealized gain on marketable securities	10,281	
Less subscriptions receivable		(20,000)
Total shareholders' equity	<u>47,734,933</u>	<u>6,031,075</u>
	<u>\$79,029,547</u>	<u>\$16,969,956</u>

See accompanying notes to consolidated financial statements.

QUINTEL ENTERTAINMENT, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

for the years ended November 30, 1996, 1995 and 1994

	1996	1995	1994
Net revenue	\$86,666,768	\$50,501,266	\$22,771,465
Cost of sales	64,661,256	36,732,610	17,521,985
Gross profit	22,005,512	13,768,656	5,249,480
Selling, general and administrative expenses	10,159,226	3,467,008	3,012,588
Income from operations	11,846,286	10,301,648	2,236,892
Interest expense	(473,289)	(334,318)	(759,211)
Other income	760,413	485,250	
Equity in earnings of joint venture	4,939,653	2,860,304	
Income before provision for income taxes	17,073,063	13,312,884	1,477,681
Provision for income taxes	4,898,633	220,335	54,842
Net income	<u>\$12,174,430</u>	<u>13,092,549</u>	<u>\$ 1,422,839</u>
Pro forma data (Note 1):			
Income before provision for income taxes		\$13,312,884	\$ 1,477,681
Pro forma income tax provision		5,633,116	835,144
Pro forma net income		<u>\$ 7,679,768</u>	<u>\$ 642,537</u>
Net income per share	<u>\$.76</u>		
Pro forma net income per share		<u>\$.64</u>	<u>\$.05</u>
Weighted average common shares outstanding	<u>16,124,743</u>	<u>12,000,000</u>	<u>12,000,000</u>

See accompanying notes to consolidated financial statements.

QUINTEL ENTERTAINMENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
for the years ended November 30, 1996, 1995 and 1994

	Common Stock		Additional paid-in capital	Retained earnings	Unrealized Gain on Marketable Securities	Subscriptions receivable	Total shareholders' equity
	Shares	Amount					
Balance, November 30, 1993 ...	8,000,000	\$ 8,000	\$ 402,000	\$ 788,429		\$ (410,000)	\$ 788,429
Net income for the year				1,422,839			1,422,839
Purchase of minority interest			33,258				33,258
Distributions to shareholders ..				(2,100,000)			(2,100,000)
Issuance of common stock	4,000,000	4,000	6,000			(10,000)	
Collections on subscriptions receivable						400,000	400,000
Balance, November 30, 1994 ...	12,000,000	12,000	441,258	111,268		(20,000)	544,526
Net income for the year				13,092,549			13,092,549
Distributions to shareholders ..				(7,606,000)			(7,606,000)
Balance, November 30, 1995 ...	12,000,000	12,000	441,258	5,597,817		(20,000)	6,031,075
Collections on subscriptions receivable						20,000	20,000
Distributions to S corporation shareholders				(6,897,097)			(6,897,097)
Common stock issued:							
Common stock offering	3,225,000	3,225	13,398,850				13,402,075
Common stock issued in connection with acquisition	3,200,000	3,200	22,796,800				22,800,000
Stock option exercises	27,368	27	194,142				194,169
Contributed capital			575,000	(575,000)			
Unrealized gains on available for sale securities					\$10,281		10,281
Net income for the year				12,174,430			12,174,430
Balance, November 30, 1996 ...	<u>18,452,368</u>	<u>\$18,452</u>	<u>\$37,406,050</u>	<u>\$10,300,150</u>	<u>\$10,281</u>	<u>\$ —</u>	<u>\$47,734,933</u>

See accompanying notes to consolidated financial statements.

QUINTEL ENTERTAINMENT, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

for the years ended November 30, 1996, 1995 and 1994

	1996	1995	1994
Cash flows from operating activities:			
Net income	\$12,174,430	\$13,092,549	\$1,422,839
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	1,268,166	21,574	1,480
Reserve for customer chargebacks	6,719,018	2,848,228	78,767
Deferred income taxes	(6,431,212)	(30,676)	(9,281)
Gain on sale of securities	(384,250)		
Equity in net earnings of joint venture, net of dividends received	(507,653)	(1,320,304)	
Changes in assets and liabilities, net of effects from acquisition of business:			
Accounts receivable	(1,582,937)	(7,283,534)	797,466
Due from related parties	3,102,976	(67,162)	
Prepaid expenses and other current assets	(893,712)	(258,648)	(39,599)
Other assets	1,299,169	(521,135)	
Accounts payable	511,786	827,189	264,263
Income tax payable	3,894,446	225,819	68,368
Accrued expenses	343,368	67,254	1,000,214
Due to related parties	565,806	149,060	31,944
Other current liabilities		(32,580)	32,580
Net cash provided by operating activities	<u>20,079,401</u>	<u>7,717,634</u>	<u>3,649,041</u>
Cash flows from investing activities			
Investment in New Lauderdale joint venture		(25,000)	
Purchases of securities	(37,434,414)		
Proceeds from sales of securities	23,240,075		
Acquisition, net of cash acquired	900,040		
Capital expenditures	(251,628)	(140,761)	(18,010)
Net cash used in investing activities	<u>(13,545,927)</u>	<u>(165,761)</u>	<u>(18,010)</u>
Cash flows from financing activities:			
Loans payable, net	(2,643,522)	2,643,522	(1,149,432)
Proceeds from public offering, less expenses	13,402,075		
Proceeds from collections on common stock subscriptions	20,000		400,000
Distributions to S corporation shareholders	(6,897,097)	(7,606,000)	(2,100,000)
Proceeds from stock options exercised	136,839		
Minority interest	18,750		
Net cash provided by (used in) financing activities	<u>4,037,045</u>	<u>(4,962,478)</u>	<u>(2,849,432)</u>
Net increase in cash and cash equivalents	10,570,519	2,589,395	781,599
Cash and cash equivalents, beginning of year	<u>3,570,468</u>	<u>981,073</u>	<u>199,474</u>
Cash and cash equivalents, end of year	<u>\$14,140,987</u>	<u>\$ 3,570,468</u>	<u>\$ 981,073</u>

Continued

See accompanying notes to consolidated financial statements.

QUINTEL ENTERTAINMENT, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
for the years ended November 30, 1996, 1995 and 1994

	<u>1996</u>	<u>1995</u>	<u>1994</u>
Supplemental disclosures:			
Cash paid during the year for:			
Interest	\$ 473,289	\$ 334,318	\$ 785,093
Income taxes	6,627,866	50,010	2,902
Noncash investing and financing activities:			
Repurchase of minority interest			\$ 33,258
Details of acquisition (Note 7):			
Fair value of assets acquired	\$36,031,621		
Liabilities assumed	(11,731,621)		
Stock issued	<u>(22,800,000)</u>		
Cash paid	1,500,000		
Less: cash acquired	<u>(2,400,040)</u>		
Net cash received from acquisition	<u>\$ (900,040)</u>		

During fiscal 1996, options for shares of common stock were exercised by certain employees and directors. A tax benefit of approximately \$57,330 was recorded as an increase in additional paid-in capital and a reduction to income taxes currently payable (Note 9.)

See accompanying notes to consolidated financial statements.

Quintelco, Inc. Directors

Jeffrey L. Schwartz has been Chairman and Chief Executive Officer of the Company since January 1995, Secretary/Treasurer from September 1993 to December 1994 and a director since inception. Since January 1979, Mr. Schwartz has also been President and a director of Jami Marketing, a list brokerage and list management consulting firm, Jami Data, a database management consulting firm, and Jami Direct, a direct mail graphic and creative design firm.

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Michael G. Miller has been a director of the Company since inception. Since 1979, Mr. Miller has been the President and a director of each of the Jami Companies.

Exhibit 5

TITLE SHEET**FLORIDA TELECOMMUNICATIONS TARIFF**

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Quintelco, Inc. with principal offices at 1 Blue Hill Plaza, Pearl River, New York 10965. 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: June 23, 1997Effective:

By: Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

CHECK SHEET

Sheet 1 through 24 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original

Issued: June 23, 1997

Effective: _____

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

TABLE OF CONTENTS

Title Page 1

Check Sheet 2

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Section 1 -- Technical Terms and Abbreviations 7

Section 2 -- Rules and Regulations 10

Section 3 -- Description of Service 16

Section 4 -- Rates 20

Issued: June 23, 1997

Effective: _____

By: Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

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

Issued: June 23, 1997

Effective: _____

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. 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 sheet. These numbers are used to determine the most current sheet version on file with the FLAPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FLAPSC follows in their tariff approval process, the most current sheet number on file with the FLAPSC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 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).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).
- D. **Check Sheets** - When a tariff filing is made with the FLAPSC, 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 sheets 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 this sheet if these

Issued: June 23, 1997Effective:

By: Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

TARIFF FORMAT (contd.)**D. Check Sheets (contd.)**

are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). 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 FLAPSC.

Issued: June 23, 1997Effective:

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a Quintelco, Inc. network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable the customer to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Calling Card - A card issued by the Company, the customer's Local Exchange Company, authorized vendor, or other common carrier which allows the customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Prepaid Debit Card or Calling Card, which may also be referred to in this tariff as a PIN.

Company or Carrier - Quintelco, Inc.

Credit Card Charges - Prepaid Debit Card purchases, renewals, and other charges that may be billed to Major Credit Cards.

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

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

Evening - From 5:00 p.m. up to, but not including 11:00 p.m. local time Sunday through Friday.

FLAPSC - Florida Public Service Commission.

Issued: June 23, 1997

Effective: _____

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Holidays - Quintelco, Inc.'s recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day, and Christmas Day.

Local Exchange Company - A company which furnishes local exchange telephone service.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

Night/Weekend - From 11:00 p.m. up to, but not including, 8:00 a.m. Sunday through Friday, and 8:00 a.m. Saturday up to, but not including 5:00 p.m. Sunday.

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a customer to use with a designated 800 number, or other access number, to access the Company's network.

Prepaid Debit Cards - A plastic, paper or similar card issued by the Company and/or purchased by a customer which enables the customer to use a preprogrammed number of minutes of the Company's telecommunications service. Each Prepaid Debit Card which represents a customer account, has a PIN and instructions for using the Company's Prepaid Debit Card telecommunications service.

Prepaid Debit Card Calls - Calls for which charges are billed to a Prepaid Debit Card and not to the originating or terminating telephone number.

Private Label Prepaid Debit Card - A Prepaid Debit Card issued by the Company which carries the name or logo of an organization in addition to the Company's name.

Issued: June 23, 1997

Effective: _____

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Renewable Prepaid Debit Card - A Prepaid Debit Card issued by the Company and used by a customer which allows the customer to add additional minutes of telephone service to the card once the preprogrammed minutes have been used by charging additional preprogrammed minutes to a valid Major Credit Card acceptable to the Company.

Underlying Carriers - Those FLAPSC approved telecommunications service providers whose services the Company resells to its customers under the provisions of this tariff.

Issued: June 23, 1997

Effective: _____

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of Quintelco, Inc.**

Quintelco, Inc.'s facilities are furnished for communications originating at specified points within the State of Florida under terms of this tariff.

Quintelco, Inc. operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. When authorized by the customer, the Company may act as the customer's agent for ordering access connection facilities provided by other carriers or entities to allow connection of a customer's location to the Quintelco, Inc. network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services are provided on a monthly basis unless ordered on a longer time basis, and are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 Quintelco, Inc. reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.

Issued: June 23, 1997

Effective: _____

By: Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

SECTION 2 - RULES AND REGULATIONS (contd.)

2.2 Limitations (contd.)

2.2.3 All services provided under this tariff are directly controlled by Quintelco, Inc. and the customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.3 Liabilities of the Company

2.3.1 Quintelco, Inc.'s liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.3.2 Quintelco, Inc. shall be indemnified and held harmless by the customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
- (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by Quintelco, Inc.

Issued: June 23, 1997

Effective: _____

By:

Claudia Newman-Hirsch, Executive Vice President
Quintelco, Inc.
1 Blue Hill Plaza
Pearl River, NY 10965

SECTION 2 - RULES AND REGULATIONS (contd.)**2.4 Interruption of Service**

- 2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the customer within the customer's control, or is not due to the wiring or equipment, if any, furnished by the customer and connected to the Company's facilities.

- 2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer obtained service fraudulently; or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

If the customer is being billed for service to the home or office, rather than via a Debit Card arrangement as set forth in section 2.12, the customer will receive an itemized statement of account after the 30-day cycle.

2.8 Understanding Your Statement of Account

Your statement will outline specific charges or adjustments for Quintelco, Inc.'s services incurred and paid for during the preceding 30-day period.

2.9 Questions About Your Statement of Account

If the customer has questions about Quintelco, Inc.'s charges that may appear on its statement of account, the customer may call the Quintelco, Inc. service representative toll free at 1 (800) 532-3940.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.10 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make application to the FLAPSC for review and disposition of the matter.

2.12 Forms of Payment

At the customer's request, the Company permits the use of approved credit cards to apply for and receive a Debit Card used to access and pay for the Company's telecommunications services. Instead of traditional monthly billing, customers will pay in cash for, or authorize direct billing to their credit cards for purchase of, Prepaid Debit Cards that register with up to \$50.00 in credit. Telephone charges will be debited by the Company against this card at the rates set forth in Section 4 herein.

2.13 Advanced Payments

The Company reserves the right to collect advanced payments as part of its Prepaid Debit Card service.

2.14 Responsibility of the Company

The Company endeavors to provide the best long distance service possible at a fair and competitive price.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

2.17 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company does not require a deposit from the customer.

2.19 Taxes

All State and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

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SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services**

The Company's charges are based on the actual usage of the Company's services, in addition to any special features and/or service options, utilized by the customer. Charges begin when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the Local Exchange Company sends a signal to the switch. Charges cease when either party (called or calling) hangs up, unless chained calling is permitted and, in such case, the charges will cease when the calling party hangs up.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the non-facilities based, switchless resale of the tariffed Software Defined Network (SDN) Service offered by various Underlying Carriers. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State. The method of mileage calculation utilized by the Company mirrors that of Bell Communications Research and NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

Each service customer is charged individually for each call on a conversation minute basis. Each call is measured and charged at the applicable rate for the initial eighteen (18) second period or fraction thereof, and then at the applicable rate for each additional six (6) second period or fraction thereof. The minimum length of a call is eighteen (18) seconds. See Section 4, Rates, for the applicable rate schedule.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.2 Long Distance Network Service (contd.)**

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with FLAPSC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

3.3 Debit Card Service

3.3.1 This service permits use of a Prepaid Debit Card to access and pay for the Company's telecommunications services. Customers may purchase Prepaid Debit Cards directly from the Company, from authorized vendors or at a variety of retail outlets. Prepaid Debit Cards may be issued in denominations ranging from \$1.00 to \$50.00. The Company may issue Private Label Prepaid Debit Cards, as well as Prepaid Debit Cards with a fixed number of preprogrammed minutes and Renewable Prepaid Debit Cards.

3.3.2 Customers obtain the service by dialing an 800 number or other Access Codes to access the Company's network. The customer is prompted by an automated voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Company's processor tracks the call duration from when the call is answered by the Company's processor for rating purposes on a real time basis. Billing for all calls ends when the called party hangs-up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Debit Card. For some cards, when a customer obtains access to the Company's processor, the balance on the card will be announced. A warning tone

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.3 Debit Card Service (contd.)****3.3.2 (contd.)**

or message shall be played when 60 seconds or less in program minute credit is left on the Prepaid Debit Card. The customer can then complete the call within the time remaining on the Prepaid Debit Card. The customer may also add preprogrammed minutes to a Renewable Prepaid Debit Card by arranging to charge a Major Credit Card on a regular basis.

3.4 Calling Card Service

3.4.1 This service permits use of a Calling Card to place calls subject to the terms and conditions of this Tariff. The provisions of Section 3.1, as supplemented or modified herein, are applicable to Calling Card calls. The rates for Debit Cards apply to all Calling Card calls. If a Calling Card is lost, stolen or its PIN is used without the customer's consent, then all calls charged to the Calling Card, prior to written notification by the customer of the Company, shall be the responsibility and obligation of the customer.

3.5 Directory Assistance Service

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.6 Accessing Service

The service provided by the Company is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carriers. Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carriers.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.7 Availability of Service

The services provided through the Company, are available where equal access and the Billing Systems of its Underlying Carriers are provided.

3.8 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carriers are available. The services offered by the Company are not intended to be limited geographically.

3.9 Timing of Calls

3.9.1 Long distance usage charges are based on usage of Quintelco, Inc.'s service. 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 connections.

3.9.2 Minimum call duration and usage measurement and rounding for debiting purposes is specified on per-product basis in the rate section of this tariff.

3.9.3 There is no charge applied for incomplete calls.

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SECTION 4 - RATES**4.1 Long Distance Network Usage Rates**

- 4.1.1 The calls placed through the Company are rated using one of the following schedules. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).
- 4.1.2 Day, Evening and Night rate periods apply to Long Distance Network usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including, 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

4.2 Prepaid Debit Cards

- 4.2.1 Except to the extent modified in this section, the provisions of Section 4.1 are applicable to Prepaid Debit Card Service.
- 4.2.2 The Company may enter special agreements with certain customers who purchase Prepaid Debit Cards in volume directly from the Company. Discounts on direct purchases will apply to volume purchases.
- 4.2.3 If the Prepaid Debit Card is lost or stolen, the Company has no obligation to replace the Prepaid Debit Card or refund the charges to or remaining value represented by the Prepaid Debit Card. Any time charged or value added to a lost or stolen Prepaid Debit Card is the responsibility of the customer. The Company makes no refunds for unused balances on Prepaid Debit Cards.

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SECTION 4 - RATES (contd.)

4.2 Prepaid Debit Cards (contd.)

4.2.4 Prepaid Debit Cards may have a stated expiration date, and any access to the services available from the Prepaid Debit Card will be suspended when the expiration date occurs.

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SECTION 4 - RATES (contd.)**4.3 Long Distance Network And Card Usage Rates****4.3.1 Florida Intrastate Intralata Rates (Switched Access)****4.3.1.A**

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	INITIAL	ADD'L	INITIAL	ADD'L	INITIAL	ADD'L
	18 SEC.	6 SEC.	18 SEC.	6 SEC.	18 SEC.	6 SEC.
	\$	\$	\$	\$	\$	\$
<u>Mileage</u>						
ALL	0.25	0.25	0.25	0.25	0.25	0.25

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SECTION 4 - RATES (contd.)**4.3 Long Distance Network And Card Usage Rates (contd.)****4.3.2 Florida Intrastate Interlata Rates****4.3.2.A**

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	INITIAL	ADD'L	INITIAL	ADD'L	INITIAL	ADD'L
	18 SEC.	6 SEC.	18 SEC.	6 SEC.	18 SEC.	6 SEC.
	\$	\$	\$	\$	\$	\$
<u>Mileage</u>						
ALL	0.25	0.25	0.25	0.25	0.25	0.25

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SECTION 4 - RATES (contd.)**4.4 Directory Assistance Service**

Quintelco, Inc.'s customers will be debited at the following per call charge for each directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge	\$0.80
-----------------	--------

4.5 Exemptions and Special Rates**4.5.1 Directory Assistance for Handicapped Persons:**

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving handicapped individuals. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.5.2 Hearing and Speech Impaired Persons:

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.5.3 Telecommunications Relay Service:

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

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STATE OF FLORIDA
PUBLIC SERVICE COMMISSION DEPOSIT

DATE

D551 JUN 23 1997

970 761-TI
940757-TX

Docket No.

In the Matter of the Application of)

Quintelco, Inc. for a Certificate of Public)
Convenience and Necessity to provide)
Telecommunication Services)

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:

A.9

APPLICATION FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY

Quintelco, Inc. (hereinafter "Quintelco") hereby requests that the Florida Public Service
Commission ("PSC") issue a Certificate of Public Convenience and Necessity granting Quintelco
authority to provide non-facilities-based interexchange and local services in the State of Florida. In

FOR SECURITY PURPOSES, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND A CARBON BAND ON THE REVERSE SIDE

KLEIN, ZELMAN, ROTHERMEL & DICHTER, L.L.P.
GENERAL ACCOUNT
485 MADISON AVE.
NEW YORK, N.Y. 10022

REMITTANCE ADVICE

G 1-777/260

3419

PAY *Two hundred fifty and 00/100*
DATE *20-97* TO THE ORDER OF *Florida Public Service Commission*

DOLLARS

CHECK AMOUNT

250 00

1515-00



STERLING NATIONAL BANK
& TRUST COMPANY OF NEW YORK

FOR SECURITY PURPOSES, THIS DOCUMENT CONTAINS MICROPRINTING IN THE BORDER AND A CARBON BAND ON THE REVERSE SIDE

KLEIN, ZELMAN, ROTHERMEL & DICHTER, L.L.P.
GENERAL ACCOUNT
485 MADISON AVE.
NEW YORK, N.Y. 10022

REMITTANCE ADVICE

G 1-777/260

3420

PAY *Two hundred fifty and 00/100*
DATE *20-97* TO THE ORDER OF *Florida Public Service Commission*

DOLLARS

CHECK AMOUNT

250 00

1515



STERLING NATIONAL BANK
& TRUST COMPANY OF NEW YORK
540 Madison Ave. at 55th St., New York, N.Y. 10022

DOCUMENT NUMBER-DATE

06273 JUN 23 97

TO TEST AUTHENTICITY OF THE CARBON BAND, PLACE THE CHECK FACE UP ON TOP OF ANY ORDINARY PIECE OF PAPER AND RUB CARBON BAND AREA WITH A COIN - CARBON IMAGE WILL TRANSFER ONTO THE PAPER.

State of Florida

Commissioners:

JULIA L. JOHNSON, CHAIRMAN
SUSAN F. CLARK
J. TERRY DEASON
JOE GARCIA
DIANE K. KIESLING



DIVISION OF RECORDS &
REPORTING
BLANCA S. BAYÓ
DIRECTOR
(904) 413-6770

Public Service Commission

June 24, 1997

Joel R. Dichter, Esquire
Klein, Zelman, Rothermel & Dichter, L.L.P.
485 Madison Avenue
New York, New York 10022-5803

Re: Docket No. 970761-TI

Dear Mr. Dichter:

This will acknowledge receipt of an application for certificate to provide interexchange telecommunications service by Quintelco, Inc., which was filed in this office on June 24, 1997 and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (904) 413-6078 or FAX (904) 413-6079.

Please make note as well that Commission Rule 25-22.005(7), F.A.C., requires certificated companies to notify the Commission of any changes in name, telephone, address, or contact person. Should your application be granted by the Commission, you will be expected to comply with this rule by advising us of any changes as they occur.

Division of Records and Reporting
Florida Public Service Commission