

SOLUTION TELECOM, INC.

March 29, 2002

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

020323-TX

**RE: Solution Telecom, Inc. Application Form for Authority to Provide
Alternative Local Exchange Service within the State of Florida**

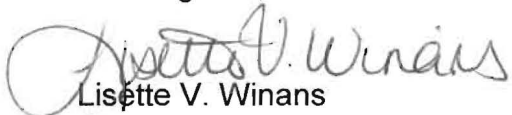
To Whom It May Concern,

Please find 1 original and 6 copies of the Application for Solution Telecom, Inc.

Also, find a check in the amount of \$250.00. which will cover the filing fee.

Should you have any questions please do not hesitate to contact the office.

Kind regards,



Lisette V. Winans
On behalf of Solution Telecom, Inc.

Enclosures

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:



DOCUMENT NUMBER-DATE

03945 APR -98

FPSC-COMMISSION CLERK

02 APR -9 AM 8:56
DISTRIBUTION CENTER

APPLICATION

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

☒ **Original certificate** (new company).

020232-TX

☐ **Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

☐ **Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

☐ **Approval of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

SOLUTION TELECOM, INC.

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

4. Official mailing address (including street name & number, post office box, city, state, zip code):

153 NE 97TH STREET
MIAMI SHORES FLORIDA 33138

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

153 NE 97TH STREET
MIAMI SHORES FLORIDA 33138

6. Structure of organization:

() Individual
() Foreign Corporation
() General Partnership
() Other _____

(☒) Corporation
() Foreign Partnership
() Limited Partnership

7. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. If incorporated in Florida, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State corporate registration number:

P02 000027383

9. If foreign corporation, provide proof of authority to operate in Florida:

(a) The Florida Secretary of State corporate registration number:

10. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) The Florida Secretary of State fictitious name registration number:

11. If a limited liability partnership, provide proof of registration to operate in Florida:

(a) The Florida Secretary of State registration number:

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: _____

14. Provide F.E.I. Number(if applicable): 04-3620392

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

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

NONE

(b) an 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.

NONE

16. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: KENNETH JACOBI
Title: REGULATORY
Address: 8181 NW 36TH ST SUITE 4
City/State/Zip: MIAMI FLORIDA 33166
Telephone No.: 305-468-1645 Fax No.: 305-468-8509
Internet E-Mail Address: Kjacobi@regnumgroup.com
Internet Website Address: NONE

(b) Official point of contact for the ongoing operations of the company:

Name: Pierre Charles
Title: SECRETARY - TREASURER
Address: 153 NE 97TH STREET
City/State/Zip: MIAMI FL 33138
Telephone No.: 305-731-5004 Fax No.: 305-892-8668
Internet E-Mail Address: NONE
Internet Website Address: NONE

(c) Complaints/Inquiries from customers:

Name: Pierre Charles
Title: SECRETARY / TREASURER
Address: 153 NE 97TH STREET
City/State/Zip: MIAMI FL 33138
Telephone No.: 305-731-5004 Fax No.: 305-892-8668
Internet E-Mail Address: NONE
Internet Website Address: NONE

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

NONE

(b) has applications pending to be certificated as an alternative local exchange company.

FLORIDA ONLY

(c) is certificated to operate as an alternative local exchange company.

NONE

-
- (d) has been denied authority to operate as an alternative local exchange company 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

18. Submit the following:

- A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.**
- B. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.**

C. Financial capability.

The application **should contain** the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should include:

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

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.*

Further, the following (which includes supporting documentation) should be provided:

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

THIS PAGE MUST BE COMPLETED AND SIGNED

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 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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

FRANTZ ROCOURT
Print Name

FRANTZ ROCOURT
Signature

PRESIDENT
Title

MARCH 28, 2002
Date

305-259-7646
Telephone No.

305-892-8668
Fax No.

Address: 153 NE 97TH STREET
MIAMI SHORES FL 33138

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

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:

FRANTZ ROCOURT
Print Name

President
Title

305-259-7646
Telephone No.

Frantz Rocourt
Signature

March 28, 2002
Date

305-892-8668
Fax No.

Address: 153 NE 97TH STREET
MIAMI SHORES FL 33138

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

1) _____	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.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____
(Title) _____ of (Name of Company) _____

and current holder of Florida Public Service Commission Certificate Number # _____
_____, have reviewed this application and join in the petitioner's request for a:

() sale

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Print Name _____

Signature _____

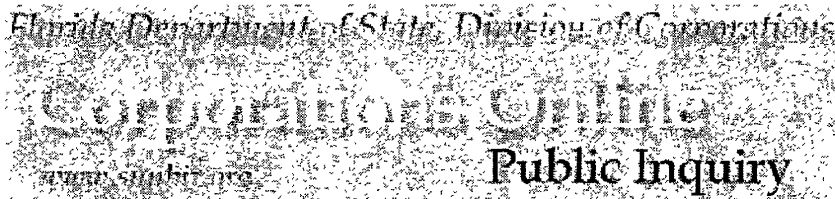
Title _____

Date _____

Telephone No. _____

Fax No. _____

Address: _____



Florida Profit

SOLUTION TELECOM, INC

PRINCIPAL ADDRESS

153 NE 97TH STREET
MIAMI SHORES FL 33138

MAILING ADDRESS

153 NE 97TH STREET
MIAMI SHORES FL 33138

Document Number
P02000027383

FEI Number
NONE

Date Filed
03/12/2002

State
FL

Status
ACTIVE

Effective Date
NONE

Registered Agent

Name & Address
CHARLES, PIERRE 192 WIMBLEDON LAKES DRIVE PLANTATION FL 33324

Officer/Director Detail

Name & Address	Title
ROCOUNT, FRANTZ 10442 SW 129TH PLACE MIAMI FL 33186	P
VALME, RONALD J 15675 SW 84TH TERRACE # 904 MIAMI FL 33193	V
CHARLES, PIERRE 192 WIMBLEDON LAKES DRIVE PLANTATION FL 33324	S,T

Annual Reports

Report Year	Filed Date	Intangible Tax
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[Previous Filing](#)

[Return to List](#)

[Next Filing](#)

No Events
No Name History Information

[View Document Image\(s\)](#)

THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

[Corporations Inquiry](#)

[Corporations Help](#)

12855 SW 136 AVE SUITE 107
MIAMI, FL 33185

259-7646
(305) 259-7766 FAX
Acuompong@aol.com

FRANTZ ROCOURT

Objective INSURANCE MANAGEMENT/ OPERATIONS SUPPORT

Experience 1990-1994 SALEMS DISCOUNT INSURANCE Miami, FL

Assistant Manager

- Hired, trained, and supervised a team of 10 employees
- Planned and delivered training seminars
- Dedication and work performance earned promotion to manager

1985-1990 NEMET MORTORS, INC Queens, NY

Loan Department Manager

- Oversaw financial operations for new-and used car department, with \$100,000 to 200,000 in monthly loans to new buyers, prepared monthly sales reports.
- Supervised 5 employees and completed performance appraisals.
- Significantly slashed office expenses by carefully monitoring expenditures

1982-1985 KENNY SYSTEMS New York, NY

Crew Leader

- Interim branch supervisor within 6 months, increased profits and Resolved all deferred account issues.
- Supervised staff and evaluated work performance.
- Selected by senior management to train employees in other branch locations

1980-1982 QUEENS GENERAL HOSPITAL New York, NY

Assistant Administrator

- Supervised E.R crew of nurses

Education 1974-1980 BARUCH COLLEGE New York, NY

- B.A., Arts in Marketing

Interests Member of Professional Insurance Agents (P I A) and
Certified Insurance Counselor for 7 years

RONALD VALME

Tel: (305) 969-5144

15675 SW 84th Terr. # 904

Email: ronvalme@earthlink.net

Miami, FL. 33196

PROFILE -

- Own and operate a company that deals in International Marketing, Sales and New Business Developments
- Expertise in US, European and Latin American Telecom Industries
- Fluent in French, Spanish, understands Italian and Portuguese
- BS in Industrial Engineering
- Analytical competency in both technical and business arenas
- Creative problem solver
- Excellent oral, written and presentation skills

PROFESSIONAL EXPERIENCE:

ARTIST CARD COMPANY – 2001 - in the telecommunications arena.

Combining entertainment with telecommunications, I have conceptualized and brought to market an interactive promotional pre-paid phone card. The main objective is to assist companies MARKET themselves, their products and their clients. I also gather important demographics through surveys on the card platform and provide that information to my clients in an appropriate format (electronic or other).

My clients include RCA/BMG, WARNER BROS, MOTOWN (A UNIVERSAL MUSIC COMPANY). Marketing Products include (Pre-Paid Calling Cards/CD-ROMS both regular and Business Card types/Dealing with different types of MEDIA – Radio/Print and Internet) I also deal with Marketing these products to Promotional and Fundraising Profit and Non-Profit Companies.. (Patent pending).

DIRECTOR OF SALES E-ROSH, Bay Harbour, FL – 2001-2002

As Director of Sales, I became an expert on the service – found ways to improve and troubleshoot problems, learn the operation and philosophy of the company and then found the best way to implement procedures.

- Hire and train a sales force (without any documentation, brochures, applications, etc.).
- I had to create and then implement policies – Commission agreements, Customer visit sheets, sign in sheets, customer credit card agreements, etc.
- There was no marketing material - again I had to work on Brochures and other handouts

SR. VP. & COO – STAR TELECOM, Inc. – Miami, FL – 1993 – 2001

In today's constantly changing times, the Internet provides us with opportunities that have never been witnessed before. For the past eight years I have been involved in Marketing Telecommunications products (voice and data) throughout the world. Setting up Internet opportunities for STAR, B2B, as well as another facet of telecom services (IVR) for another company:

Responsibilities included: Day-to-day operations of an International Long Distance company.

RONALD VALME

Tel: (305) 969-5144

15675 SW 84th Terr. # 904

Email: ~~ronvalme@earthlink.net~~

Miami, FL. 33031

Star Telecom's Client base consists of over 30 thousand customers worldwide, with annual sales of \$10,000,000.00. Coordinate the marketing and sales of International and Domestic products throughout the world via an extensive Agent network, under the STAR TELECOM banner. Additional responsibilities included creating marketing opportunities and manuals for Agents, and the proper training on marketing principles of selling domestic and international products.

Developed and negotiated relationships with Carriers for competitive wholesale rates for retail. Designed and implemented a Windows NT environment at STAR, including a proprietary software program, while maintaining a server and 12 PC's on the network, utilizing Microsoft Office (WORD/EXCEL), as well as Publisher. I have put together methods for Credit tracking and Diagnostics for troubleshooting Billing and Network problems. Developed and analyzed workflow, recognized business and operational problem areas, and made improvements.

TELECOMMUNICATIONS CONSULTANT - Miami FL - 1991 - 1993

Self-employed position as a Telecommunications Consultants to various travel industry companies to design and implement local and wide area voice and data communications networks. Coordinate implementation of data networks with multiple vendors including LECs, Racal-Milgo, et al.

SYSTEM ONE Corporation - Telecommunications Division Miami, FL - 1986 - 1991

Specialist - Network Installations

Dedicated in supporting vital telecommunications services to major System One users. Solely responsible for all data terminal equipment installations, project planning and vendor interface for Trump Air Shuttle, Eastern Metro Express, and other domestic / international carriers. Responsible for planning and installation of various voice telecommunications projects.

SYSTEM ONE Corporation - Telecommunications Division - A Subsidiary of Texas Air Corporation Miami, FL - 1983-1986

Senior Representative Network Installations - Management position:

Plans, coordinate, order and install all Voice and Data Terminal equipment in Domestic US locations for System One users.

Eastern Air Lines, Inc. - Miami, FL - 1981 - 1983

Representative Communications - Extensive public contact, planning and coordinating installations for travel agencies on Eastern's System One Direct Access Computer System throughout the United States and the Caribbean.

EDUCATION:

Florida International University, Miami, FL

Bachelor of Science Industrial Engineering, June 1981.

Broad Industrial Engineering curriculum with Professional Certificates in
Production and Manufacturing. G.P.A - 3.0

Miami Dade Community College - Miami, FL

Associate of Arts in Business, International Marketing June 1979

St Leo College - St. Leo, Florida

Business program in freshman year. April 1977

Honors:

Deans List Spring: 1980 - G.P.A - 4.0 - - Deans List Fall: 1980 - G.P.A - 4.0

Languages:

Fluent in English, Spanish and French

RONALD VALME

Tel: (305) 969-5144

15675 SW 84th Terr. # 904

Email: ronvalme@earthlink.net

Miami, FL. 33031

Technical Skills:

PC/Windows application usage, including (MS Word, Excel, PowerPoint, and Publisher).

Windows NT. /ADOBE PAGEMAKER/ILLUSTRATOR/and PHOTOSHOP.

Can set-up Billing tables and read CDR's

Hobbies: Coach AYSO Soccer and Basketball & on the board of directors (Soccer), Teach CCD at my Church, and Managing Editor of Local Newspaper.3

BRIEF BUSINESS PLAN

Competition Local Exchange Carrier (CLEC)

In February of 1996, The Telecom Act opened up local markets to competition by removing legal barriers that were prohibiting companies from entering the larger local telephone business on a nationwide basis. Formerly, local service was available only through one of the local Bell companies in a single region in effect a regional monopoly. On August 8, 1996, the Federal Communications Commission ("FCC") released the First Report and Order, followed immediately by a Second Report and Order, in CC Docket No. 96-98 (collectively the "Local Competition Orders") adopting rules to implement the local competition provisions of the Telecommunications Act of 1996 (the "1996 Act"). These decisions, totaling more than 1,000 pages, are a landmark step in implementation of the 1996 Act, and the first concrete national effort to fashion rules for the development of effectively competitive local telephone markets. The FCC's actions come after months of intense lobbying and political wrangling, and establish a framework of federal standards to guide state regulators and potential competitors as they open the final frontier of telecommunications competition, the local exchange service market.

Much like the sounding gun of the last great land rushes of the 19th century, the Local Competition Orders signal the beginning of an all-out stampede for companies to establish their positions in the \$100 billion local telephone service market. Unlike the land rush, however, potential competitors are not home free once they stake out the territory they wish to serve. New entrants must confront entrenched local exchange carrier ("LEC") monopolists seeking to protect their interests and endure local competition proceedings conducted by state public utility commissions to establish specific rates and procedures.

Incumbent LECs must provide, to any requesting carrier, nondiscriminatory access to network elements on an unbundled basis at any "technically feasible" point. Incumbent LECs must also provide access to the features, functions and capabilities associated with unbundled network elements, in a manner that will allow a requesting carrier to provide any service that can be offered. Through that element. Incumbent LECs must make available to competitors a minimum of seven unbundled network elements:

- 1.local loops;
- 2.network interface devices ("NID");
- 3.local and tandem switches;
- 4.interoffice transmission facilities;
- 5.signaling and call-related database facilities;
- 6.operations support systems and functions; and
- 7.operator and directory assistance facilities.

After a strong 2001 in which the CLECs outperformed the other Telecom indices and the broader market alike by a wide margin, the best is yet to come.

While 2001 was clearly a successful year with respect to market share gains, revenue growth and operational expansion, more than anything it was a year of preparation in which the CLECs readied themselves to wage an all out war on ILECs in 2002 and beyond.

We expect this year to be characterized by an ongoing acceleration in the CLECs sales of access lines as they continue to expand their sales and distribution channels, enter new markets and see improvements in the rate of provisioning available from the ILECs. The CLECs are clearly well positioned to take a share within a robust local market approximately \$105 billion in size and growing at more than five percent annually. Moreover, the entry into complementary lines of business such as long distance, data and Internet services will significantly expand the CLECs addressable market opportunity and improve their competitive position in the marketplace. With positive trends from an industry perspective and from the broader market environment, we believe the CLECs look increasingly attractive as long-term investments. The following graphs and descriptions help illustrate our thoughts on the CLECs. We believe the fourth quarter results from the CLECs are clear evidence the market has entered a "sweet spot" in the operational cycle for these companies. The quarter was characterized by four very positive trends, which are expected to continue during the four quarters of 2001:

1. Strong sequential revenue growth in all lines of business, with particular strength in local dial tone, data and Internet services. Even the largest industry player posted 14.5 percent sequential revenue growth versus the third quarter of 2001.
2. Acceleration in the rate of access lines installed during the quarter versus last quarter.
3. An improvement in quality of the access lines installed, as more line were on net and on-switch this quarter than in any previous quarter.
4. Dramatic gains toward profitability as average CLEC posted a 500-to 1,000 basis-point expansions in its EBITDA margin during the quarter.

All of these trends show that the fundamentals are intact and that positive EBITDA is on the horizon. We believe these positive trends should continue to create an attractive market for CLEC stocks well into the second half of 2000.

The CLECs will hit their stride as sales and marketing machines during 2000. If 2000 was a year of regulatory maneuvering and 2001 was a year of preparation, then this year is likely to be the first time in which CLECs demonstrate their ability to gain market share in a big way. The CLECs took over 750,000 access lines from the ILECs during 2000, and they could triple that amount in 2001. We believe strong market share gains, evidenced by access line sales, will be varying favorably received by the investment community. The robust revenue growth posted by the CLECs is occurring on the back of a substantial fixed-cost network investment, creating powerful operating leverage. As

such, we believe the CLECs are all poised to post diminishing EBITDA losses during the next few quarters and to post positive EBITDA during the second half of 2000.

Another important benefit of the consolidation that has occurred in the industry, is the fact that it has shrunk the over equity float of the group substantially. At the end of 2000 the CLEC industry had a float of approximately \$9 billion in equity value, which after removing \$1.7 billion in float associated with Brooks Fiber and the forthcoming merger of AT&T with Teleport, will reduce the CLEC industry's float to approximately \$4 billion. Needless to say, any industry characterized by expanding investor demand and a shrinking supply of equity is likely to see strong stock price returns.

Our strategy will be to go after the huge minority population in the State of Florida, New York, California and Texas.

Initial Objectives

Develop CLEC Operation in South Florida Area - 460 LATA Expand CLEC operations to all BellSouth states/areas. Expand CLEC operation to other major metropolitan areas/states. Offer Long Distance, Calling Cards & Promotions to CLEC customers.

Potential Customers who have

- No Credit!
- Bad Credit!
- Low Income!
- Illegal immigration status!
- Cannot afford deposit required by Bell South.

All services are prepaid no collection problems. Profit Margins are very high 35-54% Customer base will purchase other services, I.e. long distance, telephone cards, and promotions.

Implementation Logic

Payment Centers are Key.

- Each Center has 2000-3000 customers per month for other services i.e. Check Cashing
- Potential CLEC customers are **captive!**
- Signage & Literature are available for customer perusal while making other transactions
- Potential customer can obtain service "on-the-spot"

Potential Customer can take brochure and call or mail in to Solution Telecom

Conclusion

As you can see the telecommunications industry has just begun, over the next 5 years our company will expand. The overall telecommunications market grew by more than 11 percent in 2000, generating revenues of \$406.7 billion. The fastest growing segments were emerging technology, which was up 60 percent over 2001, and CTI hardware and software, which saw an increase of 49 percent, compared 2001.

Over the years, the telecommunications industry has seen some dramatic changes. We've recognized those changes and re-engineered our company to provide competitive services. Our mission is to provide services that are flexible, scalable and competitive to support the multi-service telecommunications industry.

TITLE SHEET

FLORIDA TELECOMMUNICATIONS PRICE LIST

This price list contains the descriptions, regulations, service standards and rates applicable to the furnishing of service and facilities for local services telecommunications provided by Solution Telecom, Inc., with principal offices at 153 NE 97th Street, Miami Florida 33128. This price list applies for services furnished within the state of Florida. This price list 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: March 28, 2002

Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

EFFECTIVE: _____

CHECK SHEET

The sheets listed below, which are inclusive of this price list, 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 price list and are currently in effect as of the date of the bottom of this page.

<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

ISSUED: March 28, 2002Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

EFFECTIVE: _____

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SYMBOLS SHEET

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

- D - Delete or Discontinue
- I - Change resulting in an Increase to a Customer's Bill
- M - Moved from Another Price List 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: March 28, 2002

Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

EFFECTIVE: _____

PRICE LIST FORMAT SHEETS

- 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 price list. 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 price list approval process, the most current sheet number on file with the Commission is not always the price list page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** -There is 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).

ISSUED: March 28, 2002Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

EFFECTIVE: _____

PRICE LIST FORMAT SHEETS

- D. **Check Sheets** - When a price list filing is made with the FPSC, an updated check sheet accompanies the price list filing. The check sheet lists the sheets contained in the price list, 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 symbol used on this page 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 price list user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

ISSUED: March 28, 2002

Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

EFFECTIVE: _____

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line -	An arrangement that connects the customer's location to a Solution Telecom, Inc. network-switching center.
Company or Carrier -	Solution Telecom, Inc.
Customer -	The person, firm, corporation or other entity which orders service and is responsible for payment of charges due and compliance with the Company's price list regulations.
Day -	From 8:00 A.M. up to, but not including, 5:00 P.M. local time, Saturday through Friday.
Evening -	From 5:00 P.M. up to, but not including, 11:00 P.M. local time, Saturday through Friday.
Holidays -	Solution Telecom, Inc. recognized holidays are: New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving and Christmas Day.
Night/Weekend -	From 11:00 P.M. up to, but not including 8:00 A.M. Saturday through Friday, and 8:00 A.M. Saturday up to, but not including, 6:00 P.M. Saturday.

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Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

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SECTION 2 - RULES, REGULATIONS AND SERVICE QUALITY CRITERIA**2.1 Availability of Service**

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this price list.

The Company's installs operates and maintains the communications services provided herein in accordance with the terms and conditions set forth under this price list. It may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Company's network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services and facilities are provided on a monthly basis unless ordered on a longer-term 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 provisions of this price list.
- 2.2.2 The Company's 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 price list.
- 2.2.3 All facilities provided under this price list are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with the express written 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 price list shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity an Alternative Local Exchange Company from the Florida Public Service Commission.

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SECTION 2 - RULES, REGULATIONS AND SERVICE QUALITY CRITERIA Continue**2.3 Liabilities of the Company.**

- 2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by 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 The Company 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, and 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 the Company.

2.4 Interruption of Service.

- 2.4.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence or 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 customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.
- 2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.
- 2.4.3 The customer shall be credited for an interruption of more than twenty-four hours as follows:
- Credit Formula:
- Credit = A/B x C
- "A" - outage time in hours
"B" - 720 hours in month
"C" - total monthly charge for affected facility

SECTION 2 - RULES, REGULATIONS AND SERVICE QUALITY CRITERIA Continue

2.5 Disconnection of Service by Carrier.

The company (carrier), upon 5 working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- 2.5.1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2.5.2 A violation of any regulation governing the service under this price list.
- 2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2.5.4 The Company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency.

2.6 Deposits

The Company does not require a deposit from the customer.

2.7 Advance Payments

For customers whom the Company feels 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 if necessary, a new advance payment will be collected for the next month.

2.8 Taxes

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

2.9 Billing of Calls

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

SECTION 2 - RULES, REGULATIONS AND SERVICE QUALITY CRITERIA Continue

2.10 Emergency Telephone Number Service (911 Service)

Emergency Telephone Number Service (911 Service) is an arrangement of Company central office and trunking facilities whereby any telephone use who dials the number 911 will reach the emergency report center for the telephone from which the number is dialed or will be routed to an operator if all lines to an emergency report center are busy. If no emergency report center exists for a central office entity, a telephone user who dials the number 911 will be routed to an operator. The telephone user who dials the 911 numbers will not be charged for the call. During temporary disconnection for residential service 911 will not be disconnected for non-payment.

2.11 Customer Complaints and/or Billing Inquiries

Customers have the right to refer billing disputes and any other complaints to Solution Telecom, Inc. at 153 NE 97th Street, Miami Florida 33128. Solution Telecom, Inc. Customer Service Department can be reached by dialing 1-305-751-1226. Fax 305-305-731-5004

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Miami Florida 33128

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SECTION 3 - BASIC SERVICE DESCRIPTIONS**3.1 Prepaid Local Exchange Service**

Prepaid Local Exchange Service is provided to business and residential customers for inbound and outbound calling within a local exchange calling area. Service is offered on a prepaid basis only. All charges must be paid prior to activation. Monthly charges must be paid in order for service to continue uninterrupted. The quality of service provided to the customer will be equal to the service provided by the company's underlying carrier.

This service allows Customers unlimited calling each month within the local exchange calling area. Service also includes access to emergency agencies through 911, access to toll-free numbers (e.g., 800/888) and access to the local operator by dialing "0"

All other local and long distance services are blocked. Long distance calls placed through an operator must be on a collect or as a third party billing recipient.

3.2 Custom Calling Features

Any Solution Telecom, Inc. Customer Custom Calling Features, subscribing to Prepaid Local Exchange Service may obtain as listed below, where technically available.

Call Forwarding:	Permits the Customer to automatically transfer all incoming calls to another telephone number of their choice and restore it to normal operation at their discretion. Calls may only be forwarded to other telephone numbers within the same local exchange calling area.
Busy/No Answer Call Forwarding:	Transfers incoming lines when the Customer's line is busy. The numbers calls are transferred to is fixed by the Customer. Calls may be transferred only to other telephone numbers within the same local exchange calling area.
Call Waiting:	Notifies the Customer, engaged in a call, of an incoming call through a tone signal. Customers may place the first call on hold and answer the waiting call by operation of the switchhook, and may alternate between the two calls.

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SECTION 3 – BASIC SERVICE DESCRIPTIONS (Continue)

Three-Way Calling:

Permits the Customer to add a third party to an established connection. The third party must be within the same local exchange calling area.

Speed Dialing:

Permits the Customer to place calls to other telephone numbers by dialing a one or two digit code rather than the complete telephone number

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SECTION 4-RATE**4.1 Residential Monthly Charges**

Customers are billed a one-time activation charge for each Prepaid Account and a monthly recurring charge for usage.

Activation fee: \$69.95

Monthly Usage Charge: \$39.95

Activation Fee Second Line: \$35.95

Second Line - \$20.00

Custom Calling Features

Call Forwarding: \$6.95

Busy/No Answer \$6.95

Call Waiting \$6.95

Three Way Calling \$6.95

Speed Dialing \$6.95

Package A (3 Features) \$15.00

Package B (all Features) \$25.00

SECTION 4-RATES (continue)**4.2 Business Monthly Charges**

Customers are billed a one-time activation charge for each Prepaid Account and a monthly recurring charge for usage.

Activation fee: \$39.95

Monthly Usage Charge: \$29.95

Activation Fee Second Line: \$39.95

Second Line \$25.00

Additional Lines \$15.00

Custom Calling Features

Call Forwarding: \$5.95

Busy/No Answer \$5.95

Call Waiting \$5.95

Three Way Calling \$5.95

Speed Dialing \$5.95

Package A (3 Features) \$15.00

Package B (all Features) \$25.00

SECTION 5 - NON-BASIC SERVICE DESCRIPTION

5.1 **Telecommunications Relay Service**

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay services calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that were either the calling or called party indicates that either party is 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.

ISSUED: March 28, 2002

Frantz Rocourt - President
153 NE 97th Street
Miami Florida 33128

EFFECTIVE: _____

VIDEOTEL.COM, INC.

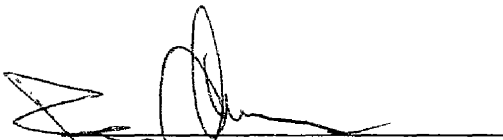
March 29, 2002

RE: Letter of Financial Support

Dear Sirs:

Videotel.com, Inc. is providing this letter to Solution Telecom, Inc. for the sole purpose of evidencing the financial fitness of Solution Telecom, Inc. to provide Alternative Local Exchange services and to meet its state regulatory obligations to provide such service in the state of Florida. This letter affirms that Videotel.com, Inc. shall guarantee the financial obligations of Solution Telecom, Inc. as necessary or appropriate to enable Solution Telecom, Inc. to provide Alternative Local Exchange services to large business customers in the state of Florida pursuant to contract terms negotiated on an individual basis with such customers and applicable federal and state statutes and regulations. The obligations set forth in this letter in any event shall terminate one year following the date that Solution Telecom, Inc. is authorized to commence Alternative Local Exchange services in the state of Florida.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Pierre Charles', is written over a horizontal line.

By: Pierre Charles
Videotel.com, Inc. President

VIDEOTEL.COM, INC.

February, 2002

Confidentiality Agreement

The undersigned reader acknowledges that the information provided by _____ in this business plan is confidential; therefore, reader agrees not to disclose it without the express written permission of _____.

It is acknowledged by reader that information to be furnished in this business plan is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by reader, may cause serious harm or damage to _____.

Upon request, this document is to be immediately returned to _____.

Signature

Date

Name (typed or printed)

This is a business plan. It does not imply an offering of securities.

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1.0 Executive Summary

VIDEOTEL.COM, INC. will begin operations in July, 2001 and provide telecommunications services, video conferences, VoIP, Internet Service Provider, to both people in Haiti, specifically in Port-au-Prince, and the United States, in the Florida and New York metropolitan area where there are a great concentration of haitian immigrants. The founders, subcontractors, and employees of VideoTel.com, Inc. are experienced in the telecommunications industry and passionate about the activities VideoTel will promote and offer.

An opportunity for VideoTel success exists because Haiti has over 2.5 million of his habitants currently leaving in the United States. With all or almost all has a close relatives in Haiti which they would like to see and talk to; but, with time constraint for traveling made it impossible to happen. Hence, we at VideoTel will make it possible through video conference for both of them to see and talk to each other in real time without traveling.

1.1 Company

VideoTel.com, Inc. is a for profit company organized under the laws and regulations of the State of Florida. And, may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida, or any other state, country, territory or nation.

1.2 Current Status

VideoTel.com, Inc. was incorporated on May 10, 2001, in the state of Florida, is currently active according to the laws and regulations of the state of Florida.

1.3 Products/Services

VideoTel.com, Inc. plan to engage and concentrate mainly in the Telecommunications industry while providing the following products/services:

- **Video Conference** between Haiti (Port-au-Prince, Cap-Haitien, Port-de-Paix, Gonaives, Saint Marc, Jacmel and Les Cayes) and the United States, mainly from Florida and New York during the first year of operation, with additional States being services between the second and fifth year of operation.

VIDEOTEL.COM, INC.

- **Cyber-cafe**, providing a network of offices (cyber-cafe's) to the Haitian population (in haiti) whereby they can have access to the internet for surfing and receiving e-mail.
- **Telephony**, providing telephony capabilities to the Haitian population, in Haiti, using our IP Network to telephone any one using the capabilities of our network reach.
- **VoIP (Voice over Internet Protocol)** Providing international long distance service to the Haitian community both from Haiti to the United states and from the United States to Haiti, using our network and or telephone card.
- **ISP (Internet Service Provider)** To provide individual dial up or cable-modem internet connection service to the haitian population in Haiti for a reasonable monthly fee.
- **ATM Money Transfer** To provide ATM like money transfer from the United States to Haiti.

1.4 Description of your Market

VideoTel.com, Inc. market in the first year of operation will comprised mainly of both the existing haitian population in the United States and the haitian population in the home land. At present, according to the United States Census for the year 2000, the Haitian population in the United States is 2.5 million people. And, the Haitian population in the home land is 9 million.

1.5 Company Objectives

VideoTel.com, Inc. aim is to become a major business enterprise in the telecommunication industry, especially in the services branches that we have mentionned above, in the United States, Haiti and the rest of Caribbean markets. During our first year we plan to provide services between the United States and Haiti. In our second year we plan to start servicing other caribbean markets.

The market for Telecommunication in the United States, in 2000, is estimated at \$ 200 billion, and is expected to grow by 5% a year to \$ 280 billion by 2005. VideoTel.com, Inc. has the potential to explode, with an even greater potential for long-term growth, and to capture 1/9 of 1% market share of this \$ 200 billion market, a shared percentage which would equal \$ 22 million in revenues.

1.6 Financial

The company plans to grow at a very rapid growth rate, due to our large existing markets in the Haitian community and our products which are in very great demand in Haiti.

- In our first year we plan to capture and service at least five percentage (5%) points of the market.
- In our second year, its our goal to open our services to at least one more Caribbean country; whereby our market share should and will increase by two percentage (2%) points of the market.
- The goal of the company is, and we will show that later with the projected Income and Expense Statement, to show a net profit of 23% of sales or \$ 359,375.00 in the first year.
- Our sales goal for the first year is to reach \$ 1,562,500.00.
- The sales for the second is expected to almost be double the first year sales or \$ 3,105,000.00.
- To show a net profit of 27% of sales or \$ 838,350.00.

1.7 Funding Plans

VideoTel.com, Inc. plans to finance all the required equipment for the start-up. We plan to use both leasing and business loan avenue in order to finance the equipment. Presently, its estimated that the equipment will cost approximately \$ 570, 000.00. In addition, we will need another \$ 250,000.00 for lease improvements and \$ 200, 000.00 for working capital. The company all together for equipment, lease and lease improvement and working capital is estimating the total financing to be at \$ 1,020,000.00.

	Equipment and Installation	\$
570,000.00		

	CAPITAL LEASE IMPROVEMENT	\$
250,000.00		

WORKING CAPITAL \$
200,000.00

TOTAL FUNDING \$
1,020,000.00

2.0 History and Position to date

Breakeven Analysis

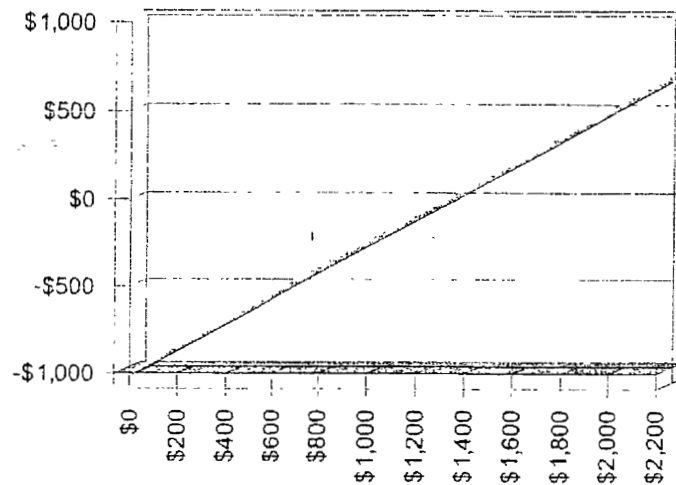


Table 2.0: Break-even Analysis

Monthly Units Break-even	1,333
Monthly Sales Break-even	\$1,333
Assumptions:	
Average Per-Unit Revenue	\$1.00
Average Per-Unit Variable Cost	\$0.25
Estimated Monthly Fixed Cost	\$1,000

2.1 Background

Up to now we at **VideoTel.com, Inc.** has been working in implementing our plan, setting up all the technical aspects of the business, in order to have a successful launching of the company into the telecommunications industry.

2.2 Why business will succeed

We are very confident that the business will succeed because of all the research and inquiries we have made both in Haiti and the United States with potential clients, which we think would be interested in the line of services we intend to provide. And, from the many positive responses that we received, that is why we are certain of the success of the company in a very short period of time. In addition, we at **VideoTel.com, Inc.** are trying to bring to the Haitian community both in Haiti and overseas something that they need and want. From the video conference type of service, there we are offering the Haitian population a way to communicate and at the same time to see their family members and their love one in real time without the necessary expense of traveling. We know for a fact that some people (from the Haitian community) has not being able to travel; hence, have not being able to see their family members and or their love one for five, ten, or fifteen years, and some time for even longer period.

Video conferencing with a geographically dispersed Haitian, West Indians, and many other US immigrants communities, the cost of travel, including the cost of family members' time during travel, is but too high to justify having family members or love one involved in periodic face-to-face states meeting. The time for video conferencing, the technology, the wide bandwith, is the most appropriate form of communications available today. A capability not present in any other forms of electronics communication, video conferencing allows participants to feel more involved with each other because they can communicate on many different levels. Body language and facial expressions can be observed and interpreted, in many cases transferring more meaning than the actual words. We realize at VideoTel.Com, Inc. that despite all its good points, there is a downside to videoconferencing. The most common problems and barriers are logistical. For example, all participants must be located at pre-arranged receiving/transmitting sites; nonetheless, we feel that the positive points of videoconferencing far more outweigh the negative or the downside, and, we know that people love to try new gadgets and things; videoconferencing to Haiti, (Haitian) or any and all of the inhabitants of the rest of the caribbean basssin is just that, new gadgets and new communication an electronics technology. Hence, they all will try it and quickly adopt it as the new age way of face-to-face meeting and communication whenever geographical boundaries exist between family members, friends and love ones.

VIDEOTEL.COM, INC.

With the technology provide to us by the *Internet* we are able to let every one to communicate and see each other at the same time on real time. Therefore, it is with that technology and along with all the other services that we intended to provide that we can say with confidence and certainty that VideoTel.com, Inc. will succeed and will be very profitable for all participants, whether it be owners and or investors.

2.3 Numbers that back up our business plan

See attached forecasted financial statements.

2.4 Achievements to date

To date we have achieve the following:

- Sign contract with **MCI/WORLDCOM** for an *International Circuit with a 384kbps bandwidth* capacity in order to have direct access and linkage between Haiti and the United States. A necessary and required linkage for all of our quality services. In addition, we have acquired three (3) key positions in Haiti to set up our first three offices, and we have a site in construction, a site with more square footage for office space and more secure to move the main office to in the near future.
- Since, we can not have the necessary linkage with MCI alone we have a letter and a tentative agreement with the local PTT in Haiti for the other half of the circuit. The local PTT promisses to have the circuit tested by the end of December 2001 or early Januaryy 2002. therefore, we can say that we will be operational by the end of January or early February 2002.

3.0 Mission

3.1 Company vision

Our vision at VideoTel.Com, Inc. is to position our self in the telecommunication industry whereby we can capture at least 10% percent of the market we are serving, which is the haitian community and to follow with other ethnic communities in after the first year of opertion. Presently, the Haitian population in the United States is made of 2,500,000 people; therefore, our market share or we intend to serve about 250,000 people from the United States.

3.2 Short-term goals

Our short-term goal is to penetrate the market such that between the first and the third year of service at least half of our intended target or 125,000 people. And, by the fifth year to reach and surpass our goal of 10% percent or 250,000 people.

3.3 Company values

We at VideoTel.com, Inc. believes that our success depends and always be depends on the type and quality of services that we provide to our clienteles; therefore it is our motto that "best quality service to our consumers is our first priority".

4.0 Business Structure

See attached organisation chart.

4.1 Reason for this structure

The current structure does not set in stone, but for our purpose and development plan we feel that the propose organizational chart will help us achieve our goal.

5.0 Management Team

See attached organizational chart.

5.1 My experience

See attached resume for Pierre CHARLES, President/CEO.

5.2 President/CEO

5.3 Skills and experience

5.4 Director of Marketing and Sales

See attached resume and organizational chart.

5.5 Skills and experience

See attached resume and organizational chart.

5.6 Other Key Personnel

See attached resume and organizational chart.

6.0 Products and Services

Products/Services

- Video conference service
- Telephony

VIDEOTEL.COM, INC.

- *i)* Calling Card using telephone with calls originating from the United States and terminating in Haiti.
- *ii)* Calling Card using telephone with calls originating from Haiti and terminating in the United States.
- *iii)* International telephone connection between Haiti and the United States, a service that we will provide to the private commercial sector (e.g. Banks, non-profit organizations, commercial enterprises, ect. in Haiti).
- **ISP (Internet Service Provider)**
- **ATM Money Transfer**
- **Targeted Internet Advertising**

6.1 Guarantees/Warranties

We at VideoTel.com, Inc. and if we can repeat our selves and say that 'best quality service to our costumers is our first priority'. Therefore, our guarantee to our clienteles will be service and having service 24/7/365 is our guarantee.

6.2 Benefits to company

This guarantee will not only benefit our clients, but, will greatly benefit the company as well. Because, by providing a guaranteed service 24/7/365 we will not have any down time. Hence, we will maximize the use of our equipments, retain our clients and by so doing we will increase both the market share and profits.

6.3 Competitive advantages

With the high level of service that we intend to provide along with lower prices to our clientele, we have no doubt that we will have a competitive advantage in the market. Whether it be video conferencing (a service which is unique to us, that is at present we will be the only one providing such type of service between Haiti and United States), telephony service, internet access service and ATM service; inexpensive prices and better quality and timely services will provide the company with the competitive advantages that we need to be successful.

6.4 Market differentiation

The telecommunications industry in the U. S. is a multi national market, but, we at VideoTel.com, Inc. with our limited resources will focus all our intention in a segment of the market (at least at the beginning, whereby we can utilize our limited resources more fully and provide the quality of services that we mentioned above. Although, we will cater to a segment of the market but nonetheless, we feel it is an advantage to us; since, we know and most familiar to that particular segment whereby we can adopt that segment and make it a model for our market differentiation and reach intended market share.

6.5 Possible new or complementary products

Within the telecommunications industry, in the future as time progresses, new and existing technologies advance, human resources and capital investments become available to us we can and will develop related new products or complementary products. By promoting new product and or services to the present market we will lower unit cost and increase sales volume, profit and cash flow.

6.6 Regulatory issues

The telecommunications act of 1996, make it possible for VideoTel.com, Inc. to exist , today, in the United States. And, although we are not aware of the existence of any such act in Haiti which deregulates the telecommunications industry or in any other Caribbean countries that we intend to provide our services to, but in Haiti there exists CONATEL, a government regulatory agency for the telecommunications related service providers, the equivalent of the FCC in the United States, we intend and will comply fully to all laws and regulations that they may have or will have so that we are always in the legal side of the law.

7.0 Market Research

Preliminary market research have reveals and confirms our belief for our products/services to the Haitian community, especially with large number of Haitian immigrants to these United States. We have no doubt that our products/services has a demand and will be very competitive in the market and the telecommunication industry.

7.1 Geographic scope

Haiti is separated by many miles with the United States. Hence, making travel at best very difficult and expensive. It is our intention to break that geographical barrier between Haiti and the United States, at least in telecommunications, while using available electronics technology, the internet, VoIP, video conferencing and similar product in the future.

7.2 Customer needs

Presently, with the exception of video conferencing between Haiti and the United States, there exists many ways for our potential customers to communicate with their counterpart in Haiti. Therefore, we are at no time going to invent any new technology or ways to communicate. Our sole purpose of existence is to provide a better, more secure, reliable, efficient and cost effective ways for the Haitian population both abroad and in Haiti to communicate with Haiti and the rest of the world.

7.3 Market growth

With 2,500,000 Haitian currently leaving across the United States together with 9,000,000 living in Haiti we can say, that the market with our services/products and with new related products that we intend to bring to the population, we have a better than equal chance to exist in the market and grow as we open our services/products to different segment and region of Haiti and the United States.

8.0 Competitors

In today's global market competition exists in every market segment or industry, and the telecommunications industry is no exception. We can attest to that fact here in the United States where we can find at least four major companies and/or competitors in the telecommunications industry (i.e. AT&T, MCIWorldCom, Sprint, Bellsouth, ect.) along with a few other existing smaller companies. With the existence of the Telecommunications Act of 1996, its make competition a thing that we can all look forward to and compete openly with anyone and everyone, depending on technical, financial and human ressources. Therefore, we at **VideoTel.com, Inc.** is very much open to competition and we intend to embrace our competitors and compete openly with those that want to compete for the same market segment and/or joint our competitors in a merger type of relationship to provide our intended services/products by taking less risk and use less of our available technical, financial and human ressources.

8.1 Competitor's Products

With a few exception our competitors are providing the same or similar service/products that we are providing, the only exception is that we at VideoTel.com, Inc. intends to provide a much better service/product at a better competitive price. And, a service/product that will be available 24/7/365 to our customers, a service unlike our present competitors. Hence, by providing a superior type of service and a service which is available 24/7/365, this will be our edge and strenght over the competition.

9.0 Business Strategy

9.1 Pricing Policy

9.1.1 Pricing factors

9.2 Advertising and Promotion

9.2.1 Long-term promotional goals

9.2.2 Short-term promotional goals

9.2.3 Marketing message

9.2.4 Media

9.2.5 Monitoring marketing effectiveness

9.2.6 Promotional budget

9.3 Location

9.3.1 Factors in choosing location

9.3.2 Competitive advantages

10.0 Manufacturing/Supply

10.1 Staffing Issues

10.1.1 Key positions

10.1.2 Dress code

10.2 Forecasting

10.2.1 Past Sales

10.2.2 Market research

10.2.3 Asssumptions

10.2.4 Projected market share

10.3 Financial statements

10.3.1 Assets and Liabilities

10.3.2 Gross profit

10.3.3 Key ratios

10.3.4 Cash flow

10.3.5 Break-even point

10.3.6 Break-even assumptions

11.0 Sensitivity Analysis

11.1 Financing Requirements

11.1.1 Funds required

11.1.2 Used of funds

VideoTel.com, Inc.

Profit & Loss projection Assumptions For year 1

A. - Income:

1.- Membership fees - In order to have a recurring type of service, that is where clients uses the services/products in an ongoing basis, we will offer the opportunity to our client to be members of the **Video Conference Club**. An annual membership fee of \$ 20.00 with a monthly of \$ 20.00 will be impose to all members. All members will receive a digital identification card with pictures upon paying the application fee and the first month fee.

Members will enjoy the following services:

1. Free e@mail address,
2. Up to 30 minutes of video conference call per month,
3. Discounted international call from Haiti to the United States and Europe,
4. Up to 90 minutes of internet access (internet surfing) per month,
5. Free telephone messaging service,
6. Discounted rate on money transfer fee to Haiti,
7. Discounted telephone rate for local call across Haiti.

2.- Services - International Calling Cards (US to Haiti)

VideoTel.com, Inc. will manufacture, sales and distribute an international calling cards whereby our US clients can call from any where in the US and terminate their calls to Haiti over our IP Network.. It's our goal, with our IP Network equipment and linkage resource capabilities, to be able to do between 1 million and 1,5 million minutes per month after six (6) months of operation.

Our basic calling card will have the following built in cost criteria/features:

1. A \$ 2.00 per call connection fee,
2. A one time \$ 0.30 stocking fee per card,
3. A \$ 0.14 charge per minute to a land line telephone,
4. and a \$ 0.25 charge per minute to call terminating to a cellular phone in Haiti.

International telephone calls (Haiti to US)

VideoTel.com, Inc. will provide International call Service, from Haiti to US and Europe, in all its offices' and collaborating competitors' office with the special use of IP technology. We projecting to have at least 30 offices to provide this type of service as soon as we are operational.

All offices will have the following schedule:

1. Monday - Sunday, 7:00 AM - 9:00 PM
2. With a total of 14 hours availability or 840 minutes per day, we are projecting 300 minutes per day of actual calling time usage at a net revenue of \$ 0.20 per minutes.

VideoTel.com, Inc.
Projected Income & Expense
For Year 1

	Jan '02	Feb '02	Mar '02	Apr '02	May '02	Jun '02	Jul '02	Aug '02	Sep '02	Oct '02	Nov '02	Dec '02	TOTAL Jan - Dec '02
Ordinary Income/Expense													
Income													
Membership Fees		2,000.00	2,700.00	3,600.00	4,920.00	6,840.00	8,960.00	12,100.00	16,340.00	22,060.00	29,780.00	40,200.00	149,360.00
Total Sales		2,000.00	2,700.00	3,600.00	4,920.00	6,840.00	8,960.00	12,100.00	16,340.00	22,060.00	29,780.00	40,200.00	149,360.00
Services													
Int'l Calling cards(US - Haiti)		55,000.00	79,750.00	115,837.50	167,674.38	243,127.85	352,535.38	511,178.30	741,205.64	1,074,748.18	1,158,384.88	1,259,858.05	5,758,698.14
Int'l Calls (Haiti - US)		50,000.00	53,750.00	57,781.25	62,114.84	68,773.45	71,781.46	77,185.07	82,952.45	89,173.88	95,881.92	103,051.56	810,405.88
Video Conference		2,000.00	4,700.00	8,360.00	13,260.00	19,920.00	28,880.00	40,960.00	57,320.00	79,360.00	109,160.00	149,380.00	513,340.00
Total Services		107,000.00	138,200.00	181,778.75	243,069.22	329,821.30	453,196.84	629,321.37	861,478.09	1,243,302.06	1,363,408.78	1,512,069.61	7,082,644.02
Total Income		109,000.00	140,900.00	185,438.75	247,989.22	336,461.30	462,156.84	641,421.37	897,818.09	1,265,362.06	1,393,186.78	1,552,289.61	7,232,004.02
Cost of Goods Sold													
Cost of Sales													
Calling Card Distribution Cost		10,500.00	23,925.00	34,891.25	50,302.31	72,938.35	105,780.61	153,352.88	222,361.88	322,424.44	367,515.44	377,897.39	1,747,889.35
Digital Card Expense		800	1,215.00	1,640.25	2,214.34	2,989.36	4,035.84	5,448.11	7,354.95	9,929.18	13,404.39	18,065.93	67,227.15
Total COGS		17,400.00	25,140.00	36,331.50	52,516.65	75,927.71	109,796.25	158,800.99	229,716.83	332,353.62	380,919.83	395,963.32	1,814,896.50
Gross Profit		91,600.00	115,760.00	149,107.25	195,472.57	260,533.59	352,360.59	482,620.38	668,101.46	933,008.44	1,012,266.95	1,156,276.29	5,417,107.52
Expense													
Automobile Expense		1,650.00	1,747.35	1,850.44	1,958.82	2,075.24	2,197.88	2,327.34	2,484.85	2,610.08	2,784.05	2,977.13	24,573.58
Commission Paid		28,180.00	30,293.60	32,565.51	35,007.82	37,833.51	40,450.02	43,490.22	46,751.99	50,258.39	54,027.77	58,079.85	458,744.88
Equipment Rental Insurance		20,000.00	20,580.00	21,178.82	21,790.96	22,422.89	23,073.15	23,742.27	24,430.80	25,139.20	25,868.33	26,618.51	254,843.01
Liability Insurance		2,675.00	2,708.44	2,742.30	2,776.58	2,811.29	2,846.43	2,882.01	2,918.04	2,954.52	2,991.45	3,028.84	31,334.90
Total Insurance		2,675.00	2,708.44	2,742.30	2,776.58	2,811.29	2,846.43	2,882.01	2,918.04	2,954.52	2,991.45	3,028.84	31,334.90
Office Supplies		1,502.91	1,733.18	1,968.68	2,304.88	2,657.90	3,065.18	3,534.78	4,078.31	4,700.80	5,420.98	6,251.45	37,247.11
Payroll Expenses		24,034.81	25,236.34	26,488.18	27,823.07	29,214.22	30,674.93	32,208.68	33,819.11	35,510.07	37,285.57	39,149.85	341,454.61
Printing and Reproduction		3,593.25	4,215.78	4,948.18	5,633.08	6,388.48	7,168.03	8,071.98	9,109.85	10,300.85	11,653.69	13,177.95	99,518.86
Rent	1,000.00	1,500.00	1,500.00	3,000.00	3,000.00	5,000.00	5,000.00	7,500.00	7,500.00	9,000.00	9,000.00	10,500.00	63,500.00
Repairs													
Building Repairs		1,065.38	1,218.57	1,351.20	1,500.72	1,668.79	1,851.24	2,058.10	2,283.63	2,538.34	2,817.01	3,128.74	21,503.70
Computer Repairs		358.92	383.48	433.74	478.14	527.08	581.03	640.51	708.08	778.36	858.04	945.87	6,899.23
Equipment Repairs		1,103.00	1,166.84	1,233.95	1,305.15	1,380.45	1,460.10	1,544.34	1,633.45	1,727.70	1,827.38	1,932.82	18,314.68
Total Repairs		2,565.28	2,778.87	3,018.89	3,284.01	3,574.32	3,892.37	4,240.95	4,623.18	5,042.40	5,502.43	6,007.43	44,517.91
Taxes													
Payroll Taxes		2,884.15	3,028.36	3,179.78	3,338.77	3,505.71	3,681.00	3,865.05	4,058.30	4,261.22	4,474.28	4,697.09	40,974.81
Total Taxes		2,884.15	3,028.36	3,179.78	3,338.77	3,505.71	3,681.00	3,865.05	4,058.30	4,261.22	4,474.28	4,697.09	40,974.81
Telephone	0	33,425.00	34,260.83	37,515.39	66,801.00	68,471.03	70,182.81	71,937.38	73,735.81	75,579.21	77,468.69	79,405.41	688,782.39
Travel & Ent													
Meals		1,575.00	1,738.12	1,913.73	2,109.50	2,325.30	2,563.18	2,825.39	3,114.43	3,433.04	3,784.24	4,171.37	29,551.30
Travel		3,000.00	3,459.60	3,989.61	4,600.82	5,306.67	6,118.50	7,055.85	8,136.81	9,383.37	10,820.50	12,478.88	74,349.79
Total Travel & Ent		4,575.00	5,195.72	5,903.34	6,710.32	7,630.97	8,681.68	9,881.24	11,251.24	12,816.41	14,605.14	16,650.03	103,901.09
Utilities													
Gas and Electric	416	440.88	487.24	495.18	524.79	558.17	589.43	624.88	662.04	701.83	743.59	788.08	7,009.69
Water	259.33	269.6	280.27	291.37	302.9	314.89	327.58	340.32	353.79	367.8	382.36	397.5	3,887.49
Total Utilities	675.33	710.48	767.51	786.55	827.69	871.06	916.79	965	1,015.83	1,069.63	1,125.95	1,185.58	10,897.18
Total Expense	1,675.33	127,285.88	134,023.46	145,182.02	161,427.89	192,676.69	202,858.08	215,948.88	227,840.89	241,842.45	255,670.31	272,260.00	2,198,287.88
Net Income	-1,675.33	-35,685.88	-18,263.46	3,925.23	14,044.68	87,856.90	149,704.51	286,673.50	440,480.57	691,165.89	756,596.64	884,016.29	3,218,819.84

Staff Positions and Description

President/CEO: Responsible for overall major decision after consulting with department heads or Directors'.

GSIP/Project Manager: Responsible for implementing the project and development of new or similar Products/Services. Maintaining and overseeing the MIS Director to ensure that all equipment are in good working condition and we functioning at 100% capacity 24/7/365.

Internal MIS Director: Responsible for the overall performance of all equipment in order to assure that all software are up to date and working properly as was intended over our IP Network both in the United States and overseas.

Equipment & Building Director: Responsible for both equipment and office maintenance and moreover, responsible for office acquisition, whether it be by lease, merger or franchise agreement.

Office Manager: Responsible for the overall management and smooth running of all the offices as related to staffing, scheduling, supplies and the neatness, appearances, of all offices under he or her supervision.

Office Attendant: The first person the client will see and make contact with for information, payments and or services. Responsible for greeting, helping with Internet usage, informing any one that comes through the door with all services currently being offered by Videotel.

Internet Advertising Sales Operations Vice-Pres.: Responsible for the promotion and banner advertising sales expectation and goal set by management in both the United States and Haiti; and currently in any other market area that we are servicing. From our significant membership from video conference, ISP, ATM, by utilizing our IN and servers, we can offer the business Community banner advertising with a guarantee viewer ship with a monthly report, confirming the number of hit to their site.

Marketing Advertising & Promotion Director: Responsible for the overall coordination of all marketing advertising and promotion efforts in order to let the public know the services currently and will provide in the future, including name recognition promotions.

Video Conference Operations Vice-Pres.: Responsible for the day-to-day operations of the videoconference department. In order to assure that the company, in as far videoconference is concern, reach its goal, target and market share in the time lot allows by management and available equipment, resources, and our Internet Network capacity.

Telephony operations Vice-Pres.: Responsible for the Sales quotas, market shares in all of the following: Calling cards, long distance service in the United States, local phone services in the US, international telephone calls from both the US and Haiti and local calls (interurban) from Haiti. Management will make every effort to provide the Telephony operations Vice-President with all necessary equipment, logistics and network capabilities in order to assure the company its expected market shares in the VoIP market and services capabilities.

Internet Service Provider (ISP) operations Vice-Pres.: VideoTel.Com, Inc goal is to make available, in the first year of existence, that type of service (ISP) to the general public in Haiti and to have at least 10,000 members and to increase the membership to 50,000 by the third year. Hence, it's the responsibility of the Head of that department with all its supporting cast to assure that the goal and target market is reached at record time.

ATM operations Vice-Pres.: Responsible for the day to day management of the ATM service in order to assure the deployment and maintenance of our ATM network in the whole Haiti territory and the United States; such that money transferring between Haiti and the United States, Canada change from the traditional CAM, Bobby Express, Money Gram, Western Union and the likes types of currently available services.

Marketing & Sales Supervisor: Responsible for sales training, goal setting, and the overall performance of at least (7) seven, base on capacity of leadership, marketing representatives.

Marketing & Sales Representative: Responsible for every day selling of all or specific types of services currently being offered by VideoTel.

Head Accountant: Responsible for the overall financial performance, control and monitoring, and non-audited financial report on a monthly basis including ratio analysis, market analysis and related accounting report.

Account Receivable Clerk: Duties includes collecting, depositing all cash and non-cash items to their respective accounts, reconciling all members receivable accounts in order to assure timely payment or cancellation of membership for non-payment.

Salary and Commission Compensation Plan

GSIP – Project Manager: See related contract.

Internal MIS Director: Claudel Robert - \$30,000.00 for the first year plus 2% bonus of Net Profit.

Equipment & Building Director: \$ 23,000.00 per year plus 1.5% bonus of Net Profit.

Office Manager: \$20,000.00 per year plus 1.25% bonus of Net Profit.

Office Attendant: \$5.00 per hour (35 hours of work per week)

Customer Service Supervisor: \$ 8.00 per hour (35 hours of work per week)

Customer Service Representative: \$5.00 per hour. (35 hours of work per week)

Marketing & Advertising Promotion Director: Annual salary of \$36,000.00 per year plus bonus 2% Net Profit.

Marketing & Sales Representative: Compensation plan is based on team production which is set at 1% of team Sales. Plus a monthly bonus of \$500.00 if the team met its goal and \$ 200.00 additional bonus if all individuals met their goal.

Marketing & Sales Representative: Compensation is based on production. A 5% of Sales plus bonus of \$250.00 if individual goal is met and additional bonus of \$100.00 if team goal is met.

Video Conference Operations Vice-Pres. :

Telephony Operations Vice-Pres. : Salaries and Compensation are based on performance of department. Earned

Internet Service Provider Operations Vice-Pres.: Commission is 3% of Gross Sales when quota is met, and all other time

ATM Operations Vice-Pres. : commission is 2% plus quarterly bonus of 2% of Net Profits.

Internet Advertising & Sales Operations Vice-Pres. :

Head Accountant: Salary of \$28,000.00 annually.

Accounts Receivable Clerk: Salary of \$ 22,500.00 annually.

Accounts Payable & Payroll Clerk : Salary of \$ 19,500.00 annually.

H & R Benefit Coordinator : Salary of \$ 30,000.00 annually.

Executive Secretary: Salary of \$ 25,000 annually.

Account Payable & Payroll Clerk: Duties include collecting all bills for verification to debt ownership, merchandise or service receivership, exactitude of amounts being charged for the timely payment to all debtors. In addition, responsible for the preparation of all payrolls, payroll reports, required tax report, before sent to the HR & Benefits person for distribution to the respective staff member.

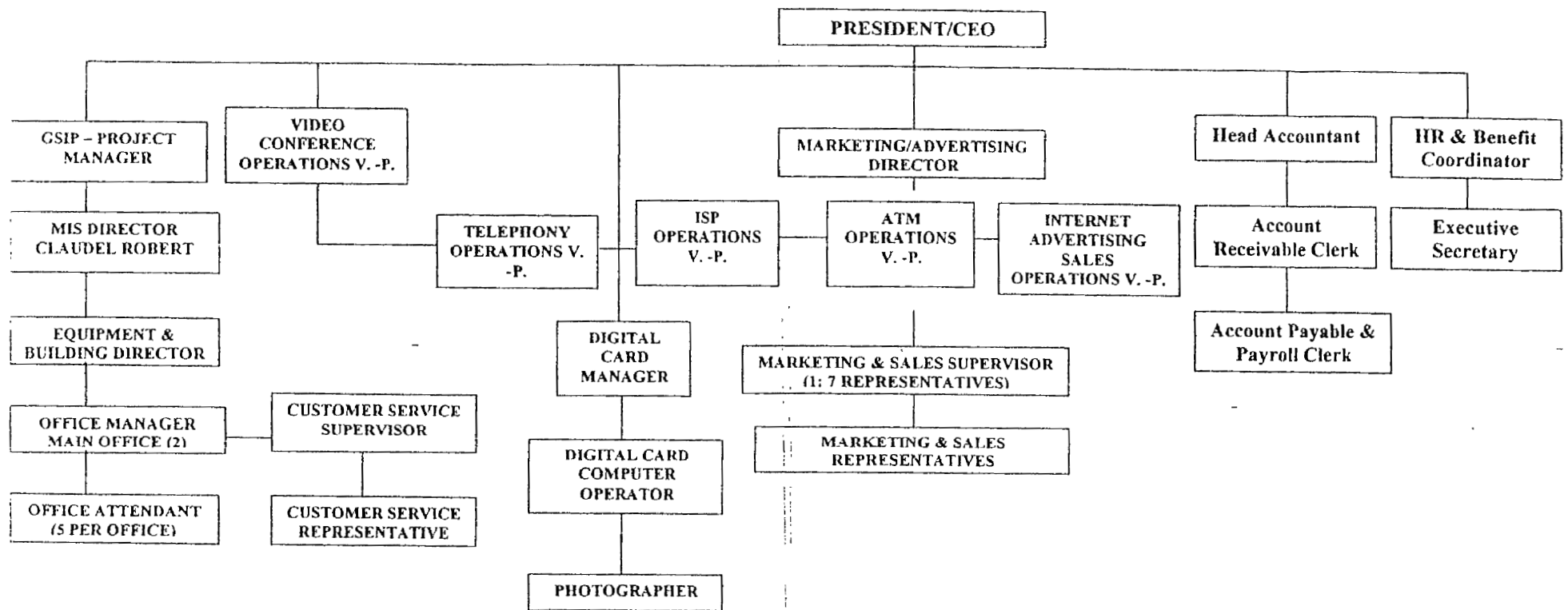
HR & Benefit Coordinator: Responsible for hiring, firing, disbursing of payroll checks, and documenting all staff position with upper management approval.

Executive Secretary: Responsible for all correspondence both in and out going mail, from opening, screening, classifying, distributing to proper staff, filing and answering all required correspondence after receiving proper instruction from respective staff.

Digital Card Operation Manager: Responsible for day-day, digital card division, management, from contract signing, verifying of all required information on card, assignment scheduling as related to photography, card sample and actual card preparation and sending completed work to appropriate staff for delivery.

Digital Card Computer Operator: Responsible for preparation of both sample and actual ordered Digital Card. Once a sample or actual run of card are finished and ready for delivery, it's the responsibility of the operator to verify that card(s) have been properly, as per contract request, and management instructions prepared.

Photographer: Responsible to take all digital photograph as per instruction of manager. In addition, responsible for card delivery once contract has been completed as to amounts and quantity ordered.





BUSINESS SENSE CHECKING

ACCOUNT NO
71-393-107



STATEMENT DATE
Jan. 31, 2002

SOUTHTRUST BANK
P O. BOX 7568
DELRAY BEACH, FL 33482
Phone 800-225-5782

VIDEOTEL.COM, INC.
153 NE 97 ST
MIAMI SHORES FL 33138

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FOR YOUR PERSONAL ACCOUNTS, TRY ONLINE BANKING ON THE WEB AT WWW.SOUTHTRUST.COM.
IT'S SECURE. IT'S FREE. AND IT'S EASY TO USE.

To Report a Lost or Stolen Check Card call 1-800-239-2494



Summary

Number of Days in Period: 4

Previous Balance as of 1/28/02	0.00	Your lowest balance was \$0.00
Total Deposits and Credits: 1	+ 100.00	and it occurred on 1/28/02.
Total Checks and Debits: 0	- 0.00	
Statement Balance as of 1/31/02	= \$100.00	



Deposits and Other Credits

DEPOSITS

DATE	DESCRIPTION	AMOUNT
1/30	DEPOSIT	100.00

1 Deposit: \$100.00



You're not just another customer. We're not just another bank.



BUSINESS SENSE CHECKING

SouthTrust Bank

ACCOUNT NO
71-393-107

STATEMENT DATE
Jan. 31, 2002

Page 3 of 3

Quick Steps to Balance Your Checking Account

To help you balance your account, we have identified some amounts which you may need to include. We have entered them for you in **blue**. We expect you may need to include additional items which we could not identify.

Statement Ending Balance	\$100.00	A
Enter any deposits you have made but are not shown on this statement. (See Worksheet below.)	+	B
Total Lines A and B	=	C
Enter any checks or other withdrawals you have made but are not shown on this statement. (See worksheet below.)	-	D
Subtract line D from line C . This should be your checkbook balance.	=	

Worksheet

+ List any DEPOSITS or CREDITS which you made that are not shown on this statement

Total	

Enter on line **B** above

- List any CHECKS or other WITHDRAWALS which you made that are not shown on this statement

Total	

Enter on line **D** above.

Transactions Often Overlooked

+ The following are CREDITS which you may not have entered in your checkbook

DATE	DESCRIPTION	AMOUNT
------	-------------	--------

- The following are WITHDRAWALS which you may not have entered in your checkbook

DATE	DESCRIPTION	AMOUNT
------	-------------	--------