

ORIGINAL
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SUZANNE BROWNLESS, P. A.
ATTORNEY AT LAW
1311-B Paul Russell Road, Suite 202
Tallahassee, Florida 32301

ADMINISTRATIVE LAW
GOVERNMENTAL LAW
PUBLIC UTILITY LAW

TELEPHONE (904) 877-5200
TELECOPIER (904) 878-0090

August 28, 1996

960987-TX

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

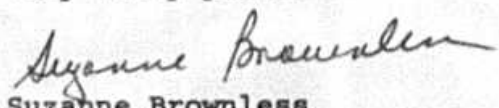
RE: ALEC Application - Florida Comm South

Dear Ms. Bayo:

Attached please find the original and six copies of the ALEC application of Florida Comm South along with a check in the amount of \$250.00 for the filing fee.

Thank you for your prompt attention to this matter. Please contact me if any additional information is needed in order to file this application.

Very truly yours,



Suzanne Brownless
Attorney for Florida Comm South

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.J.

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC _____
- WAS _____
- OTH _____

c:1619
cc: W. Toby Wilson, Esq.
Jim Bob Graham

RECEIVED & FILED
W.
EPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE
09139 AUG 28 88
FPSC-RECORDS/REPORTING

C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, state, zip code, and phone number:

N/A

4. Structure of organization:

Foreign Corporation

Onyx Distributing Company Inc. d/b/a Florida Comm South is a Texas corporation that is a duly registered foreign corporation and is authorized to do business in the State of Florida. An organizational chart is attached hereto as Exhibit A.

5. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Texas corporate charter number: 1348942; attached hereto as Exhibit B is Letter number 096A00031990 issued by the Florida Department of State evidencing Onyx Distributing Company, Inc.'s authorization to transact business within the State of Florida.

6. Name under which the applicant will do business (d/b/a):

Florida Comm South

7. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number 696233000035.

8. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

N/A

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

None.

10. Please provide the name, title, address, telephone number, internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

W. Toby Wilson, 101 E. Randol Mill, Suite 108, Arlington, Texas 76011,
(817) 261-9097, (817) 277-4608 facsimile

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

Onyx Distributing Company, Inc. is an authorized local exchange carrier in Texas pursuant to certificate of operating authority number 60012 and in Georgia pursuant to certificate of operating authority number L004 issued to its wholly owned subsidiary Georgia Comm South, Inc., a Georgia corporation.

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

N/A

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

N/A

14. Please indicate how a customer can file a service complaint with your company.

A customer may file a complaint with our company by either calling (800) 936-5223 toll free or by mailing such complaint to our offices. Our customer service hours of operation are 8:00 a. m. to 7:00 p. m. We anticipate increasing our customer service hours of operation to 7:00 a. m. to 10:00 p. m. in the very near future.

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability.

Financial statements are attached hereto as Exhibit C. No statement of retained earnings for a three year period can be provided as the company has been in existence for only one year.

Company Background. Onyx Distributing Company, Inc. ("Onyx") was formed in March, 1995 by Toby Wilson, Jim Graham and Steve Harvanek. It has two principal divisions; (1) prepaid cellular telephone communications and related services and (2) resale of local exchange services to credit risk customers. With regard to the resale of local exchange services, Onyx has been operating in Texas as Texas Comm South and in Georgia through its wholly owned subsidiary Georgia Comm South, Inc. since February, 1996. Currently, the company has over 4,000 accounts.

The company contracts with the local exchange provider to establish and terminate line service and to install the various service options selected by the consumer. The company contracts with agents to provide store locations to enable customers to subscribe to the company's services and also to act as a pay station for future billings. The company believes that it has sufficient financial strength and technical expertise to meet the Commission's requirements for certification.

B. **Managerial Capability.** Mssr.'s Wilson, Graham and Harvanek believe that they have sufficient managerial capabilities to meet the needs and expectation of both consumers and the Commission. Mr. Graham has over thirty years of experience in the sale, rental and leasing of consumer electronics including owning, operating and managing multi-store chains. Mr. Harvanek has also operated and managed various types of consumer electronic store facilities for many years and has owned and operated companies in the computer hardware and software business. Mr. Wilson is a licensed attorney and practices in several areas, including various types of financial transactions.

Mr. Graham is currently in charge of managing the day to day operations of the company to ensure consumer satisfaction and also manages the company's relationships with local exchange carriers. Mr. Harvanek works primarily to coordinate the company's technical equipment needs as well as managing other operational needs. Mr. Wilson primarily concentrates his efforts on long range planning and financial matters.

The company is presently servicing over 4,000 accounts in Texas and Georgia and has not received any complaints.

C. Technical Capability. The company believes it has sufficient technical capabilities to fulfill the needs of its customers. Mr. Harvanek is experienced in the technical requirements of establishing residential dial tone service as well as PBX installations. Employees of the company have received training in residential installations and problem solving and are in compliance with USOC specifications on terminations. The technical ability of the company is reinforced by the Local Exchange Carrier as the company operates solely as a reseller. Each of the Local Exchange Carriers have teams of technical support staff assigned to deal with the company and its needs.

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 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".

Official: Toby Wir 7/24/96
Signature Date

Title: President 817 241 9097
Telephone Number

Address: 101 E. RANDOL MILL
SUITE 108
Arlington, Texas 76011

EXHIBIT A

ONYX DISTRIBUTING COMPANY, INC.
Owned by Toby Wilson, Steve Harvanek and Jim Graham

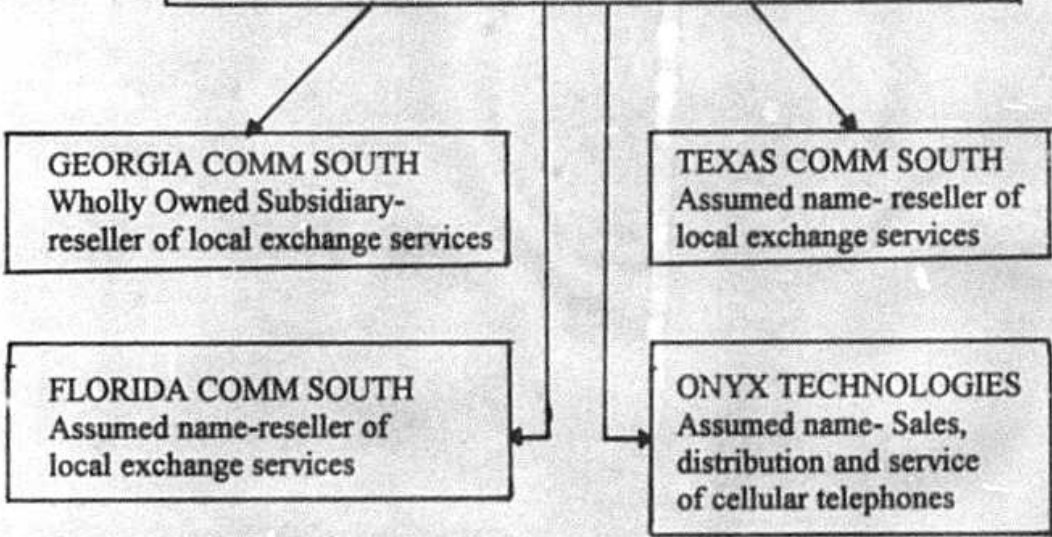


EXHIBIT B



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1996

CT SYSTEM

Qualification documents for ONYX DISTRIBUTING COMPANY, INC. were filed on June 27, 1996 and assigned document number F96000003287. 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.

Lee Rivers
Document Examiner
Division of Corporations

Letter Number: 096A00031990

EXHIBIT C

AFFIDAVIT

I HEREBY CERTIFY that the attached Statement of Assets, Liabilities and Equity (Income Tax Basis) and Statement of Revenues and Expenses (Income Tax Basis) is true and correct to the best of my knowledge and belief.

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."

Official: Toby Wilson
W. Toby Wilson
Title: President and Chief
Financial Officer
Address: P. O. Box 740068
Dallas, Texas 75374
(214) 690-8800

7/24/94
Date

Spitzer & Company

Certified Public Accountants
2201 N. Collins, Suite 340
Arlington, Texas 76011

Member of American Institute
of Certified Public Accountants

(817) 261-2265 (metro)
Fax (817) 261-2279 (metro)

Onyx Distributing Company, Inc. Arlington, Texas

I have compiled the accompanying statement of assets, liabilities and equity--income tax basis of Onyx Distributing Company, Inc. as of June 30, 1996 and the related statement of revenues and expense--income tax basis for the six months ended June 30, 1996, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures ordinarily included in the financial statements. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the company's financial position and results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.



Charles H. Spitzer, CPA
July 17, 1996

Onyx Distributing Company, Inc.
Balance Sheet-Income Tax Basis
June 30, 1996

ASSETS

Current Assets	
Operating Account	\$ 37,892.21
Operating Account-TC	47,312.40
Escrow Account	145,305.96
Savings Account	1,026.56
Accounts Receivable	623,907.80
A/R- TXComm Returned Checks	2,456.17
Notes Receivable-Ga Comm South	10,000.00
Reserve Account-Richards Cap.	77,878.50
Employee Advances	850.00
Inventory	289,754.48
Federal Excise Tax-TC	659.19
	<hr/>
Total Current Assets	1,237,043.27
Property and Equipment	
Furniture & Fixtures	6,785.32
Furniture/Fixtures-TC	2,513.41
Store & Warehouse Equipment	1,498.64
Store & Warehouse Equip/TC	8,628.05
Leasehold Improvements	3,004.93
Leasehold Improvements-TC	3,806.88
Computers	19,656.49
Accum Deprec - Furn & Fixtures	<6,785.32>
Accum Deprec - Lease Improv	<7.97>
	<hr/>
Total Property and Equipment	39,100.43
Other Assets	
Deposits	6,369.00
Deposits-TC	3,140.54
	<hr/>
Total Other Assets	9,509.54
	<hr/>
Total Assets	\$ 1,285,653.24
	<hr/> <hr/>

LIABILITIES AND CAPITAL

Current Liabilities	
Accounts Payable	\$ 114,903.68
Accounts Payable-TC	30,710.25
Accounts Payable-Curtis Market	5,614.21
Sales Tax Payable-TC	4,351.81
Payroll Tax Payable	3,250.74
Payroll Tax Payable-TC	1,820.68
	<hr/>
Total Current Liabilities	160,651.37
Long-Term Liabilities	
Note Payable-Shareholders	882,504.63
	<hr/>
Total Long-Term Liabilities	882,504.63
	<hr/>
Total Liabilities	1,043,156.00

See Accountant's Compilation Report.

Onyx Distributing Company, Inc.
Balance Sheet-Income Tax Basis
June 30, 1996

Capital		
Common Stock	1,000.00	
Retained Earnings	59,670.33	
Net Income	<u>181,826.91</u>	
Total Capital		<u>242,497.24</u>
Total Liabilities & Capital	\$	<u><u>1,285,653.24</u></u>

See Accountant's Compilation Report.

Onyx Distributing Company, Inc.
Statement of Revenues and Expenses-Income Tax Basis
For the Six Months Ended June 30, 1996
Year to Date

Revenues		
Sales-Phones and Accessories	\$ 3,136,401.48	89.96
Sales-TC	264,079.91	7.57
Sales-2nd Line/Store Revenue	47,783.41	1.37
Sales Returns and Allowances	<14,577.45>	<0.42>
Sales Returns and Allowances-T	<2,256.12>	<0.06>
Interest Earned	1,095.49	0.03
Interest Earned-TC	261.74	0.01
Reimbursed Expenses-TC	5,026.57	0.14
Reimbursed expenses-TC	2,882.66	0.08
Rental Income	19,533.58	0.56
Other Income	12,564.00	0.36
Other Income-TC	13,506.66	0.39
Total Revenues	3,486,301.93	100.00
Cost of Sales		
CGS-Phones and Accessories	2,436,979.16	69.90
CGS-TC	154,696.24	4.44
Commissions	172,119.69	4.94
Commissions-TC	29,881.20	0.86
Freight Out	72,294.42	2.07
Freight Out-TC	2,477.08	0.07
Total Cost of Sales	2,868,447.79	82.28
Gross Profit	617,854.14	17.72
Expenses		
Wages Expense	66,881.49	1.92
Wages Expense-TC	6,698.68	0.19
Payroll Tax Expense	6,795.06	0.19
Payroll Tax Expense-TC	512.45	0.01
Utilities	1,487.51	0.04
Utilities-TC	1,353.70	0.04
Rent	18,119.94	0.52
Equipment Lease	230.29	0.01
Rent-TC	8,353.24	0.24
Telephone	10,048.07	0.29
Telephone-TC	9,508.79	0.27
Equipment Lease-TC	336.98	0.01
Insurance	5,596.66	0.16
Insurance-TC	1,755.00	0.05
Office Expense	15,822.64	0.45
Office Expense-TC	15,858.41	0.45
Travel & Auto	28,951.78	0.83
Travel & Auto-TC	759.21	0.02
Business Entertainment-TC	200.00	0.01
Accounting/Legal	21,110.08	0.61
Contract Labor	2,119.29	0.06
Accounting/Legal-TC	2,110.61	0.06
Advertising	21,472.62	0.62
Consulting Fees	4,800.13	0.14
Advertising-TC	43,138.19	1.24
Interest Expense	78,522.39	2.25
Contract Labor-TC	4,489.95	0.13
Consulting Fees-TC	2,855.00	0.08
Bank Charges	6,213.08	0.18

See Accountant's Compilation Report

Onyx Distributing Company, Inc.
Statement of Revenues and Expenses-Income Tax Basis
For the Six Months Ended June 30, 1996

Bank Charges-TC	186.20	0.01
Repairs & Maint - Equipment	2,415.00	0.07
Repairs & Maint - Equipment-TC	2,663.89	0.08
Licenses & Permits-TC	5.00	0.00
Trade Shows	9,085.00	0.26
Outside Services	1,214.26	0.03
Outside Services-TC	6,212.39	0.18
Federal Income Tax Expense	48.00	0.00
Franchise Tax Expense	6,772.14	0.19
Tx Tele Assessment	226.00	0.01
Misc. expenses	20,774.11	0.60
Misc. expenses-TC	324.00	0.01
Total Expenses	<u>436,027.23</u>	12.51
Net Income	<u>\$ 181,826.91</u>	5.22

DEPOSIT TREAS. REC. DATE

0367
SUZANNE BROWNLESS, P. A.
ATTORNEY AT LAW
1311-B Paul Russell Road, Suite 202
Tallahassee, Florida 32301

AUG 29 '96

ADMINISTRATIVE LAW
GOVERNMENTAL LAW
PUBLIC UTILITY LAW

TELEPHONE (904) 877-5200
TELECOPIER (904) 879-0080

August 28, 1996

960987-

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

RE: ALEC Application - Florida Comm South

Dear Ms. Bayo:

Attached please find the original and six copies of the ALEC application of Florida Comm South along with a check in the amount of \$250.00 for the filing fee.

Thank you for your prompt attention to this matter. Please contact me if any additional information is needed in order to file this application.

Very truly yours,

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Suzanne Brownless
Attorney for Florida Comm South

c:1619
cc: W. Toby Wilson, Esq.
Jim Bob Graham

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.J.

RECEIVED
FLORIDA PUBLIC
SERVICE COMMISSION
MAIL ROOM
AUG 28 AM 8 36

SUZANNE BROWNLESS, P.A.
1311-B PAUL RUSSELL ROAD SUITE 202
TALLAHASSEE, FL 32301
(904) 877-5200

CAPITAL CITY BANK
63-962/931

2105

8/28/96

PAY TO THE ORDER OF Public Service Commission

**250.00

Hundred Fifty and 00/100*****

DOLLARS

Security Features
Included
Check on back.

Public Service Commission
Records And Reporting
2540 Shumard Oak Blvd.
Tallahassee, Fl 32399-0870

David H. Filer

MEMO ALEC filing fee

DEPOSIT TREAS. REC. DATE

0367
SUZANNE BROWNLESS, P. A.
ATTORNEY AT LAW
1311-B Paul Russell Road, Suite 202
Tallahassee, Florida 32301

AUG 29 '96

ADMINISTRATIVE LAW
GOVERNMENTAL LAW
PUBLIC UTILITY LAW

TELEPHONE (904) 877-6200
TELECOPIER (904) 879-0280

August 28, 1996

960989-

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A.J.

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FLORIDA PUBLIC
SERVICE COMMISSION
AUG 28 AM 8:36
MAIL ROOM

SUZANNE BROWNLESS, P.A. 1311-B PAUL RUSSELL ROAD SUITE 202 TALLAHASSEE, FL 32301 (904) 877-6200		CAPITAL CITY BANK 2105
PAY TO THE ORDER OF Public Service Commission		8/28/96
Two Hundred Fifty and 00/100*****		**250.00
Public Service Commission Records And Reporting 2540 Shumard Oak Blvd. Tallahassee, FL 32399-0870		DOLLARS
MEMO	ALEC Filing Fee	<i>David H. [Signature]</i>

SUZANNE BROWNLESS, P. A.

ATTORNEY AT LAW
1311-B Paul Russel Road, Suite 202
Tallahassee, Florida 32301

ADMINISTRATIVE LAW
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AJ

SUZANNE BROWNLESS, P.A. 1311-B PAUL RUSSELL ROAD SUITE 202 TALLAHASSEE, FL 32301 (904) 877-5200		CAPITAL CITY BANK 31-20-01	2105
PAY TO THE ORDER OF Public Service Commission		8/28/96	**250.00
Two Hundred Fifty and 00/100*****		DOLLARS	
Public Service Commission Records And Reporting 2540 Shumard Oak Blvd. Tallahassee, FL 32399-0870		<i>David H. [Signature]</i>	
MEMO	ALEC filing fee	[Redacted]	