

# Telecom Tariff Consultants

Kott Enterprises, Inc.

PO Box 14062, Ft. Lauderdale, Florida 33302  
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President  
Loren R. Kott, Vice President  
Alison Kacurov, Administrative Assistant


June 6, 1997

Florida Public Service Commission  
Division of Communications  
2540 Shumard Oak Boulevard  
Gunter Building  
Tallahassee, Florida 32399-0850

Re: Global Paycom, Inc.

970717 - TI

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:  


Sir / Madam:

Please find enclosed one original and twelve(12) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

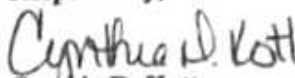
For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

Any inquiries regarding this application and its contents may be directed to the undersigned.

You will find enclosed Global Paycom's check number 1100 in the amount of \$250.00 representational of the filing fee.

I look forward to working with you on behalf of my client.

Respectfully,

  
Cynthia D. Kott

CDK:ak  
encl.

DOCUMENT NUMBER-DATE

05971 JUN 13 97

FPSC-RECORDS/REPORTING

**\*\*FLORIDA PUBLIC SERVICE COMMISSION\*\***

**DIVISION OF COMMUNICATIONS**  
**BUREAU OF SERVICE EVALUATION**

101 E. Gaines Street  
Fletcher Building  
Tallahassee, Florida 32399-0866

**APPLICATION FORM**

For

**AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS**  
**SERVICE WITHIN THE STATE OF FLORIDA**

---

**Instructions**

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

Florida Public Service Commission  
Division of communications  
Bureau of Service Evaluations  
101 East Gaines Street  
Tallahassee, Florida 32399-0866  
(904) 488-1280

- E. Once completed, submit the original and twelve (12) copies of this form to:

Florida Public Service Commission  
Division of Records and Reporting  
101 East Gaines Street  
Tallahassee, Florida 32399-0866  
(904) 488-8371

1. This is an application for (check one):  
 Original Authority (New company).  
 Approval of Transfer (to another certificated company).  
 approval of Assignment of existing certificate  
(to a noncertificated company).
2. The legal name of the applicant:  
  
Global Paycom, Inc.
3. Name under which the applicant will do business:  
Provide proof of compliance with the fictitious name  
statute (Chapter 85.09FS), if applicable.  
  
Global Paycom, Inc.
4. Florida address (including street name & number, post  
office box, city, state and zip code).  
  
Registered Agent: AmeriLawyer  
343 Almeria Avenue  
Coral Gables, Florida 33134
5. National address (including street name & number, post  
office box, city, state and zip code).  
  
2189 Cleveland Street, Suite 263  
Clearwater, Florida 34625
6. Structure of organization:  Individual  
 Corporation  
 Foreign Corporation  
 Foreign Partnership  
 General Partnership  
 Limited Partnership  
 Other, \_\_\_\_\_

7. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners. Provide proof of compliance with the foreign partnership statute (Chapter 620.169 FS), if applicable.

N/A

8. If incorporated, give name, titles and addresses of the directors, chief officers and ten largest stockholders.

See attached.

9. If incorporated, please give:  
(a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

See Attached

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

AmeriLawyer  
343 Almeria Avenue  
Coral Gables, Florida 33134

10. Information as to whether any of the officers or directors have 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.

NO

11. Indicate if any of the officers, directors, partners or stockholders have previously been and/or currently are an officer, director, partner or stockholder in any other Florida certificated telephone company.

NO

- (a) If yes, give name of company and relationship.  
(b) If no longer associated with company, give reason why not.

12. List the states in which the applicant:
- a) Has operated as an interexchange carrier.  

None
  - b) Has applications pending to be certified as an interexchange carrier.  

None
  - c) Is certified to operate as an interexchange carrier.  

None
  - d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.  

None
  - e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.  

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

N/A

13. Who will serves as liaison with the Commission in regard to (please give name, title, address and telephone number):
- a) The application: Cynthia D. Kott  
 Regulatory Consultant  
 PO Box 14062  
 Ft. Lauderdale, Florida 33302
  - b) Official Point of Contact for the ongoing operations of the company:  
 Robert Dennard  
 813-442-3778
  - c) Tariff:  
 Cynthia D. Kott  
 Regulatory Consultant  
 PO Box 14062  
 Ft. Lauderdale, Florida 33302
  - d) Complaints/Inquiries from customers:  
 Robert Dennard  
 813-442-3778

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

MTS with distance sensitive per minute rates  
 Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS with route specific rates per minute  
 Method of access FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS with statewide flat rates per minute  
(i.e. not distance sensitive)  
 Method of access FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Ring America, etc.)

800 Service (Toll free)

WATS type service (Bulk or volume discount)  
 Method of access is via dedicated facilities  
 Method of access is via switched facilities

Private Line services (Channel Services)  
(For ex. 1.544 mbs., DS-3, etc.)

Travel Service  
 Method of access 950  
 Method of access is 800

\_\_\_\_\_ 900 Service

- \_\_\_\_\_ Operator Services
- \_\_\_\_\_ Available to presubscribed customers
- \_\_\_\_\_ Available to non presubscribed customers  
(for example to patrons of hotels, students  
in Universities, patients in hospitals)
- \_\_\_\_\_ Available to inmates

Services included are:

- \_\_\_\_\_ Station assistance
- \_\_\_\_\_ Person to Person assistance
- XX \_\_\_\_\_ Directory Assistance
- \_\_\_\_\_ Operator verify and interrupt
- \_\_\_\_\_ Conference Calling
- \_\_\_\_\_ Other: \_\_\_\_\_

15. What does the end user dial for each of the interexchange carrier services that were checked in question 14?

1 plus the number or 1 800 plus the number.

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

- ( ) Facilities.
- ( ) Operators.
- ( ) Billing and Collection.
- ( ) Sales.
- ( ) Maintenance.
- ( ) Other: None

17. Will your marketing program:

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

18. Explain any of the offers checked above (to whom, what amount, type of franchise, etc.)

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

- Residential customers.
- Business customers.
- PATS providers.
- PATS station end-users.
- Hotels & motels.
- Hotel & motel guests.
- Universities.
- University dormitory residents.
- Other: (specify) \_\_\_\_\_

20. Provide the name and address of the firm who will bill for your service.

**Direct Bill / LEC agreements where available.**

21. Will the name of your company appear on the bill for your services, and if not, why?

**Yes**

22. Who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

**Questions concerning bill will be received directly by company's customer service department.**

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

**See attached.**



**\*\*APPLICANT ACKNOWLEDGEMENT STATEMENT\*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50.00 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of one 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 interstate revenues.
4. **LEC BYPASS RESTRICTIONS:** I acknowledge the Commission's policy that interexchange carriers shall not construct facilities to bypass the LECs without first demonstrating to the Commission that the LEC cannot offer the needed facilities at a competitive price and in a timely manner.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange telephone service.
6. **ACCURACY OF APPLICATION:** By my signature below, I attest to the accuracy of the information contained in this application and associated attachments.

Robert Dennard, President

By: Cynthia D. Kott

Cynthia D. Kott

Regulatory Consultant

Title

June 6<sup>th</sup>, 1997

Date

**ATTACHMENTS:**

- A - certificate transfer statement
- B - customer deposits and advance payments
- C - intrastate network
- D - Florida telephone exchanges and EAS routes

E - glossary

FORM PSC/CMU 31 (10/90)

**\*\* APPENDIX A\*\***

**CERTIFICATE TRANSFER STATEMENT**

I, (TYPED NAME)

Current holder of certificate number \_\_\_\_\_ have  
Reviewed this application and join in the petitioner's  
Request.

Robert Dennard, President

By: Cynthia D. Kott  
Cynthia D. Kott

Regulatory Consultant  
Title

June 6<sup>th</sup>, 1997  
Date

FORM PSC/CMU 31 (10/90)

**\*\*APPENDIX B\*\***

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

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

- (XX) The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- ( ) The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

Robert Dennard, President

By:

Cynthia D. Kott  
Cynthia D. Kott

Regulatory Consultant

Title

Date

June 6<sup>th</sup>, 1997

**\*\*APPENDIX C\*\***

**INTRASTATE NETWORK**

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

- 1)
- 2)
- 3)
- 4)

N/A

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

- 1)
- 2)
- 3)
- 4)

N/A

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>TYPE</u>	<u>OWNERSHIP</u>
1)		
2)		

N/A

4. ORIGINATING SERVICE: Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate (Appendix D).
5. TRAFFIC RESTRICTIONS: Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.472(4) (a) (copy enclosed).
6. CURRENT FLORIDA INTRASTATE SERVICES: Applicant has ( ) or has not (XX) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:
- a) What services have been provided and when did these services begin?
  - b) If the services are not currently offered, when were they discontinued?

Robert Dennard, President

By: Cynthia D. Kott

Cynthia D. Kott

Regulatory Consultant

Title

June 6<sup>th</sup>, 1997

Date

**\*\*APPENDIX D\*\***

**FLORIDA TELEPHONE EXCHANGES**

**AND**

**EAS ROUTES**

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

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

Robert Dennard, President

By:

Cynthia D. Kott  
Cynthia D. Kott

Regulatory Consultant  
Title

June 6<sup>th</sup>, 1997  
Date

**TARIFF**

## TITLE SHEET

**FLORIDA TELECOMMUNICATIONS TARIFF**

This tariff applies to the intrastate resale telecommunication services furnished by Global Paycom, Inc. between one or more points in the State of Florida. This tariff is on file with the Public Service Commission of Florida and copies may be inspected, during normal business hours, at the Company's principal place of business at 2189 Cleveland Street, Suite 263, Clearwater, Florida 34625.

Issued: May 20, 1997

Effective Date: \_\_\_\_\_

Issued By:

Robert Dennard  
GLOBAL PAYCOM, INC.  
2189 Cleveland Street, Suite 263  
Clearwater, Florida 34625  
(813) 442-3778



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**CHECK SHEET**

All sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this 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
17	Original
18	Original
19	Original
20	Original
21	Original

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Issued: May 20, 1997

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CONCURRING, CONNECTING OR OTHER PARTICIPATING CARRIERS

AT&T Communications of New England, Inc., MCI Telecommunications Corporation, US Sprint Communications Company, L.P., and WiTel, Inc.

EXPLANATION OF SYMBOLS, REFERENCE MARKS, AND ABBREVIATIONS OF TECHNICAL TERMS

The following symbols shall be used in this tariff for the purpose indicated below:

- (D) - to signify discontinued rate or regulation.
- (I) - to signify increase.
- (M) - to signify material transferred form.
- (N) - to signify new rate or regulation.
- (R) - to signify reduction.
- (T) - to signify a changed in text but no change in rate or regulation.

## Glossary of Acronyms:

FLPSC	Florida State Public Service Commission.
IXC	A long distance telephone company which carries calls between LATAs
LEC	Local exchange company.
GPI	Used throughout this tariff to mean Global Paycom, Inc.
WATS	Wide Area Telecommunications Service. A special long distance service providing inward dialing from any phone in a specified geographical area, or outward dialing to any phone in a specified area from on specific phone.

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## TARIFF FORMAT

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

Issued: May 20, 1997

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## SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

<b>Accounting Code -</b>	A multi-digit code which enables a customer to allocate long distance charges to its internal accounts.
<b>Access Line -</b>	An arrangement which connects the Customer's location to GPI switching center.
<b>Authorized User -</b>	A person, firm, corporation, or any other entity authorized by the Customer to communicate, utilizing the Carrier's service.
<b>Commission -</b>	The Florida Public Service Commission.
<b>Company or Carrier -</b>	Global Paycom, Inc. unless otherwise clearly indicated by the context.
<b>Customer -</b>	The person, firm, corporation or other entity which orders, cancels amends or uses service under this tariff and is responsible for payment of charges and compliance with the Company's tariff.
<b>Day -</b>	Unless otherwise specified in this tariff, from 8:00 AM up to but not including 5:00 PM local time Monday through Friday.
<b>Evening -</b>	Unless otherwise specified in this tariff, from 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

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**SECTION I - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D)**

**Holidays -** For the purposes of call rating\*, the Company observes the following holidays (as Federally observed):

Thanksgiving Day	Christmas Day	Veterans Day
Labor Day	Columbus Day	Memorial Day
New Year's Day	Independence Day	
President's Day	Martin Luther King Day	

\* Evening rates apply to all of the above Holidays

**Long Distance Resale Service -**  
Long Distance Resale Service is a public communications service for hire, which includes providing long distance service to Customers through the resale of leased lines and services provided by multiple other common Carriers.

**Night/Weekend -** Unless otherwise specified in this tariff, from 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

**User -** The calling party utilizing the services of GPI and responsible for the payment of charges, unless that responsibility has been accepted by others, such as in the case of collect, third party and room charge calls.

**V & H Coordinates -**  
Geographic points which define the originating and terminating points of a cal in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

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**SECTION II - RULES AND REGULATIONS****2.1 Undertaking of GPI**

- 2.1.1 GPI's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff. Service is provided twenty-four hours a day, seven days a week.
- 2.1.2 GPI is a resale common carrier, GPI's services provide intrastate long distance message telephone service to Customers for their direct transmission and reception of voice, data, and other types of communications. GPI may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities (such as the local exchange carrier), when authorized by the Customer, to allow connection of a Customer's location to the GPI network. The Customer shall be responsible for all charges due for such service arrangement. The Carrier agrees to dutifully abide by all Rules and Regulations as set forth by the FLPSC.
- 2.1.3 The Customer's monthly charge for services are based upon the total time the Customer actually uses the service. For billing purposes, calls are rounded up to the next full billing increment, one minute for Residential and six seconds for Business Service. Minimum call duration time for Residential is one minute and for Business Service is thirty seconds. 800 Service and Travel Service billing increments are the same as the service associated with and contracted for, Business or Residential Service.
- 2.1.4 The rates and regulations contained in this tariff apply only to the services furnished by GPI and do not apply, unless otherwise specified, to the lines facilities, or services provided by a local exchange telephone company or other common carrier for use in accessing the services of GPI.

**2.2 Initial Contract Period and Termination of Service by Customer**

- 2.2.1 Contract Periods - The initial contract period for service and facilities is thirty (30) days.
- 2.2.2 Termination by Customer - Service may be canceled at any time by a Customer taking switched services. A Customer taking dedicated WATS or Point-to-Point services may cancel service on not less than thirty (30) days prior written notice to Carrier.

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**SECTION II - RULES AND REGULATIONS, (CONT'D)****2.3 Obligation of Customer**

2.3.1 The customer will assume responsibility for all usage and service billed.

**2.4 Limitations**

2.4.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.

2.4.2 GPI reserves the right to discontinue or limit service when necessitated, per Florida Commission Rules and with twenty-four hours notice, by the conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

2.4.3 With the exception of shared tenant services, all facilities and services provided under this tariff are directly or indirectly controlled by GPI and the Customer may not transfer or assign the use of service or facilities without 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.

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

**2.5 Use**

2.5.1 Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

**2.6 Liability of Carrier**

2.6.1 Liability of the Carrier for damages arising out of mistakes, omissions, interruptions, delays or errors or defects in the transmission occurring in the course of furnishing service, channels or other facilities and not caused by the negligence of the Customers, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays or errors or defects in the transmission occur, or as otherwise determined in a court of law. For the purposes of computing such amount a month is considered to have thirty (30) days.

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Issued: May 20, 1997

Effective Date: \_\_\_\_\_

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Robert Dennard  
GLOBAL PAYCOM, INC.  
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**SECTION II - RULES AND REGULATIONS (CONT'D)****2.6 Liability of Carrier, (cont'd)**

2.6.2 In no event will Carrier be responsible for consequential damages or lost profits suffered by Customer on account of interrupted or unsatisfactory service unless Carrier is found to have been grossly negligent.

2.6.3 The Carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service. No agents or employees of other carriers shall be deemed to be agents or employees of the Carrier.

2.6.4 The Carrier shall not be liable for and the Customer indemnifies and holds the Carrier harmless from any and all loss, claims, demands, suites, or other action, or any liability whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or persons, for any personal injury to, or death of, any person, or persons, and for any loss, damage, defacement or destruction of the premises of the Customer or any other property whether owned by the Customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, Act of God, fire, war, civil disturbance, or act of government which is not the direct result of the Carrier's control or negligence.

**2.7 Responsibilities of the Customer**

2.7.1 The Customer is responsible for compliance with the applicable regulations set forth in this tariff.

2.7.2 The Customer is responsible for placing any necessary orders; for complying with tariff regulations; and for assuring that users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements (as they exist from time to time) of any governmental entity relating to services provided or made available by the Customer to end users. The Customer is also responsible for the payment of charges for calls originated at the Customer's numbers which are not collect, third party, calling card, or credit card calls.

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Issued: May 20, 1997

Effective Date: \_\_\_\_\_

Issued By:

Robert Dennard  
GLOBAL PAYCOM, INC.  
2189 Cleveland Street, Suite 263  
Clearwater, Florida 34625  
(813) 442-3778

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**SECTION II - RULES AND REGULATIONS, (CONT'D)****2.7 Responsibilities of the Customer, (cont'd)**

2.7.3 The Customer shall ensure that Customer's terminal equipment and/or system is properly interfaced with GPI's facilities or services, that the signals emitted into GPI's network are of the proper mode, bandwidth, power, and signal level for the intended use of the Customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers.

**2.8 Restoration of Service**

2.8.1 The use and restoration of service shall be in accordance with the priority system specified in part 64 Subpart D of The Rules and Regulations of the Federal Communications Commission.

**2.9 Discontinuance of Service**

2.9.1 Without incurring liability GPI may discontinue services to a Customer or may withhold the provision of ordered or contracted services, subject to the procedures set forth in 2.9.3, under any of the following conditions:

2.9.1A For nonpayment of any sum due GPI for more than thirty days after issuance of the bill for the amount due.

2.9.1B For periods of account inactivity in excess of sixty days.

2.9.1C In the event that the Customer supplied false or inaccurate information of a material nature in order to obtain service.

2.9.1D For violation of any of the provisions of this tariff.

2.9.1E For the use of foul or profane expressions, the impersonation of another with fraudulent intent, or of any other violation of the Communications Act of 1934, as amended, or of the rules and regulations of the Federal Communications Commission.

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**SECTION II - RULES AND REGULATIONS, (CONT'D)****2.9 Discontinuance of Service. (cont'd)**

- 2.9.1F For violation of any law, rule, regulation or policy of any governing authority having jurisdiction over GPI's services, or
- 2.9.1G By reason of any order of decision of a court, business service commission or federal regulatory body or other governing authority prohibiting GPI from furnishing its services.
- 2.9.1H For the use of telephone service for any other property or purpose than that described in the contract.

**2.9.2 GPI may discontinue service without notice for any of the following reasons:**

- 2.9.2A If a Customer or Customer causes or permits any signals or voltages to be transmitted over GPI's network in such a manner as to cause a hazard or to interfere with GPI's service to others.
- 2.9.2B If a Customer or user uses GPI's services in a manner to violate the law.

**2.9.3 Procedures for discontinuance of existing service:**

- 2.9.3A In all other circumstances, GPI will provide the Customer with written notice stating the reason for discontinuance, and will allow the Customer not less than 10 days to remove the cause for discontinuance. In cases of non-payment of charges due, the Customer will be allowed at least five days, excluding Sundays and holidays, to make full payment of all undisputed charges, and in no event will service be discontinued on the day preceding any day on which GPI is not prepared to accept payment of the amount due and to reconnect service.

**2.10 Interruption of Service**

- 2.10.1 Without incurring liability, GPI may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and GPI equipment and facilities and may continue such interruption until any items of non-compliance or improper equipment operation so identified are rectified.

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**SECTION II - RULES AND REGULATIONS, (CONT'D)****2.10 Interruption of Service, (cont'd)**

2.10.2 Service may be discontinued by GPI without notice to the Customer, by blocking traffic to certain countries, cities, or NXX exchanges, or by blocking calls using certain customer authorization codes, when GPI deems it necessary to take such action to prevent unlawful use of its service. GPI will restore service as soon as it can be provided the customer affected and assign a new authorization code to replace the one that has been deactivated.

2.10.3 Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or failure of channels, equipment or communication systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.6 herein. It shall be the obligation of the Customer to notify Carrier immediately of any interruption of service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any furnished by Customer and connected to Carrier's terminal. Interruptions cause by Customer-provided or Carrier's-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

**2.11 Termination by Customer**

2.11.1 Customer may cancel service by providing thirty days written notice to GPI.

**2.12 Customer's Liability in the Event of Denial or Disconnection of Service**

2.12.1 In the event Customer's service is denied or disconnected by the Carrier for any of the reasons stated in section 2.9, Customer shall be liable for all unpaid charges due and owing to Carrier.

**2.13 Reinstitution of Service**

2.13.1 If Customer seeks reinstatement of service following disconnection of service by Carrier, Customer shall pay to Carrier prior to the time service is reinstated (1) all accrued and unpaid charges and (2) a new connection fee of \$25.00.

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**SECTION II - RULES AND REGULATIONS, (CONT'D)****2.14 Restoration of Service**

2.14.1 The use and restoration of service shall be in accordance with the priority system specified in part 64 Subpart D of The Rules and Regulations of the Federal Communications Commission.

**2.15 Authorization to Obtain Credit Information**

2.15.1 Carrier reserves the right to require all Customers to establish credit-worthiness to the reasonable satisfaction of Carrier. Upon application for service, Customer shall be deemed to have authorized Carrier to obtain such routine credit information and verification as Carrier shall require in accordance with its then existing credit policies. All criteria and methods used in the acquisition and assessment of credit related information shall be consistent and uniform for all applicants or Customers.

**2.16 Description of Payment and Billing Periods**

2.16.1 Charges for services are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis until canceled by the customer in writing on not less than thirty (30) days notice.

2.16.2 Billing will be payable upon receipt and past due 15 days after issuance.

2.16.3 Charges are based on actual usage during a month and will be billed monthly in arrears.

2.16.4 The Customer is responsible for the payment of ALL charges for service and equipment provided to the Customer. This applies to Customers where the provision of service Carrier includes the use of authorization (access) codes. The Customer agrees to pay to Carrier ANY cost incurred as a result of ANY DELEGATION OF AUTHORITY resulting in use of his/her authorization codes.

2.16.5 Where a Customer, e.g. an employer, provides the use of authorization codes to his/her employees, or where the Customer, e.g. a family member, provides the use of authorization codes to his/her family relations or friend, guest, etc., the Customer agrees to pay to Carrier ANY cost incurred as a result of these uses of the authorization codes.

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**SECTION II - RULES AND REGULATIONS, (CONT'D)****2.17 Deposit**

2.17.1 The company will not collect deposits from customers in the State of Florida.

**2.18 Taxes**

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

**2.19 Right to Backbill for Improper Use of Carrier's Service**

2.19.1 Any person or entity which uses, appropriates or secures the use of services from Carrier, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to Carrier and which use, appropriation, or securing of services is inconsistent with the stated uses, intents, and purposes of this tariff or any restrictions, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of Carrier's services actually made by Customer. In addition, Carrier shall be entitled to recover an amount equal to a late payment fee of 1.5 percent per month for the period(s) for which such charges would have been payable.

**2.20 Returned Checks**

2.20.1 If Company receives a check from a Customer in payment for service rendered or for any other reason of indebtedness and which is returned from the bank due to insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or for any other reason, Company shall apply a service charge after Customer has been forwarded a notice of same five days in advance as follows:

Per Returned Check: 5% or fifteen dollars, which ever is greater.

2.20.2 The charge shall be applied to Customer's monthly billing, in addition to any other charges which may apply under this tariff.

2.20.3 Payment rendered by check, which is subsequently dishonored shall not constitute payment until such time as repayment is made by valid means.

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## SECTION II - RULES AND REGULATIONS, (CONT'D)

2.21 Customer Service

2.21.1 In the event that the customer is experiencing a service problem, the local telephone company will refer the customer to GPI. Questions regarding billing can also be directed to GPI's Customer Service Department in Clearwater, Florida via mail or by dialing their number, (813) 442-3778. Credits to customer accounts will be applied on the next GPI bill.

2.22 Promotional Offerings

2.22.1 The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These promotions will be approved by the FLPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

2.23 Emergency Calls

2.23.1 Message toll telephone calls, to governmental emergency service agencies as set forth in (a) following, having primary or principal responsibility with respect to the provision of emergency services to persons and property in the area from which the call is made, meeting the definition and criteria of an emergency call as set forth in (b) following, are offered at no charge to customers.

2.23.1.A Governmental fire fighting, State Highway Patrol, police and emergency squad service (as designated by the appropriate governmental agency) qualify as governmental emergency service agencies provided they answer emergency service calls on a personally attended (live) twenty-four (24) hour basis, three hundred sixty-five days a year, including holidays.

2.23.1B An emergency is an occurrence or set of circumstances in which conditions pose immediate threat to human life and/or property and necessitate that prompt action be taken. An emergency call is an originated call of short duration to a governmental emergency service agency in order to seek assistance for such an emergency.

2.23.1C **Emergency Shortage of Facilities:** The Carrier reserves the right to limit the length of conversations in times of emergency if a shortage of facilities occurs.

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## SECTION III - RULES AND REGULATIONS

3.1 General Description of Service

- 3.1.1 GPI resells facilities-based interexchange (IXC) carrier services including, but not limited to, access, switching, transport, termination and other services for the direct transmission and reception of voice, data, and other types of communications.
- 3.1.2 Customer's monthly charges for Carrier service are based on the total time Customer actually uses the service.
- 3.1.3 GPI's services are offered to Customers on a monthly basis.
- 3.1.4 GPI's services are offered to Customers twenty-four hours a day.
- 3.1.5 All service shall remain in effect for a minimum of thirty days.
- 3.1.6 GPI's underlying carriers include, but are not limited to AT&T Communications of New England, Inc., US Sprint Communications Company, L.P., and WILTEL, Inc.
- 3.1.7 Customers may use accounting codes to identify the Customers or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

3.2 Service Options

- 3.2.1 **GPI Residential Service:** A one-way multi-point service whereby the subscriber originates and terminates calls via residential telephone lines. Subscribers switch on through Equal Access Dialing procedures.
- 3.2.2 **GPI Business Service:** A one-way multi-point service whereby the user originates and terminates calls via business telephone lines.
- 3.2.3 **GPI Travel Service:** Customers may request from GPI a Travel Card for use in accessing the GPI network of carrier services when away from business telephones. Customer dials the appropriate carrier access number sequence specified on the Customer's GPI Travel Card.

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## SECTION III - DESCRIPTION OF SERVICES, (CONT'D)

3.2 Service Options, (cont'd)

3.2.4 **GPI 800 Service:** GPI's 800 service is available twenty-four hours a day, seven days a week. Service is provided by GPI's underlying carries. Incoming calls from the GPI network terminate at the Customer premises via special access or business line termination.

3.2.5 **Directory Assistance:** The underlying carrier provides service to GPI to offer directory assistance services which the Customer may access by dialing area code plus 555-1212. Customer will be billed for such service by GPI.

3.3 Calculation of Distance

3.3.1 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the with the originating and terminating points of the call.

3.3.2 The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. GPI uses vertical and horizontal coordinates produced by Bell Communications Research in their NPA-NXX V & H coordinates tape and Bell's NECA tariff No. 4.

3.3.2.A FORMULA:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.4 Service Area

3.4.1 The service area of Carrier includes all points in Florida, including all major metropolitan areas.

3.5 Minimum Call Completion Rate

3.5.1 Customers can expect a call completion rate of 99% during peak use periods for all Feature Group D Equal Access 1+ services. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

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(813) 442-3778

## SECTION IV - RATES

4.1 GPI Residential Service

4.1.1 Residential Service provides facilities to complete toll calls between two points in Florida. The maximum rates\* are: (All zero minus traffic will be routed to the LEC)

RATE MILEAGE	DAY		EVENING		NIGHT / WEEKEND	
	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE
1 - 10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11 - 22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23 - 55	\$0.2741	\$0.2190	\$0.2056	\$0.1643	\$0.1550	\$0.1150
56 - 124	\$0.2741	\$0.2205	\$0.2056	\$0.1645	\$0.1595	\$0.1190
125 - 292	\$0.2741	\$0.2270	\$0.2056	\$0.1703	\$0.1620	\$0.1240
293 - 430	\$0.2741	\$0.2300	\$0.2056	\$0.1725	\$0.1635	\$0.1240
430 - 624	\$0.2766	\$0.2380	\$0.2073	\$0.1785	\$0.1670	\$0.1290

\*\*\* Above rates are rounded and billed in one minute increments following an initial one minute minimum.

Recognized Holidays: Thanksgiving Day      Christmas Day      Veterans Day  
 President's Day      Columbus Day      Memorial Day  
 New Year's Day      Labor Day  
 Independence Day      Martin Luther King Day

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Effective Date: \_\_\_\_\_

Issued By:

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 (813) 442-3778

## SECTION IV - RATES, (CONT'D)

4.2 GPI Business Service

4.2.1 Business Service provides facilities to complete toll calls between two points in Florida. The maximum rates\* are: (All zero minus traffic will be routed to the LEC)

RATE MILEAGE	DAY		EVENING		NIGHT / WEEKEND	
	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE
1 - 10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11 - 22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23 - 55	\$0.2741	\$0.2190	\$0.2056	\$0.1643	\$0.1550	\$0.1150
56 - 124	\$0.2741	\$0.2205	\$0.2056	\$0.1645	\$0.1595	\$0.1190
125 - 292	\$0.2741	\$0.2270	\$0.2056	\$0.1703	\$0.1620	\$0.1240
293 - 430	\$0.2741	\$0.2300	\$0.2056	\$0.1725	\$0.1635	\$0.1240
430 - 624	\$0.2766	\$0.2380	\$0.2073	\$0.1785	\$0.1670	\$0.1290

\*\*\* Calls are billed and rounded in 6 second increments following an initial 30 second minimum.

Recognized Holidays: Thanksgiving Day      Christmas Day      Veterans Day  
 President's Day      Columbus Day      Memorial Day  
 New Year's Day      Labor Day  
 Independence Day      Martin Luther King Day

4.2.1.A Accounting Code Charges:  
 \$5.00 per month or \$0.20 per month per validated code number, whichever is greater.

4.3 GPI Travel Service

4.3.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus. An \$0.85 per call charge will be added to the regulated rates.

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SECTION IV - RATES, (CONT'D)4.4 GPI 800 Service

4.4.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus: A monthly \$20.00 exclusive 800 number charge.

4.5 Nonrecurring Charges

4.5.1 Residential and/or Business Service  
Service Origination: \$50.00

4.5.2 800 Service  
Service Origination: \$50.00

4.5.3 Travel Service  
Service Origination: \$50.00

4.5.4 Accounting Code Charges  
Set-up and/or change: \$20.00

4.6 Directory Assistance

4.6.1 Customers will be billed at \$0.65 each time directory assistance is called.

4.7 Discounts for Hearing Impaired Customers

4.7.1 A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDS for communicating with hearing or speech impaired persons

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(813) 442-3778

SECTION IV - RATES, (CONT'D)

4.8 Time of Day Rate Periods

4.8.1 The appropriate rates apply for day, evening and night/weekend calls based on the following chart:

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	Daytime Rate Period						
5:00 PM TO 11:00*	Evening Rate Period						Eve.
11:00 PM TO 8:00 AM*	Night/Weekend Rate Period						

\* to but not including.

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**BALANCE**

**SHEET**

**GLOBAL PAYCOM, INC.  
BALANCE SHEET  
APRIL 30, 1997**

**ASSETS**

Cash	\$204,500
Subscriptions Receivable	62,500
Licenses	7,000
Preoperating Costs	7,500
Organization Costs	<u>1,000</u>
<b>TOTAL ASSETS</b>	<b><u><u>\$282,500</u></u></b>

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Accounts Payable	\$1,000
Stockholders' Equity	<u>281,500</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u><u>\$282,500</u></u></b>

**ARTICLES  
OF  
INCORPORATION**





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 18, 1996

AMERILAWYER  
343 ALMERIA AVENUE  
CORAL GABLES, FL 33134

The Articles of Incorporation for GLOBAL PAYCOM, INC. were filed on December 18, 1996, effective January 1, 1997 and assigned document number P96000102154. Please refer to this number whenever corresponding with this office regarding the above corporation.

**PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.**

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.**

**A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.**

**SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.**

Should you have any questions regarding corporations, please contact this office at the address given below.

Vickie Whitfield, Corporate Specialist  
New Filings Section

Letter Number: 596A00056469

EFFECTIVE DATE

1-1-97

96 DEC 18 PM 4:14

**ARTICLES OF INCORPORATION**  
**OF**  
**GLOBAL PAYCOM, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is GLOBAL PAYCOM, INC., (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 50 South Belcher Road, Suite 263, Clearwater, Florida 34625 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Robert L. Dennard, Jr.
Secretary:	Robert L. Dennard, Jr.
Treasurer:	Robert L. Dennard, Jr.

whose addresses shall be the same as the principal office of the Corporation.



## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Robert L. Dennard, Jr.

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



## ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

## ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



## ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

## ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective January 1, 1997.

## ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this DEC 17 1996.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

FILED  
SECRETARY OF STATE  
RECEIVED  
96 DEC 18 PM 4:14

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President



**MANAGEMENT  
BACKGROUNDS**

**ROBERT L. DENNARD, JR., CPA**  
**1545 OAK LANE**  
**CLEARWATER, FL**  
**(813) 536-2243**

**EXPERIENCE:**

- Twenty years in public accounting
- WMA Securities, Registered Principal, 1996
- Bollenback & Forret, PA, CPA firm, 1995-1996
- Semi-retired Foreign Financial Consultant, San Jose, Costa Rica, 1991-1994
- Dennard, Dennard & DeJane, CPA, PA, Managing Partner, 1980-1990
- Various CPA Positions in Public Practice, 1975-1979
- Extensive Experience with Start-Up and Venture Capital Businesses
- Extensive Experience in Sophisticated Financial Environments
- Fluency in Spanish and English

**EDUCATION:**

- Davidson College, Davidson, NC, Economics, 1975
- Florida CPA License, 1978



Norman H. Farrow  
4730 Windflower Circle,  
Tampa, Fl. 33624  
(813) 968- 1292

### **Industry Experience.**

Mr. Farrow has 27 years experience in the deregulated telecommunications industry and is the Chief Operating Officer of TeleGrowth, Inc. He was the founder of Commercial Telephone & Data, Inc. (CT&D) which became the foundation of TeleGrowth's System Division. Mr. Farrow has an extensive background in all facets of the industry.

### **Employment History.**

**1992 to Present - President** of TeleGrowth and it's predecessor Commercial Telephone & Data, Inc. a Value Added Reseller of Telephone & Data Systems headquartered in Tampa. TGI provides application solutions for a wide variety of Commercial, Banking and Government clients throughout the West Coast of Florida. TGI sells, installs and services equipment including Mitel, DASH & Cortelco PABXs; Vodav & Comdial Key Systems; Active Voice and SDI Voice Mail Systems and a full range of Data Transmission and LAN equipment. Custom applications include ACD's, Predictive Dialing, FAX on Demand, IVR and Wide Area Networks. TGI also provides a full spectrum of equipment and services to the Medical Industry including Nurse Call, Alzheimer Patient Controls and Paging.

**1989 - 1992 - Sales Manager** of APS a Tampa based Interconnect Company that was actively involved in the acquisition of other Interconnect Companies throughout the Region. The core staff of this company became the founders of CT&D.

**1987 - 1989 - Director of Technology** of Ascom - Autelca of Switzerland. Formed the Century Group of Companies which included a twelve switch Long Distance Reseller group with switches located at major airports throughout the nation. Completed the development of a smart payphone that was utilized successfully in United Airlines Red Carpet Rooms and in various Resort Properties throughout the Nation. Developed and successfully marketed Ascom's Smart & Debit card telephones entry into the U.S. market. Developed pay telephone management systems that are currently used throughout the world by Ascom. Arranged Technology Transfers between Switzerland and the U.S. including Touch Screen technologies. Served as President of three Divisions during the Start up Phase.

**1984 - 1987- President of Ameritel Communications in Boulder Colorado.** Ameritel was formed by a group of Senior Management from Stromberg-Carlson / Plessey and New York Investment Bankers. Ameritel was one of the early entrants into the deregulated Pay Telephone Industry and a pioneer of Management Systems development. Mr.Farrow was a founder and initially served as Vice President of Sales he was later asked by the Board of Directors to take over as President and reorganize the Company. Ameritel became one of the largest companies of it's type in the Country with payphone routes established in New York, Chicago, Philadelphia & Los Angeles. Systems developed by Ameritel became the foundation of Ascom's successful entry into the business.

**1982 - 1984 Director of Reseller & ISDN Development, Stromberg-Carlson, Plessey.** Lake Mary, Fl. Headed the development and marketing of the successful DCO-CS Long Distance Central Office. Developed markets for the Plessey pay telephone in conjunction with the Reseller Industry. Prior to promotion to the Reseller program Mr.Farrow was Product Manager for the ISDN and Digital Business Switching Division.

**1968 - 1982** Mr.Farrow has held various Management, Sales and Technical positions within the Industry including Major Accounts Representative for General Electric Integrated Systems Division where he was responsible for the very large scale systems including GE's Appliance Park in Louisville, KY a system linking 90 buildings with integrated Voice & Data. Prior to that Mr.Farrow was General Manager for five years with the Major Rolm Distributor on the West Coast of Florida and spent nine years with ITT Terryphone in various cities.

#### **Industry Training.**

Advanced training on the following products and services:

PABX's. Mitel, Cortelco, Rolm, NEC, Northern Telecom, InteCom, Fujitsu.  
Key Systems. Comdial, InterTel, KeySystem U.S., Toshiba, Tie, Iwatsu etc..  
Central Offices. Stromberg-Carlson, NACT, Road Runner, ABC.

Advanced Traffic Engineering.  
Advanced Data Communications

#### **Education.**

London School of Economics, London England.

## MICHAEL J. RIDDLE

4011 Thackery Way  
Plant City, Florida 33567

Office: (813) 287-2382  
Residence: (813) 759-0102

### **- Sales/Marketing Management -**

Fast track performance and outstanding accomplishments in the telecommunications industry. Proven producer utilizing honed interpersonal skills to train, motivate and lead record-setting sales teams as Vice President of Sales, Intermedia Communications, Inc., and Chief Operating Officer of a private firm and in the corporate environments of AT&T and US Sprint. Documented successes in launching new products, revitalizing dormant territories and capturing highly profitable key accounts.

### PROFESSIONAL EXPERIENCE

#### **Intermedia Communications of Florida, Inc.** *Vice President, Sales - Tampa, Florida*

1992 - 1995

Responsible for generation of new revenues, opening of new markets, direction, training and motivation of sales force and management of budget in excess of \$3 million. Increased new sales from \$2.4 million in 1992 to \$4.6 million in 1993 to \$11.0 million in 1994 and over \$20 million in 1995. Successfully opened new markets in Miami, West Palm Beach, Orlando, Jacksonville and Atlanta. Evaluated current sales force and recruited, hired and trained 20 new sales people. Consistently managed expense budget within +/-3% of objective. Assisted in the development, pricing and introduction of new products. Interfaced with and made presentations to Board of Directors, analysts, market makers and investment bankers.

- Took company from four sales people in one city to twenty sales people in five cities
- Grew revenues from \$6 million to over \$22 million.
- Developed and trained sales force to sell frame relay services, resulting from \$0 in 1992 to over \$9 million in 1995.
- Created equitable and motivational compensation plans.
- Always managed within budget.

#### **Sprint Communications** *District Sales Manager - Tampa, Florida*

1988 - 1992

Responsible for direction, development, motivation and sales results of ten major account representatives and one administrative assistant. Took Tampa District from under achievement in 1990 to over 110% of objective in 1991.

- Finished #1 in the Florida Region and #2 in the Southern Division out of thirty-one districts.
- Achieved 0% turnover sales force and four representatives achieved President's Club status (top 10% in the nation).

#### **American Telco** *Chief Operating Officer - Birmingham, Michigan*

1984 - 1988

Created and grew new interconnect company which started with five employees and twenty-three people (twelve sales people, eight technicians, and three clerical support). Company grew from zero base to over 500 accounts and \$2.0 million in sales. Developed market plan, hiring and training of personnel, creation of policies and all procedures.

#### **The Bell System** *Division Manager - Birmingham, Michigan*

1967 - 1983

Total responsibility for divestiture of Michigan and Ohio Bell relative to the actual embedded base transfer of all customer premises equipment to AT&T. Transferred 300 Bell employees to AT&T.

- Developed comprehensive strategic plan for sales of embedded base equipment.
- Established and chaired an interdepartmental blue ribbon committee.
- Accomplished all area objectives in three months, during a period of tense corporate environment.

# MICHAEL J. RIDDLE

Page Two

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Michigan Bell Telephone Company  
*District Manager - Detroit, Michigan*

1979 - 1981

Managed entire District sales and support organization in the marketing of complex integrated voice and data products and services to over 1,500 major education and healthcare accounts.

- Recognized in Achiever's Club for outstanding management and sales performance.
- Achieved top unit production nationally in higher education segment.

AT&T

1976 - 1979

*Product Manager - Basking Ridge, New Jersey*

Coordinated research and development, market analysis, pricing and manufacturing for premier telecommunications system, which proved to be one of the best selling systems in Bell history. Exceeded expectation of the introduction by twelve months and price deviations by 50%. Interfaced with all operating companies in their pending Public Service Commission filings. Effectively managed a team of 50 employees in a multi-discipline environment.

Michigan Bell Telephone Company  
*Sales Manager/Staff Manager - Michigan*

1967 - 1976

Managed sales teams increasing new market revenues by several million dollars, consistently exceeding assigned quotas. Product Manager for state-wide introduction of major telecommunications systems. In personal production, exceeded all goals assigned effecting rapid promotion.

## EDUCATION & SPECIALIZED TRAINING

*Business Concentration*  
Michigan State University

*Management & Telecommunications Extensive Training*  
AT&T Management Training  
Business Leadership Training - University of South Florida

## RELATED ACTIVITIES & ASSOCIATIONS

Extensive private consulting in telecommunications and all aspects of business management

Past Board Member and Executive Committee, Capuchin Charity Guild, Detroit

Past Board Member, Hutzel Hospital & Men's Guild. Chairman,  
Annual Fund Raising Golf Tournament to benefit hospital, Detroit

Past Member, Economic Club Detroit

Member, Walden Lake Country Club, Plant City, Florida

Member, American Management Association

VICTOR J. SCHUMACHER, JR.

3302 Enterprise Road  
Safety Harbor, Florida 34695  
(813) 799-0228

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**SALES EXECUTIVE**

Desires alliance with entrepreneurial minded corporation who seeks results oriented executive skilled in motivation and professional sales and marketing.

**CAREER SUMMARY**

Extensive experience in professional sales, management and operations. Accustomed to increasing sales volumes and profit margins. Endeavors include:

- Selling prepaid phonecards as a promotional incentive and a retail item.
- Forming a direct response marketing company using radio to drive sales for selected products.
- Contracting with clients to introduce products to the market.
- Designing interactive 800/900 applications, telemarketing, media placement.
- Sales of capital equipment, establishing dealer organizations.

**EMPLOYMENT**

2/94 to Present

**TOUCHTONE MARKETING, Clearwater, Florida**

President of independent marketing and consulting company which contracts with businesses to develop and implement sales/direct marketing programs. For one client formed a prepaid phonecard division. Selected telephone platforms, long distance carriers, printers and point of sale activation systems. Cards are used as store traffic builders, premium incentives and retail products. Marketing tools consist of loyalty programs, voice response (IVR), surveys, couponing and instant win promotions. Helped establish, for another client, a public auction program where television viewers could bid on merchandise using their touchtone phone. Television air time is purchased and pre-qualified viewers compete against on-site attendees.

6/92 to 2/94

**PAXSON COMMUNICATIONS CORPORATION, Clearwater, Florida**

Hired as General Manager of Excel Marketing, Inc. to form a direct response company within PCC. Bud Paxson, co-founder of the Home Shopping Network, is the largest broadcaster in the State of Florida. Duties included installing an interactive voice response system for thirteen radio stations, designing programs and brochures for 1-800/900 applications, researching and installing order entry and fulfillment software and hardware, purchasing product for direct response promotions. All product is advertised over Paxson radio and television stations.

VICTOR J. SCHUMACHER, JR.

Page Two

2/90 to 6/92

INNOVATIVE DEVELOPMENTS, INC., Clearwater, Florida

Formed diversified company which functions as sales/marketing department for small private corporations. Specializes in taking unknown products and/or services to the marketplace starting from conception through customer satisfaction. Sales have utilized television commercials (including infomercials), radio, print, inbound/outbound telemarketing, lead generation, and network marketing. Products include: medical response systems, diet products, credit cards, vocations, and private business ownerships (franchise related).

4/88 to 2/90

HOME SHOPPING NETWORK, St. Petersburg, Florida

Worked within different subsidiaries of HSN as Vice President-Sales. Introduced HSN to the "1-900" audiotext market and negotiated substantial service bureau contracts. Experienced in all facets of voice response marketing. Worked with Distribution, Purchasing, Operations, Telemarketing and Advertising Departments with profit and loss responsibility for the sale of direct response merchandise or information over 1-800/900 promotions. Net revenues exceeded expenses by 85%.

Directed national sales force of one subsidiary which manufactured voice response units.

10/87 to 4/88

TERMINALS & CARDS, Lenexa, Kansas

As President became authorized re-seller of audiotext, automated attendant, voice mail, and transaction processing equipment. Had profit and loss responsibility for sales, programming, installation and maintenance of accounts. Systems sold for \$50,000 up to \$200,000. Company was merged with HSN.

6/83 to 10/87

DATA ACQUISITION SERVICES, San Marcos, California

As Vice President, organized dealer network covering two-thirds of United States which marketed voice response units. Customers paid between \$6,000 - \$125,000 per system and were sold to utilities, health care, transit authorities and general business.

As Regional Manager, was responsible for sales of voice response units within the Mid-West.

PERSONAL

- B.S.B.A. Marketing/Advertising-University of Arkansas
- Captain, U.S. Air Force
- Married
- Listed in Who's Who in U.S. Executives
- Continuing Education: AMA Courses

WILLIAM C. HAYES, JR.  
3030 McMullen Booth Road  
Clearwater, Florida 34621  
(813)726-8829

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1965 - 1970	Professional musician.
1971 - 1975	Member of the Professional Golf Association (P.G.A.) of America. Player and instructor of professional golf.
1975 - 1978	Member of the New York Stock Exchange, Raymond James and Associates, St. Petersburg, Florida Certified Financial Planner.
1978 - 1981	Special Education instructor, Pinellas County Schools. Assigned to a comprehensive middle school.
1978 - Present	Founder and President of the Chi Chi Rodriguez Youth Foundation. A foundation dedicated to the education and rehabilitation of abused and disadvantaged children.
1994 - Present	H & G - Hayes-Gallagher Associates, Inc., President.

**NOTABLE ACCOMPLISHMENTS:**

- Designed, developed and successfully implemented the only vocationally based academic learning program on a golf course in the world.
- Developed the only "tax exempt status" public golf course for the specific purpose of education and tourism.
- Developed and constructed a complete championship golf course which includes and educational complex on the course property.
- 1987 - Raised the most money to date (\$887,000) in a one day golf tournament with Jack Nicklaus and Chi Chi Rodriguez.

- \*\* 1990 - Raised the most money to date (\$987,000) in a one day golf tournament with Jack Nicklaus and Chi Chi Rodriguez.
- \*\* Appeared before and addressed the United States Secretary of Education.
- \*\* Formed Task Force to curtail plea bargaining in sexual assault of children.
- \*\* Developed the daily curriculum for the only privately supported public school on a golf course in the world. Used on two separate golf courses.

#### NOTABLE AWARDS:

- \*\* 1985 - Best Golf and Education Program for Youth In America by Golf Digest.
- \*\* 1986 - Best Golf and Education Program for Youth in America by the National Golf Foundation.
- \*\* 1987 - Golf Father of the Year by Golfweek Magazine.
- \*\* 1989 - Sports Achiever of the Year by Pinellas County Sports Authority (Foundation).
- \*\* 1992 - 758th Point of Light Award for education and youth. Presented by President Bush of the United States (Foundation).
- \*\* 1993 - American Education Award. (Foundation and Chi Chi Rodriguez).
- \*\* 1994 - World Hall of Fame (Rodriguez for Foundation).

#### MAJOR TELEVISION, MEDIA APPEARANCES AND PROGRAMS:

- \*\* ABC Television - Good Morning America
- \*\* ABC Television - National Evening News
- \*\* CBS Television - National Evening News
- \*\* NBC Television - National Evening News
- \*\* CNN Television - ESPN Sports News Special



- \*\* CBS Television - Oprah Winfrey Show
- \*\* ESPN Inside The PGA Tour
- \*\* ABC Wide World Of Sports
- \*\* PM Magazine
- \*\* Telemundo Television (Worldwide)
- \*\* Numerous Local Television (Tampa and Philadelphia)

**MAJOR MAGAZINE ARTICLES & NEWSPAPERS:**

- |                                       |                                        |
|---------------------------------------|----------------------------------------|
| ** Wall Street Journal                | ** Golf Illustrated                    |
| ** Sports Illustrated                 | ** Chicago Tribune                     |
| ** Reader's Digest                    | ** Miami Herald                        |
| ** People Magazine                    | ** Orlando Sentinel                    |
| ** Golf Digest                        | ** L.A. Times                          |
| ** Golf World (Feature Cover)         | ** News Week Magazine                  |
| ** San Francisco Chronicle            | ** Life Magazine                       |
| ** Japanese Golf World                | ** Washington Post                     |
| ** West Palm Beach Post               | ** Business Week Magazine              |
| ** Tampa Bay Magazine (Feature Cover) | ** Golf Week (Feature Cover)           |
| ** Golf Magazine                      | ** Philadelphia Enquirer               |
| ** Sports Illustrated For Children    | ** Golf Illustrated U.S.A. and U.K.    |
|                                       | ** Gulf Coast Magazine (Cover 4 times) |

**EDUCATION:**

Kelvinside Academy - Glasgow, Scotland  
 Plainfield High School - Plainfield, New Jersey  
 Wagner College - 1970, B.A., New York City, New York  
 New York Stock Exchange School - 1975, Atlanta, Georgia  
 University of Tampa - 1979, M.A. Program, Tampa, Florida

**PERSONAL:**

William C. Hayes, Jr  
Born: October 7, 1947 in Plainfield, New Jersey

**FUTURE PROJECTS IN THE WORKS:**

Author - Educational Book entitled "The Hayes Projects For Education"



DEPOSIT  
DATE  
Telecom Tariff Consultants  
Kott Enterprises, Inc.

0545  
JUN 13 1997

PO Box 14062, Ft. Lauderdale, Florida 33302  
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President  
Loren R. Kott, Vice President  
Allison Kacurov, Administrative Assistant

June 6, 1997

Florida Public Service Commission  
Division of Communications  
2540 Shumard Oak Boulevard  
Gunter Building  
Tallahassee, Florida 32399-0850

97017-11  
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:  
\_\_\_\_\_

Re: Global Paycom, Inc.

Sir / Madam:

Please find enclosed one original and twelve(12) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

Any inquiries regarding this application and its contents may be directed to the undersigned.

You will find enclosed Global Paycom's check number 1100 in the amount of \$250.00 representational of the filing fee.

I look forward to working with you on behalf of my client.

Respectfully,

1100

ROBERT L. DENNARD JR. OR  
ROSIBEL V. DENNARD  
1545 OAK LANE  
CLEARWATER, FL 34624

4/21 1997

Paid to the Order of FLORIDA PUBLIC SERVICE COMMISSION \$250.00

Two hundred fifty and 00/100

INTERVEST  
BANK

3075 Highway Road  
Clearwater, FL 34624

for Global Paycom, Inc.

X [Signature]

Telecom Tariff Consultants

Kott Enterprises, Inc.

DEPOSIT

DATE

JUN 13 1997

PO Box 14062, Ft. Lauderdale, Florida 33302  
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President  
Loren R. Kott, Vice President  
Allison Kacurov, Administrative Assistant

June 6, 1997

Florida Public Service Commission  
Division of Communications  
2540 Shumard Oak Boulevard  
Gunter Building  
Tallahassee, Florida 32399-0850

97017

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forwarded to Fiscal for deposit.  
Fiscal to forward a copy of check  
to RAR with proof of deposit.

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Respectfully,

*Cynthia D. Kott*  
Cynthia D. Kott

CDK:ak  
encl.