

Satcom Systems, Inc.

DEPOSIT DATE
D 5 7 2 JUL 22 1997

7/18/97

Thomas E. Williams
State of Florida
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

970908 - TI

RE: Satcom Systems, Inc.

Dear Thomas:

Enclosed please find all the necessary applications, tariff and information to become an IXC and also an Alternative Local Exchange Carrier.

If you need any further information, please call.

Sincerely,



Elise Gross

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.

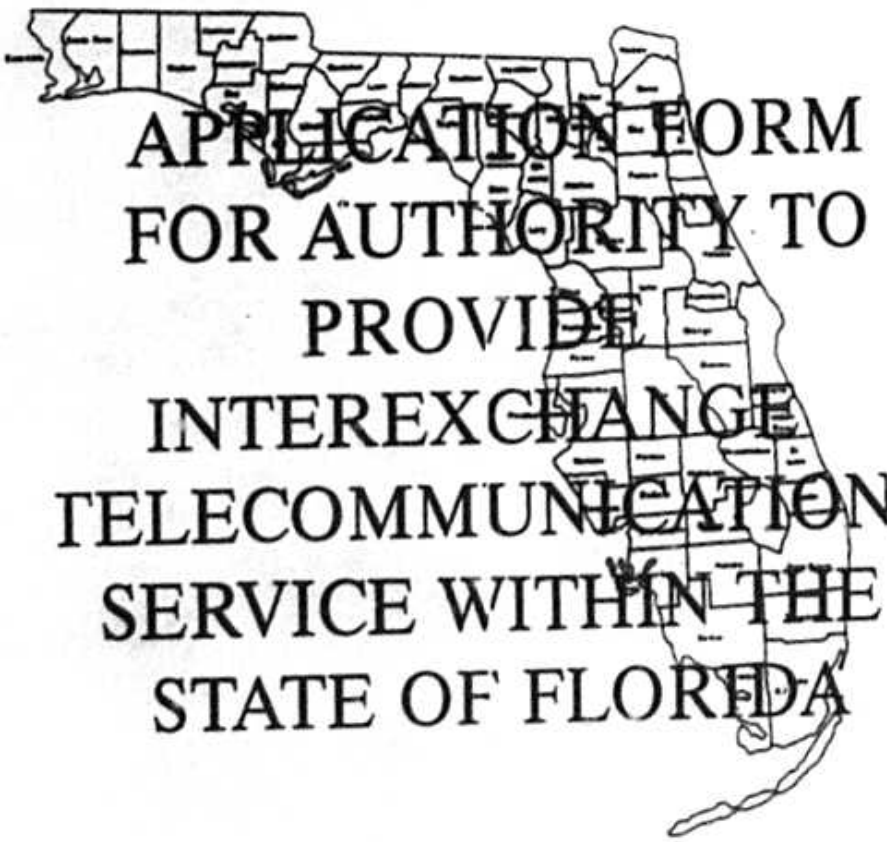
7710 Lago Del Mar Drive, Suite 504
Boca Raton, FL 33433
(561) 681-5335 * FAX (561) 681-5335

MAIL ROOM
97 JUL 22 AM 9 36

DOCUMENT NUMBER DATE

07330 JUL 22 97

FPSC-RECORDS/REPORTING



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

DOCUMENT NUMBER-DATE

07330 JUL 22 5

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

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

2. 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 an uncertificated company).
- Approval for transfer of control (To another certificated company).

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

SATCOM SYSTEMS, INC.

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

SATCOM SYSTEMS, INC.

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

7710 Lago Del Mar Drive, Suite 504

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

Boca Raton, FL 33433

7710 Lago Del Mar Drive, Suite 504

Boca Raton, FL 33433

7. Structure of organization;

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

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

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

(b) Indicate if the individual or any of the partners have previously been:

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

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

9. If incorporated, please give:

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

Corporate charter number: P96000057001

- (b) Name and address of the company's Florida registered agent. Elise Gross, C/O Soule, Leal & Assoc., P.A.
7471 W. Oakland Park Blvd., Suite 110
Ft. Lauderdale, FL 33319

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable. Not Applicable

Fictitious name registration number: _____

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

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. No

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

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

(a) The application; Nathan Gross, Director
7710 Lago Del Mar Drive, Suite 504 (561) 681-5335
Boca Raton, FL 33433

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

SAME AS ABOVE

(c) Tariff;

SAME AS ABOVE

(d) Complaints/Inquiries from customers;

SAME AS ABOVE

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.
N/A

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

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

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

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

(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

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

- Facilities. Operators.
 Billing and Collection. Sales.
 Maintenance.
 Other: None of the above

13. Do you have a marketing program?

Yes

14. Will your marketing program:

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

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

10% of the billed usage for the life of the account.

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

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

17. Please provide the following (if applicable):

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

Yes

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

Self

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

A. Financial capability. See Appendix F

Regarding the showing of financial capability, the following applies:

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

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

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

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

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

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

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

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

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

B. Managerial capability.

See Appendix F

C. Technical capability.

See Appendix F

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

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

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

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

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

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

MTS for pay telephone service providers

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

800 Service (Toll free)

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

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

Travel Service
 Method of access is 950
 Method of access is 800

900 service

Operator Services
 Available to presubscribed customers
 Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals.
 Available to inmates

Services included are:

Station assistance
 Person to Person assistance
 Directory assistance
 Operator verify and interrupt
 Conference Calling

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

1 +

22. Other:

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

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

UTILITY OFFICIAL:

Elise Gross
Signature

7-15-97
Date

Elise Gross

President

Title

(561) 681-5335
Telephone No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

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

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

UTILITY OFFICIAL:

Elise Gross
Signature

Elise Gross

President

Title

7-15-97
Date

(561) 681-5335
Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

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

1) 2)

3) 4)

Not Applicable, we are a switchless reseller

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

1) 2)

3) 4)

Not Applicable

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

1) POP-to-POP TYPE OWNERSHIP

2)

Not Applicable

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

All exchanges in Florida. (All listed on Appendix D)

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

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

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

N/A

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

N/A

UTILITY OFFICIAL:

Elise Gross
Signature

7-15-97
Date

Elise Gross

President
Title

(561) 681-5335
Telephone No.

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

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

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

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

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon,

Forest Lady Lake (B21),
McIntosh, Oklawaha,
Orange Springs, Salt Springs and
Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO:

Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere,
Winter Garden,
Winter Park, Montverde, Reedy
Creek, and Oviedo-Winter
Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista,
Orlando, Oviedo, Sanford, Windermere,
Winter Garden, Oviedo-Winter Springs
Reedy Creek, Geneva and Montverde.

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North Cape
Coral, North Ft. Myers, Pine Island, Lehigh
Acres and Sanibel-Captiva Islands.

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

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

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and
Perrine

APPENDIX F

A. Financial Capabilities

Both of the managing directors of Satcom, Elise and Nathan Gross have sufficient income and assets to more than maintain their current lifestyle.

Satcom is already showing a significant profit in its first year of business and has no debt. In addition, it has over \$10,000 worth of assets and no liabilities. The company owns all of its business equipment including a telephone system, high quality copier, networked computers, laser printers, office furniture, and supplies. Satcom has over \$5,000 of cash (retained earnings), no salaried employees, virtually no overhead and has a current net income of more than \$2,000 per month. Its net income growth rate is more than 30% per month. Once Satcom is approved as an IXC, its net profits will instantly increase as a result of its decreased cost for the purchase or long distance time. Consequently, its profit margin will increase and, at its current growth rate, Satcom's net income should exceed \$10,000 per month, by mid 1998.

B. Managerial Capabilities

The two managing directors are Elise Gross and Nathan Gross. Elise Gross is an attorney who has a master's degree in estate planning, and is currently admitted to the Florida Bar

Upon graduation from the Master's program, she completed the Florida, New Jersey and New York State Bar exams. She practices law in Florida and specializes in estate work. Over the years she has developed a large client base of satisfied customers, and has never had any client complaints. Nathan Gross is the President of the Fidelity Group, Inc., insurance and financial planning firm based in West Palm Beach. Nathan started in this business seven years ago, after he graduated from Florida Atlantic University with a degree in business. Nathan owns and manages a very successful agency with other agents working for his firm. He has hundreds of satisfied clients, and has never had any client complaints.

Both of the managing directors are completely committed to this business and have already devoted much time to its success. Both directors have very successful backgrounds and have proven their aptitude for running and building a successful company. Although they do not anticipate the need, Nathan and Elise Gross are willing to invest an additional \$50,000 of capital into Satcom. However, the company is already running at a substantial profit, and growing every day, therefore, personal monetary contribution should not be necessary.

C. TECHNICAL CAPABILITIES

Satcom Systems, Inc. (Satcom) has been in existence since June 28, 1996. Its managing directors conducted more than twelve months of extensive research prior to incorporating, and an additional year's worth of research after incorporating. Satcom is currently making all of the necessary arrangements to become an IXC in the State of

Florida. Since incorporation, Satcom has been acting as an independent long distance sales agent. This includes but is not limited to negotiating costs and services with existing carriers.

- ✓ Investigating numerous carriers' existing businesses.

- ✓ Examining numerous billing software and billing companies.

- ✓ Meetings and planning how Satcom's long distance origination will be handled with three local exchange companies.

- ✓ Reviewing of Tariff (section 255.) and completion of State of Florida IXC application and intrastate tariff.

- ✓ Discussions with Bell Core regarding obtaining a KIK code.

Both of the managing directors are exceptionally well-versed in telecommunications. They have spent more than four years studying the industry, and regularly read many trade magazines. They are well versed with switching technology, local service and long distance service. In addition, the carrier from which they will be buying time offers excellent technical support if, and when it is needed. The managing directors are resourceful enough to know where to find the correct answers if any questions or problems arise that they are not able to address instantly.

Both Elise and Nathan Gross are ver/ excited about entering this industry as an IXC. They really feel they will make a noticeable difference and have a positive effect upon the industry. They are looking forward to providing quality low cost long distance service to small and mid sized businesses, and feel that, in addition to helping businesses, throughout the state, with their telecommunication needs statewide Satcom will help the population at large by providing employment opportunities.

Un-audited Balance Sheet

Assets

Cash	\$6,500
Copier	\$5,000
Computer Equipment	\$6,000
Laser Printers	\$1,200
Office furniture	\$2,500
Office supplies	<u>\$1,000</u>
Total assets=	\$22,200

Liabilities

None	\$0
Total Liabilities=	\$0
Net Worth=	\$22,200

Glise Hod
Signature

7-15-97
Date

President
Title

1997 Income Statement and Pro Forma (Un-audited)

November-96	\$295	}	Current Growth (31%)
December-96	\$487		
January-97	\$770		
February-97	\$828		
March-97	\$1,027		
April-97	\$1,268		
May-97	\$1,340		
June-97	\$2,000		
July-97	\$2,400		
August-97	\$2,880		
September-97	\$3,456		
October-97	\$4,147		
November-97	\$4,977		
December-97	\$5,972		
January-98	\$7,166		
February-98	\$8,600		
March-98	\$10,320		
April-98	\$12,383		
May-98	\$14,860		
June-98	\$17,832		
July-98	\$21,399		
August-98	\$25,678		
September-98	\$30,814		
October-98	\$36,977		
November-98	\$44,372		
December-98	\$53,247		

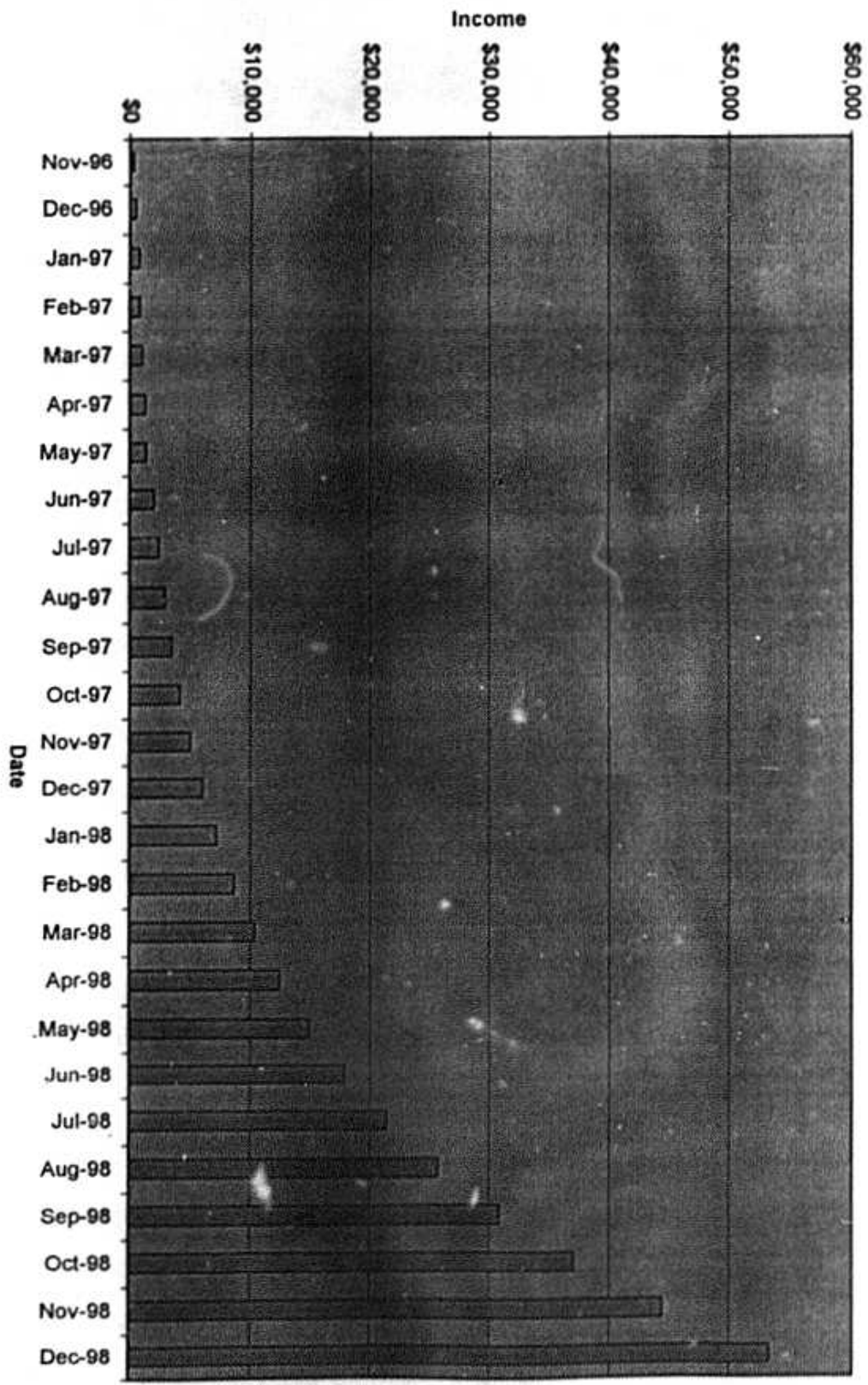
Elise Bros

Signature

7-15-97
Date

Pres. dent
Title

Current Income and Pro Forma



Satcom Systems, Inc.

Twelve copies of the IXC Tariff..

7710 Lago Del Mar Drive, Suite 504
Boca Raton , FL 33433
(561) 681-5335 • FAX (561) 681-5335

Title Sheet**1.1 Florida Telecommunications Tariff**

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunication services provided by 's, with principal offices at 7710 Lago Del Mar Drive, Suite 504, Boca Raton, FL 33433. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: August 13, 1997

EFFECTIVE: _____

by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL 33433.

Check Sheet

The sheets listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

Sheet	Revision
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

Issued: August 13, 1997

EFFECTIVE _____

by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL. 33433.

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Section 2 - Rules and Regulations 7

Section 3 - Description of Service 9

Section 4 - Rates..... 11

Issued: August 13, 1997

EFFECTIVE: _____

by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL 33433.

Symbols Sheet

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

D - Delete or Discontinue

I - Change Resulting in an Increase to a Customer's bill

M - Moved from another Tariff Location

N - New

R - Change Resulting in a reduction to a customer's bill

T - Change in text or regulation but no change in rate or charge

Issued: August 13, 1997

EFFECTIVE: _____

by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL 33433.

Table Format Sheets

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

Issued: August 13, 1997

EFFECTIVE: _____

by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL 33433.

Section 1 - Technical Terms and Abbreviations

Access Line - An arrangement that connects the customer's location to Satcom Systems, Inc. network-switching center.

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

Company or Carrier - Satcom Systems, Inc.

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

Day - From 7:00 AM up to but not including 5:00 PM local time Sunday through Saturday.

Evening - From 5:00 PM up to but not including 11:00 PM local time Sunday through Saturday.

Holidays - Satcom Systems, Inc.'s recognized holidays are New Year's Day, Martin Luther King, Jr. Day Presidents Day, Ground Hog Day, St. Patrick's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

Night - From 11:00 PM up to but not including 7:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 P.M. Sunday.

Weekend - From 11:00 PM on Friday up to but not including 7:00 AM Monday.

Issued: August 13, 1997

EFFECTIVE: _____

by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL 33433.

Section 2 – Rules and Regulations**2.1 Undertaking of Satcom Systems, Inc.**

Satcom Systems, Inc. services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this Tariff.

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

The Company's services and facilities are provided on a monthly basis unless ordered on a longer-term basis, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of facilities and provisions of this tariff.
- 2.2.2 Satcom Systems, Inc. reserves the right to discontinue furnishing service or limit the use of service necessitated by conditions beyond its control: or when the customer is using service in violation of the law or the provisions of this Tariff.
- 2.2.3 Satcom Systems, Inc. is operating as a switchless reseller, and the customer may not transfer or assign the use of service or facilities, except with the express written consent of Satcom Systems, Inc. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the company is required before any assignment or transfer. All regulations and conditions contained in this Tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Satcom Systems, Inc. will not resell services to any one who is not a certificated IXC.

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by:

Elise Gross, President
7710 Lago Del Mar Drive
Suite 504
Boca Raton, FL 33433.

2.3 Liabilities of the Company

- 2.3.1. Satcom Systems, Inc.'s liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service, and not caused by the negligence of its employees facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.
- 2.3.2 Satcom Systems, Inc. shall be indemnified and held harmless by the customer against:
- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
- (B) All other claims arising out of any act or omission of the customer about any service or facility provided by Satcom Systems, Inc.

2.4 Interruption of Service

- 2.4.1 Credit allowance for the interruption of service which is not due to The Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify The Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities.
- 2.4.2 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.3.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.3 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

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Credit Formula:

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

"a" - outage time in hours

"b" - total monthly charge for affected facility'

2.5 Deposits

The Company does not require a deposit from the customer.

2.6 Advance Payments

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

2.7 Taxes

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

Section 3 - Description of Service

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and Terminate For Phone Calls

The customer's long distance usage charge is based on the actual usage of Satcom Systems, Inc.'s network. Usage begins when the called party picks up the receiver, (i.e. when 2-way communication, often referred to, as "conversation time" is possible). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

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Unless otherwise specified in this tariff, the minimum call duration for billing purposes is 1 minute for a connected call. Calls beyond 1 minute are billed in 6 second increments.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

3.2 Billing of Calls

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

3.3 Payment of Call

3.3.1 Late Payment Charges

Interest charges of 1 ½% per month or \$10.00, whichever is greater, may be assessed on all unpaid balances more than 15 days old.

3.3.2 Return Check Charges

A return check charge of \$20.00 or 5% of the amount of the check, whichever is greater, will be assessed for checks returned for insufficient funds.

3.3.3 Restoration of Service

A reconnection fee of \$25.00 per occurrence is charged when service is re-established for customers who had been disconnected for non-payment.

3.4 Minimum Call Completion Rate

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A customer can expect a call completion rate (EXPRESSED AS A PERCENTAGE) (Number of calls completed / number of calls attempted) of not less than 90 % during peak use periods for all FG D services (1+ dialing).

3.5 Service Offerings

3.5.1 Plan A

Plan A is a flat rate, direct access, intrastate service designated for the customer with less than \$25 per month of intrastate monthly long distance usage.

3.5.2 Plan B

Plan B is a flat rate, direct access, intrastate service designated for the customer with a monthly intralata long distance usage of greater than \$25.00 and less than \$100.

3.5.3 Plan C

Plan C is a flat rate, direct access, intrastate service designated for the customer with a monthly intralata long distance usage of greater than \$100.00.

3.5.5 Plan 800 (A)

Plan 800 (A) is a flat rate, intrastate inbound service.

3.5.5 Travel Card

This service allows the customer to call an 800 access number and authorization code to gain access to The Company's network from anywhere in the Continental U.S.

Section 4 - Rates

4.1 Plan A

Rate \$.149 / minute, flat rate (intrastate)

Inatallation Fee: none

Monthly recurring charge: \$ 1.00

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4.2 Plan B

Rate = \$.139 / minute, flat rate (intrastate)

Inatallation Fee: none

Monthly recurring charge: \$ 1.00

4.3 Plan C

Rate = \$.129 / minute, flat rate (intrastate)

Inatallation Fee: none

Monthly recurring charge: \$ 1.00

Plan 800 (A)

Rate = \$.149 / minute, flat rate (intrastate)

Installation Fee: \$2.00 per number

Monthly recurring charge: \$ 1.00 per number

4.4 Travel Card

Rate = \$.25 / minute flat rate (intrastate). Will be billed in whole minute incrimants

One time installation Charge = \$.95 / per card

4.6 Special Promotions

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12-month period.

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4.7 Special rates for the Handicapped

4.7.1 Directory Assistance

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle."

4.7.2 Hearing and Speech Impaired Persons

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

4.8.1 Telecommunications Relay Service

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

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Satcom Systems, Inc.

DEPOSIT

DATE

D572 ⁰⁰

JUL 22 1997

7/18/97

Thomas E. Williams
State of Florida
Capital Circle Office Center
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

RE: Satcom Systems, Inc.

Dear Thomas:

Enclosed please find all the necessary applications, tariff and information to become an IXC and also an Alternative Local Exchange Carrier.

If you need any further information, please call.


1007

SATCOM SYSTEMS, INC.
7710 LAGO DEL MAR DR., STE. 504
BOCA RATON, FL 33433

DATE 7-15-97

PAY TO THE ORDER OF Florida Public Service Commission \$250.00

Two Hundred Fifty and ⁰⁰/₁₀₀ DOLLARS

 OCEANBANK
BANK 1985
2400 N. W. 10th Street
Fort Lauderdale, Florida 33309

FOR ALEC Application *Elaine H. [Signature]*


1008

SATCOM SYSTEMS, INC.
7710 LAGO DEL MAR DR., STE. 504
BOCA RATON, FL 33433

DATE 7-15-97

PAY TO THE ORDER OF Florida Public Service Commission \$250.00

Two Hundred Fifty and ⁰⁰/₁₀₀ DOLLARS

 OCEANBANK
BANK 1985
2400 N. W. 10th Street
Fort Lauderdale, Florida 33309

FOR Ixc Application *Elaine H. [Signature]*