

971508-TX

**FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850**

**APPLICATION FORM
for**

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices, If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

5. One completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.

-
1. This is an application for (check one):
- (X) Original authority (new company)
- () Approval of transfer (to another certificated company)
Example, a certificated company purchases an existing company and desires to retain the original certificate authority.
- () Approval of assignment of existing certificate (to a noncertificated company)
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
- () Approval for transfer of control (to another certificated company)
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.
2. Name of Applicant:
Tin Can Communication[®] Company, L.L.C.
3. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.
- Tin Can Communications Company, L.L.C.**
5599 San Felipe, Suite 1285
Houston, Tx 77056
(713) 621-0621
(713) 621-2340 fax
- B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.
- 1200 South Pine Island Road**
Plantation, Florida 33324
(305) 473-5503

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

N/A.

4. Structure of organization:

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input type="checkbox"/> Other, Please explain _____ |

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

Corporate charter number: _____

A copy of Applicant's Certificate of Authority to do Business in Florida is attached hereto as Exhibit "A".

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

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

Fictitious name registration number: N/A. _____

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

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

None

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

Ongoing Operations:

**James T. Mahan
General Manager
5599 San Felipe, Suite 1285
Houston, Tx 77056
(713) 963-9630**

Application

**Kyle L. Dickson
Maxwell, Baker & McFatrige, P.C.
17625 El Camino Real, Ste. 310
Houston, Texas 77058
(281) 286-1040 (Phone)
(281) 286-1043 (Fax)**

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.
Texas
12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.
No.
13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.
No.
14. Please indicate how a customer can file a service complaint with your company.
Customers can either call the Company's toll-free telephone number ((800) 720-7674 or write to the Company directly.

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

A. Financial capability. See Exhibit "B".

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

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 Exhibit "C".

C. Technical capability. See Exhibit "C".

EXHIBIT "A"

**CERTIFICATE OF AUTHORITY TO DO
BUSINESS IN THE STATE OF FLORIDA**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1997

C T CORPORATION SYSTEM
TALLAHSSEE, FL

Qualification documents for TIN CAN COMMUNICATIONS COMPANY, L.L.C. were filed on October 15, 1997, and assigned document number M97000000685. Please refer to this number whenever corresponding with this office.

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

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

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

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Registration and Qualification Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 897A00050477

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS
IN THE STATE OF FLORIDA:

1. Tin Can Communications Company, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)

2. Texas
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. Applied for
(FEI number, if applicable)

4. April 9, 1997
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist
or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 617.155, F.S.)

7. 5599 San Felipe, Suite 1285, Houston, Texas 77056

(Street address of principal office)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 OCT 15 PM 2:10

8. List and indicate in title space provided the name, title, and business address of each managing
member [MGRM] or manager [MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>JAMES T. MAHAN</u> <u>5599 San Felipe</u> <u>Houston, Texas</u>	#1285 77056	<u>Manager</u>	_____ _____ _____ _____ _____ _____ _____ _____ _____ _____

Filing Fee: \$ 52.50 for Application

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 15 PM 2:10

The undersigned member or authorized representative of a member of Tin Can Communications Company, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members - *yes*
- 2) the total amount of cash contributed by the member(s) is \$ 250,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 100,000.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 350,000.00. This total includes amounts from 2 and 3 above.

J. J. Mahan
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 15 11 PM 2: 10

1. The name of the limited liability company is: Tin Can Communications Company
L.L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Victor Allan
(Signature)

10/14/97
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:


TIN CAN COMMUNICATIONS COMPANY, L.L.C.
FILE NO. 7025461-22

ARTICLES OF ORGANIZATION

APRIL 9, 1997

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on October 29, 1997.





Antonio O. Garza, Jr.
Secretary of State

DAE

Jeffrey Pennington
5599 San Felipe, Suite 1285
Houston, Texas 77056

Signed on: April 6, 1997.

James T. Mahan
James T. Mahan

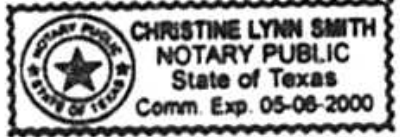
Jeffrey R. Pennington
Jeffrey Pennington

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The foregoing Articles of Organization of Tin Can Communications Company, L.L.C. were acknowledged before me the undersigned notary public by James T. Mahan in the capacity therein stated on this 6th day of April, 1997.

Christine Lynn Smith
Notary Public in and for the State of Texas

STATE OF TEXAS §
 §
COUNTY OF HARRIS §



The foregoing Articles of Organization of Tin Can Communications Company, L.L.C. were acknowledged before me the undersigned notary public by Jeffrey Pennington in the capacity therein stated on this 6th day of April, 1997.

James T. Mahan
Notary Public in and for the State of Texas

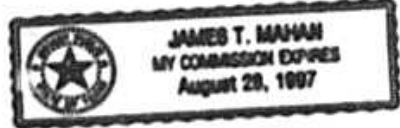


EXHIBIT "B"

BALANCE SHEET

INCOME STATEMENT

STATEMENT OF RETAINED EARNINGS FOR 3 YEARS

Tin Can Communications Co. LLC

Balance Sheet
October 31, 1997

ASSETS:

Current Assets:

Frost National Bank	\$78,114.28	
Nations Bank	314.30	
Nations Bank	14,725.47	
	<u> </u>	
TOTAL Current Assets		\$93,154.05

Fixed Assets:

Leasehold Improvements	30,000.00	
Computers & Software	53,692.00	
Office Furniture	2,541.20	
Telephone Equipment	35,980.60	
	<u> </u>	
TOTAL Fixed Assets		122,213.80

Other Assets:

Start Up Costs	22,500.00	
	<u> </u>	
TOTAL Other Assets		22,500.00

TOTAL ASSETS **\$237,867.85**

LIABILITIES:

Current Liabilities:

Trade Payables	\$182.13	
Sales tax payable	1,452.11	
	<u> </u>	
TOTAL Current Liabilities		\$1,634.24

TOTAL LIABILITIES **1,634.24**

EQUITY:

Pennington Capital	100,000.00	
Miller Capital	50,000.00	
Theut Capital	50,000.00	
Baldwin Capital	50,000.00	
Mahan Capital	100,000.00	
Year-to-Date Earnings	(113,766.39)	
	<u> </u>	
TOTAL EQUITY		236,233.61

TOTAL LIABILITIES & EQUITY **\$237,867.85**

EXHIBIT "C"

MANAGERIAL AND TECHNICAL CAPABILITIES

James T. Mahan: General Manager, Mr. Mahan is an attorney who has been practicing in the greater Houston, Texas area since 1977. He has been involved in the startup of several small businesses throughout the years. He has a BA from the University of Texas at Arlington. He attended the Bates College of Law at the University of Houston, completing his studies in 1976. He was licensed by the State Bar of Texas in 1977. He is licensed to practice in the United States District Court for the Southern District of Texas, the United States Court of Appeals for the Fifth Circuit, the United States Tax Court, and the United States Supreme Court.

D. K. Williams: Assistant General Manager, Mr. Williams has been a private investor since 1992. He received a BS in Industrial Technology from Texas A & M University in 1961. In 1961 he went to work for Southwestern Bell Telephone Company where he remained until his retirement on December 31, 1991. During his thirty plus years at Southwestern Bell, he was in charge of installation of new computer centers for billing and collecting services for the company. He set up computer centers in Houston, San Antonio, Austin and St. Louis for the five state region that is serviced by Southwestern Bell. Mr. Williams was an area manager for Southwestern Bell in charge of personnel and labor relations. His duties included direct supervision of the college recruiting, recruiting upper management employees, labor relations, grievances and arbitration. Mr. Williams directly supervised the finance department and the customer service department as the area manager.

Jeff Pennington: Mr. Pennington is a Partner in Andersen Consulting's Strategic Services practice, and has been with the firm since 1979. Mr. Pennington has a BS from the University of Virginia.

Ken Theut: Mr. Theut is a Partner in Andersen Consulting's Process/Energy practice, and has been with the firm since 1975. Mr. Theut has a BBA and MBA from Texas A & M University.

Kenny Baldwin: Mr. Baldwin is a Partner in Andersen Consulting's Process/Energy practice, and has been with the firm since 1981. Mr. Baldwin has two BA's from Rice University.

William Miller: Mr. Miller is a Partner in Andersen Consulting's Process/Energy practice, and has been with the firm since 1976. Mr. Miller has a BA from Rutgers University and an MBA from the University of Texas.

Don Berkemeyer: Mr. Berkemeyer is a Partner in Andersen Consulting's Process/Energy practice, and has been with the firm since 1974. Mr. Berkemeyer has a BS and MS from Oklahoma State University.

Michael Rappeport: Mr. Rappeport is a Partner in Andersen Consulting's Process/Energy practice, and has been with the firm since 1980. Mr. Rappeport has a BBA from Southern Methodist University.

Robin Caldwell: Mr. Caldwell is an experienced Manager in Andersen Consulting's Information & Technology Strategy practice and has been with the firm since 1995. Prior to Andersen Consulting, Mr. Caldwell worked for Gemini Consulting for 14 months and prior to Gemini, Mr. Caldwell worked for IBM for 21 years. Mr. Caldwell has a BS from the University of Texas and studied in Information Technology and Market Management at the University of Houston.

Rob Buntin: Mr. Buntin is an experienced Manager in Andersen Consulting's Process/Energy practice, and has been with the firm since 1986. Mr. Buntin has a BS from Rice University.

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MAXWELL, BAKER & McFATRICK P.C.
ATTORNEYS AT LAW
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058

KYLE L. DICKSON
OF COUNSEL

DIRECT (281) 480-3137
TELEPHONE (281) 286-1040
FACSIMILE (281) 286-1043

November 14, 1997

VIA FEDERAL EXPRESS

DEPOSIT DATE
D 6 5 6 **NOV 17 1997**

Florida Public Service Commission
Secretary
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

971508-TX

Re: *Application for Tin Can Communications Company, L.L.C. for Authority to Provide Alternative Local Exchange Service Within the State of Florida.*

Dear Sir or Madam:

Enclosed herewith for filing on behalf of *Tin Can Communications Company, L.L.C.*, please find an original and six (6) copies of its Application for Authority to Provide Alternative Local Exchange Services within the State of Florida. Also, please find our firm check in the amount of \$250.00 made payable to the Florida Public Service Commission to cover filing fees.

Please date-stamp the extra copy and return to the undersigned in the self-addressed stamped envelope provided. If you have any questions, please contact me at (281) 286-1040.

Respectfully submitted,


Kyle L. Dickson

Enclosures

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DOCUMENT NUMBER-DATE

11755 NOV 17 97

FPSC-RECORDS/REPORTING

MAXWELL, BAKER & McFATRIDGE, P.C.

ATTORNEYS AT LAW
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058

KYLE L. DICKSON
OF COUNSEL

DIRECT (281) 480-3137
TELEPHONE (281) 286-1040
FACSIMILE (281) 286-1043

November 14, 1997

DEPOSIT DATE
D 6 5 6 NOV 17 1997

VIA FEDERAL EXPRESS

Florida Public Service Commission
Secretary
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

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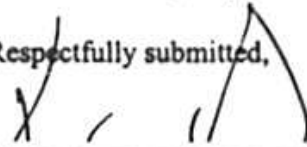
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Respectfully submitted,



MAXWELL, BAKER & McFATRIDGE, P.C.
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058-3052

FIRST PROSPERITY BANK
CLEAR LAKE
P.O. BOX 35560
HOUSTON, TEXAS 77235-5560
88-2265/1131

10845

11/12/97

PAY
TO THE
ORDER OF Florida Public Service Commission

\$ 250.00

Two Hundred Fifty and 00/100..... DOLLARS

Florida Public Service Commission
Division of Communications

MEMO TCC01-Fla. App. Fee

DOCUMENT NUMBER-DATE
11738 NOV 17 97
PSC-REGISTRATION REPORTING

MAXWELL, BAKER & McFATRICK P.C.

ATTORNEYS AT LAW
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058

KYLE L. DICKSON
OF COUNSEL

DIRECT (281) 480-3137
TELEPHONE (281) 286-1040
FACSIMILE (281) 286-1043

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November 14, 1997

DEPOSIT DATE
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VIA FEDERAL EXPRESS

Florida Public Service Commission
Secretary
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

971508-TX

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Respectfully submitted,



Kyle L. Dickson

Enclosures

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