



August 24, 1998
Via Overnight Delivery

210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790 0200

Tel: 407 740 8575
Fax: 407 740 0613
tmi@tminc.com

Mr. Walter D'Haeseleer, Director Communications
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oaks Boulevard
Gerald L. Gunter Bldg. Room 270
Tallahassee, FL 32399-0850
(904) 488-4733

RECEIVED

AUG 25 1998

CMU

RE: Initial Interexchange Telecommunications Service Application of
ACI Corp. d/b/a Accelerated Connections, Inc.

981069-TZ

Dear Mr. D'Haeseleer:

Enclosed are the original and six (6) copies of the above referenced application filed on behalf of ACI Corp d/b/a Accelerated Connections, Inc. for Authority to Provide Interexchange Telecommunications Service in Florida.

Also enclosed is our check in the amount of \$250 for the filing fee. Questions pertaining to this application or tariff should be directed to my attention at (407) 740-8575.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Connie Wightman
Consultant to ACI Corp.

CW/ig.

cc: Eric Geis, ACI
Elise Kieley, ACI
File: ACI - FL
TMS: FLI9800

DATE
9256
TIME



August 24, 1998
Via Overnight Delivery

210 N Park Ave
Winter Park, FL
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P.O. Drawer 200
Winter Park, FL
32790-0200

Tel. 407-740-8575
Fax 407-740-0613
tmi@tminc.com

**Mr. Walter D'Haeseleer, Director Communications
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oaks Boulevard
Gerald L. Gunter Bldg. Room 270
Tallahassee, FL 32399-0850
(904) 488-4733**

981069-TI

**RE: Initial Interexchange Telecommunications Service Application of
ACI Corp. d/b/a Accelerated Connections, Inc.**

Dear Mr. D'Haeseleer:

Enclosed are the original and six (6) copies of the above referenced application filed on behalf of ACI Corp d/b/a Accelerated Connections, Inc. for Authority to Provide Interexchange Telecommunications Service in Florida.

Also enclosed is our check in the amount of \$250 for the filing fee. Questions pertaining to this application or tariff should be directed to my attention at (407) 740-8575.

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Consultant to ACI Corp.

CW/ig.

cc: Eric Geis, ACI
Elise Kieley, ACI
File: ACI - FL
TMS: FLI9800

RECEIVED
AUG 25 1998
FEDERAL COMMUNICATIONS COMMISSION



210 N Park Ave
P.O. Drawer 200
Winter Park, FL
32790-0200

TECHNOLOGIES MANAGEMENT, INC.
P.O. DRAWER 200
WINTER PARK, FL 32790-0200

981069-TI

**FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION**

**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 a certificate and for approval of sale, assignment or transfer of an existing certificate. In 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 questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Boulevard
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600**

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

**Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251**

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.
- 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:**
- Original Authority** (new company)
 - Approval of transfer** (to another certificated company)
 - Approval of assignment of existing certificate** (to a noncertificated company)
 - Approval for transfer of control** (To another certificated company.)

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:
 ACI Corp. doing business in Florida as Accelerated Connections, Inc.

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

5. National address (including street name & number, post office box, city, state and zip code).
 7337 South Revere Parkway
 Englewood, Colorado 33414
 Telephone: (303) 476-4200

6. Florida address (including street name & number, post office box, city, state and zip code).
 Florida will be handled from the Applicant's headquarters location, see #5 above.

7. 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"/> Other, _____ | |

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

Not applicable.

- (a) Provide proof of compliance with the foreign 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 the 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: 898A00028952

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

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: **Not Applicable**

(d) 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 officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company is involved in proceedings which may result in such action.

- (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 the company, give reason why not.

No officer, director, partner or stockholder of the Company is an officer, director or stockholder in any other Florida certificated telephone company.

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

(a) The application:

Connie Wightman Consultant to ACI Technologies Management, Inc. P.O. Drawer 200 Winter Park, FL 32790-0200q Telephone: (407) 740-8575 Facsimile: (FAX) 740-0613	Jeffrey Blumenfeld Blumenfeld & Cohen 1615 M Street NW Suite 700 Washington, DC 20036 (202) 955-6300 (202) 955-6460
---	---

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

Regulatory Contact: Joseph R. D'Angelo
Telephone: (303) 476-4200

(c) Tariff:

Connie Wightman
Consultant to ACI Corp.
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, FL 32790-0200
Telephone: (407) 740-8575
Facsimile: (FAX) 740-0613

(d) Complaints/Inquiries from customers:

Joseph R. D'Angelo
Vice President-General Manager, Eastern Region
7337 South Revere Parkway
Englewood, Colorado 80112
(303) 476-4200

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

California

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

DC, MI, NJ, OR, PA, WA.

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

IL, MD, MA, CA, NY, VA

(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.

None

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

None

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

- | | |
|---|------------------------------------|
| <input type="checkbox"/> Facilities | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection | <input type="checkbox"/> Sales |
| <input type="checkbox"/> Maintenance | |
| <input checked="" type="checkbox"/> Other: None anticipated at this time | |

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?

None of the above.

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

Not applicable.

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

- | | |
|--|--|
| <input checked="" type="checkbox"/> Residential customers | <input checked="" type="checkbox"/> Business customers |
| <input type="checkbox"/> PATS providers | <input type="checkbox"/> PATS station end-users |
| <input type="checkbox"/> Hotels & motels | <input type="checkbox"/> Hotel & motel guests |
| <input type="checkbox"/> Universities | <input type="checkbox"/> Univ. dormitory residents |
| <input type="checkbox"/> Other:(specify) <u>Anyone who uses the services of the company.</u> | |

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) The name and address of the firm who will bill for your service.

**Federal Trans Tel, Inc. (FTT)
2868 Acton Road, Suite 100
Birmingham, Alabama 35244**

(800) 933-6600

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

A. Financial Capability

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

See Attachment III.

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 Attachment IV.

C. Technical capability.

See Attachment IV.

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).

See Attachment II.

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 mbps, 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, 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).

For direct dialed calls, the caller dials 1+ the destination number.

22. Other:

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. REGULATORY ASSESSMENT FEE:

I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of 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:

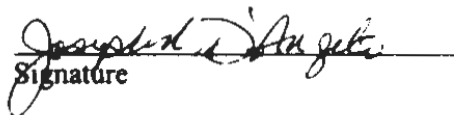
I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.

7. 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:


Signature

7/1/98
Date

Joseph R. D'Angelo
Vice President - General Manger, Eastern Region

APPENDICES:

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES

ATTACHMENTS:

- I - AUTHORITY TO OPERATE IN FLORIDA
- II - PROPOSED TARIFF
- III - FINANCIAL STATEMENTS
- IV - MANAGERIAL AND TECHNICAL CAPABILITIES

CERTIFICATE OF TRANSFER STATEMENT

I, _____, of (Name of Company), and current holder of certificate number _____, have reviewed this application and join in the petitioner's request for a transfer of the above-mentioned certificate.

Not Applicable

UTILITY OFFICIAL:

Signature

Date

Client Name and Title

Telephone

**** 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:

Joseph R. D'Angelo
Signature

3/1/98
Date

Joseph R. D'Angelo
Vice President - General Manager, Eastern Region

**** APPENDIX C ****

INTRASTATE NETWORK

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

- 1) None.
- 2)
- 3)
- 4)

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

- 1) None.
- 2)
- 3)
- 4)

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

POP-to-POP	TYPE	OWNERSHIP
-------------------	-------------	------------------

- 1) None.
- 2)
- 3)

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)

Statewide

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).

Not applicable

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 service begin?

Not applicable

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

Not applicable.

UTILITY OFFICIAL:

Joseph R. D'Angelo
Signature

7/1/98
Date

Joseph R. D'Angelo
Vice President - General Manager, Eastern Region

**** 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 ****

Extended Service Area with These Exchanges

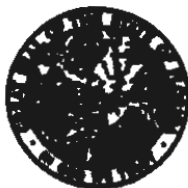
PENSACOLA:	Cantonment, Gulf Breeze, Pace, Milton Holley-Navarre.
PANAMA CITY:	Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:	Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
GAINESVILLE:	Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo
OCALA:	Bellevue, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Iklawaha, 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 Creet, 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.

Accelerated Connections, Inc. intends to offer service throughout the State of Florida.

ATTACHMENT I

AUTHORITY TO OPERATE IN FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

CT CORPORATION SYSTEM

Qualification documents for ACI CORP. doing business in Florida as ACCELERATED CONNECTIONS, INC. were filed on May 21, 1998 and assigned document number F98000002916. Please refer to this number whenever corresponding with this office.

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

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

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

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Jennifer Sindt
Document Examiner
Division of Corporations

Letter Number: 898A00028952

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ACI Corp. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated)

3. 84-1452765 (FEI number, if applicable)

4. February 18, 1998 (Date of incorporation)

5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 7737 South Revere Parkway, Englewood, Colorado 80122-3931 (Current mailing address)

8. The purpose of this corporation is to provide telecommunication services. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324 (Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

[Handwritten signature] (Registered agent's signature) (Officer)

H.T. Fitzpatrick, Assistant Secretary (Type Name and Title of Officer)

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAY 21 AM 8:3

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
98 MAY 21 AM 6:31

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Eric Gels
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eric Gels, Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
90 MAY 21 AM 8:31

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
ACI Corp.**

1. Catherine Hapka
7737 South Revere Parkway
Englewood, Colorado 80122-3931
2. James Greenberg
7737 South Revere Parkway
Englewood, Colorado 80122-3931
3. Jeffrey Blumenfeld
7737 South Revere Parkway
Englewood, Colorado 80122-3931

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 0:31

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
ACI Corp.**

1. Catherine Hapka, President and Chief Executive Officer
7737 South Revere Parkway
Englewood, Colorado 80122-3931
2. James Greenberg, Vice President - Operations
7737 South Revere Parkway
Englewood, Colorado 80122-3931
3. Eric Geis, Treasurer and Secretary
8787 Complex Drive, Suite 200
San Diego, California 92123

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 8:31

ATTACHMENT II

PROPOSED TARIFF

TITLE SHEET

**INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF FLORIDA**

ACI Corp. d/b/a Accelerated Connections, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for interexchange telecommunications services provided by ACI Corp. d/b/a Accelerated Connections, Inc., within the State of Florida. This tariff is on file with the Public Service Commission. Copies may be inspected during normal business hours at the Company's principal place of business, at 9333 Genesee Avenue, Suite 200, San Diego, California 92121.

ISSUED: August 25, 1998

EFFECTIVE:

ISSUED BY: Joseph R. D'Angelo
7337 South Revere Parkway
Denver, Colorado 33414
(303) 476-4200

FL19801

CHECK SHEET

All 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.

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>
1	Original*	22	Original*
2	Original*	23	Original*
3	Original*	24	Original*
4	Original*	25	Original*
5	Original*	26	Original*
6	Original*	27	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*		

**Included in this Filing.*

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SYMBOLS

The following symbols are used for the purposes indicated below:

- * - Indicates new or revised tariff sheet included with this filing.
- D - Delete or discontinue.
- I - Increase to a rate.
- M - Moved from another tariff location.
- N - New.
- R - Reduction to a rate.
- T - Change in text but no change in rate or regulation.

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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 appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Florida Public Service Commission. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the Florida Public Service Commission follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff 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 Florida Public Service Commission, 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. 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 Florida Public Service Commission.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the Customer's location to the Company's network switching Center.

Account - The Customer who has agreed, orally or in writing, to honor the terms of service established by the Company. An Account may have more than one service billed to the same Customer address. An Account may include multiple locations for the same Customer.

Aggregator - Any person or other legal entity that may be a Customer and, in the ordinary course of its operations, makes telephones available to the public or to transient users of its premises, for telephone calls using a provider of operator services.

Authorization Code - A pre-defined series of numbers to be dialed by the Customer upon access to the Company's system to identify the caller and validate the caller's authorization to use the services provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code.

Business Customer - For the purpose of this tariff, a Business Customer is a Customer of the Company whose primary use of the Company's service is for business purposes. A Business Customer is also a Customer who accesses the Company's service using an access line that has been assigned a business class of service by the local service provider.

Collect Call - A billing arrangement by which the charges for a call may be billed to the called party, provided the called party agrees to accept the charges.

Commission - The Florida Public Service Commission.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Company - ACI Corp. d/b/a Accelerated Connections, Inc., unless stated otherwise.

Company's Point of Presence - Location of the serving central office associated with access to the Company's or its underlying carrier's network.

Consumer - A person who is not a Customer who initiates any telephone calls using operator services.

Customer - Any person, firm, partnership, corporation or other entity which subscribes to or uses service under the terms and conditions of this tariff. The Customer is responsible for the payment of charges for service offered by the Company which are subscribed to or used by the Customer. The Customer is also responsible for payment of charges for a third person's use of service to which the Customer subscribes.

Customer Dialed Calling Card - A service whereby the Customer dials all of the digits necessary to route and bill the call to a valid non-ACI calling card or credit card.

Debit Account - An account which consist of a prepaid usage balance depleted on a real time basis during each debit service call.

Debit Card - A card issued by the Company which provides the Customer with a Personal Account code and instructions for accessing the Carrier's network.

Debit Service Call - A service accessed via a "1-800" or other access code dialing sequence whereby the Customer or Authorized User dials all of the digits necessary to route a call. Network usage for each call is deducted from the available balance on a Company-issued Debit Account.

Equal Access - The ability of the Company to serve Customers on a presubscribed basis rather than through the use of dial access codes.

Initial And Additional Period - The Initial Period denotes the interval of time allowed at the rate specified for a connection between given service points. The Additional Period denotes the interval of time used for measuring and charging for time in excess of the Initial Period.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

LATA - Local access and transport area. A geographic area established by the US District Court for the District of Columbia in Civil Action No. 82-0192.

LEC - Local Exchange Company

Operator Station Call - A service whereby the Customer places a non-Person to Person call with the assistance of an operator (live or automated.)

Person to Person Call - A service whereby the person originating the call specifies a particular person to be reached, or a particular station, room number, department, or office to be reached through a PBX attendant.

Premises - The physical space designated by the Customer for the termination of the Company's service.

Residential Customer - For the purpose of this tariff, a Residential Customer is a Customer of the Company whose primary use of the Company's service is for personal use in a house, apartment or other residential dwelling unit. A Residential Customer is also a Customer who accesses the Company's service using an access line that has not been assigned a business class of service by the local service provider.

Switched Access - A method for reaching the Company through the local service provider's switched network whereby the Customer uses standard business or residential local lines.

Terminal Equipment - Telecommunications devices, apparatus and associated wiring on the Premises of the Customer.

Third Party Billing - A billing arrangement by which the charges for a call may be billed to a telephone number that is different from the calling number and the called number.

Travel Card - A proprietary calling card offered by ACI Corp. d/b/a Accelerated Connections, Inc. which is accessed by dialing a Company-provided access number.

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of ACI

- 2.1.1 The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under the terms of this tariff.
- 2.1.2 The Company 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 Company's network. The Customer shall be responsible for all charges due for such service arrangement.
- 2.1.3 The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.
- 2.1.4 The selling of interexchange telecommunications service to uncertificated interexchange resellers is prohibited.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D)

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of facilities and provisions of this tariff.
- 2.2.2 The Company 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 of the provisions of this tariff.
- 2.2.3 All facilities provided under this tariff are directly controlled by the Company and the Customer may not transfer or assign the use of service facilities, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D)

2.2 Liabilities of the Company

2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur.

2.3.2 The Company shall be indemnified and held harmless by the Customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
- (B) All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by the Company.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D)

2.4 Interruption of Service

2.4.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence or the Customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the Customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission by the Customer within his control, if any, furnished by the Customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.

2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

2.4.3 The Customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

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

"A" - Outage time in hours

"B" - Total days in month

"C" - total monthly charge for affected facility

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SECTION 2 - RULES AND REGULATIONS, (CONT'D)

2.5 Discontinuance of Service by Carrier

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

- 2.5.1 Non-payment of any sum due to the Company for regulated service for more than thirty (30) days beyond the date of rendition of the bill for such service.
- 2.5.2 A violation of any regulations governing the service under this tariff.
- 2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2.5.4 The Company has given the Customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D)**2.6 Deposits**

The Company does not require a deposit from the Customer.

2.7 Advance Payments

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

2.8 Taxes and Fees

2.8.1 For Debit Card calls, state and local taxes are included in the stated rates in this tariff. For all other calls, state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items on the Customer's bill and are not included in the quoted rates and charges set forth in this tariff.

2.8.2 To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.

2.8.3 The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs. Such adjustments shall be listed in this tariff.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D)

2.8 Taxes and Fees, (cont'd.)

A. Public Pay Telephone Surcharge

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. The Public Pay Telephone Surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Rate per Call	\$0.35
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SECTION 2 - RULES AND REGULATIONS, (CONT'D)

2.9 Billing of Calls

All charges due by the Customer 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.

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SECTION 3 - DESCRIPTION OF SERVICE**3.1 Timing of Calls****3.1.1 When Billing Charges Begin and End For Phone Calls**

The Customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver, (i.e. when two-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 sixty (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

Unless otherwise specified in the product description in this tariff, the minimum call duration for billing purposes is one (1) minute for a connected call and calls beyond one (1) minute are billed in one (1) minute 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

No charges apply for uncompleted calls.

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SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D)**3.2 Calculation of Distance**

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

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. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

3.3 Minimum Call Completion Rate

Customers can expect a call completion rate of not less than 90% during peak use periods for Feature Group D 1+ dialing. 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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SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D)

3.4 Service Offerings

The Company provides intrastate, interexchange switched and dedicated telecommunications services between locations in Florida.

3.5 Message Toll Service

Message Toll Service is available to Customers who originate direct dialed calls over switched or dedicated access lines. Calls are billed in one minute increments after an initial minimum call duration of one minute. When volume discounts are available, the volume is determined by the Customer's total monthly ACI billing to the same account.

3.5.1 Switched Toll Service

Calls originate over standard switched access lines. Calls are billed in one minute increments after an initial minimum call duration of one minute.

3.5.2 Dedicated Access Toll Service

Calls originate over dedicated access lines purchased from the Company or provided by the Customer. Calls are billed in six (6) second increments after an initial minimum call duration of eighteen (18) seconds.

3.5.3 Calling Card

Calling Card Service is offered to Customers for originating calls while away from the primary location of the service. Service is accessed by dialing a toll-free access number provided by the Company.

Each call is rated based on call duration. Calls are billed in one minute increments. The minimum call duration for billing purposes is one minute. A service charge applies to each completed call.

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SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D)

3.6 Toll-Free Service (i.e., 800/888)

3.6.1 General

Toll-Free Service is an offering that allows the calling party to charge each call to the called party without operator assistance. By the use of specially assigned prefixes, such as 800 or 888, the charge for each call is automatically billed to the Customer. A monthly recurring charges applies per toll free number.

3.6.2 Switched Access Toll Free Service

Switched Access Toll-Free Service calls are terminated over a standard switched line. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is eighteen (18) seconds.

3.6.3 Dedicated Access Toll Free Service

Calls terminate over dedicated access lines purchased from the Company or provided by the Customer. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is eighteen (18) seconds.

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SECTION 4 - RATES

4.1 General

Each Customer is charged individually for each call placed through the Company.
Customers are billed based on their use of the Company's long distance service.

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SECTION 4 - RATES, (CONT'D)

4.2 Directory Assistance

A Directory Assistance charge applies per intrastate directory assistance calls made from points within the State of Florida. The Customer may make two (2) requests for a telephone number per call. The Directory Assistance Charge applies regardless of whether the operator is able to supply the requested number. The first fifty (50) Directory Assistance calls per cycle are provided at no charge from residential lines serving individuals with disabilities whose disabilities prevent or hinder the use of a telephone directory. The Customer must notify the Company and submit proof of the disability to qualify for this exemption.

Per call to directory assistance: \$0.85

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SECTION 4 - RATES, (CONT'D)

4.3 Message Toll Service

4.3.1 Switched Toll Service

Calls originate over standard switched access lines. Calls are billed in one minute increments after an initial minimum call duration of one minute.

Intrastate rates, per minute: \$0.20

4.3.2 Dedicated Access Toll Service

Calls originate over dedicated access lines purchased from the Company or provided by the Customer. Calls are billed in six (6) second increments after an initial minimum call duration of eighteen (18) seconds.

Intrastate rates, per minute: \$0.10

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SECTION 4 - RATES, (CONT'D)

4.3 ACI Message Toll Service, (cont'd.)

4.3.3 Calling Card

The minimum call duration for billing purposes is one minute. A service charge applies to each completed call.

Rate Per Minute: \$0.20

Per Call Service Charge: \$0.35

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SECTION 4 - RATES, (CONT'D)**4.4 Toll-Free Service (i.e., 800/888)****4.4.1 Switched Access Toll Free Service**

Switched Access Toll-Free Service calls are terminated over a standard switched line. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is eighteen (18) seconds.

Intrastate rates, per minute: \$0.25

4.4.2 Dedicated Access Toll Free Service

Calls terminate over dedicated access lines purchased from the Company or provided by the Customer. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is eighteen (18) seconds.

Intrastate rates, per minute: \$0.15

4.4.3 Monthly Recurring Charge

Per Toll-Free Number \$10.00

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SECTION 4 - RATES, (CONT'D)

4.5 Determining Applicable Rate in Effect

For the initial minute, the rate applicable at the start of chargeable time at the calling station applies. For additional minutes, the rate applicable is that rate which is in effect at the calling station when the additional minute(s) begin. That is, if chargeable time begins during the Day Period, the Day Rate applies to the initial minute and to any additional minutes that the call continues during the rate period. If the call continues into a different rate period, the appropriate rates from that period apply to any additional minutes occurring in that rate period. If an additional minute is split between two rate periods, the rate period applicable at the start of the minute applies to the entire minute.

4.6 Payment of Calls

4.6.1 Late Payment Charges

Interest charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.6.2 Return Check Charges

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, whichever is greater.

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SECTION 4 - RATES, (CONT'D)**4.7 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 nonpayment.

4.8 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 Florida PSC with specific starting and ending dates.

4.9 Special Rates for the Handicapped**4.9.1 Directory Assistance**

There shall be no charge for up to fifty (50) 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 fifty (50) within a billing cycle.

4.9.2 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.

4.9.3 Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by fifty (50) percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted sixty (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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ATTACHMENT III

FINANCIAL STATEMENTS

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

ACI is well positioned to succeed in the rapidly changing telecommunications market, and has the financial resources necessary to operate as a local exchange and interexchange provider of both high-speed data and voice services in the state. ACI plans an aggressive service roll out to meet residential and business consumer demand for innovative telecommunications services, particularly high-speed data services, and voice services as demanded by customers. The proposed initiation of services in the state requires a significant investment by Applicant, and it is intended that the investment required will be contributed by Applicant's corporate parent and funded out of such parent's current capitalization and operations. The primary source of funding for such parent is investments by private and institutional investors. While not reflected in the 1997 audited financial statements, ACI's parent company recently received \$150 million in funding through a public debt offering. ACI is a privately held company and its financial information is proprietary in nature. Because the financial statements relating to ACI are confidential and contain proprietary information, they will be submitted under separate cover to the Commission, and are not to be made a part of the public record. Such financial statements will demonstrate that ACI will have access to all funds needed to provide its proposed services in the state. Such financial statements are in accordance with Generally Accepted Accounting Principles.

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

See Response to No. 1 above.

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

See Response to No. 1 above.

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.

ATTACHMENT III

FINANCIAL STATEMENTS

ACI Corp. d/b/a Accelerated Connections, Inc.'s 1997 Audited Financial Statements are being provided under separate cover with a Motion for Protective Order.

ATTACHMENT IV

MANAGERIAL AND TECHNICAL CAPABILITIES

Profiles of Key Management Personnel

Catherine M. Hapka President and CEO

Catherine M. Hapka, President and CEO, was formerly Executive Vice President of U S WEST Communications, Inc., where she led business and consumer telecommunications units responsible for the voice, data, wireless, video and long distance businesses accountable for \$7.5 billion in revenues, with a staff of 12,000 employees serving more than 25 million customers. She directed all of U S WEST's marketing, sales, regulatory and customer service operations.

Ms. Hapka previously spearheaded the start-up and expansion of the INTERPRISE Networking Services Unit of U S WEST, the most successful data networking unit ever launched in a Regional Bell Operating Company. Within four years, Interprise posted annual sales of more than \$400 million and became the seventh largest network integrator in the U.S. In that role, Ms. Hapka forged early industry-leading partnerships with 15 best-of-breed hardware and software manufacturers, including Cisco, 3COM, Cascade, Sun, Microsoft, Netscape, NewBridge, Ascend and Motorola.

Prior to joining U S WEST, Ms. Hapka held general management positions with GE and McKinsey and Co., Inc.

James A. Greenberg Vice President of Operations

James A. Greenberg, Vice President of Operations, came to ACI Corp. from his previous position as senior director and interim vice president of Sprint Communication's Data Operations and Engineering Group. In that capacity, he directed the design, planning, operation and construction of Sprint's data networks—and was a principal architect in scaling Sprint's data networking business' growth from a multimillion to a multibillion-dollar business.

Mr. Greenberg also led initiatives to introduce and eventually claim market leadership positions in frame relay, ATM, IP and managed network services, and commanded operation over its 75,000+ active nodes, 120,000 in-service circuits, and five nationwide Network Operations Centers. He was also instrumental in the award, design and construction of Sprint's network for America OnLine, the largest private Internet network in the world.

Executive Biographies, continued

Joseph R. D'Angelo

Vice President-General Manager, Eastern Region

Joseph R. D'Angelo, Vice President-General Manager responsible for ACI's Eastern Region, previously served as a Director of Sprint Business reporting directly to the President. During his career at Sprint Corp., he succeeded in positions in marketing, sales, business development and general management.

Most recently, Mr. D'Angelo led the acquisition and integration of a \$40 million international, data networking company from France Telecom and Deutsche Telekom with 125 employees in eleven countries providing data communications to thirty major accounts and business customers in thirty-five countries. Formerly, when reporting directly to the President of the Long Distance Division, he led the strategic initiative to accelerate the portfolio's revenue and market share growth, which resulted in the reorganization of the market-facing units to achieve greater scale and simplify interaction with customers; the reengineering of the product development process to speed-up innovation and improve prioritization; and the implementation of a resource allocation process to prioritize capital investment in the portfolio based on revenue and EVA growth.

Prior to starting his career in telecommunications, Mr. D'Angelo specialized in leveraged buyouts and complex financial transactions at a private merchant bank on Wall Street.

Eric H. Geis

Secretary/Treasurer

Eric H. Geis, Secretary/Treasurer, was formerly President and CEO of Quintessential Solutions, a provider of WAN design, pricing and optimization software applications for IXC, RBOC, ILEC, ISP and major corporate accounts, where he achieved profitability in record time.

Mr. Geis was also Founder, President and CEO of TeleQuest, Inc., a telecom products company that completed a successful IPO, underwritten by Salomon Brothers and Hambrecht & Quist. Previously, he held senior management positions with American Telecommunications, Corp., including Director of Product and Strategic Planning, and CENTEL (now Sprint), including Director of New Business Studies and Division Sales Manager.

ATTACHMENT I

AUTHORITY TO OPERATE IN FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

CT CORPORATION SYSTEM

Qualification documents for ACI CORP. doing business in Florida as ACCELERATED CONNECTIONS, INC. were filed on May 21, 1998 and assigned document number F9800002916. Please refer to this number whenever corresponding with this office.

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

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

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

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Jennifer Sindt
Document Examiner
Division of Corporations

Letter Number: 898A00028952

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ACI Corp. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 84-1452765 (FEI number, if applicable)

4. February 18, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 7737 South Revere Parkway, Englewood, Colorado 80122-3931 (Current mailing address)

8. The purpose of this corporation is to provide telecommunication services. (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System Office Address: c/o C T Corporation System, 1200 South Pine Island Road Plantation, Florida, 33324 (Zip Code)

98 MAY 21 AM 8:30 SEC. DEPT. OF TREASURY DIVISION OF CORPORATIONS

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

M.T. Fitzpatrick, Assistant Secretary (Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
90 MAY 21 AM 8:31

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Eric Geis
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Eric Geis, Secretary
(Typed or printed name and capacity of person signing application)

FM 10
SECRETARY OF STATE
DIVISION OF RECORDS
90 MAY 21 AM 9:31

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
ACI Corp.**

1. Catherine Hapka
7737 South Revere Parkway
Englewood, Colorado 80122-3931
2. James Greenberg
7737 South Revere Parkway
Englewood, Colorado 80122-3931
3. Jeffrey Blumenfeld
7737 South Revere Parkway
Englewood, Colorado 80122-3931

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 MAY 21 AM 8:31

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
ACI Corp.**

1. Catherine Hapka, President and Chief Executive Officer
7737 South Revere Parkway
Englewood, Colorado 80122-3931
2. James Greenberg, Vice President - Operations
7737 South Revere Parkway
Englewood, Colorado 80122-3931
3. Eric Gels, Treasurer and Secretary
8787 Complex Drive, Suite 200
San Diego, California 92123

11111
SECRET
MAR 21 AM 8:31

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ACCELERATED CONNECTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2723205 8100

981109943

AUTHENTICATION: 9013787

DATE: 04-06-98

**CERTIFICATE OF INCORPORATION
OF
ACCELERATED CONNECTIONS, INC.**

FIRST: The name of the corporation is Accelerated Connections, Inc.

SECOND: The address of the corporation's registered office in the State of Delaware is 30 Old Rudnik Lane, City of Dover, County of Kent 19901. The name of its registered agent at such address is CorpAmerica, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares which the corporation shall have authority to issue is 1,000,000 shares of capital stock, and the par value of each such share is \$.001 per share.

FIFTH: The name and mailing address of the incorporator is Lisa A. McQueen, Suite 1300, 550 West C Street, San Diego, California 92101.

SIXTH: The corporation shall have perpetual existence.

SEVENTH: The Board of Directors of the corporation is expressly authorized to make, alter or repeal bylaws of the corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise. --

EIGHTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

NINTH: To the fullest extent permitted by the General Corporation Law of Delaware, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

TENTH: Each person who is or was a director or officer of the corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by the General Corporation Law of Delaware against any liability, cost or expense asserted against such director or officer and incurred by such director or officer in any such person's capacity as a director or officer, or arising out of any such person's status as a director or officer. The corporation may, but shall not be obligated to, maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.



August 24, 1998
Via Overnight Delivery

210 N Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel 407-740-8575
Fax 407-740-0613
tmi@tminc.com

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

DEPOSIT
D 834 ..
DATE
AUG 25 1998

RE: Application of ACI Corporation d/b/a Accelerated Connections, Inc. for authority to provide Interexchange Telecommunications Service within the State of Florida

981069-TI

Dear Ms. Bayo:

Enclosed is an original and two copies of ACI Corporation d/b/a Accelerated Connections, Inc.'s Request for Confidential Classification, which we ask that you file in the above captioned proceeding. Also included is one copy of the requested document with the confidential information highlighted, and two redacted copies.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose. Thank you for your assistance.

Sincerely,

C. W. Wightman
Connie Wightman

*delet
3002*

TECHNOLOGIES MANAGEMENT, INC.
P.O. BOX 200
210 N. PARK AVE.
WINTER PARK, FL 32789-0200
(407) 740-8575

BARNETT BANK, N.A.
WINTER PARK, FL 32789
63-310631

20709

8/24/98

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

Two Hundred Fifty and 00/100

Florida Public Service Commission
Records & Reporting
2540 Shumard Oaks Blvd
Tallahassee, FL 32302-1500

DOLLARS
Security Features
included
Details on back

TECHNOLOGIES MANAGEMENT, INC.

C. W. Wightman

MEMO Florida Public Service Commission