

Regnum Group, Inc

1020 NW 163rd Drive, Miami FL 33169
Tel 305-914-3364 Fax 305-914-3435

March 13, 2001

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

010337 - TI

Re: **TotalCom America Corporation.**

Dear Sir or Madam:

On behalf of our client **TotalCom America Corporation**, enclosed herewith please find the following documents:

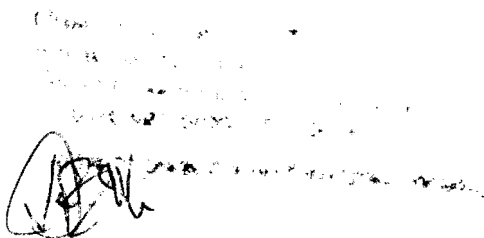
1. Original and six (6) copies of an Application for Certificate of Public Convenience and Necessity to provide long distance Inter-exchange telecommunications services within the State of Florida.
2. Original and six (6) copies of **TotalCom America Corporation's** Tariff
3. Certificate of good standing, articles of incorporation
4. Original and six (6) copies of their financials
5. Check payable to Florida PSC in the amount of **\$250.00** to cover the cost of filing

Should you have any questions, comments or require additional information, please do not hesitate to contact me at: 305-914-3464

Sincerely yours,



Kenneth Jacobi
Principal



DOCUMENT NUMBER-DATE

03515 MAR 20 01

FPSC-RECORDS/REPORTING

010337-TI

FLORIDA PUBLIC SERVICE COMMISSION
DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

Application Form for Authority to Provide
Interexchange Telecommunications Service
Between Points Within the State of Florida

Instructions

This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).

Print or Type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.

Use a separate sheet for each answer, which will not fit the allotted space. 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 Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

Note: No filing fee is required for an assignment or transfer of an existing certificate to another certificated company.

If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

1. This is an application for (check one)

Original certificate (new company).

Approval of transfer of existing certificate:

Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

Approval of assignment of existing certificate:

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 of transfer of control:

Example, a company purchases 51 % of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

TOTALCOM AMERICA CORPORATION,

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

TOTALCOM AMERICA CORPORATION,

4. Official mailing address (including street name & number, post office box, city, state, zip code):

111 N.E. FIRST STREET, 9TH FLOOR, SUITE 900, MIAMI, FLORIDA 33132

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

111 N.E. FIRST STREET, 9TH FLOOR, SUITE 900, MIAMI, FLORIDA 33132

Select 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 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.

7. Structure of organization;

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input 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 individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

9. **If incorporated in Florida.** provide proof of authority to operate in Florida:

(a) **The Florida Secretary of State Corporate Registration number:**

P97000092461

10. **If foreign corporation.** Provide proof of authority to operate in Florida:

(a) **The Florida Secretary of State Corporate Registration number:**

11. **If using fictitious name-d/b/a.** provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

(a) **The Florida Secretary of State fictitious name registration number:**

12. **If a limited liability partnership,** provide proof of registration to operate in Florida:

(a) **The Florida Secretary of State registration number:** _____

13. **If a partnership,** provide name, title and address of all partners and a copy of the partnership agreement.

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida registration number: _____

15. Provide F.E.I Number (if applicable): 65-0794532

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
() Yes () No

(b) If not, who will bill for your services?

Fax No. _____

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____

(c) How is this information provided?

17. Who will receive the bills for your service? Business Customers
 Residential Customers PATs station end-users
 PATs providers Hotel & motel guests
 Hotels & motels
 Universities Universities dormitory residents
 Other: (specify) _____

18. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Mr. Kenneth Jacobi or Mr. Edward A. Maldonado, Esq.

Title: Regulatory Affairs TotalCom America Corporation

Address: 1020 NW 163rd Drive

City/State/Zip: Miami, Florida 33169

Telephone No.: 305-914-3364

Fax No.: 305-625-8167

Internet E-Mail Address: Regnumgroup@usa.net

Internet Website Address: None

(b) Official point of contact for the ongoing operations of the company:

Name: Antonio Izquierdo

Title: Director

Address: 111 NE. 1st Street, suite 900,

City/State/Zip: Miami, Florida 33132

Telephone No.: 305-372-3400

Fax No.: 305-305-372-9100

Internet E-Mail Address: acic@totalcom.net

Internet Website Address: WWW.totalcom.net

(c) Complaints/Inquiries from customers:

Name: Antonio Izquierdo

Title: Director

Address: 111 N.E. 1st Street, Suite 900,

City/State/Zip: Miami, Florida 33132

Telephone No.: 305-372-3400

Fax No.: 305-372-9100

Internet E-Mail Address:

Internet Website Address: None to Date.

19. List the states in which the applicant:

(a) Has operated as an interexchange telecommunications company.

N/A

(b) has applications pending to be certificated as an interexchange telecommunications company.

Florida Only

(c) is certificated to operate as an interexchange telecommunications company.

None

(d) has been denied authority to operate as an interexchange telecommunications company 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 company or other telecommunications entity, and the circumstances involved.

None

20. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) 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

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

None

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

a. _____ **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

b. _____ **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

c. _____ **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

d. _____ **MTS for pay telephone service provider**

- e. _____ **Block-of-time calling plan (Reach Out Florida, Ring America, etc.).**
- f. _____ **800 service (toll free)**

g. _____ **WATS type service (bulk or volume discount)**

- _____ **Method of access is via dedicated facilities**
- _____ **Method of access is via switched facilities**

h. _____ **Private line services (Channel Services)**

(For ex. 1.544 mbs., DS-3, etc.) (For ex. 1.544 mbs., DS-3, etc.)

i. _____ **Travel Services**

- _____ Method of access is 850
- _____ Method of access is 800

k. _____ **Operator services**

- _____ Available to presubscribed customers
- _____ Available to non presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals).
- _____ Available to inmates

I. **Services included are:**

- _____ Station assistance
- _____ Person-to-person assistance
- _____ Directory assistance
- _____ Operator verify and interrupt
- _____ Conference calling

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

23. Submit the following:

A. **Financial capability.**

The application should contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements should be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and should include:

1. The balance sheet;
2. Income statement; and
3. Statement of retained earnings.

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.

Further, the following (which includes supporting documentation) should be provided:

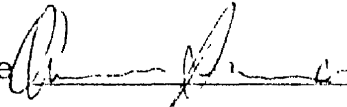
1. **A written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **A written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **A written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

B. Managerial capability; give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

C. Technical capability; give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

****APPLICANT ACKNOWLEDGEMENT STATEMENT****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent gross operating revenue derived from intrastate business. Regardless of its gross operating revenue of a company, minimum annual \$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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

| | |
|--|---------------------|
| <u>UTILITY OFFICIAL:</u> | |
| Signature  | Date <u>3/13/01</u> |
| Title <u>President</u> | |
| Address: <u>111 N.E. 1st Street, Suite 900 Miami, Florida 33132</u> | |
| Telephone No. <u>305-372-3400</u> Fax No. <u>305-372-9100</u> | |

ATTACHMENTS:

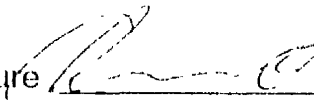
- A - CERTIFICATE~ SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - CURRENT FLORIDA INTRASTATE NETWORK
- D -- AFFIDAVIT - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES GLOSSARY

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 provided in one of the following ways (applicant, please i check one):

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

UTILITY OFFICIAL:

Signature  Date 3/15/01

Title President

Address: 111 N.E. 1st Street, Suite 900 Miami, Florida 33132

Telephone No. 305-372-3400 Fax No. 305-372-9100

CURRENT FLORIDA INTRASTATE SERVICES ** APPENDIX C **

Applicant has () or has not (XX) previously provided interstate telecommunications in Florida.

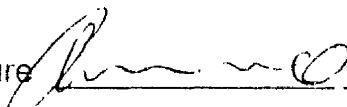
If the answer is ~ fully describe the following:

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

N/A

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

UTILITY OFFICIAL:

Signature  Date 3/15/01

Title President

Address: 111 N.E. 1st Street, Suite 900 Miami, Florida 33132

Telephone No. 305-372-3400 Fax No. 305-372-9100

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:

Signature  Date 3/15/01

Title President

Address: 111 N.E. 1st Street, Suite 900 Miami, Florida 33132

Telephone No. 305-372-3400 Fax No. 305-372-9100

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by TotalCom America Corporation with principal offices at 111 N.E. 1st Street, Suite 900, Miami, Florida 33132. This tariff applies for services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected during normal business hours at the Company's principal place of business.

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

CHECK SHEET

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

| <u>SHEET</u> | <u>REVISION</u> |
|---------------------|------------------------|
| 1 | Original |
| 2 | Original |
| 3 | Original |
| 4 | Original |
| 5 | Original |
| 6 | Original |
| 7 | Original |
| 8 | Original |
| 9 | Original |
| 10 | Original |
| 11 | Original |
| 12 | Original |
| 13 | Original |
| 14 | Original |
| 15 | Original |
| 16 | Original |
| 17 | Original |
| 18 | Original |

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

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ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SYMBOLS SHEET

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

- D - Delete or Discontinue
- I - Change Resulting In An Increase to a Customer's Bill
- M - Moved From Another Tariff Location
- N - New
- R - Change Resulting In A Reduction To A Customer's Bill
- T - Change in Text Or Regulation But No Change In A Rate Or Charge

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

TARIFF FORMAT SHEETS

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

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement, which connects the customer's location to the Company's network switching center.

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

Company or Carrier - TotalCom America Corporation

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

Day - From 8:00 AM up to, but not including, 5:00 PM local time, Sunday through Friday.

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

Holidays - The Company's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, and Christmas Day.

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

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Florida.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 2 - RULES AND REGULATIONS

2. 1 Undertaking of the Company.

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

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 arrangements.

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

2. 2 Limitations.

2. 2. 1 Service is offered subject to the availability of facilities and provisions of this tariff.

2. 2. 2 The Company's reserves the right to discontinue furnishing service or limit the use of service necessitated by conditions beyond its control: or when the customer is using service in violation of the law or the provisions of this tariff.

2. 2. 3 All facilities provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service or 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 an interexchange carrier from the Florida Public Service Commission.

2. 3 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.

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 2 - RULES AND REGULATIONS continued

2.3 Limitations (Cont.)

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.

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, or equipment 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" - 720 hours in month
- "C" - total monthly charge for affected facility

ISSUED September 15, 2000

EFFECTIVE: _____

By: Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier.

The company (carrier), upon 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 carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2. 5. 2 A violation of any regulation 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, remedy, or deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

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

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

2. 9 Billing of Calls

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

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

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 2-way communication, often referred to as "conversation time" is possible.) When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 **Billing Increments**

The minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1-minute increments, unless otherwise stated in this tariff.

3.1.3 **Per Call Billing Charges**

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

3.1.4 **Uncompleted Calls**

There shall be no charges for uncompleted calls.

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 3 - DESCRIPTION OF SERVICE continued

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:

The square
root of:
$$\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}$$

3.3 Minimum Call Completion Rate

A customer can expect a call completion rate of not less than 90% during peak use periods for all FG D services ("1+" dialing).

3.4 Service Offerings

3.4.1 TotalCom America Corporation Long Distance Service

TotalCom America Corporation Inc. Long Distance Service is offered to residential and business customers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in one-minute increments. No monthly recurring charges or minimum monthly billing requirements apply.

3.4.2 TotalCom America Corporation 800 / 888 (Inbound) Long Distance Service

TotalCom America Corporation Inc. 800 / 888 (Inbound) Long Distance Service is offered to residential and business customers. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six-second increments, with six-second minimum call duration. A minimum monthly service charge requirement applies. Customers whose monthly usage is less than the minimum will be billed the minimum amount.

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 3 - DESCRIPTION OF SERVICE continued**3. 4. 3 TotalCom America Corporation Calling Card Service**

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase TotalCom America Corporation Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. TotalCom America Corporation Prepaid Calling Cards are available at a variety of face values ranging from five dollars (\$5.00), in one-dollar (\$1.00) increments. TotalCom America Corporation Prepaid Calling Card service is accessed using the TotalCom America Corporation toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. TotalCom America Communication's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units for each call is deducted from the remaining Telecom Unit balance on the Customer's TotalCom America Corporation Prepaid Calling Card. All calls must be charged against Prepaid Calling Card that has a sufficient telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted. In order to continue the call, the Customer can either call the toll-free number on the back of the TotalCom America Corporation Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. The Company will terminate calls in progress if the balance on the TotalCom America Corporation Prepaid Calling Card is insufficient to continue the call and the Customer fails to enter the number of another valid TotalCom America Corporation Prepaid Calling Card prior to termination.

A card will expire on the date indicated on the card, or if no date is specified, 12 months from the date of first usage, or the date of last recharge, whichever is later. The Company will not refund unused balances. A credit allowance for TotalCom America Corporation Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the TotalCom America Corporation Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed. When a call charged to a TotalCom America Corporation Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit. Credit allowances for calls pursuant to TotalCom America Corporation Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company. Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company. The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls cannot be completed.

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 3 - DESCRIPTION OF SERVICE continued

Reserved for further Services

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 4 - RATES

4.1. SERVICE CHARGES

4.1.1. TotalCom America Corporation Residential Outbound/Inbound Switched Services

| <u>Rate Plan</u> | <u>Rate Per Minute</u> | <u>Monthly Service Charge</u> | <u>800 Option Monthly Service Charge</u> |
|------------------|------------------------|-------------------------------|--|
| R1 | \$.0655 | None | \$3.00 |
| R2 | \$.0455 | 3.00 | \$3.00 |

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 4 - RATES, Continued**4.1. SERVICES CHARGES, Continued****4.1.2. TotalCom America Corporation Business Outbound/Inbound Switched Services**

| <u>Rate Plan</u> | <u>Monthly Volume</u> | <u>Rate Per Minute</u> | <u>Monthly Service Charge</u> |
|------------------|-----------------------|------------------------|-------------------------------|
| B1S | \$0-\$250 | \$.0735 | \$9.00 |
| B2S | \$251-\$1000 | \$.0625 | \$7.00 |
| B3S | Over \$1001 | \$.0500 | \$3.00 |

4.1.3. TotalCom America Corporation Outbound/Inbound Dedicated Services

| <u>Rate Plan</u> | <u>Monthly Volume</u> | <u>Peak Rate Per Minute</u> | <u>Off-Peak Rate Per Minute</u> | <u>Monthly Service Charge</u> |
|------------------|-----------------------|-----------------------------|---------------------------------|-------------------------------|
| B1D | \$0-\$250 | \$.0745 | \$.0689 | \$100.00 |
| B2D | \$251-\$1000 | \$.0640 | \$.0589 | \$100.00 |
| B3D | \$5001-\$7500 | \$.0530 | \$.0469 | \$ 80.00 |
| B4D | \$7501-\$10000 | \$.0450 | \$.0339 | \$ 50.00 |
| B5D | \$10001-\$125000 | \$.0306 | \$.0250 | \$ 0.00 |

ISSUED September 15, 2000

EFFECTIVE: _____

By:

Antonio Izquierdo - Director
111 N.E. 1st Street, Suite 900
Miami, Florida 33132

SECTION 4 - RATES, Continued

4.2. MISC. CHARGES

4.2.1. Payphone Surcharge

A surcharge will be added to any completed. Intrastate toll access code and subscriber 800/888 type calls placed from a public or semi-public Pay Phone.

4.2.2. Per Call Surcharge

A surcharge per call will be added for every call that is connected. If an Answer Machine, Fax Machine, Voice Mail or Pager answers it will be considered connected.

4.2.3. Maintenance Surcharge

A weekly surcharge applies to some cards that have been used at least once.

4.2.4. Directory Assistance

The Company provides Directory Assistance as an ancillary service exclusively to its customers. Directory Assistance is accessible by dialing "1", the area code of the desired number and "555-1212".

Directory Assistance, per call: \$.75

ISSUED: March 15, 2001

EFFECTIVE: _____

By:

Kevin Fitzgerald - CEO
100 N. Biscayne Blvd. Suite 2500
Miami, Florida 33132

SECTION 4 - RATES continued**4.3. TotalCom America Corporation Prepaid Calling Cards****Prepaid Calling Card#1**

| | |
|------------------------|---------|
| Rate per minute: | \$.049 |
| Maintenance Surcharge: | \$.35 |
| Per Call Surcharge | \$.00 |
| Payphone Surcharge: | \$.35 |

Prepaid Calling Card#2

| | |
|-----------------------|---------|
| Rate per minute: | \$.049 |
| Maintenance Surcharge | \$.00 |
| Per Call Surcharge | \$.25 |
| Payphone Surcharge | \$.35 |

Prepaid Calling Card#3

| | |
|-----------------------|-------|
| Rate per minute: | \$.01 |
| Maintenance Surcharge | \$.45 |
| Per Call Surcharge | \$.00 |
| Payphone Surcharge | \$.35 |

Prepaid Calling Card#4

| | |
|-----------------------|--------|
| Rate per minute: | \$.025 |
| Maintenance Surcharge | \$.25 |
| Per Call Surcharge | \$.25 |
| Payphone Surcharge | \$.35 |

ISSUED: March 15, 2001

EFFECTIVE: _____

By:

Kevin Fitzgerald - CEO
100 N. Biscayne Blvd. Suite 2500
Miami, Florida 33132

4.4 **Payment of Calls**

4.4.1. **Late Payment Charges**

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

4.4.2. **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.

4.4.3. **Restoration of Service**

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

4.4.4. **Special Promotions**

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates, and will be part of this tariff.

4.5 **Special Rates For The Handicapped**

4.5.1. **Directory Assistance**

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

4.5.2. **Hearing and Speech Impaired Persona**

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

4.5.3. **Telecommunications Relay Service**

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 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 60 percent off of the otherwise applicable rate for a voice nonrelay call.

ISSUED: March 15, 2001

EFFECTIVE: _____

By:

Kevin Fitzgerald - CEO
100 N. Biscayne Blvd. Suite 2500
Miami, Florida 33132

State of Florida



Department of State

I certify from the records of this office that TOTALCOM AMERICA CORPORATION, is a corporation organized under the laws of the State of Florida, filed on October 27, 1997.

The document number of this corporation is P97000092461.

I further certify that said corporation has paid all fees due this office through December 31, 2000, that its most recent annual report/uniform business report was filed on March 1, 2000, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of January, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 23, 2001

TOTALCOM AMERICA CORPORATION
6175 NW 67TH STREET, SUITE G-34
MIAMI, FL 33015

Pursuant to your recent inquiry, we are enclosing the certification you requested.

Should you have any questions regarding this matter you may contact our office at
(850) 487-6952.

Justin Shivers
Certification Section

Letter No. 401A00003572

7/8

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of TOTALCOM AMERICA CORPORATION, a Florida corporation, filed on October 27, 1997, as shown by the records of this office.

The document number of this corporation is P97000092461.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-eighth day of October, 1997



CR2EO22 (2-95)

Sandra B. Morham

Sandra B. Morham
Secretary of State

ARTICLES OF INCORPORATION
OF
TOTALCOM AMERICA CORPORATION

3/8/97
FILED
97 OCT 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

TOTALCOM AMERICA CORPORATION
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed

Prepared by:
MARGY FISHER, ESQ
MARGY FISHER, FISHER, GELLER & GARFINKEL
1111 Hollywood Boulevard
Miami, FL 33020
Telephone: (954) 920-2300
Fax: 198994

4/8

fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

5/8

ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

The registered Agent at the above address is:

ANTONIO IZQUIERDO

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of FOUR (4) members, as below described. The Board of Directors of this corporation shall, at all times, consist of no fewer than one, and no greater than seven directors.

| NAME | ADDRESS |
|------------------------|---|
| ANTONIO BRITO ALMENARA | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |
| ANTONIO E. BRITO | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |
| ANTONIO IZQUIERDO | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |

6/2

MARIA I. BRITO
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE IX - OFFICERS

The names and addresses of the Officers of this Corporation are:

| NAME | TITLE | ADDRESS |
|------------------------|-----------|---|
| ANTONIO BRITO ALHENARA | President | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |
| ANTONIO E. BRITO | V.P. | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |
| ANTONIO IZQUIERDO | Secretary | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |
| MARIA I. BRITO | A/Secy. | 6175 NW 167TH STREET SUITE G-34 MIAMI, FL 33015 |

ARTICLE X - INCORPORATOR

The name and address of the incorporator signing these Articles is:

ANTONIO IZQUIERDO
6175 NW 167TH STREET
SUITE G-34
MIAMI, FL 33015

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator

7/6

named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 21 day of October, 1997.

Antonio Izquierdo

ANTONIO IZQUIERDO, Incorporator

STATE OF FLORIDA)
COUNTY OF Broward) SS:

BEFORE ME, the undersigned authority, personally appeared ANTONIO IZQUIERDO, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

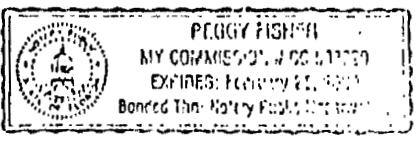
IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Hollywood, Florida, this 21st day of October, 1997.

Peggy Fisher

NOTARY PUBLIC, State of Florida

Peggy Fisher
(Print name of Notary)

My Commission Expires:



8/8

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:


FIRST, that TOTALCOM AMERICA CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6175 NW 167TH STREET, SUITE G-34, MIAMI, FL 33015, named ANTONIO IZQUIERDO OF 6175 NW 167TH STREET, SUITE G-34, MIAMI, FL 33015, as its agent to accept service of process within Florida.

Date: 10/21/97



MARIA I. BRITO, Assistant Secretary

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.



ANTONIO IZQUIERDO
Registered Agent

FILED
97 OCT 27 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Custom Business Checking

01 42 33 12,022

TOTALCOM AMERICA CORPORATION
 111 NE 1ST STREET STE 909
 MIAMI FL 33132

CB

Custom Business Checking

12/01/2000 thru 12/29/2000

Account number: _____
 Account holder(s): TOTALCOM AMERICA CORPORATION

Taxpayer ID Number: 650794532

Account Summary

| | | |
|------------------------------------|-------------|---|
| Opening balance 12/01 | \$4,197.10 | ✓ |
| Deposits and other credits | 57,571.11 | + |
| Checks | 51,323.85 | - |
| Other withdrawals and service fees | 114.95 | - |
| Closing balance 12/29 | \$10,329.41 | |

Deposits and Other Credits

| Date | Amount | Description |
|--------------|--------------------|---|
| 12/01 | 3,064.77 | ✓ DEPOSIT |
| 12/05 | 517.20 | ✓ DEPOSIT |
| 12/07 | 234.84 | ✓ DEPOSIT |
| 12/08 | 10,000.00 | ✓ FUNDS TRANSFER (ADVICE 001208008193) RCVD FROM SUN BANK OF MIAMI/ ORG = GLOBAL TRANSMEDIA COMMUNICATION RFB = 001208003339 OBI = REF = 001208003339 11:01AM |
| 12/11 | 337.50 | ✓ DEPOSIT |
| 12/13 | 6,900.00 | DEPOSIT |
| 12/19 | 412.50 | DEPOSIT |
| 12/19 | 782.12 | DEPOSIT |
| 12/19 | 15,000.00 | DEPOSIT |
| 12/22 | 370.00 | DEPOSIT |
| 12/22 | 5,749.68 | DEPOSIT |
| 12/27 | 472.50 | DEPOSIT |
| 12/27 | 3,730.00 | DEPOSIT |
| 12/28 | 10,000.00 | ✓ FUNDS TRANSFER (ADVICE 001228033136) RCVD FROM SUN BANK OF MIAMI/ ORG = GLOBAL TRANSMEDIA COMMUNICATION RFB = 001228012849 OBI = REF = 001228012849 04:48PM |
| Total | \$57,571.11 | |

REDACTED



Custom Business Checking

02

42 33

12,023

Checks

| Number | Amount | Date posted | Number | Amount | Date posted | Number | Amount | Date posted |
|--------|----------|-------------|--------|----------|-------------|--------------|--------------------|-------------|
| 0000 | 1,384.30 | 12/13 | 1066 | 3,000.00 | 12/18 | 1084 | 7,000.00 | 12/28 |
| 1035* | 149.31 | 12/28 | 1067 | 1,050.00 | 12/15 | 1085 | 130.00 | 12/27 |
| 1046* | 33.15 | 12/26 | 1068 | 7,000.00 | 12/22 | 1086 | 100.00 | 12/21 |
| 1048* | 682.42 | 12/01 | 1069 | 60.00 | 12/15 | 1087 | 560.00 | 12/22 |
| 1049 | 60.00 | 12/01 | 1070 | 616.00 | 12/15 | 1088 | 100.00 | 12/22 |
| 1050 | 616.00 | 12/01 | 1071 | 60.00 | 12/18 | 1089 | 5,147.98 | 12/22 |
| 1051 | 392.00 | 12/01 | 1072 | 616.00 | 12/18 | 1090 | 627.92 | 12/29 |
| 1052 | 504.00 | 12/01 | 1073 | 616.00 | 12/18 | 1091 | 620.00 | 12/29 |
| 1057* | 1,600.00 | 12/04 | 1075* | 682.42 | 12/18 | 1092 | 620.00 | 12/29 |
| 1058 | 1,100.00 | 12/07 | 1076 | 2,389.61 | 12/18 | 1093 | 560.00 | 12/29 |
| 1059 | 60.00 | 12/08 | 1077 | 2,125.00 | 12/20 | 1094 | 2,389.61 | 12/29 |
| 1060 | 200.00 | 12/08 | 1078 | 750.00 | 12/20 | 1095 | 200.00 | 12/29 |
| 1062* | 157.69 | 12/14 | 1079 | 200.00 | 12/18 | Total | \$51,323.85 | |
| 1064* | 3,442.40 | 12/20 | 1082* | 372.04 | 12/28 | | | |
| 1065 | 3,000.00 | 12/13 | 1083 | 350.00 | 12/28 | | | |

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

| Date | Amount | Description |
|--------------|-----------------|---|
| 12/11 | 54.95 | COMMERCIAL SERVICE CHARGES FOR NOVEMBER 2000 |
| 12/18 | 30.00 | UNAVAILABLE FUNDS CHARGE 1 TRANSACTION(S) AT \$30.00 |
| 12/19 | 30.00 | INSUFFICIENT FUNDS CHARGE 1 TRANSACTION(S) AT 30.00 EACH |
| Total | \$114.95 | |

Daily Balance Summary

| Dates | Amount | Dates | Amount | Dates | Amount |
|-------|-----------|-------|-----------|-------|-----------|
| 12/01 | 5,007.45 | 12/13 | 15,597.74 | 12/21 | 15,807.24 |
| 12/04 | 3,407.45 | 12/14 | 15,440.05 | 12/22 | 9,178.94 |
| 12/05 | 3,924.65 | 12/15 | 13,714.05 | 12/26 | 2,145.79 |
| 12/07 | 3,059.49 | 12/18 | 6,120.02 | 12/27 | 6,218.29 |
| 12/08 | 12,799.49 | 12/19 | 22,284.64 | 12/28 | 15,348.94 |
| 12/11 | 13,082.04 | 12/20 | 15,967.24 | 12/29 | 10,329.41 |

REDACTED



Custom Business Checking

01

24 33

11,956

TOTALCOM AMERICA CORPORATION

 111 NE 1ST STREET STE 909

 MIAMI FL 33132

CB

Custom Business Checking

12/30/2000 thru 1/31/2001

Account number:

Account holder(s): TOTALCOM AMERICA CORPORATION

Taxpayer ID Number: 650794532

Account Summary

| | |
|------------------------------------|-------------|
| Opening balance 12/30 | \$10,329.41 |
| Deposits and other credits | 34,424.85 + |
| Checks | 23,560.27 - |
| Other withdrawals and service fees | 3,847.48 - |
| Closing balance 1/31 | \$17,346.51 |

Deposits and Other Credits

| Date | Amount | Description |
|--------------|--------------------|--|
| 1/03 | 453.75 | DEPOSIT |
| 1/03 | 643.25 | DEPOSIT |
| 1/05 | 7,048.30 | DEPOSIT |
| 1/08 | 250.00 | DEPOSIT |
| 1/12 | 1,740.00 | DEPOSIT |
| 1/16 | 5,926.73 | DEPOSIT |
| 1/18 | 519.12 | DEPOSIT |
| 1/19 | 630.00 | DEPOSIT |
| 1/23 | 4,265.22 | DEPOSIT |
| 1/25 | 10,000.00 | FUNDS TRANSFER (ADVICE 010125016796) RCVD FROM COMMENCEBANK N.A./ ORG = GLOBAL TRANSMEDIA COMMUNICATIO RFB = W TR OBI = REF = 20010125122657HY 01:06PM |
| 1/26 | 999.75 | DEPOSIT |
| 1/29 | 654.73 | DEPOSIT |
| 1/31 | 1,294.00 | COUNTER DEPOSIT |
| Total | \$34,424.85 | |

REDACTED



Custom Business Checking

02

24 33

11,957

Checks

| Number | Amount | Date posted | Number | Amount | Date posted | Number | Amount | Date posted |
|--------|----------|-------------|--------|----------|-------------|--------------|--------------------|-------------|
| 1096 | 1,500.00 | 1/04 | 1105 | 837.87 | 1/17 | 1115 | 108.50 | 1/29 |
| 1097 | 23.34 | 1/10 | 1106 | 676.00 | 1/18 | 1116 | 130.00 | 1/26 |
| 1098 | 600.00 | 1/08 | 1107 | 676.00 | 1/16 | 1117 | 750.00 | 1/26 |
| 1099 | 2,385.00 | 1/09 | 1108 | 616.00 | 1/16 | 1123* | 150.00 | 1/30 |
| 1100 | 1,000.00 | 1/11 | 1109 | 1,599.34 | 1/18 | 1125* | 2,500.00 | 1/31 |
| 1101 | 766.80 | 1/08 | 1110 | 128.25 | 1/22 | 1127* | 2,389.61 | 1/31 |
| 1102 | 480.00 | 1/12 | 1111 | 2,389.61 | 1/16 | Total | \$23,560.27 | |
| 1103 | 3,000.00 | 1/10 | 1112 | 90.53 | 1/16 | | | |
| 1104 | 683.42 | 1/16 | 1114* | 80.00 | 1/26 | | | |

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

| Date | Amount | Description |
|--------------|-------------------|---|
| 1/10 | 51.05 | COMMERCIAL SERVICE CHARGES FOR DECEMBER 2000 |
| 1/16 | 3,796.43 | FUNDS TRANSFER (ADVICE 010116009426) SENT TO NORTHERN TRUST CO/ BNF = SYSTEM ONE WORLD COMMUNICATIONS, I' OBI = ' RFB = 010116150159 01/16/01 09:44AM |
| Total | \$3,847.48 | |

Daily Balance Summary

| Dates | Amount | Dates | Amount | Dates | Amount |
|-------|-----------|-------|-----------|-------|-----------|
| 1/03 | 11,426.41 | 1/12 | 10,681.86 | 1/25 | 20,506.14 |
| 1/04 | 9,926.41 | 1/16 | 7,657.26 | 1/26 | 20,545.89 |
| 1/05 | 16,974.71 | 1/17 | 6,819.39 | 1/29 | 21,092.12 |
| 1/08 | 15,857.91 | 1/18 | 5,739.17 | 1/30 | 20,942.12 |
| 1/09 | 13,472.91 | 1/19 | 6,369.17 | 1/31 | 17,348.51 |
| 1/10 | 10,421.86 | 1/22 | 6,240.92 | | |
| 1/11 | 9,421.86 | 1/23 | 10,506.14 | | |

REDACTED



Custom Business Checking

01 21 33 12,173

TOTALCOM AMERICA CORPORATION
111 NE 1ST STREET STE 909
MIAMI FL 33132

CB

Custom Business Checking

11/01/2000 thru 11/30/2000

Account number: 2000006800574
Account holder(s): TOTALCOM AMERICA CORPORATION
Taxpayer ID Number: 650794532

Account Summary

| | |
|------------------------------------|--------------|
| Opening balance 11/01 | \$3,368.02 ✓ |
| Deposits and other credits | 18,250.07 + |
| Checks | 14,141.22 - |
| Other withdrawals and service fees | 3,279.77 - |
| Closing balance 11/30 | \$4,197.10 ✓ |

Deposits and Other Credits

| Date | Amount | Description |
|--------------|--------------------|---|
| 11/01 | 116.00 ✓ | DEPOSIT |
| 11/02 | 524.50 ✓ | DEPOSIT |
| 11/08 | 1,292.90 ✓ | DEPOSIT |
| 11/09 | 861.25 ✓ | DEPOSIT |
| 11/10 | 10,000.00 ✓ | FUNDS TRANSFER (ADVICE 001110030140) RCVD FROM SUN BANK OF MIAMI/ ORG = GLOBAL TRANSMEDIA COMMUNICATION RFB.= 001110011661 OBI = REF = 001110011661 05:20PM |
| 11/13 | 223.50 ✓ | DEPOSIT |
| 11/15 | 3,730.00 ✓ | DEPOSIT |
| 11/16 | 260.99 ✓ | DEPOSIT |
| 11/17 | 266.00 ✓ | DEPOSIT |
| 11/21 | 234.68 ✓ | DEPOSIT |
| 11/24 | 296.25 ✓ | DEPOSIT |
| 11/27 | 140.00 ✓ | DEPOSIT |
| 11/29 | 304.00 ✓ | DEPOSIT |
| Total | \$18,250.07 | |

REDACTED



Custom Business Checking

02

21 33

12,174

Checks

| Number | Amount | Date posted | Number | Amount | Date posted | Number | Amount | Date posted |
|--------|----------|-------------|--------|----------|-------------|--------------|--------------------|-------------|
| 1019 | 200.00 | 11/09 | 1037 | 672.00 | 11/01 | 1045 | 600.00 | 11/28 |
| 1020 | 300.00 | 11/17 | 1038 | 60.00 | 11/01 | 1053* | 1,175.00 | 11/17 |
| 1021 | 1,000.00 | 11/24 | 1039 | 130.00 | 11/06 | 1054 | 682.42 | 11/16 |
| 1022 | 3,031.00 | 11/29 | 1040 | 224.86 | 11/20 | 1055 | 60.00 | 11/16 |
| 1023 | 363.00 | 11/28 | 1041 | 1,721.20 | 11/14 | 1056 | 616.00 | 11/16 |
| 1024 | 90.53 | 11/03 | 1042 | 600.00 | 11/24 | Total | \$14,141.22 | |
| 1025 | 200.00 | 11/02 | 1043 | 1,470.00 | 11/28 | | | |
| 1036* | 745.21 | 11/01 | 1044 | 200.00 | 11/28 | | | |

* Indicates a break in check number sequence

Other Withdrawals and Service Fees

| Date | Amount | Description |
|--------------|-------------------|---|
| 11/10 | 36.95 | COMMERCIAL SERVICE CHARGES FOR OCTOBER 2000 |
| 11/13 | 920.00 | DEPOSITED ITEM RETURNED ADV # 585445 |
| 11/15 | 2,322.82 | FUNDS TRANSFER (ADVICE 001115031639) SENT TO CITIBANK FEDERAL / BNF = MIGUEL A DIAZ OBI = RFB = 001115150769 11/15/00 04:09PM |
| Total | \$3,279.77 | |

Daily Balance Summary

| Dates | Amount | Dates | Amount | Dates | Amount |
|-------|----------|-------|-----------|-------|-----------|
| 11/01 | 2,006.81 | 11/10 | 14,027.98 | 11/20 | 10,486.17 |
| 11/02 | 2,331.31 | 11/13 | 13,331.48 | 11/21 | 10,720.85 |
| 11/03 | 2,240.78 | 11/14 | 11,610.28 | 11/24 | 9,417.10 |
| 11/06 | 2,110.78 | 11/15 | 13,017.46 | 11/27 | 9,557.10 |
| 11/08 | 3,403.68 | 11/16 | 11,920.03 | 11/28 | 6,924.10 |
| 11/09 | 4,064.93 | 11/17 | 10,711.03 | 11/29 | 4,197.10 |

ONLINE BUSINESS BANKING PROVIDES A SECURE AND EASY WAY FOR YOUR BUSINESS TO REVIEW ACCOUNT INFORMATION, TRANSFER FUNDS BETWEEN ELIGIBLE FIRST UNION ACCOUNTS AND INITIATE TRANSACTIONS, ALL VIA THE INTERNET AND YOUR WEB BROWSER. TO ENROLL IN THIS SERVICE CALL 1-800-566-FUNB (3862), OPTION 4.

REDACTED



STATEMENT OF ACCOUNT

TOTALCOM AMERICA CORPORATION
6175 NW 167TH ST STE G-34
MIAMI FL 33015

1-31-01
PAGE 1

REGULAR MAIL

FREE ONLINE BANKING - WHY WAIT IN LINE WHEN YOU CAN BE
ONLINE? WWW.COMMERCEBANKFL.COM

DDA NON PERSONAL

| | | |
|-------------------|----------|--------|
| PREVIOUS BALANCE | 12-31-00 | 594.44 |
| +DEPOSITS/CREDITS | 0 | .00 |
| -CHECKS/DEBITS | 0 | .00 |
| -SERVICE CHARGE | | 10.13 |
| CURRENT BALANCE | | 584.31 |

| | |
|----------------------------|--------|
| AVERAGE BALANCE | 594.44 |
| AVERAGE COLLECTED BALANCE | 594.44 |
| AVG NEGATIVE BOOK BALANCE | .00 |
| AVG UNCOLLECTED FUNDS USED | .00 |

DAILY BALANCE SUMMARY

| DATE | BALANCE | DATE | BALANCE | DATE | BALANCE |
|------|---------|------|---------|------|---------|
| 1-31 | 584.31 | 1-22 | | 1-31 | |

CREDITS AND OTHER DEBITS

| DATE | TRACER | DESCRIPTION | AMOUNT |
|---------|---------|---------------------|--------|
| 1-31-01 | 00-0000 | SERVICE CHG SYS-GEN | 10.13- |

NO ENCLOSURES THIS ACCOUNT

REDACTED

TOTALCOM AMERICA CORPORATION
6175 NW 167TH ST STE G-34
MIAMI FL 33015

12-31-00
2 # PAGE 1
8
REGULAR MAIL

FREE ONLINE BANKING - WHY WAIT IN LINE WHEN YOU CAN BE
ONLINE? WWW.COMMERCEBANKFL.COM

DDA NON PERSONAL

PREVIOUS BALANCE 11-30-00 1,288.85
+DEPOSITS/CREDITS 2 15,000.00
-CHECKS/DEBITS 2 15,694.41
CURRENT BALANCE 594.44
AVERAGE BALANCE 4,245.85
AVERAGE COLLECTED BALANCE 4,223.98
AVG NEGATIVE BOOK BALANCE .00
AVG UNCOLLECTED FUNDS USED .00

-----DAILY BALANCE SUMMARY-----

| DATE | BALANCE | DATE | BALANCE | DATE | BALANCE |
|-------|-----------|-------|-----------|-------|-----------|
| 12-13 | 11,288.85 | 12-14 | 16,288.85 | 12-19 | 15,594.44 |
| 12-20 | 594.44 | 12-14 | | 12-19 | |

-----CREDITS AND OTHER DEBITS-----

| DATE | TRACER | DESCRIPTION | AMOUNT |
|----------|---------|-------------|-----------|
| 12-13-00 | 00-0000 | CREDIT MEMO | 10,000.00 |
| 12-14-00 | 00-0000 | CREDIT MEMO | 5,000.00 |

-----CHECKS PAID-----

| CK NBR | DATE | AMOUNT | CK NBR | DATE | AMOUNT |
|--------|-------|----------|--------|------|--------|
| 1238 | 12-19 | 694.41 | | | |
| * 1244 | 12-20 | 15000.00 | | | |

2 ENCLOSURE(S)

REDACTED



STATEMENT OF ACCOUNT

Att: Antonio Izquierdo

TOTALCOM AMERICA CORPORATION
6175 NW 167TH ST STE G-34
MIAMI FL 33015

22 11-30-00
11 # PAGE 1

REGULAR MAIL

FREE ONLINE BANKING - WHY WAIT IN LINE WHEN YOU CAN BE ONLINE? WWW.COMMERCEBANKFL.COM

DDA NON PERSONAL

| | | |
|----------------------------|----------|-----------|
| PREVIOUS BALANCE | 10-31-00 | 1,137.64 |
| +DEPOSITS/CREDITS | 3 | 22,193.00 |
| -CHECKS/DEBITS | 11 | 22,041.79 |
| CURRENT BALANCE | | 1,288.85 |
| AVERAGE BALANCE | | 5,822.45 |
| AVERAGE COLLECTED BALANCE | | 4,784.02 |
| AVG NEGATIVE BOOK BALANCE | | .00 |
| AVG UNCOLLECTED FUNDS USED | | 183.61 |

DAILY BALANCE SUMMARY

| DATE | BALANCE | DATE | BALANCE | DATE | BALANCE |
|-------|----------|-------|-----------|-------|-----------|
| 11-02 | 637.64 | 11-16 | 18,137.64 | 11-17 | 17,462.64 |
| 11-21 | 7,462.64 | 11-22 | 10,942.64 | 11-28 | 1,075.85 |
| 11-29 | 1,288.85 | 11-22 | | 11-28 | |

PAPER-LESS ENTRIES

| DATE | TRACER | DESCRIPTION | AMOUNT |
|----------|---------|----------------------------|--------|
| 11-28-00 | 00-0000 | NSF/UNCOLL CHG UNCOLLECTED | 10.00 |

CREDITS AND OTHER DEBITS

| DATE | TRACER | DESCRIPTION | AMOUNT |
|----------|---------|------------------|-----------|
| 11-16-00 | 00-0000 | CREDIT MEMO | 18,000.00 |
| 11-22-00 | 00-0000 | CUSTOMER DEPOSIT | 3,980.00 |
| 11-29-00 | 00-0000 | CUSTOMER DEPOSIT | 213.00 |

CHECKS PAID

| CHK NBR | DATE | AMOUNT | CHK NBR | DATE | AMOUNT |
|---------|-------|----------|---------|------|--------|
| 1232 | 11-02 | 500.00 | | | |
| 1233 | 11-17 | 675.00 | | | |
| 1234 | 11-28 | 349.11 | | | |
| 1235 | 11-21 | 10000.00 | | | |
| 1236 | 11-28 | 1287.80 | | | |
| 1237 | 11-28 | 147.50 | | | |
| * 1239 | 11-28 | 60.25 | | | |
| 1240 | 11-28 | 12.13 | | | |
| 1241 | 11-22 | 500.00 | | | |
| 1242 | 11-28 | 8000.00 | | | |
| * 5721 | 11-16 | 500.00 | | | |

11 ENCLOSURE(S)

REDACTED



TotalCom America, Co.

MARKETING PLAN

The products or services that TotalCom America will render to its clients, are the following:

- Calling Card: for the distribution of massive use, to clients in general. The card distribution will be performed through our own internal structure, to retail centers.
- DLN Corporate: Domestic Long Distance to corporate clients or to people with high traffic volume.
- ILD Corporate: International Long Distance to corporate clients or to people with high traffic volume.
- ADSL: will be marketed towards the sectors of clients in general (massive) and those corporate as well.
- VPN Corporate: Telecommunication Networks or circuits to corporate clients or to people with high traffic volume.
- INTERNET Corporate: ISP services to corporate clients or to people with high traffic volume.

As of today's date, large valuable investments have been made, in the technical context as well as in the administrative one; having a platform ready to initiate operations in a short term.

The "Marketing and Sales Plan" has been prepared with a projection of two (2) years, as the base for development and attention in serving the following regions:

- Dade County
- West Palm Beach to the south up to Dade County
- Central Florida: From Orlando to West Palm Beach

These three (3) regions will be developed sequentially and quarterly, in the same order as they have been named. The start for the DADE COUNTY area will take place once the governmental rules are complied with, for which we are applying with this document.

Activities will be executed under an organizational structure, in conformance with the following organizational chart:

Total Com America, Co.

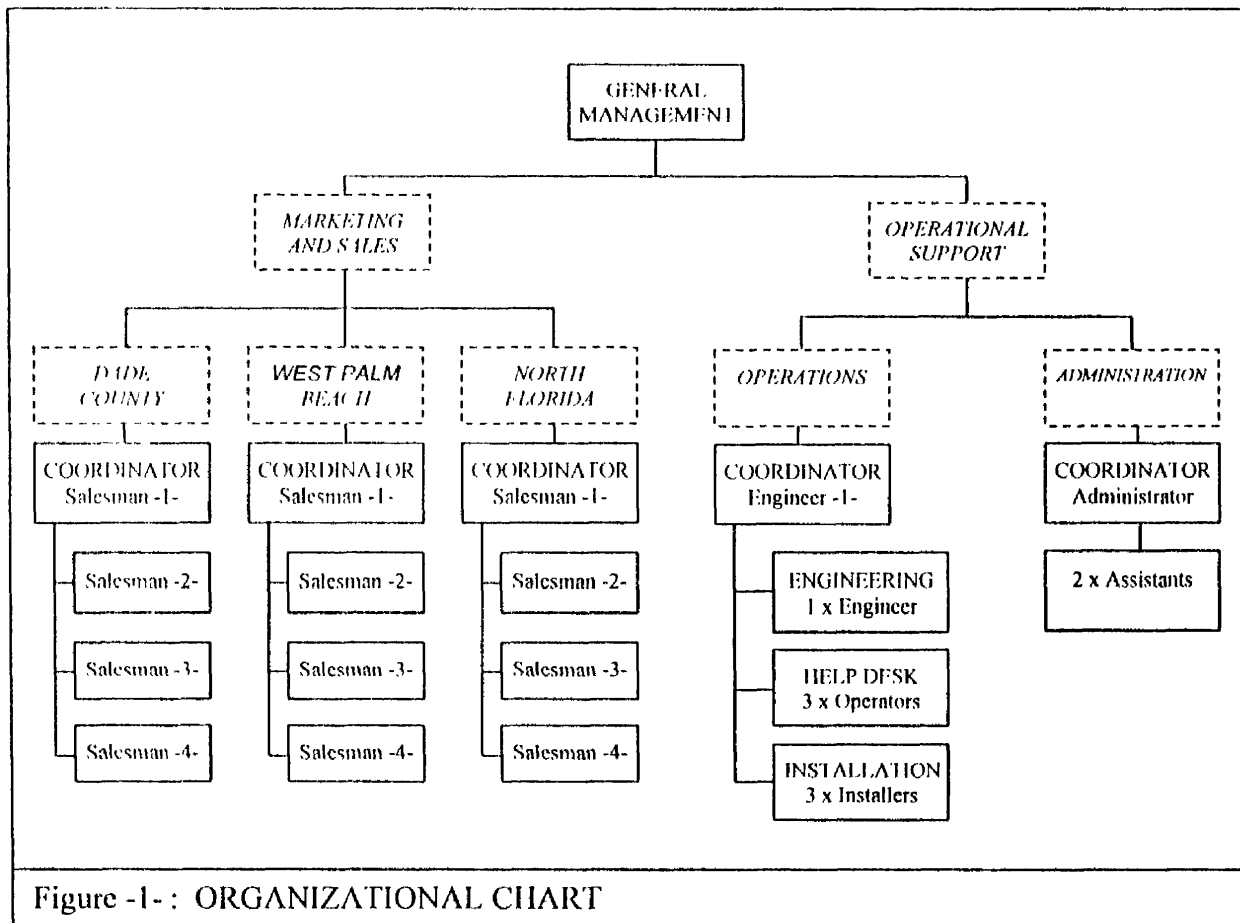


Figure -1- : ORGANIZATIONAL CHART

As it can be observed, the organizational structure identified as *OPERATIONAL SUPPORT*, that has been just presented, corresponds to the basic/minimum required for the operation, and its growth will depend on the growth of the sales volume beyond the goals planned for the period 2001-2002.

The sales goal for the year 2001 is US\$2,900,000 and US\$5,700,000 for the year 2002.

In order to achieve the proposed goals in a comprehensive manner for all products/services, it has been estimated that we should start with a sale of four (4) salespersons for each region; specially emphasizing the marketing and sale of the following products:

- Calling Card - DLN - ILD -ADSL - VPN

The Internet product/service will be marketed as the clients' needs are detected and as a main added value for the rest of the products/services.

TotalCom America, Co.

TotalCom America's Master Operational Plan, and consequently the organization, will be implemented according to the following working program:

| TotalCom America : Master Plan 2001 | | | | | | | | | | | | | |
|--|---------|-------------------------|---|---|-------------------------|---|---|-------------------------|---|---|-------------------------|----|----|
| | MONTH 0 | 1 st QUARTER | | | 2 nd QUARTER | | | 3 rd QUARTER | | | 4 th QUARTER | | |
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| ACTIVITY | | | | | | | | | | | | | |
| To establish Managerial Organization | ■ | | | | | | | | | | | | |
| Administrative Organization | ■ | | | | | | | | | | | | |
| Technical Support Organization | ■ | | | | | | | | | | | | |
| DADE COUNTY Marketing and Sales | ■ | | | | | | | | | | | | |
| DADE COUNTY Start Operations | | | ● | → | | | | | | | | | |
| WEST PALM BEACH Marketing and Sales | ■ | | | | | | | | | | | | |
| WEST PALM BEACH Start Operations | | | | ● | → | | | | | | | | |
| CENTRAL FLORIDA Marketing and Sales | ■ | | | | | | | | | | | | |
| CENTRAL FLORIDA Start Operations | | | | | | | ● | → | | | | | |

TotalCom America, Co.

INCOME PROJECTION

Sales goal for the period 2001–2002 is as follows:

| TotalCom America: Income Plan Period 2001–2002 | | | | | (US\$) |
|---|------------------------|------------------------|------------------------|------------------------|------------------|
| | 1st QUARTER | 2nd QUARTER | 3rd QUARTER | 4th QUARTER | TOTAL |
| YEAR 2001 | | | | | |
| DADE COUNTY Region | 100.000 | 400.000 | 400.000 | 400.000 | 1.300.000 |
| WEST PALM BEACH Region | - | 200.000 | 400.000 | 400.000 | 1.000.000 |
| CENTRAL FLORIDA Region | - | - | 200.000 | 400.000 | 600.000 |
| Total Year 2001 ... | 100.000 | 600.000 | 1.000.000 | 1.200.000 | 2.900.000 |
| YEAR 2002 | | | | | |
| DADE COUNTY Region | 450.000 | 450.000 | 520.000 | 520.000 | 1.940.000 |
| WEST PALM BEACH Region | 450.000 | 450.000 | 520.000 | 520.000 | 1.940.000 |
| CENTRAL FLORIDA Region | 400.000 | 450.000 | 450.000 | 520.000 | 1.820.000 |
| Total Year 2002 ... | 1.300.000 | 1.350.000 | 1.490.000 | 1.560.000 | 5.700.000 |

Total  America, Co.

**FINANCIAL STATEMENT
(Compiled)**

DECEMBER 31, 1999 AND 1998

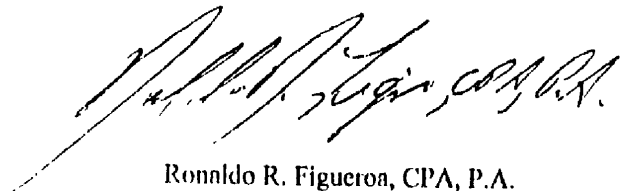
Accounting Office Of
RONALDO R. FIGUEROA, P.A.
Certified Public Accountant

Member
*American And Florida Institutes
Of Certified Public Accountants*

To the Board of Directors
TOTALCOM AMERICA CORPORATION
Miami, Florida

I have compiled the accompanying balance sheets of Totalcom America Corporation as of December 31, 1999 and 1998 and the related statements of operations, stockholders equity, and cash flows for the years then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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



Ronaldo R. Figueroa, CPA, P.A.

February 17, 2000

TOTAL.COM AMERICA CORPORATION
BALANCE SHEETS
DECEMBER 31, 1999 AND 1998

| | <u>1999</u> | <u>1998</u> |
|--|-------------------|-------------------|
| <u>ASSETS</u> | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 5,204 | \$ 416 |
| Accounts receivable | 93,100 | 64,963 |
| Other receivables | <u>104,800</u> | <u>-</u> |
| TOTAL CURRENT ASSETS | 203,104 | 65,379 |
| PROPERTY AND EQUIPMENT | <u>704,698</u> | <u>434,467</u> |
| TOTAL ASSETS | <u>\$ 907,802</u> | <u>\$ 499,846</u> |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY</u> | | |
| CURRENT LIABILITIES | | |
| Current portion of long term note | 149,534 | 50,000 |
| Accounts payable and accrued liabilities | <u>115,087</u> | <u>118,447</u> |
| TOTAL CURRENT LIABILITIES | 264,621 | 168,447 |
| NOTE PAYABLE, Less current portion | <u>21,097</u> | <u>170,631</u> |
| TOTAL LIABILITIES | <u>285,718</u> | <u>339,078</u> |
| STOCKHOLDERS' EQUITY | | |
| Common stock, 1,000 and 500 shares of \$1 par value authorized, issued and outstanding | 628,450 | 201,000 |
| Accumulated Deficit | <u>(6,366)</u> | <u>(40,233)</u> |
| TOTAL STOCKHOLDERS' EQUITY | <u>622,084</u> | <u>160,767</u> |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | <u>\$ 907,802</u> | <u>\$ 499,845</u> |

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
STATEMENT OF OPERATIONS
DECEMBER 31, 1999 AND 1998

| | <u>1999</u> | <u>1998</u> |
|---|----------------|-----------------|
| REVENUES FROM OPERATIONS | \$ 369,348 | \$ 245,728 |
| <u>COST OF REVENUES</u> | <u>178,864</u> | <u>45,276</u> |
| GROSS PROFITS | <u>190,484</u> | <u>200,452</u> |
| OPERATING EXPENSES | | |
| Depreciation | 83,038 | 101,030 |
| Other general and administrative expenses | 43,254 | 15,259 |
| Professional services | 23,532 | 75,860 |
| Equipment rental | <u>6,793</u> | <u>48,536</u> |
| TOTAL OPERATING EXPENSES | <u>156,617</u> | <u>240,685</u> |
| NET INCOME (LOSS) | <u>33,867</u> | <u>(40,233)</u> |

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
STATEMENT STOCKHOLDERS' EQUITY
DECEMBER 31, 1999 AND 1998

| | Common Stock Shares | Amount | Additional Paid-in Capital | Accumulated Deficit | Total Stockholders' Equity |
|------------------------------|------------------------|-----------------|----------------------------------|------------------------|----------------------------------|
| Balance at January 1, 1998 | - | \$ - | \$ - | \$ - | \$ - |
| Issuance of common stock | 500 | 500 | 200,500 | - | 201,000 |
| Net loss | - | - | - | <u>(40,233)</u> | <u>(40,233)</u> |
| Balance at December 31, 1998 | 500 | 500 | 200,500 | (40,233) | 160,767 |
| Issuance of common stock | 500 | 500 | 426,950 | - | 427,450 |
| Net Income | - | - | - | <u>33,867</u> | <u>33,867</u> |
| Balance at December 31, 1999 | <u>1,000</u> | <u>\$ 1,000</u> | <u>\$ 627,450</u> | <u>\$ (6,366)</u> | <u>\$ 622,084</u> |

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTAL.COM AMERICA CORPORATION
STATEMENT OF CASH FLOWS
DECEMBER 31, 1999 AND 1998

| | <u>1999</u> | <u>1998</u> |
|---|------------------|------------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net income (loss) | \$ 33,867 | \$ (40,233) |
| Adjustments to reconcile net income (loss) to cash from operating activities: | | |
| Depreciation | 83,038 | 101,030 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (28,137) | (64,963) |
| Other receivables | (104,800) | - |
| Accounts payables and accrued Liabilities | <u>(3,360)</u> | <u>118,447</u> |
| NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES | <u>(19,392)</u> | <u>114,281</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of property and equipment | <u>(353,270)</u> | <u>(535,496)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Note payable to supplier: | | |
| Proceeds | - | 420,631 |
| Repayment | (50,000) | (200,000) |
| Issuance of common stocks | <u>427,450</u> | <u>201,000</u> |
| NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES | <u>377,450</u> | <u>421,631</u> |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 4,788 | 416 |
| BEGINNING CASH AND CASH EQUIVALENTS | <u>416</u> | <u>-</u> |
| ENDING CASH AND CASH EQUIVALENTS | <u>\$ 5,204</u> | <u>\$ 416</u> |

See Accountant's Compilation Report and Accompanying Notes to Financial Statements

TOTALCOM AMERICA CORPORATION
NOTES TO FINANCIAL STATEMENT
DECEMBER 31, 1998

A. BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES

BUSINESS

The Company was incorporated in 1997, under the laws of the State of Florida, for the purpose of selling long distance and other telecommunication services in the United States, and to Latin America and Europe. Prior to 1999 the Company was under development stage. The Company is currently organizing operating entities in Venezuela and Spain for the purpose of maintaining local selling activities and supporting the U.S. operations.

CASH

The Company maintains its cash in two financial institutions. The balances are insured by the Federal Deposit Insurance Corporation up to \$100,000.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets. The Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

INCOME TAXES

At December 31, 1999 the Company has available unused operating loss carry-forwards, in the amount of approximately \$6,000, which may be applied against future taxable income through the year 2014. The related tax asset has not been recognized due to the uncertainty of the timing of its recognition.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

B. PROPERTY AND EQUIPMENT

| | Estimated Useful Lives (Years) | <u>1999</u> | <u>1998</u> |
|----------------------------------|---|--------------------------|--------------------------|
| Operating equipment and software | 5-7 | \$ 888,766 | \$ 535,497 |
| Less accumulated depreciation | | <u>184,068</u> | <u>101,030</u> |
| | | <u>\$ 704,698</u> | <u>\$ 434,467</u> |

TOTALCOM AMERICA CORPORATION
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 1998
(Continued)

C. NOTE PAYABLE

Note payable to equipment supplier represent amounts due for telecommunication equipment purchased from one vendor on 14 months payment terms at 10.5% interest, beginning March 1, 2000. The note requires a contract payment of \$50,000. As of February 17, 2000, the parties had not signed the promissory note.

D. STOCKHOLDERS' EQUITY

In December 1999, the Company issued 400 shares of common stock to a related party in exchange for new telecommunication equipment valued at a cost of \$277,450. Also in December 1999, the Company issued 100 shares of common stock to existing shareholders in exchange for \$100,000 to be funded by March 31, 2000. During 1999, the shareholders contributed \$50,000 in additional paid in capital.

Total Com America, Co.

Resume of: **Socrates A. Romay I.**

Computer Engineer

I. - PERSONAL INFORMATION

First Name and Last Name: Socrates Alfredo Romay Inciarte
Home Address: 16255 Emerald Cove Rd. Weston. Florida 33331
Telephones: (954) 349-9514 (Home)
(305) 372-3400 (Business)
E-Mail: socrates@totalcom.net
Profession: Computer Engineer
Languages: English / Spanish

II. - EDUCATION

PRIMARY EDUCATION: Maristas College (First to Sixth Grade)
September 1976 to July 1982
Degrees obtained: Primary Education Certificate
High School Education: Latin Institute
October 1982 to July 1987

HIGHER EDUCATION:
University: "Rafael Urdaneta"
Place: Maracaibo – Zulia State – Venezuela
Faculty: Engineering
Computer School: Computer Engineer
University Degree: Computer Engineer
Special Degree Work: "Expert System for Diagnose of Equipment Faults IBM PC and Compatible"

FOURTH LEVEL STUDIES:

University: "Rafael Urdaneta"
Faculty: Administration
School: Administration
Degree Course: Msc. In Business Administration

Total Com America, Co.

III. - EXPERIENCE OBTAINED

PROGRAMMING LANGUAGES:

- ASSEMBLER 8086-8088
- ASSEMBLER Z-80
- BASIC
- "C"
- COBOL
- HTML V.X
- LEVEL FIVE
- PASCAL
- PROLOG
- JAVA
- ABAP 4
- PERLS
- Others

COMMERCIAL PACKAGE:

- MICROSOFT OFFICE 4.2,95,97, 2000
- PERFECT OFFICE V 3.0
- PURCHASE MASTER
- SALOMON
- SAP /R3
- Others

GRAPHIC DESIGNS:

- ABC GRAPHICS SUITE
- ADOBE PAGE MAKER V.6.X
- ADOBE PHOTO SHOP V.X
- COREL DRAW V.X
- VISIO V.X
- ULEAD PHOTOIMPACT
- IMAGE COMPOSER
- Others

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DATABASE:

- ORACLE
- INFOMIX
- PROGRESS
- MICROSOFT SQL
- FOX-PRO V.X

OPERATIVE SYSTEMS:

- MS-DOS V.X
- NetWare NOVELL 2.X
- NetWare NOVELL 3.X
- NetWare NOVELL 4.X
- OS/2 V 3.0 Watp
- SCO UNIX
- SCO XENIX SYSTEM V
- SUN SOLARIS
- ULTRIX
- UNIX INTERACTIVE
- WINDOWS 3.X
- WINDOWS 95
- WINDOWS 98
- WINDOWS NT SERVER V.X
- WINDOWS NT WORKSTATION V.X
- WINDOWS WORK GROUP
- WINDOWS 2000 ADVANCED SERVER
- WINDOWS 2000 PROFESSIONAL

BACKUP:

- CHEYENE ARC SERVE FOR NetWare AND WINDOWS NT
- SURE STORE FOR WINDOWS 95/NT

COMPUTERS UTILIZED:

- IBM PC, AT, PS/2 AND COMPATIBLES FROM 8086 TO PENTIUM III Xeon
- MINI VAX DIGITAL
- SUN
- BURROGHES B-1900
- IBM AS/400 MOD. 530
- APPLE MACINTOSH
- SILICON GRAPHICS WEB FORCE

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- COMPAQ PROLIANT SERVER DUAL PROCESSOR
- COMPAQ PROSIGNIA SERVER 500
- IBM PC SERVER 500
- FAMILY H.P. SERVERS.

ROUTER UTILIZED:

- HP ROUTER, MOTOROLA
- CISCO ROUTER AND SWITCH
- ASCEND (ROUTER AND TELECOMMUTING)

WEB TOOLS:

- FRONT PAGE 97, 98, 2000
- MICROSOFT INTERNET INFORMATION SERVER
- MICROSOFT COMMERCIAL INTERNET SERVER
- COREL WEB DESIGN
- HTML V.X.
- FIREWALL BORDERWARE
- RAPTOR EAGLE FIREWALL
- JAMBA
- NET FUSION
- COLD FUSION
- APACHE
- Others.

TECHNOLOGICAL ADVISOR:

- Active Participant In Meeting of G.E.S.I. (System Manager Information)
- Consultant to Beta Electronic Co. Attn. Alberto Diaz
- Consultant C.A. De Seguros La Occidental, Attn. Lesley Sanchez
- Consultant to Bank Occidental de Descuento, Attn. William Peña
- Consultant to Gaffury Systems, Attn. Luis Gaffury
- Consultant to Jesus Enrique Lossada Institute, Attn. Amansio Jr. Ojeda
- Consultant to Meroeca System Co., Attn. Jose Blanco
- Consultant to Re Engineering Co., Attn. Domingo Fossi
- Consultant to Regional Housing Institute, Attn. Vivian Ramirez
- Fluid And Drilling Stodge Co. , Attn. Marielba Reyes
- I.U.T.E.P.E.C. Attn. Carlos Acosta
- Tuchman Medi Fours. Att. Eddy Tuchman

Total Com America, Co.

IV. - PUBLICATIONS

- Handbook for INFORMIX SQL AND 4GL USERS
- Handbook for UNIX USERS
- Handbook for Users, "C" LANGUAGE FOR PROFESSIONALS
- Handbook on WINDOWS FOR THE USERS
- Handbook on NETWORK FUNDAMENTALS
- Handbook to ADMINISTRATIVE NOVELL 3.11 AND 3.12 NETWORKS
- Special degree work to opt for the degree of Computer Engineer. EXPERT SYSTEM FOR DIAGNOSE OF EQUIPMENT FAULTS IBM PC AND COMPATIBLE

V. - COURSES AND OTHERS PERSONAL AWARDS

- Finalist of 8th Olympic contest on Venezuelan Math, CENAMEC 1985
- Finalist of 4th Olympic contest on Venezuelan chemistry, CENAMEC 1986
- Finalist of 10th Olympic contest on Venezuelan Math, CENAMEC 1987
- Student English at C.E.V.A.Z. (Venezuelan American of Zulia Center Education)
- Applied and electronic participant at the Computers Symposium. BANCOMARA, May 1993
- Course of operator of ham radio Class B. Certificate No. 43315, May 1990
- Ham Operator with the acronyms YV-1-GEC
- Course of Operation and Computer Programming BASIC and COMBOI., May 1987-88
- Participant at Seminar on Computation, Place Hotel Del Lago, Maracaibo, August 1993
- Participation at Seminar of ORACLE de Venezuela, September 1994
- NetWare Administration. Place University Los Andes, August 1994
- Participant of Corporate Connection '94. Place Hotel Tamanaco, Caracas, July 1994
- Course Supporting Windows NT. Place Fin de Siglo, Maracaibo, December 1994
- First Scientific Symposium on Administration. Place L.U.Z., Maracaibo, November 1991
- Course of INFORMIX SQL and 4-GL, Place XIBER, Maracaibo, 1993
- Computer Assembling. Place Maracaibo, 1993
- Course of Modeling and Design of Data Base, Place ORACLE, Maracaibo 1993
- Course of ORACLE SQL FORMS, SQL MENU, SQL REPORT, Place ORACLE, Maracaibo, 1993
- Course ORACLE SQL PLUS and PL/SQL. Place Maracaibo, 1993
- Course MICROSOFT PROJECT. Place Bank Occidental de Descuento, Maracaibo, 1995



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- Customization Course DP-500 UNISYS. Place Bank Occidental de Descuento , Maracaibo 1995
- INCE Course, Methodology on teaching occupations inside the company. Place Bank Occidental de Descuento, Maracaibo, 1995
- INCE Course. Capacitating and Training for Supervisors. Place Bank Occidental de Descuento, Maracaibo, 1995.
- Meeting in Telecommunications. Place Hotel Del Lago, Maracaibo, 1996
- Tools to create from IBM. Place Hotel Eurobuilding, Caracas, November 1994
- New ways to do things Hewlett Packard. Place Quinta La Esmeralda, Caracas, February 1995
- OS/2 Warp the IBM, Place Hotel Tamanaco, Caracas, March 1996
- FBA Navigator UNYSIS, Place UNYSIS, Caracas March 1996
- MOSAIC ISC Bunkers Ramo Olivetti. Place ISC, Caracas March 1996
- MCI Network, Place: Hotel Radisson, Miami, 1996
- BellSouth Network, Place: Hotel Radisson, July 1996
- AT&T Seminar. Emerging Technologies. Place Hotel Inter-Continental. Miami, FL. March 1997
- Cisco Seminar. Place: Hotel Biltmore. March 1997
- Lan Art Bandwidth on Demand. Place: Hotel Sheraton, Fort Lauderdale, FL. April 1997
- Microsoft. Technology Tour Spring 1997. Place: Mall Miracle Mile, Miami, FL. May 1997
- National Instrument. SCADA process. Hotel Sheraton, Fort Lauderdale, FL. May 1997
- National Instrument. Using Advanced PC Technologies, Hotel Sheraton. Fort Lauderdale, FL. October 1997.
- Net-Comm. Place: Broward Convention Center. June 1997
- Intel-Card. Seminar Switching Platforms. Place: Fontainebleau Hilton Hotel. November 1997
- CONDEX, Miami Convention Center. Miami, December 1996
- CONDEX , Miami Convention Center. Miami, December 1997
- 3 Com Seminar "Enterprise Manager". Embassy Suite. Ft Lauderdale, March. 1998
- ECI Telematics DTX-360 and ACP-50. Miami, FL. June 1998
- Net-Comm. Place: Broward Convention Center. April 1998
- ExpoCom '99. Madrid. Spain. June 1999
- Network Security Cisco Systems. July 1999
- ATM Fundamentals Cisco Systems. July 1999
- WAN Networking Cisco Systems. July 1999
- Routing Cisco Systems
- Cisco 3810 Technical Presentation
- Course SAP/R3, Maracaibo, Venezuela. DESCA. August 1999
- Course ABAP 4, Maracaibo, Venezuela. DESCA. November 1999
- CONDEX, Miami Convention Center. Miami. November 1999
- Course E-Commerce Hotel Sheraton, Fort Lauderdale. November 1999

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- Course Voiceware Platform. Hotel Sheraton, West Palm Beach. February 2000
- Course Cisco Systems, Introduction Configuration Router. May 2000
- Course Microsoft Windows 2000 Installation and Configurations. May 2000
- Course Microsoft Windows 2000 Web Server Migration and Coexistence. January, 2001.
- And Others.

VI. - WORK EXPERINCE

WORK PERFORMED IN PREVIOUS JOB:

Title: Vice-President of Technology

Company Name: Miami Worldwide Trading, Project: Total Com America, Worldwide Net Comm

June , 1998- today's date. Miami, Florida

Title: Technical Support Analyst. April 1996-January 1997

Company Name: C.V.G. International America Inc. Miami, Florida.

Title: Manager of Microcomputer and Technological Advisor. July 1994- July 1996

Company Name: Bank Occidental de Descuento, S.A.C.A.

Title: Novell Netware / Windows 3.0, 3.1, 3.11 / Office Tools Teacher. July -1994 - February 1996. Company Name: Bank Occidental de Descuento, S.A.C.A.

Title: President

Company Name: Romay Computers. July 1992- July 1994

Title: Chief of Data Processing Unit and Technological Advisor. June 1993- June 1994

Company Name: Institute of Technological Pedro Emilio Coll.

Title: Systems Analyst. June 1992- May 1993

Company Name: Xyber Systems, Corp.

Title: Database Teacher. June 1992- May 1993

Company Name: Institute of Technological Pedro Emilio Coll.



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VII. - TRASLATION (TITLE)

Let it be Know that, the citizen Socrates Alfredo Romay Inciarte, holder of I.D. Card No. 9.762.964., candidate to Title of Computer Engineer Has fulfilled all the required by the Law to obtain it, and for that reason by Name of the Republic and by Authority of Law, I bestow upon him the Title of:

COMPUTER ENGINEER

Take account of this upon at the secretarial office of this University, and held in the entire Republic.

SOCRATES ALFREDO ROMAY INCIARTE

As such Computer Engineer with all rights bestow by Law, on behalf of with I undersign the present diploma a long with the secretary I the dean and two professors of this University in Maracaibo on the twenty first day of the month of the year Nine Hundred and Nine Three.

Total Com America, Co.

Resume of: **Antonio Brito Almenara**
Title: **President**

Age: 64 years

Born in Tenerife, Canary Islands (Spain)

Naval Engineer – 1957
Santa Cruz Tenerife Naval Academy (Canary Islands)

Married, 6 children; 4 adults and 2 minors

1960, VENEZUELA: Founder of the Corporation ZULIA ELECTRONICA, C.A.
(Telecommunications) in charge of rendering services to Oil companies
and banks.
Appointed President, acquiring 50% of shares.
Currently has 85%

1962: Course, PYE Telecom CAMBRIDGE, United Kingdom
In reference to Multichannels, telecontrol and telemeasurement systems.
Duration: Three (3) months.

VENEZUELA 1963: Course in Business Administration
At Zulfa University
Duration: Three (3) months

1964: Course in Pelapone, United Kingdom
In reference to mechanical UPS equipment of absolute continuity, including
Diesel engines; this equipment was installed in Venezuela on that date.
Duration: Fifteen (15) days

1965: Development of a National Microwave System (multichannel) with PYE equipment,
in the whole country, to be used by the Oil industry, Banks and industries in general.
Investment \$3,480,000.00

1970: Establishment of the corporation named Sistemas Rurales de Venezuela [Venezuelan
Rural Systems], to the service of milk processing and agricultural industries.

Total Com America, Co.

- 1986: Establishment of the corporation named Comercio Marítimo KUBAGUA.
A corporation dedicated to tuna fishing with ships in the Pacific Ocean, having two (2) ships of four hundred (400) tons each, owing 65% of said corporation.
It was sold to a Panamanian Group in 1980.
- 1992: Creation of the MIAMI WORLDWIDE TRADING CO. USA., a corporation dedicated to exports and imports.
- 1996: Creation of the corporation named TELECOMUNICACIONES TRUNKLINE, C.A., dedicated to trunk communication systems and currently has four thousand (4,000) subscribers.
Appointed President, acquiring 60% of shares.
- 1998: Establishment of the corporation named Comunicaciones Móviles MOVITEL, C.A., dedicated to render telecommunication outsourcing services to Petróleos de Venezuela (PDVSA), throughout the National Territory.
The investment was of \$12,000,000.00 with ERICSSON equipment and it was financed by BBV of London. ZULIA ELECTRONICA, C.A. has 50% of shares in this corporation.
- 1999: Establishment of TOTALCOM AMERICA,
Dedicated to National and International Long Distance telecommunications, being based in the USA, with offices in TOTALCOM VENEZUELA, C.A. (Caracas) and TOTALCOM EUROPA (Madrid).
Approximate investment of the group, 5.5 million dollars.

Assets in Investments in corporations, Real Estate, etc.
USA, Venezuela and Spain, approximately \$12,500,000.00



TotalCom America, Co.

Resume of: **Antonio Eduardo Brito Mosquera**
Title: **Vice President**

Age: 34 years

Born in Caracas (Venezuela)

Electronic Engineer -- 1990
Rafael Urdaneta University (Maracaibo)

Married, 3 children

1984: Courses at UCF (USA)
English and Academic Preparation
(1 year)

1989: Establishment of the corporation named MENCA (Montajes y Mantenimientos
Electromecánicos C.A.) [Electromechanical Assembly and Maintenance]
Appointed vice-president, obtaining 25% of shares.

1990: Projects and Execution of electromechanical works
Hotel del Lago Maracaibo \$3,680,000.00

1994: Project and execution of the industrial facilities of the Frigorífico Industrial
Bolívar (Perija – Edo. Zulia) \$4,260,000.00

1995: Establishment of TDM DE VENEZUELA.
Dedicated to heavy transportation.
Appointed President. Currently has 15% of shares.

1996: Belongs to the Board of Directors of ZULIA ELECTRONICA, C.A.
Appointed Vice-president.
Acquired 15% of the company shares.

1996: Appointed Vice-president of TELECOMUNICACIONES TRUNKLINE, C.A.
Acquired 15% of the company shares.

1996: Courses in Management and Business Administration.
At the IESA VENEZUELA
Duration: Two (2) months.

Total Com America, Co.

1997: Projects and establishment of corporations in the USA, TOTALCOM AMERICA.
Responsible for all international traffic and carrier relationships.

1997: Appointed President of TOTALCOM VENEZUELA, C.A.
Acquired 15% of the company shares.

2000: Investments in TOTALCOM AMERICA.
Appointed Vice-president.
Acquired 15% of the company shares.

Approximate assets between USA, Venezuela and Spain, \$2,150,000.00

Total Com America, Co.

Resume of Antonio F. Izquierdo.

• Education :

- From October 1976 Licensed Spanish Merchant Marine Officer. Spanish Merchant Marine Academy of Tenerife (Spain).
- Until May 1982 Spanish Merchant Marine and technical preparation on board of Spanish Merchant ships. In Spain, these studies have the same academic level as Engineering.
- January 1986 Course of Formation for the Manager. Confederation of Managers Tenerife of the Small and Medium Companies. (Spain).
- From January 1986 Course of Management and Development of Small and Medium companies. Ministry of Work and Social Security. National Institute of Employment,. Santa Cruz of Tenerife (Spain).
- Until March 1986
- From October 1986 Sales and Marketing. Ministry of Work and Social Security. National Institute of Employment. Santa Cruz de Tenerife (Spain).
- Until December 1986
- From January 1997 Management of Communications and Corporate Image. Institute of Superior Studies of Administration (IESA). Caracas (Venezuela).
- Until February 1997

• Professional Experience:

- From May 1987* *Sub-Director of Warehouse, of Deposits Almacenes Numero Uno, S.A. Company established in Canary Islands (Spain). It is a franchise system in the segment of clothes and house furnishing with 150 stores in all the geography and around 2.000 employees.*
- Until April 1989
- From April 1987 General Coordinator of Automatic Systems. In April 1989 Depositos Almacenes Numero Uno, S.A. began the process of installation and setting in progress of the automatic system by means of computers, that administers all the functions of the
- Until September 1992

Total Com America, Co.

company. His function was coordinate the installation, setting in progress, tracking and improvement as much the automatic systems as physical work.

From September 1992
Until November 1995

Director of the Department of Transports of Depositos Almacenes Numero Uno, S.A. His work was the tracking of the goods purchased. Set up and tracking of the transportation and insuring the merchandise from factory to the warehouse of the company and the posterior distribution (with own means) to the different points of sale to the final user.
The company purchases are carried out in America, Africa, Asia and Europe.

From December 1995
Until June 1997

General Coordinator and Manager of Communications of Zulia Electronica, C.A., Trunkline, C.A. and TDM, C.A. Group of Venezuelan companies of the segment of the telecommunication the first, and transportation and distribution of goods the last. He realizes the management of operations and communications between the different departments of the companies of the group.

From June 1997
Until July 2000

General Manager of Miami Worldwide Trading. This company is in the telecommunication business since 1992. Its main activity is telecommunication equipment and technical support export to customers in Latin America and Europe.

From July 2000
Until Today

Director of Totalcom America Corporation.

Total Com America, Co.

Resume of Maria I. Brito

- Education:

From October 1983 Spanish Academy of Management Sciences of Santa Cruz de Tenerife
Until June 1984 (Spain).

From October 1984 Technician in Tourist Companies, in the School of Tourism of Santa
Until June 1985 Santa Cruz de Tenerife (Spain).

- Professional Experience

From January 1988 Director of Purchases of Royal Musical Canarias.
Until November 1995 The activity of this company develops in the segment of the classical music, musical Instruments, publications, disks, musical education, etc. Their main points of purchases are C.E.E., Czech Republic and South Korea.

From December 1995 Director of Purchases and International Representative of Zulia
Until June 1997 Electronica, C.A., Trunkline, C.A., and TDM, C.A. Group of Venezuelan companies of the segment of the telecommunication the two first and transportation and distribution of goods last. She manages the administration of purchases of these companies. The purchase points of these companies are U.S.A and the C.E.E.

From June 1997 General Administrator of Miami Worldwide Trading.
Until today This company is in the telecommunication business since 1992. Its main activity is telecommunication equipment and technical support export to customers in Latin America and Europe.