

LAW OFFICES OF THOMAS K. CROWE, P.C.
2300 M STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20037

TELEPHONE (202) 973-2890
FAX (202) 973-2891
E-MAIL tkcrowe@bellatlantic.net

June 4, 2001

BY OVERNIGHT DELIVERY (850-413-6770)

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

Re: America's Digital Satellite Telephone

D10808-TJ

Dear Sir or Madam:

Please find enclosed an original and seven (7) copies of America's Digital Satellite Telephone's application to supply interexchange telecommunications services in the State of Florida.

Also enclosed is a check payable to the "Florida Public Service Commission" in the amount of \$250.00 to cover the requisite filing fee.

Please acknowledge receipt of this filing by file-stamping and returning the extra copy of this application in the self addressed, stamped envelope provided for this purpose. Should you require further information, please contact the undersigned.

Sincerely,



C. Jeffrey Tibbels
Daron T. Threet,
Counsel for America's Digital Satellite
Telephone

Enclosure

DOCUMENT NUMBER-DATE
07003 JUN-5 2001
REC'D-RECORDS & REPORTING

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

--
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 Page 16).
- ◆ 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 company.

- ◆ If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480**

1. This is an application for (check one):
- Original certificate** (new company).
 - Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.
 - Approval of assignment of existing certificate:** Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
 - 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:

America's Digital Satelite Telephone

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

America's Digital Satelite Telephone

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

3750 South Jones Blvd.

Las Vegas, NV 89103

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

NRAI Services, Inc., 526 E. Park Ave.

Tallahassee, FL 32301 6.

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.
- (X) **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;

- | | |
|--------------------------|-------------------------|
| () Individual | () Corporation |
| (XX) Foreign Corporation | () Foreign Partnership |
| () General Partnership | () Limited Partnership |
| () 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:**

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

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

F01000002636

See Exhibit A.

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): 880462302

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

--
-

17. Who will receive the bills for your service?

- Residential Customers Business Customers
 PATs providers PATs station end-users
 Hotels & motels () Hotel & motel guests
 Universities Universities dormitory residents
 Other: (specify) _____

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

(a) The application:

Name: Thomas K. Crowe, Esq.

Title: Attorney

Address: 2300 M Street, N.W., Suite 800

City/State/Zip: Washington, DC 20037

Telephone No.: (202) 973-2890 **Fax No.:** (202) 973-2891

Internet E-Mail Address: tkcrowe@bellatlantic.net

Internet Website Address: www.tkcrowe.com

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

Name: Damian Cipriani

Title: President

Address: 3750 South Jones Blvd.

City/State/Zip: Las Vegas, NV 89103

Telephone No.: (702) 221-8855 Fax No.: (866) 678-6611

Internet E-Mail Address: _____

Internet Website Address: http://www.ADST.tv

(c) Complaints/Inquiries from customers:

Name: Byron Mitchell

Title: Customer Service Manager

Address: 3750 South Jones Blvd.

City/State/Zip: Las Vegas, NV 89103

Telephone No.: (866) 531-8083 Fax No.: (866) 678-6611

Internet E-Mail Address: _____

Internet Website Address: http://www.ADST.tv

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

None.

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

Indiana, Nevada, New York, Texas, Wyoming,

and Oregon.

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

Colorado, Iowa, Michigan, Montana, New Jersey,

Virginia.

(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.

No. _____

(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.

No. _____

21. The applicant will provide the following interexchange carrier services \sqrt (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. x 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 providers**

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.)

I. **Travel service**

- Method of access is 950
- Method of access is 800

j. **900 service**

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

1. **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).

See Exhibit B.

23. Submit the following:

A. Managerial capability; give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each. See Exhibit C.

B. 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. See Exhibit D.

C. Financial capability.

See Exhibit E.
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) See Exhibit E.
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.

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Damian Cipriani
Print Name


Signature

President
Title

5/29/01
Date

(702) 221-8855 (866) 678-6611
Telephone No. **Fax No.**

Address: 3750 South Jones Blvd.
Las Vegas, NV 89103

THIS PAGE MUST BE COMPLETED AND SIGNED

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 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:

Damian Cipriani

Print Name

President

Title

(702) 221-8855

Telephone No.



Signature

5/29/01

Date

(866) 678-6611

Fax No.

Address: 3750 South Jones Blvd.

Las Vegas, NV 89103

THIS PAGE MUST BE COMPLETED AND SIGNED

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 interexchange telecommunications 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:

Damian Cipriani
Print Name

President
Title

(702) 221-8855
Telephone No.


Signature

5/29/01
Date

(866) 678-6611
Fax No.

Address: 3750 South Jones Blvd.
Las Vegas, NV 89103

CURRENT FLORIDA INTRASTATE SERVICES

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

If the answer is has, fully describe the following:

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

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

UTILITY OFFICIAL:

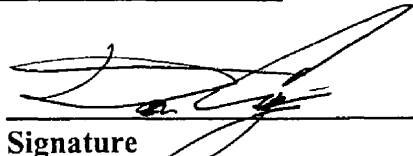
Damian Cipriani
Print Name

President
Title

(702) 221-8855
Telephone No.

Address: 3750 South Jones Blvd.

Las Vegas, NV 89103


Signature

5/29/01
Date

(866) 678-6611
Fax No.

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

EXHIBIT A

-

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. America's Digital Satelite Telephone, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)

2. Nevada (State or country under the law of which it is incorporated) 3. 88-0462302 (FEI number, if applicable)

4. February 3, 2000 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. July 1, 2001
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3750 South Jones Blvd, Las Vegas, NV 89103

(Current mailing address)

8. Reseller of Long Distance Telecommunication Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip code)

10. **Registered agent's acceptance:**

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

(Registered agent's signature)

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

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
01 MAY 16 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached schedule

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

FILED
01 MAY 16 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached schedule

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____

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

14. Damian Cipriani, President

(Typed or printed name and capacity of person signing application)

**ATTACHMENT
AMERICA'S DIGITAL SATELITE TELEPHONE, INC.**

-List of Officers and Directors

OFFICERS: Damian Cipriani, President and Secretary
3750 South Jones Blvd.
Las Vegas, Nevada 89103

DIRECTORS: Damian Cipriani
3750 South Jones Blvd.
Las Vegas, Nevada 89103

FILED
01 MAY 16 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT B

FLORIDA TELECOMMUNICATIONS TARIFF

OF

America's Digital Satellite Telephone

3750 South Jones Blvd.
Las Vegas, NV 89103

RESALE INTEREXCHANGE TELECOMMUNICATIONS SERVICE

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of telecommunications services provided by America's Digital Satellite Telephone ("ADST") within the State of Florida. This tariff is on file with the Florida Public Service Commission ("Commission"). Copies may be inspected during normal business hours at the Company's principal place of business; 3750 South Jones Blvd., Las Vegas, NV 89103.

ADST is a provider of interexchange telecommunications services on a 24-hour basis. Service is provided for the direct transmission and reception of voice and data communications between points within the State of Florida as an adjunct to ADST's interstate service.

Issued:

Issued By:

Damian Cipriani
President

America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

Effective Date:

CHECK SHEET

The Sheets 1 through 43 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s).

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

Issued:

Effective Date

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

CHECK SHEET (CONT'D.)

<u>SHEET</u>		<u>REVISION</u>
22	-	Original
23		Original
24		Original
25		Original
26		Original
27		Original
28		Original
29		Original
30		Original
31		Original
32		Original
33		Original
34		Original
35		Original
36		Original
37		Original
38		Original
39		Original
40		Original
41		Original
42		Original
43		Original

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

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Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

CONCURRING CARRIERS

None

CONNECTING CARRIERS

None

OTHER PARTICIPATING CARRIERS

None

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

EXPLANATION OF SYMBOLS

- (D) To signify **deleted or discontinued** rate, regulation or condition.
- (I) To signify a change resulting in an **increase** to a customer's bill.
- (M) To signify that material has been **moved from** another tariff location.
- (N) To signify a **new** rate, regulation condition or sheet.
- (R) To signify a change resulting in a **reduction** to a customer's bill.
- (T) To signify a change in **text or regulation** but no change to rate or charge.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd
Las Vegas, NV 89103
Telephone: (702) 221-8855

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, occasionally, 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 sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th Revised Sheet 14 cancels the 3rd Revised Sheet 14. Because of various suspension periods, deferrals, etc. the Commission follows in their tariff approval process, the most current sheet number on file with the Commission is not always the sheet in effect. Consult the Check Sheet for the sheet currently in effect.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

TARIFF FORMAT (CONT'D.)

- C. **Paragraph Numbering Sequence** - There are four levels of paragraph coding. Each level of code is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.1.
- D. **Check Sheets** - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff with a cross reference to the current revision number. When new sheets 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 sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The Tariff user should refer to the latest Check Sheet to find if a particular sheet is the most current on file with the Commission.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

APPLICATION OF TARIFF

This tariff contains the rates applicable to the provision of specialized intrastate resale common carrier telecommunications services by America's Digital Satellite Telephone between various locations within the State of Florida. All services are interstate offerings. Intrastate service is an add on service available only if the Customer subscribes to the Company's interstate offerings.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Account Code:

A numerical code, one or more of which are available to a customer to enable identification of individual users or groups of users on an account and to allocate costs of service accordingly.

Called Station:

The terminating point of a call (i.e., the called number).

Calling Card:

A card issued by Company containing such account numbers assigned to its Customer which enables the charges for calls made to be properly billed on a pre-arranged basis.

Company:

America's Digital Satellite Telephone.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

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

Commission:

The Florida Public Service Commission.

Customer:

The person, firm, corporation or other entity which orders or uses service and is responsible for payment of charges and compliance with tariff regulation.

Disconnect or Disconnection:

The termination of a circuit connection between the Originating Station and the Called Station or the Company's operator.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

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

Measured Service:

The provision of long distance measured time communications telephone service to customers who access the Company's service at its contracted interexchange carriers' switching and call processing equipment by means of access facilities obtained from local exchange common carrier(s). Company contracted interexchange carrier is responsible for arranging the access lines.

Point of Presence:

The point of physical interconnection between the local exchange company's local network and the interexchange carrier's network ("POP").

Postpaid Service:

Presubscribed service where subscribers are billed for and remit payment subsequent to the provision of service.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

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

Subscriber:

See "Customer" definition-

Travel Card:

See "Calling Card" definition.

V & H Coordinates:

Geographic Points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

Issued:

Effective Date:

Issued By:

Damian Cipriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
Telephone: (702) 221-8855

SECTION 2 - RULES AND REGULATIONS

2.1. Undertaking of Company

- 2.1.1. Company's services are furnished for telecommunications originating and/or terminating in any area within the State of Florida.
- 2.1.2. Company is a non-facilities-based provider of interexchange telecommunications to Customers for their direct transmission and reception of voice, data, and other types of communications.
- 2.1.3. Company resells access, switching, transport and termination services provided by interexchange carriers.
- 2.1.4. Customer's monthly charges for Company's service are based on the total time Customer actually uses the service. For billing purposes, the duration of each call will be rounded up in sixty (60) second increments unless otherwise specified.

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

2.1. Undertaking of Company (Cont'd.)

2.1.5. Subject to availability, the Customer may use authorization codes to identify the users or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

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

2.2. Limitations

2.2.1. Service is offered subject to availability of the necessary facilities and/or equipment and subject to the provisions of this tariff. Company reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.

2.2.2. Company reserves the right to immediately disconnect service upon its written notice when necessitated by conditions beyond the Company's control, or when the Customer is using the service in violation of either the provisions of this tariff, or in violation of the law pursuant to Section 2.3.

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

2.2. Limitations (Cont'd.)

- 2.2.3. The Company does not undertake to transmit messages, but offers the use of its facilities when available.
- 2.2.4. Title to all facilities provided by Company under these regulations remains in Company's name.
- 2.2.5. Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

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

2.3. Use

- 2.3.1. Service may be used for the transmission of communications by the Customer.
- 2.3.2. Service may not be used for any unlawful purpose or for any purpose for which any payment or other compensation is received by the Customer, except when the Customer is a duly authorized and regulated common carrier. This provision does not prohibit an arrangement between the Customer, authorized user or joint user to share the cost of service.
- 2.3.3. The Company strictly prohibits use of the Company's services without payment or an avoidance of payment by the Customer by fraudulent means or devices including providing falsified calling card numbers or invalid calling card numbers to the Company, providing falsified or invalid credit card numbers to the Company or in any way misrepresenting the identity of the Customer.

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

2.4. Liability of the Company

- 2.4.1. The liability of the Company for damages arising out of the furnishing of its services, including but not limited to mistakes, omissions, interruptions, delays, or errors, or other defects, representations, or use of these services or arising out of the failure to furnish the service, whether caused by act or omission, shall be limited to the extension of allowances for interruption as set forth in Section 2.6. The extension of such allowances for interruption shall be the sole remedy of the Customer and the sole liability of the Company. The Company shall not be liable for any direct, indirect, consequential, special, actual or punitive damages, or for any lost profits of any kind or nature whatsoever arising out of any defects or any other cause.

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

2.4. Liability of the Company (Cont'd.)

2.4.2. Company shall be indemnified and held harmless by the Customer against:

- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information or other content transmitted over Company's facilities; and
- B. Claims for patent infringement arising from combining or connecting Company's facilities with apparatus and systems of the Customer; and
- C. All other claims arising out of any act or omission of the Customer in connection with any service provided by Company.

2.4.3. The Company is not liable for any defacement of, or damage to, the equipment or premises of a Customer resulting from the furnishing of services when such defacement or damage is not the result of the Company's negligence.

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

2.4. Liability of the Company (Cont'd.)

2.4.4. No agents or employees of connecting, concurring or other participating carriers or companies shall be deemed to be agents or employees of the Company without written authorization.

2.4.5. Company shall not be liable for and the Customer indemnifies and holds harmless from any and all loss claims, demands, suits, or other actions or liabilities whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or person, for any personal injury to, death of any person or persons, and for any loss, damage, defacement or destruction of the premises of the customer or any other property, whether owned by the Customer or by others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by Company where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of the Company's negligence.

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

2.4. Liability of the Company (Cont'd.)

- 2.4.6. The Company is not liable for any failure of performance hereunder due to causes beyond its control, including, but not limited to, unavoidable interruption in the working of its circuits or those of another common carrier; acts of God, storms, fire, floods, or other catastrophes; any law, order, regulation, direction, action, or request of the United States Government, or any other governmental entity having jurisdiction over the Company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such instrumentality or any one or more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages, or other labor difficulties; or notwithstanding anything in this tariff to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment.

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

2.4. Liability of the Company (Cont'd.)

2.4.7. The Company shall not be liable for damages or adjustments, refunds, or cancellation of charges unless the Customer has notified the Company, in writing, of any dispute concerning charges, or the basis of any claim for damages, after the invoice is rendered by the Company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to Florida law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claims or demands.

2.4.8. The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of its communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls from the Customer's premises and the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. The Customer shall be fully liable for all such charges

2.5. Prepaid Subscriber Responsibilities

(Reserved for Future Use)

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

2.6. Interruption of Service

- 2.6.1. Credit allowance for interruptions of service which are not due to Company's testing or adjusting, to the negligence of the customer, or to the failure of channels, equipment and/or communications equipment provided by the Customer, are subject to the general liability provisions set forth in Section 2.4, herein. It shall be the obligation of the Customer to notify Company of any interruptions of service. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission of the Customer, not within the Customer's control.
- 2.6.2. No credit allowances will be allowed for an interruption of services for continuous duration of less than two hours.
- 2.6.3. The subscriber shall be credited for an interruption of two hours or more at the rate of 1/160th for each hour over two (2) such hours of interruption up to a maximum of 6/160th multiplied by the average monthly usage bill of the Customer. If service is activated for less than one (1) month, the monthly usage amount shall be determined by extending the actual usage for the days of service to thirty (30) days.

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

2.6. Interruption of Service (Cont'd.)

2.6.4. In the event of foreknowledge of an interruption in service for a period exceeding two hours, the subscribers will be notified in writing, by mail, at least one week in advance.

2.7. Restoration of Service

The use and restoration of service in emergencies shall be in accordance with part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

2.8. Minimum Service Period

The minimum service period is one month (30 days).

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

2.9. Payments and Billing for Postpaid Services

- 2.9.1. Charges for service are applied on a recurring and nonrecurring basis. Service is provided and billed on a monthly (30 day) basis. The billing date is dependent on the billing cycle assigned to the subscriber. Service continues to be provided until canceled by the Customer with no less than 30 days notice.
- 2.9.2. The Customer is responsible for the payment of all charges for services furnished to the Customer. Charges are based on actual usage and are billed monthly in arrears.
- 2.9.3. Billing will be payable upon receipt and deemed past due ten (10) days after issuance and posting of invoice. Bills not paid within thirty (30) days after the date of posting are subject to a 1.5% late payment charge for the unpaid balance, or the maximum allowable under state law. Each account shall be granted not less than one complete forgiveness of late payment charge, pursuant to Commission rules. Customers shall be notified by letter when eligibility for forgiveness of late payment charge has been utilized.

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

2.9. Payments and Billing for Postpaid Services (Cont'd.)

2.9.4. The name(s) of the Customer(s) desiring to use the service must be set forth in the application for service.

2.10. Billing Disputes

2.10.1. Billing disputes should be addressed to Company's Customer Service Organization via telephone to (866) 531-8083. Customer Service is available twenty-four hours per day, seven days per week.

2.10.2. In the case of a dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled with mutual satisfaction, the Customer can take the following course of action:

2.10.2.1. First, the Customer may request the Company perform an in-depth review of the disputed amount. (The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection).

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

2.10. Billing Disputes (Cont'd.)

2.10.2.2. Second, if there is still a disagreement about the disputed amount after the investigation and review by a manager of the Company, the Customer may appeal to the Commission for its investigation and decision. The address of the Commission is:

Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

2.11. Cancellation By Customer

2.11.1. Customer may cancel service by providing written or verbal notice to Company.

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

2.11. Cancellation by Customer (Cont'd.)

2.11.2. Customer is responsible for usage charges while still connected to the Company's service and the payment of associated local exchange company charges, if any, for service charges.

2.11.3. Any non-recoverable cost of Company expenditures shall be borne by the customer if:

- A. The Customer orders service requiring special facilities dedicated to the Customer's use and then cancels the order before such service begins, before completion of the minimum period or before completion of some period mutually agreed with the Customer for the non-recoverable portions of expenditures; or
- B. Liabilities are incurred expressly on behalf of the customer by Company and not fully reimbursed by installation and monthly charges; and
- C. Based on an order for service and construction has either begun or has been completed, but no service provided.

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

2.12. Cancellation By Company

2.12.1. Company reserves the right to immediately discontinue furnishing the service to Customers without incurring liability:

- A. In the event of a condition determined to be hazardous to the customer, to other customers of the utility, to the utilities equipment, to the public or to employees of the utility; or
- B. By reason of any order or decision of a court or any other governmental authority which prohibits the Company from furnishing such service; or
- C. If the Company deems such refusal necessary to protect itself or third parties against fraud or to otherwise protect its personnel, agents, facilities or services without notice.

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

2.12. Cancellation by Company (Cont'd.)

2.12.2. Company may discontinue service according to the following conditions upon ten (10) days written notice:

- A. For violation of Company's filed tariff.
- B. For the non-payment of any proper charge as provided by Company's tariff.
- C. For Customer's breach of the contract for service between the utility and Customer.
- D. When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.
- E. For unlawful use of the service or use of the service for unlawful purposes.
- F. If the Customer provides false information to the Company regarding the Customer's identity, address, credit-worthiness, past, current or planned use of Company's services.

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

2.12. Cancellation By Company (Cont'd.)

2.12.3. The discontinuance of Service(s) by the Company pursuant to this section does not relieve the Customer of any obligations to pay the Company for charges due and owing for Service(s) furnished up to the time of discontinuance. The remedies set forth herein shall not be exclusive and the Company shall at all times be entitled to all the rights available to it under law or equity.

2.12.4. The Company may refuse to permit collect calling, calling card, third number billing which it determines to be fraudulent and/or may limit the use of these billing options or services

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

2.13. Interconnection

2.13.1. Service furnished by Company may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Company. Any special interface of facilities necessary to achieve compatibility between the facilities of Company and other participating carriers shall be provided at the Customer's expense.

2.13.2. Interconnection between the facilities or services of other carriers shall be under the applicable terms and conditions of the other carriers' tariffs. The Customer is responsible for taking all necessary legal steps for interconnecting Customer provided terminal equipment or communications equipment with Company's facilities. The Customer shall secure all licenses, permits, rights-of-way, and other such arrangements necessary for interconnection.

2.14. Deposits

The Company does not require deposits from Customers

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)**2.15. Taxes and Surcharges**2.15.1. Taxes -

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

2.15.2 Public Pay Telephone Surcharge

In order to recover the Company's expenses and to comply with the FCC's pay telephone compensation plan (FCC CC Dkt. No. 96-128), a non-discountable per call charge is applicable to all completed dial-around intrastate calls which originate from public pay telephones. This surcharge is in addition to standard tariffed usage charges and any applicable service charges and surcharges. The Public Pay Telephone Surcharge will, whenever possible, appear as a separate line item on monthly bills to Customers.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)**2.16 Uncertificated Resale Prohibited**

Resale of any tariffed service appearing herein by uncertificated resellers is strictly prohibited. Applicable services may be resold only by Companies authorized by the Florida Public Service Commission to provide intrastate telecommunications services, in accordance with the Commission's rules. The Company requires proof of certification in the form of a Telephone Certificate of Public Convenience and Necessity, or a copy thereof, prior to providing services for resale.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1. Timing of Calls

- 3.1.1. The subscriber's long distance usage charge is based on the actual usage of Company's service. Usage begins when the receiver of the called number is answered. The moment of the called party's answer is determined by hardware supervision in which the local telephone company sends a signal to the underlying carrier's switch or the software utilizing audio tone detection. The timing of the call begins when the called party answers and terminates when either party hangs up.
- 3.1.2. Unless otherwise specified in this tariff, the minimum call duration for billing purposes is sixty (60) seconds with sixty (60) second billing increments thereafter.
- 3.1.3. Any portion of an applicable increment, after the appropriate minimum time for the call, will be rounded upward to the next increment. Calls less than the minimum length will be rounded to the minimum length.

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

3.1. Timing of Calls (Cont'd.)

3.1.4. There is no billing for incomplete calls.

3.2. Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations 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 and associated vertical and horizontal coordinates that are produced by Bell Communications Research in the V & H Coordinates Tape and appear in National Exchange Carriers Association Tariff No.4.

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

FORMULA: -

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

EXAMPLE: Distance between Miami and New York City:

	<u>V</u>	<u>H</u>
Miami	8,351	529
New York	<u>4,997</u>	<u>1,406</u>
Difference	3,354	(877)

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

3.2. Calculation of Distance (Cont'd.)

Square and add: $11,249,316 + 769,129 = 12,018,445$

Divide by 10 and round: $12,018,445/10 = 1,201,844.5$
1,201,844

Take the square root and round: $1,201,844 = 1,096.2$
1,096 miles

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

3.3. Description of Services

3.3.1. **One Plus Service** – enables a caller to complete calls within the State of Florida. The Customer may access the service by dialing “1”, plus the Numbering Plan Area (“NPA”) code and telephone number (Central Office (“CO”) code and station line).

3.3.2. **Calling Card Service** – is offered either alone or in conjunction with the One Plus Service as an optional feature. Remote Access to One Plus Service is utilized by Customers when off the network by dialing a toll-free number and entering an authorization code and dialing the number to which the Customers desire to be connected.

3.4 Minimum Call Completion Rate

Customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 96% during peak use periods for all ADST One Plus and Calling Card Services

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SECTION 4 - RATES**4.1. Subscriber Services****4.1.1. One Plus Services**

	Timing	
	Initial 60 Sec.	Add'l 60 Sec.
Intrastate	\$0.138	\$0.138

4.1.2. Calling Card Service

Rate per minute: \$0.138

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SECTION 4 - RATES (CONT'D.)

4.2. Surcharges

4.2.1. Public Pay Telephone Surcharge

The following charge is assessed on a per-completed call basis: \$0.25

4.2.2. Return Check Fee

The following charge is assessed for each returned check: \$20.00

4.2.3. Service Reconnection Fee

Customers requiring reconnection of services will be assessed a reconnection charge.

The following charge is assessed for each service reconnection: \$20.00

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SECTION 4 – RATES (CONT'D.)**4.3. 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. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

4.4. Special Rates For The Handicapped**4.4.1. 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 fifty within a billing cycle.

4.4.2. Hearing and Speech Impaired Persons

Intrastate toll message rates for TDD user shall be night rates at all times.

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EXHIBIT C

-

DEMONSTRATION OF MANAGERIAL COMPETENCE

America's Digital Satellite Telephone's day-to-day operations will be managed primarily by Damian Cipriani. Mr. Cipriani has seven years of managerial experience as well as experience as the owner and operator of a business. Mr. Cipriani has extensive experience in operations and personnel management, contract negotiations, and financial forecasting and budgeting. A copy of Mr. Cipriani's resume is attached hereto.

**America's Digital Satellite
Telephone**
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Damian Cipriani

Summary

Mr. Cipriani has been a Business Manager for the last seven years, managing up to eight employees and been involved in every facet of the operations.

Experience

2000-Present ADST Las Vegas, NV

President

- President and General Manager of long distance telephone service re-sale operation. Duties include contract negotiations and daily company operations managing.

1993-2000 DC Development Co Pompano Beach, FL

Owner

- Managed all operations of a commercial development company, including property acquisitions, contract negotiations and design coordination.

1990-1993 CG Construction Co. Pompano Beach, F

Supervisor

- Supervised operation of a residential construction operation, including personnel management, estimating, contract negotiations and bookkeeping.

EXHIBIT D

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DEMONSTRATION OF TECHNICAL COMPETENCE

ADST's technical operations will be managed by Manika Singh and Ashar Syed. Ms. Singh has a Bachelor of Science in Mathematics, a Master of Business Administration, and is currently pursuing a Master of Science degree in Computer Science. Ms. Singh has technical experience in computer programming and software engineering with additional experience in programs designed for the management of financial accounts, sales invoicing, and human resource management. Mr. Syed has a Master of Science degree in Computer Science and a Bachelor of Science degree in Computer Science. Mr. Syed has experience as a software engineer for a major telecommunications company that included the development of software applications for the processing of customer service complaints and inquiries, billing and automated operations systems. The resumes for each of these individuals are attached.

Ashar Syed

Career Objective

A challenging position as a Software Developer

Profile

Computer professional with high-energy and a positive-oriented drive. Disciplined, determined, confident and analytical with excellent leadership skills. Extremely fast learner and desire to gain more in the field of Information Technology.

Education

Master of Science, Computer Science, July 1998
University of South Alabama, Mobile, Alabama

Bachelor of Science, Computer Science, September 1995
Quaid-e-Azam University, Islamabad, Pakistan

Certified Internet Web Associate, June 2000



Professional Experience

Software Engineer, July 1999 – January 2001

Bellsouth Research and Development, Miami, FL.

Responsible for analyzing, designing, implementation, testing and maintaining of GUIs, Telephony, Internet and Database Systems related to telecommunications industry. Provide application modeling and programming expertise in building software solutions for maintenance and management of **Voice Processing, Customer Service and Billing systems** using **C++, MFC, Dialogic SDK, Green Leaf, Visual Voice, COM, ActiveX Controls, SQL Sever, Access.**

- Analyzed and designed **Client-Server Architecture** for customer services named QuickLink. This **Two-Tier** application is being by all customer service representatives to process customer complaints and requests. The presentation tier was modeled using **UML** and its architecture is based on **COM Components** and Object-Oriented technology. It was implemented using **C++, MFC, DLLs, ActiveX Controls**, and numerous other **Third Party Controls**, **SQL Server** is used in Data tier as **RDBMS**
- Analyzed, designed, implemented and maintaining **Voice Verification System**, which automatically plays voices for verification, manage and compressed them for further processing. Also **Voice Playing System**, which can decompress voices in different formats and plays them on demand. These multithreaded systems are operated on analog and digital dialogic cards and implemented using **C++, MFC, Dialogic SDK, Visual Voice, Green Leaf** and **SQL Server**
- Designed and incorporated new components to **Calling Card Processing System**, which automatically issues pin number, process calling cards and keep track of timings. This multithreaded system works on digital dialogic card and implemented using **MFC, C++, Visual Voice** and **SQL Server**.
- Implemented several tasks for automation, these processes automatically communicate to other long distance carriers through **Email** and **FTP**.
- Analyzed and implemented **Payroll System** for telemarketers and participated in **Billing Systems** using **Visual Basic, Access** and **Crystal Reports**

Software Developer, June 1998 – June 1999

IBM Global Services (Consultant), Tampa, Florida

Performed a vital role on several analysis, design, implementation and maintenance projects as team player for IBM on their **EDI Systems**

- Implemented several modules for **CGI Dynamic HTML** using **C** on **UNIX** platform
- Designed and implemented GUI using **JFC/Swing** for several expedite **JAVA Beans** components using **Visual Age for JAVA**
- Participated in object-oriented design using **UML** and implementation using **C** for Expedite Email Notification Manager
- Implemented compression and decompression modules using **C** and GreenLeaf libraries for **Client-Server E-Commerce Expedite System**
- Created and executed several integration and functional test cases for different software on **OS/2, UNIX, Mac, Windows** operations systems

Software Engineer, December 1995 – April 1998

American Society for Testing Materials (ASTM), Mobile, Alabama

Analyzed structured oriented existing DOS based version of CHETAH implemented in **FORTRAN**. Designed new Object-Oriented system, **GUI** and RDBMS for windows platform. The CHETAH 7.2 was implemented using **Visual Basic**, MS Access, ActiveX controls and several other third party controls. Also analyzed and designed several components for the next version using object-oriented methodologies. The components for CHETAH 7.3 were implemented using MFC, COM and DLLs.

- Involved in designing an **Object-Oriented system** for the conversion of Smiles Strings into Benson Groups and implementing it using **Visual C++(MFC)** for CHETAH
- Analyzed the existing DOS based system having Fortran code for scientific calculations and conventional file systems for records. Designed new system and implemented a very attractive user interface using **Visual Basic and C++**
- Designed and implemented the new RDBMS using **SQL and Access**
- **Co-author** of the manual for CHETAH 7.2

Technical Skills

System Development: C++ (Borland, VC++/MFC), Visual Basic, JAVA (JFC/Swing), JAVA Beans, C (ANSI), FORTRAN, Visual Voice, Transact-SQL, GreenLeaf, UNIX and DOS Shell programming

Operating Systems: MS Windows (NT/2000), UNIX (Solaris, AIX), MacOS, OS/2 and DOS

Database Management: SQL Server 6.5 and 7.0, Access, Visual Foxpro, SQL Server, ADO and ODBC

Web Tools: Visual Interdev, Visual Age, CGI, HTML, DHTML, JavaScript, VBScript, ASP, FormPage

Miscellaneous Tools: Visual Source Safe, CMVC, VOB, Rational Rose, Robo Help, Install Shield, Dialogic SDK, VideoSoft SDK, SheridanSoft SDK

References available on request

Manika Singh
905,Howell Court
Duluth, GA 30096
Phone 770-623-8547

OBJECTIVE: To obtain a position as a Programmer /Analyst (Visual Basic/C++)

TECHNICAL EXPERIENCE:

Backend : Oracle 8.0, Oracle 7.X, Access
Frontend : Visual Basic, Forms 5.0, Forms 4.5, Developer 2000
Languages : Visual Basic, C++, C, Pascal, HTML
OS : Windows NT, Windows 95, Windows 98, Unix

PROFESSIONAL EXPERIENCE:

Teller, First Union National Bank *Mar'98-Present*

Software Engineer, HEG Ltd, India *Dec '96- Feb '98*

Financial Accounting Management System

Environment : Access, Visual Basic
FAMS is an integrated system which interacted with Purchase, Stores & Sales Systems. It consists of the following modules:
-- Master Maintenance Module
-- Voucher Entry: Cash & Bank (Receipt & Payment), Journal Vouchers
-- Debit Note /Credit Note Entry
-- Batch Processing: Bills from Stores system & Sales system
-- Year end processing
-- Reports & Online Queries: Register, Trial Balance, Creditors

Sales Invoicing System

Environment : Access, Visual Basic
This is an integrated system with FAS. Sales System consists of following modules
--Master Maintenance Module.
--Order Load Entry : Order Coming from different customers are entered.
--Order Acknowledgement : Based on our production plan orders are acknowledged to customers
--Invoice: Based on order acknowledgement and dispatch plan invoices (direct sales, sales return, sample invoice etc.) are generated
--Reports & On Line Queries: Invoice printing on pre-printed stationary, Check runs, Quality wise reports, Region wise sales and other MIS Reports.

Human Resource Management System (HRMS)

Environment : Access, Visual Basic
HRMS is an integrated system to cater the need of Human Resource Dept. HRMS system consists of following modules:
--Personnel Information Module : Personal Information, Family information, Training Courses attended, Experience, Qualification Languages Known and any information required at the time of Performance Appraisal, and various MIS Reports.
--Attendance Recording module : Records In & Out coming time from

- attendance record machine, Leaves taken, Off day schedule, Manning entry, and other MIS Reports.
- Job Assignment Module : Jobs assigned to each employee weekly and Various Reports.
 - Payroll Module : Pay Slip Generation of Employee based on No. of days worked, leaves taken, loans taken and other benefits given to him. Department Wise Salary consumption, Bank & Cash Statements.

Assistant Sales Manager, Birla Ericsson Optical Limited ,India

Jun '95 -Dec'96

- Filing tenders & contracts with DOT(Department of Telecommunication) & Non DOT customers
- Planning the delivery schedule
- Supervision of timely and correct dispatch of material
- Supervision of billing
- Coordination between Plant and sales department
- Follow up of the credit collections from the customer
- Worked as the team member for internal ISO 9002 audit
- Prepared the sales department for ISO audit
- Reconciliation of sales accounts during yearly audit
- Reconciliation of deferred payments
- Reconciliation of Sales tax accounts
- Reconciliation of excise account with Sales account
- Responding to the customer complaints if any
- Analysis & follow up of the wrong deductions(if any) by the customer
- Preparation of monthly sales statement for Department of Telecommunications, India

EDUCATION :

Pursuing MS Computer Science at Southern Polytechnic State University, GA
 Masters of Business Administration, Major Marketing
 Bachelor of Science, Major Mathematics

June 1995
 August 1993

Visa Status: Permanent Resident

EXHIBIT E

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DEMONSTRATION OF FINANCIAL COMPETENCE

America's Digital Satellite Telephone is not yet operational and has not initiated the provision of telecommunications services. As such, it does not have audited financial statements, an income statement, or a statement of retained earnings. Despite this, as demonstrated in the Balance Sheet attached hereto, ADST maintains a current balance of \$233,741.71. Such capitalization is adequate to finance ADST's initial telecommunications service offerings.

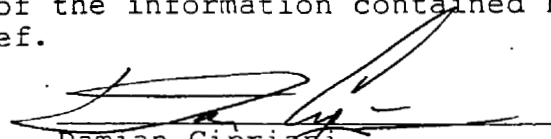
As America's Digital Satellite Telephone is a switchless reseller and does not own, operate or lease telecommunications facilities, it has no lease or ownership obligations at this time.

10:21 AM
05/01/01
Accrual Basis

**America's Digital Satellite Telephone
Balance Sheet
As of March 31, 2001**

	<u>Mar 31, 01</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking - Fidelity National	162,901.21
Total Checking/Savings	<u>162,901.21</u>
Total Current Assets	162,901.21
Fixed Assets	
Equipment	
Equipment - Cost	58,265.92
Total Equipment	<u>58,265.92</u>
Furniture	
Furniture - Cost	12,574.58
Total Furniture	<u>12,574.58</u>
Total Fixed Assets	<u>70,840.50</u>
TOTAL ASSETS	<u><u>233,741.71</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan From Stockholders	255,840.50
Total Other Current Liabilities	<u>255,840.50</u>
Total Current Liabilities	<u>255,840.50</u>
Total Liabilities	255,840.50
Equity	
Capital Stock	
Common Stock	10.00
Paid-in Capital	490.00
Total Capital Stock	<u>500.00</u>
Retained Earnings	-10,020.42
Net Income	-12,578.37
Total Equity	<u>-22,098.79</u>
TOTAL LIABILITIES & EQUITY	<u><u>233,741.71</u></u>

I, Damian Cipriani, President of America's Digital Satellite Telephone hereby attest to the accuracy of the information contained herein to the best of my knowledge and belief.



Damian Cipriani

5/29/01

Date