



ORIGINAL

1 August, 2001

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

011010-TI

Re: Heritage Technologies, Ltd. Application for Authority to Provide
Interexchange Telecommunications Service between Points within
the State of Florida

Enclosed for filing is the original and six (6) copies of Heritage
Technologies, Ltd.'s Application for Authority to Provide Interexchange
Telecommunications Service between Points within the State of Florida.

Also enclosed is an application filing fee of \$250.00 made payable to the
Florida Public Service Commission.

Thank you for your attention to these matters, and please do not hesitate
to call if you have any questions, or if I can be of further assistance.

Very Truly Yours,

Helen S. Morgan

Encls.

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with print of deposit.
Initials of person who forwarded check:
HSM

01 AUG - 3 AM 9:13

DISTRIBUTION CENTER DOCUMENT NUMBER-DATE

09436 AUG-3

011010-TI

SCANNED

HERITAGE TECHNOLOGIES, LTD.
APPLICATION
FOR
AUTHORITY TO PROVIDE
INTEREXCHANGE TELECOMMUNICATIONS SERVICE
BETWEEN POINTS
WITHIN THE STATE OF FLORIDA

DOCUMENT NO.
09436-01
8-3-01

**** 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):
- (x) **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:

Heritage Technologies, Ltd.

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

Heritage Technologies, Ltd.

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

2500A Central Parkway

Houston, TX 77092

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

13040 Old Cutler Road

Miami, Florida 33156

6.

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

- (x) **Facilities-based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.

- () **Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- (X) **Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- () **Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- () **Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers 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 |
| () Foreign Corporation | () Foreign Partnership |
| () General Partnership | () Limited Partnership |
| (X) Other <u>Foreign Limited Partnership</u> | |

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:**

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.

Please see Attachment A

(a) **The Florida registration number:** B01000000061

15. Provide **F.E.I. Number** (if applicable): 76-0649939

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?

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?

- (x) Residential Customers (x) 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: Helen S. Morgan

Title: Vice President - Regulatory

Address: 2500A Central Parkway

City/State/Zip: Houston, Texas 77092

Telephone No.: (713) 812-7019 **Fax No.:** (713) 812-7026

Internet E-Mail Address: hsm-ht@swbell.net

Internet Website Address: Not Applicable

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

Name: Jim F. Taylor

Title: President

Address: 2500A Central Parkway

City/State/Zip: Houston, Texas 77092

Telephone No.: (713) 812-7019 Fax No.: (713) 812-7026

Internet E-Mail Address: jft-ht@swbell.net

Internet Website Address: Not Applicable

(c) Complaints/Inquiries from customers:

Name: Sandra Johnston

Title: Vice President - Customer Service

Address: 2500A Central Parkway

City/State/Zip: Houston, Texas 77092

Telephone No.: (713) 812-7019 Fax No.: (713) 812-7026

Internet E-Mail Address: sj-ht@swbell.net

Internet Website Address: Not Applicable

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.

None

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

Texas

(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 of the officers, directors, or any of the ten
largest stockholders have previously been adjudged
bankrupt, mentally incompetent, or found guilty of
any felony or any crime.

(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.

Mr. Robert Rubin, former president of Strategic

Technologies, Inc. is no longer associated with the company.

Mr. Rubin has fulfilled his contract with Strategic Technologies, Inc.

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 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

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).
Please see Attachment B

23. Submit the following:

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

Please see Attachment 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.

Please see Attachment D. Four of the eight partners are registered

C. Financial capability. professional engineers.

Please see Attachment 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. Heritage Technologies, Ltd., a Texas Company, was formed July 14, 2000. The attached financial statements reflect the most recent annual information. 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:

Please see Attachment F

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:

Helen S. Morgan
Print Name

Helen S. Morgan
Signature

Vice President - Regulatory
Title

26 July, 2001
Date

(713) 812-7019 (713) 812-7026
Telephone No. **Fax No.**

Address: 2500A Central Parkway
Houston, Texas 77092

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:

Helen S. Morgan
Print Name

Helen S. Morgan
Signature

Vice President - Regulatory
Title

26 July, 2001
Date

(713) 812-7019
Telephone No.

(713) 812-7026
Fax No.

Address: 2500A Central Parkway
Houston, TX 77092

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:

Helen S. Morgan
Print Name

Helen S. Morgan
Signature

Vice President - Regulatory
Title

26 July, 2001
Date

(713) 812-7019
Telephone No.

(713) 812-7026
Fax No.

Address: 2500A Central Parkway

Houston, Texas 77092

ATTACHMENTS

Attachment A	Proof of Compliance with the Foreign Limited Partnership Statute
Attachment B	Proposed Tariff
Attachment C	Managerial Capability
Attachment D	Technical Capability
Attachment E	Financial Capability
Attachment F	Supporting Documents of Financial Capability



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2001

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

The Affidavit and Application of Limited Partnership for HERITAGE TECHNOLOGIES, LTD., a Texas limited partnership, were filed on February 21, 2001 and assigned document number B01000000061. Please refer to this number whenever corresponding with this office.

The certification you requested is enclosed.

The limited partnership annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

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

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

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 501A00011072

State of Florida



Department of State

I certify from the records of this office that HERITAGE TECHNOLOGIES, LTD. is a Texas limited partnership registered to transact business in the state of Florida on February 21, 2001.

The document number of this limited partnership is B0100000061.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty-first day of February, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Affidavit and Application of Limited Partnership of HERITAGE TECHNOLOGIES, LTD., a Texas limited partnership, authorized to transact business within the state of Florida on February 21, 2001, as shown by the records of this office.

The document number of this limited partnership is B01000000061.

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



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. HERITAGE TECHNOLOGIES, LTD.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas 4. July 14, 2000
(State of Formation) (Date of Formation)

5. Capitol Corporate Services, Inc.
(Name of Registered Agent for Service of Process)

6. 1333 North Duval St.,
(Street Address of Registered Office)

Tallahassee, Florida 32303
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Carol Wurdle asst. sec
(Agent must sign on this line)

8. 2015 Widdicomb Court

Houston, TX 77008
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Heritage Technologies GP, LLC 2500 Central Parkway, Suite A, Houston, TX
77092

10. Heritage Technologies, Ltd., 2500 Central Parkway, Houston, TX 77092
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED
01 FEB 21 PM 3:09
TALLAHASSEE FLORIDA

12. Heritage Technologies, Ltd.

2500 Central Parkway, Suite A, Houston, TX 77092
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of February, 2001.

[Signature]
General Partner

STATE OF Texas

COUNTY OF Harris

On this 7th day of February, 2001,

J. F. Taylor, personally appeared before me,

who is personally known to me

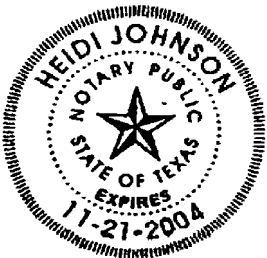
whose identity I proved on the basis of _____

FILED
01 FEB 21 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Heidi Johnson
(Notary Public Signature)

Heidi Johnson
(Notary's Printed Name)

Seal My Commission Expires: 11-21-2004



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

J. F. Taylor, President of
BEFORE ME the undersigned personally appeared Heritage Technologies GP, LLC,
a general partner of Heritage Technologies, Ltd., a(an) Texas
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of February, 2001.

J. F. Taylor
General Partner

FILED
01 FEB 21 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Texas

COUNTY OF Harris

On this 7th day of February, 2001.

J. F. Taylor, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Heidi Johnson
(Notary Public Signature)

Heidi Johnson
(Notary's Printed Name)

My Commission Expires: 11-21-2004





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2001

FLORIDA FILING & SEARCH SERVICES

Qualification documents for HERITAGE TECHNOLOGIES GP, LLC were filed on February 21, 2001, and assigned document number M0100000390. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

The certification you requested is enclosed.


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

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

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

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 901A00010970

State of Florida

Department of State

I certify the attached is a true and correct copy of the application by HERITAGE TECHNOLOGIES GP, LLC, a Texas limited liability company, authorized to transact business within the state of Florida on February 21, 2001, as shown by the records of this office.

The document number of this limited liability company is M01000000390.

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



CR2EO22 (1-99)

Katherine Harris
Katherine Harris
Secretary of State

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

HERITAGE TECHNOLOGIES GP, LLC

2. The name and the Florida street address of the registered agent and office are:

CAPITOL CORPORATE SERVICES, INC.

(Name)

1333 NORTH DUVAL STREET

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE FL 32303

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Debbie Case, asst. sec.

(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

01 FEB 21 AM 11:30
RECEIVED BY THE
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

APPROVED
AND
FILED



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

HERITAGE TECHNOLOGIES GP, LLC
File No. 7071422-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.

01 FEB 21 AM 11:30
SECRETARY OF STATE
SALT SPRING CREEK OFFICE
AUSTIN, TEXAS

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 20, 2001.



Henry Cuellar
DLM
Henry Cuellar
Secretary of State



The State of Texas

Secretary of State

JULY 14, 2000

CAPITOL SERVICES, INC.
800 BRAZOS
AUSTIN ,TX 78701

RE:
HERITAGE TECHNOLOGIES, LTD.

FILING NUMBER 00137139-10

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
CERTIFICATE OF LIMITED PARTNERSHIP.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

HERITAGE TECHNOLOGIES, LTD.

<p>FILED In the Office of the Secretary of State of Texas</p> <p>JUL 14 2000</p> <p>Corporations Section</p>
--

The undersigned, desiring to form a limited partnership pursuant to the Texas Revised Limited Partnership Act, Tex. Rev. Civ. Stat. Ann. Article 6132a-1 (the "Act"), hereby duly execute this Certificate of Limited Partnership for that purpose.

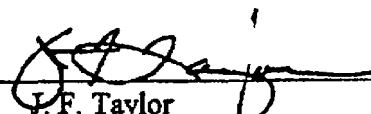
1. The name of the partnership is Heritage Technologies, Ltd. (the "Partnership").
2. The address of the registered office of the Partnership is 2015 Widdicomb Court, Houston, Texas 77008, and the name of the registered agent, whose business office address will be the same as the registered office address, is J. F. Taylor.
3. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under Section 1.07 of the Act is 2015 Widdicomb Court, Houston, Texas 77008.
4. The name, the mailing address and the street address of the business of the general partner of the Partnership is as follows

<u>NAME</u>	<u>STREET ADDRESS</u>
Heritage Technologies GP, LLC	2015 Widdicomb Court Houston, Texas 77008

SIGNED on this 13th day of July, 2000.

GENERAL PARTNER:

HERITAGE TECHNOLOGIES GP, LLC

By: 
 Name: J.F. Taylor
 Title: President

TITLE PAGE
FLORIDA TELECOMMUNICATIONS TARIFF
OF
HERITAGE TECHNOLOGIES, LTD.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Heritage Technologies, Ltd. with principal offices at 2500A Central Parkway, Houston, Texas 77092. 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: July 31, 2001

Effective:

by: Helen S. Morgan, VP - Regulatory
Heritage Technologies, Ltd
2500A Central Parkway
Houston, TX 77092

CHECK SHEET

All Sheets 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 on 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
19	Original
20	Original
21	Original
22	Original

Issued: July 31, 2001

Effective:

by: Helen S. Morgan, VP - Regulatory
Heritage Technologies, Ltd
2500A Central Parkway
Houston, TX 77092

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SYMBOLS

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

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

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TARIFF FORMAT

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the sheet. 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 Pages 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner each page. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 14 cancels 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 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 of coding.

- 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 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 out if a particular sheet is the most current sheet on file with the Commission.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

1.1 Definitions:

Access Line - A dedicated transmission path which connects a customer location to the carrier's terminal location or switching center.

Application for Service - A standard order form which includes all pertinent billing, technical, and other descriptive information which will enable the carrier to provide the communication service as required.

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Automatic Dialing Device - A device provided by the carrier which, when attached to customer's telephone equipment, dials the carrier's facilities, emits an authorization code, and forwards the number which the customer is calling to the carrier's facilities.

Cancellation of Order - A customer-initiated request to discontinue processing a service order, either in part or in its entirety, prior to its completion. Cancellation charges will be assessed for each circuit-end or dedicated access line canceled from an order prior to its completion by carrier under the following circumstances: (1) if the local telephone company has confirmed in writing to the carrier that the circuit-end or dedicated access line will be installed; or (2) if the carrier has already submitted facilities orders to an interconnecting telephone company.

Carrier - Heritage Technologies, Ltd., unless the context means otherwise.

Custom Account Coding - Allows the customer to create tables of unique project and/or account numbers for their private use.

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

Customer Provided Equipment - Terminal equipment, as defined herein, provided by a customer.

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Disconnection - The disconnection of a circuit, dedicated access line or port connection being used for existing service.

Expedite - A service order initiated at the request of the customer plus the accompanying installation or charge to related circuits that is processed in a time period shorter than the Company's standard service interval.

Measured Use Service - The provision of long distance measured time communications telephone service to customers who access the carrier's services at its switching and call processing equipment by means of access facilities obtained from another carrier by the customer or otherwise provided at its own expense (the customer is responsible for arranging for the access line).

Other Common Carrier - A person, firm, corporation, or entity regulated by the Commission or the FCC which subscribes to carriers, communications services and facilities and resells these communications services and facilities to the public for a profit. Unless otherwise indicated herein, the term "other common carrier" when used in this tariff also means "customer" and includes entities which are brokers of the service (act as intermediaries for the purpose of reselling), those entities which are processors of the service (enhances the value of the service through substantial incurred costs) and those entities which are underlying carriers.

Physical Change - The modification of an existing circuit, dedicated access line, or port at the request of the customer requiring some physical change or determination.

Premises - The space designated by a customer as its place or places of business for termination of service (whether for its own communications needs or for its resale customers). In the case of a non-profit sharing group, this term includes space at each sharer's place or places of business as well as space at the customer's place(s) of business.

Speed Number - A signaling arrangement by which a customer may elect to dial a pre-programmed number in place of a designated ten digit number.

Terminal Equipment - Devices, apparatus and their associated wiring, such as teleprinters, telephone handsets, data sets, or microprocessors.

Validated Account Codes - Account Codes that have restricted access.

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

The Company provides long distance message toll telephone service to customers for their direct transmission of voice, data, and other types of telecommunications.

Communications originate when the customer accesses the Company directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. The Company 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 network. The customer shall be responsible for all charges due for such service arrangements.

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

2.2 Limitations on Service

2.2.1 Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.2.2 The Company reserves the right to provide services only to and from locations where the necessary facilities or equipment are available.

2.2.3 The Company reserves the right to discontinue furnishing service upon written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.

2.2.4 Title to all equipment provided by the Company under these regulations remains with the Company. 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.

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2.3 Use of Service

Service may not be used for any unlawful purposes 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 provisions does not prohibit-an arrangement between the customer, authorized user, or joint user to share the cost of the service as long as the arrangement generates no profit for any participant in the arrangement.

The minimum period for service is one month (30 days) unless otherwise noted in the service description.

2.4 Limitation of Liability

2.4.1 The Company shall not be liable to any person, firm or entity in any respect whatsoever including, without limitation, for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or for any lost profits of any kind or nature whatsoever, arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions, including those which may be caused by regulatory or judicial authorities, arising out of or relating to this tariff or the obligations of the Company pursuant to this tariff, and not caused by the negligence of the carrier, commencing upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the customer for the period of service during which mistakes, accidents, errors, omissions, interruptions, delays or defects in transmission occur. The Company makes no warranty, whether express, implied or statutory, as to the description, quality, merchantability, completeness or fitness for any purpose of the service or local access, or as to any other matter, all of which warranties by the Company are hereby excluded and disclaimed.

The Company, at its own expense, will indemnify the customer and hold it harmless in respect to any and all loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by any negligence or willful misconduct of the Company or its agents or representatives arising out of performance by the Company of any testing or other activities on the customer's premises pursuant to this tariff. The Company's obligations under the immediately preceding sentence shall be subject to the customer's full performance of this tariff and subject further to the customer's duty to take reasonable precautions in

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the location, construction, maintenance and operation of all activities, facilities and equipment for the protection against hazard or injury and so as to not interfere with the services provided by the Company.

2.4.2 The 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 the carrier's facilities; and

B. Claims for patent 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 the carriers facilities; and

C. All other claims arising out of any act or omission by the customer in connection with any service provided by the Company.

2.4.3 The Company shall not be liable for, and the customer indemnities and holds the Company harmless from, any and all loss, claims, demands, suits, or other actions, or any liability whatsoever, whether suffered, made, instituted, or asserted by the customer or by any party or persons, for a personal injury to, or 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 others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, condition, location, or use that is not the direct result of the carrier's negligence. No agents or employees or other carriers shall be deemed to be agents or employees of the Company.

2.5 Interruption of Service

A credit allowance for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the general liability provisions set forth in Section 2.4.1 of this tariff. It shall be the obligation of the customer to notify the Company of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the

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customer's control and is not in wiring or equipment connected to the terminal.

2.6 Restoration of Service

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

2.7 Responsibility of the Customer

2.7.1 All customers assume general responsibilities in connection with the provisions and use of the Company's service. When facilities, equipment, and/or communication systems provided by others are connected to the facilities, the customer assumes additional responsibilities. All customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by the Company and complying with all of the Company's regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
 - 1. The name(s) and addresses of the person(s) responsible for the payment of service charges.
 - 2. The name(s), telephone number(s), and addresses of the customer contact person(s).
- C. The customer must pay the Company for the replacement or repair of equipment when the damage results from:
 - 1. The negligence or willful act of the customer or user.
 - 2. Improper use of service.
 - 3. Any use of equipment or service provided by others.

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D. After receipt of payment for the damages, the Company will cooperate with the customer in prosecuting a claim against any third party causing damage.

2.7.2 Maintenance, Testing and Adjustment

Upon reasonable notice, the equipment provided by the Company shall be made available for such tests and adjustments as may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.7.3 Deposits and Advance Payments

- A. The Company will not require a cash deposit from a prospective customer.
- B. For customers whom the Company feel 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 payment will be applied against the next month's charges and, if necessary, a new advance payment will be collected for the following month.

2.7.4 Credit Allowance

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in equipment owned, provided and billed for, by the Company.

- A. Credit allowances for failure of service or equipment starts when the customer notifies the Company of the failure or when the Company becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify the customer.
- B. The customer shall notify the Company of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.

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C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:

1. Interruptions of service resulting from the Company performing routine maintenance;
2. Interruptions of service for implementation of a customer order for a change in the service;
3. Interruption caused by the negligence of the customer or his authorized user;
4. Interruptions of service because of the failure of service or equipment due to customer or authorized user provided facilities.

2.7.5 Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, before a completion of the minimum period mutually agreed upon by the customer and the Company, a charge will be made to the customer for the nonrecoverable portions of expenditures or liabilities incurred expressly on behalf of the customer by the Company and not fully reimbursed by installation and monthly charges. If, based on such an order, any construction has either begun or been completed, but no such services provided, the nonrecoverable cost of such construction shall be borne by the customer.

2.7.6 Payment and Charges for Services

Charges for service are applied on a recurring and nonrecurring basis. Service is provided and billed on a monthly basis.

A. Payment of Charges

Payment will be due upon receipt of the statement and shall be considered past due or delinquent after fifteen (15) days past the billing date.

1. The customer is responsible for payment of all charges for service

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furnished to the customer. The initial billing may consist of one months estimated usage billed in advance. Thereafter, charges based on actual usage during a month will be billed monthly in arrears. All fixed monthly and non-recurring charges for services ordered will be billed monthly in advance.

2. Service may be denied or discontinued by the Company for non-payment of past due or delinquent amounts due the Company. Disconnection may not occur before fifteen (15) days from the due date. The Company will give five (5) days written notice before any disconnection will occur. Restoration of service will be subject to all applicable installation charges.

2.7.7 Application of Charges

The charges for service are those in effect for the period that service is furnished. If the charges for a period covered by a bill change after the bill has been rendered, the bill will be adjusted to reflect the new charges.

2.8 Company Responsibility

2.8.1 Calculation of Credit Allowance

Pursuant to limitations set forth in Section 2.7.4, when service is interrupted the credit allowance will be computed on the following basis:

- A. No credit shall be allowed for an interruption of less than two hours.
- B. The customer shall be credited for an interruption that exceeds two hours or major fraction in excess of the initial two hours that the interruption continues.
- C. When an annual minimum usage charge is applicable and the customer fails to meet a usage minimum credit, the outage shall be applied against that minimum equal to 1/360th of the annual minimum charges associated with the portion of service disabled for each period of two hours or major fraction thereof that the interruption continues.

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D. Customers have up to 60 days (commencing 5 days after remittance of the bill) to initiate a dispute over charges or to receive credits.

2.8.2 Cancellation of Credit

Where the Company cancels a service or the provision of equipment and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered or the equipment was provided. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

2.8.3 Disconnection of Service by The Company

The Company, upon 5 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:

- A. Non-payment of any sum due to the Company for service for more than fifteen days beyond the due date of the bill for such service;
- B. A violation of any regulation governing the service under this tariff;
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over the service; or
- D. The Company is prohibited from furnishing services by order of a court or other government authority having jurisdiction.
- E. In circumstances where unlimited access to the network may result in substantial loss of revenue to the Company.
- F. Service may be discontinued without notice in the event customer uses equipment in such a manner as to adversely affect the Company's equipment or service to others.

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2.8.4 Fractional Charges

Charges for a fractional part of a month (which follows a full month) are calculated by counting the number of days remaining in the billing period after service is furnished or has been discontinued. The number of days remaining in the billing period are counted starting with the day after the service was furnished or discontinued. Divide that figure by thirty days. The resultant fraction is then multiplied by the monthly charge to arrive at the fractional monthly charge.

2.9 Exclusion Requirements

The Company does not have any exclusion requirements regarding the provision of services to customers.

2.10 Employee Concessions

The Company does not offer any employee concessions at this time.

2.11 Taxes

All taxes are listed are set forth on the billing as separate line items and are not included as part of tariff charges.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Call Timing

- 3.1.1 Call timing is determined using call answer supervision. Chargeable time begins when the Company receives signaling to detect that a 2-way communication has been established between the calling party and the called party. In all cases, chargeable time ends when either party hangs up.
- 3.1.2 Usage is measured and rounded to the next higher billing increment for billing purposes.
- 3.1.3 There are no charges incurred if a call is not completed.

3.2 Billing of Calls

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

3.3 Payment of Calls

- 3.3.1 Late Payment Charges Interest charges of 1 1/2% per month may be assessed on all unpaid balances more than thirty days old.
- 3.3.2 Return Check Charges A return check charge of \$30.00 or 5% of the amount of the check, whichever is greater, will be assessed for checks returned for insufficient funds.

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- 3.4 Restoration of Service A reconnection fee of \$50.00 per occurrence is charged when service is re-established for customers who had been disconnected for non-payment.
- 3.5 Start of Billing For billing purposes the start of service is the day of activation by the customer of the Company's service or equipment. The end of service date is the last day of the minimum notification of cancellation or any portion of the last day, after receipt by the Company of notification of cancellation.
- 3.6 Interconnection Service furnished by the 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 the Company. Any special interface equipment of the Company and other participating carriers may be provided by the Company or at the customer's expense.

Customer is responsible for taking all necessary legal steps for interconnecting his customer-provided terminal equipment or communications systems with the Company's. The customer shall secure all licenses, permits, rights-of-ways, and other arrangements necessary for such interconnection.

- 3.7 Terminal Equipment The Company's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the customer, except as otherwise provided. The customer is responsible for all costs at its premises, including customer personnel, wiring, electrical power, and the like incurred in its use of carrier's service.
- 3.7.1 When terminal equipment is used, the equipment shall comply with the minimum protective criteria set forth within the telecommunications industry and shall not interfere with service furnished to other customers. Any necessary additional protective equipment shall be employed at the customer's expense.
- 3.7.2 The power of the signal which may be applied by the customer-provided equipment at the point of termination will be specified by the carrier for each application, to be consistent with the signal power allowed on the telecommunications network.

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3.7.3 The customer shall ensure that his terminal facilities are of the proper mode, bandwidth, power, data, speed and signal level for the intended use of the customer, and that the signals do not damage the Company's equipment, injure personnel or degrade service to other customers.

3.7.4 If the customer fails to maintain and operate his terminal equipment properly, the Company may require the use of protective equipment at the customer's expense. If this fails to produce satisfactory quality and safety of service, the Company may, upon written notice, terminate the customer's service.

3.8 Special Services

For the purpose of this tariff, a Special Service is deemed to be any service requested by the customer for which there is no prescribed rate in this tariff. Special Services charges will be developed on an individual case basis and filed in this tariff.

Special Service charges will be based on the estimated cost of furnishing such services including cost of operating and maintaining such a service, the cost of equipment and materials used in providing such a service, the cost of installation including engineering, labor supervision, transportation, and the cost of any other specific item associated with the particular Special Service request.

3.9 Description of Services

The Company will provide the following services:

3.9.1 Direct Dial Outbound Long Distance

The Company offers direct dial outbound long distance telecommunications services to residential and business customers. Intrastate service is provided in conjunction with the Company's companion interstate offerings. Descriptions and rates contained in this tariff apply to the intrastate portion of the Company's services. Unless otherwise stated, no non-recurring charges apply. 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 six second increments, with a six second minimum call duration. No monthly recurring charges or minimum

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monthly billing requirements apply. All standard features are available with this service at no charge. Rates are not time of day or mileage sensitive.

3.9.2 Combined Inbound/Outbound Long Distance Services

The Company offers combined 800 (Inbound) and direct dialed outbound long distance telecommunication services to business and residential customers. Intrastate service is provided in conjunction with the Company's companion interstate offerings. Descriptions and rates contained in this tariff apply to the intrastate portion of the Company's services. Unless otherwise stated, no non-recurring charges apply.

3.9.3 Calling Card Service

The Travel Calling Card Service is offered to residential and business customers for intrastate and interstate calling. Intrastate rates are specified in this tariff. Rates are not time of day or mileage sensitive. Calls are billed in one minute increments after the initial minimum period of one minute. There are no nonrecurring or monthly recurring charges. No calling card surcharge applies. Account codes are provided to Travel Calling Card Service customers at no additional charge.

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SECTION 4 - RATES AND CHARGES

4.1 Rate Periods

Rates are not time of day or mileage sensitive.

4.2 The Company's Rate Plan - Long Distance Services

4.2.1 Direct Dial Outbound Long Distance

Each 6 Seconds	\$.100
----------------	---------

4.2.2 Combined Inbound/Outbound Services

Each 6 Seconds	\$.100
----------------	---------

4.2.3 Calling Card Services

Each minute	\$.350
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Robert D. Rubin, Chairman

Mr. Rubin is the former President of Strategic Technologies, Inc. ("STI"), a wholly owned subsidiary of the Lennar Corporation (NYSE:LEN). He developed STI into a broadband bundled services provider offering video, alarm security and high-speed data in Florida and California. He grew STI from 0 to 17,000 subscribers with a \$50M market value.

Mr. Rubin came to STI following his tenure as the president and board member of Peoples Telephone Company (NASDAQ:PTEL).

Prior to his involvement in the telecommunications industry, he served as Corporate M&A and Securities Attorney with Greenberg, Traurig and Steel, Hector & Davis, respectively.

John W. Anderson, Chairman

Mr. Anderson is a veteran of 40+ years in the telecommunication industry. Mr. Anderson served in various managerial and executive positions with Southwestern Bell Telephone Company and retired in 1984 from the position of Vice President and General Manager for Network Distribution Operations in Texas. Subsequently, Mr. Anderson was Executive Vice President of Mid-South Telecommunications Company, wireless interests in the southwest and mid-west United States. Mr. Anderson is currently a member of the Board of Directors of Sysco and the Sam Houston Area Council of the Boy Scouts of America.

Jim F. Taylor, P.E., President

Mr. Taylor has been actively involved in the telecommunications industry for over 35 years. Most recently, Mr. Taylor served as President of En-Touch Systems, Inc.; the first facilities based competitive Telecommunications Company to be authorized to compete in Texas. Prior to his association with En-Touch, Mr. Taylor was a principal in Gabriel Resources, Inc., a telecommunications consulting firm based in Houston. Mr. Taylor retired from Southwestern Bell Telephone Company in 1991 after over 26 years in various engineering and management assignments. He holds a BS degree in Electrical Engineering from the University of Houston.

John W. Adams, P.E., Senior Vice President and Chief Financial Officer

Mr. Adams is President and a board member of Banchem Financial Services which provides strategic planning, corporate financial, and investment banking services to various high tech industries. He has an extensive background in engineering and strategic planning for all major oil companies such as Continental Pipeline, Shell Oil Company, and Tenneco. He serves on the boards of Directors for Focused Energy Technologies, Holston Companies, and Phase 1 Environmental. Mr. Adams holds a BS degree in Chemical Engineering from Texas A&M and a MBA from Harvard Graduate School of Business Administration where he was awarded Teagle Foundation Fellowship.

Virgil P. Bearden, P.E., Vice President, Network

Mr. Bearden is responsible for the overall design and operation of all facets of the advanced telecommunications network. Most recently, Mr. Bearden had the same responsibilities for En-Touch Systems, Inc. Mr. Bearden is a 50+ year veteran of the telecommunications industry. Prior to his assignment with En-Touch, Mr. Bearden, retired from Southwestern Bell Telephone Company where he was responsible for the planning and implementation of all network equipment projects in the state of Texas. Mr. Bearden holds a BS degree from the University of Houston.

Helen S. Morgan, Vice President, Regulatory

Ms. Morgan is responsible for all regulatory activities as well as inter-company relations and interconnection agreements, Ms. Morgan has 38+ years experience in the telecommunications industries. Her experience has been concentrated in the areas of finance, industry regulations, and governmental / regulatory relations. She retired in 1991 from Southwestern Bell Telephone Company after 29+ years primarily in financial operations. She has been a principal in Gabriel Resources since her retirement as well as serving as Vice President – Regulatory for En-Touch Systems, Inc.

Charles S. Fowler, P.E., Vice President, Distribution Services

Mr. Fowler is responsible for the planning, design, and construction of all out-side plant facilities including the advanced fiber optic network. Mr. Fowler has over 30 years experience in the telecommunications industry primarily in the areas of Outside Plant Engineering, Construction and Maintenance. He is the owner of Fowler Engineering Resources, Inc.; a Houston based engineering firm. He retired from Southwestern Bell Telephone Company in 1990 after over 20 years of management assignments primarily in the areas of Outside Plant Engineering and Maintenance. Mr. Fowler holds a BS degree in Industrial Engineering from Lamar University.

Sandra G. Johnston, Vice President, Customer Services

Ms. Johnston is responsible for all customer service operations including the staffing and operating of all call centers, service order activities, billing, collections, and the coordination of customer contact activities by various service partners. She is also responsible for the direction of repair analysis and the dispatching of maintenance personnel. Most recently, Ms Johnston had created and filled a similar position at En-Touch Systems, Inc. Ms. Johnson retired from Southwestern Bell Telephone Company after 26+ years in various management assignments with similar responsibilities.

Morris R. Sims (Ray), Director, Networks

Mr. Sims is responsible for network operations. Mr. Sims negotiates and administers interconnection agreements with the ILECs as well and provides technical expertise in network design and implementation. Retiring with over 30 years from Southwestern Bell, his background includes CLEC network interconnection, and software implementation and deployment for major systems. He was a client liaison for software development for Bellcore (now Telcordia). Mr. Sims holds a BBA degree from the University of Houston and an MS degree in telecommunications from Southern Methodist University.

Jim F. Taylor, P.E., President

Mr. Taylor has been actively involved in the telecommunications industry for over 35 years. Most recently, Mr. Taylor served as President of En-Touch Systems, Inc.; the first facilities based competitive Telecommunications Company to be authorized to compete in Texas. Prior to his association with En-Touch, Mr. Taylor was a principal in Gabriel Resources, Inc., a telecommunications consulting firm based in Houston. Mr. Taylor retired from Southwestern Bell Telephone Company in 1991 after over 26 years in various engineering and management assignments. He holds a BS degree in Electrical Engineering from the University of Houston.

John W. Adams, P.E., Senior Vice President and Chief Financial Officer

Mr. Adams is President and a board member of Banchem Financial Services which provides strategic planning, corporate financial, and investment banking services to various high tech industries. He has an extensive background in engineering and strategic planning for all major oil companies such as Continental Pipeline, Shell Oil Company, and Tenneco. He serves on the boards of Directors for Focused Energy Technologies, Holston Companies, and Phase 1 Environmental. Mr. Adams holds a BS degree in Chemical Engineering from Texas A&M and a MBA from Harvard Graduate School of Business Administration where he was awarded Teagle Foundation Fellowship.

Virgil P. Bearden, P.E., Vice President, Network

Mr. Bearden is responsible for the overall design and operation of all facets of the advanced telecommunications network. Most recently, Mr. Bearden had the same responsibilities for En-Touch Systems, Inc. Mr. Bearden is a 50+ year veteran of the telecommunications industry. Prior to his assignment with En-Touch, Mr. Bearden, retired from Southwestern Bell Telephone Company where he was responsible for the planning and implementation of all network equipment projects in the state of Texas. Mr. Bearden holds a BS degree from the University of Houston.

Charles S. Fowler, P.E., Vice President, Distribution Services

Mr. Fowler is responsible for the planning, design, and construction of all out-side plant facilities including the advanced fiber optic network. Mr. Fowler has over 30 years experience in the telecommunications industry primarily in the areas of Outside Plant Engineering, Construction and Maintenance. He is the owner of Fowler Engineering Resources, Inc.; a Houston based engineering firm. He retired from Southwestern Bell Telephone Company in 1990 after over 20 years of management assignments primarily in the areas of Outside Plant Engineering and Maintenance. Mr. Fowler holds a BS degree in Industrial Engineering from Lamar University.

HERITAGE TECHNOLOGIES, LTD.

FINANCIAL STATEMENTS

DECEMBER 31, 2001

HERITAGE TECHNOLOGIES, LTD.

FINANCIAL STATEMENTS

DECEMBER 31, 2001

HERITAGE TECHNOLOGIES, LTD.
BALANCE SHEET
DECEMBER 31, 2000

ASSETS

CURRENT ASSETS:	
Cash and cash equivalents	\$137,893
Accounts receivable (no allowance deemed necessary)	<u>15,519</u>
TOTAL CURRENT ASSETS	<u>153,412</u>
FIXED ASSETS (NET)	0
INVESTMENTS (Note 2)	411,517
DEFERRED COMPENSATION (Note 3)	40,849
ORGANIZATION COSTS (NET) (Note 4)	34,833
OTHER ASSETS	<u>2,727</u>
TOTAL ASSETS	<u><u>\$643,338</u></u>

LIABILITIES AND PARTNERS' CAPITAL

CURRENT LIABILITIES:	
Accounts payable	\$39,458
Deferred Compensation payable	<u>40,849</u>
TOTAL CURRENT LIABILITIES	<u>80,307</u>
PARTNERS' CAPITAL	<u>563,031</u>
TOTAL LIABILITIES AND PARTNERS' CAPITAL	<u><u>\$643,338</u></u>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

**HERITAGE TECHNOLOGIES, LTD.
INCOME STATEMENT
FOR THE PERIOD FROM OCTOBER 24 THROUGH DECEMBER 31, 2000**

REVENUE

Earnings from investment in FER, LTD. and FER GP, L.L.C.	\$142,419
Interest Income	1,291
	<hr/>
TOTAL REVENUE	143,710

OPERATING EXPENSES	92,430
	<hr/>

E.B.I.T.D.A.	51,280
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Interest Expense	531
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Depreciation & Amortization	17,416
	<hr/>

NET INCOME	<u><u>\$33,333</u></u>
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SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

**HERITAGE TECHNOLOGIES, LTD.
PARTNERS' CAPITAL
FOR THE PERIOD FROM OCTOBER 24 THROUGH DECEMBER 31, 2000**

	GENERAL PARTNER	LIMITED PARTNERS	TOTAL
BALANCE OCTOBER 24, 2000	\$0	\$0	\$0
CAPITAL CONTRIBUTIONS	1,000	528,698	529,698
NET INCOME	<u>333</u>	<u>33,000</u>	<u>33,333</u>
BALANCE DECEMBER 31, 2000	<u><u>\$1,333</u></u>	<u><u>\$561,698</u></u>	<u><u>\$563,031</u></u>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

HERITAGE TECHNOLOGIES, LTD.
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM OCTOBER 24 THROUGH DECEMBER 31, 2000

CASH FLOWS FROM (USED FOR) OPERATING ACTIVITIES :	
Net Income (Loss)	\$33,333
Adjustments to reconcile net income (loss) to net cash provided by operating activities:	
Depreciation and amortization	17,416
Changes in operating assets and liabilities:	
(Increase) decrease in accounts receivable	(15,519)
Increase (decrease) in accounts payable and accrued expenses	39,458
Change in other current assets and liabilities	40,849
(Increase) decrease in Deferred Compensation	(40,849)
NET CASH FROM (USED FOR) OPERATING ACTIVITIES	<u>74,688</u>
 CASH FLOWS FROM (USED FOR) FINANCING ACTIVITIES :	
Partners' Equity Contributions	529,698
NET CASH FROM (USED FOR) FINANCING ACTIVITIES	<u>529,698</u>
 CASH FLOWS FROM (USED FOR) INVESTING ACTIVITIES :	
Additions to fixed assets, net	(14,926)
Investments	(411,517)
Additions to Organization costs and Other assets	(40,050)
NET CASH FROM (USED FOR) INVESTING ACTIVITIES	<u>(466,493)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	137,893
CASH AND EQUIVALENTS, BEGINNING OF PERIOD	0
CASH AND EQUIVALENTS, END OF PERIOD	<u><u>137,893</u></u>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

**HERITAGE TECHNOLOGIES, LTD.
NOTES TO FINANCIAL STATEMENTS**

Note 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization – Heritage Technologies, LTD. (Heritage) is a limited partnership organized under the laws of Texas in October of 2000. The General Partner of Heritage is Heritage Technologies GP, LLC. . Heritage is located in Houston, Texas. Heritage provides a bundled package of telecommunications and television services to master-planned communities.

Income Taxes – Since Heritage is a limited partnership and not subject to federal income tax, there is no provision for income tax recorded on its financial statements. The individual partners are responsible for the income tax liability pertaining to their respective portion of the income from Heritage.

Use of Estimates – The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Method of Accounting – The financial statements of Heritage are prepared on an accrual basis of accounting.

Fixed Assets – Fixed assets are recorded at historical cost and depreciated using accelerated income tax depreciation methods.

Cash Equivalents – Heritage maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Management believes Heritage is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 2 – INVESTMENTS

Investments consist of the following:

FER, LTD.	\$ 404,346
FER GP, LLC	7,171

	\$ 411,517
	=====

NOTE 2 – INVESTMENTS (Continued)

FER, LTD. (FER) is a limited partnership formed under the laws of Texas. The General Partner of FER is FER GP, L.L.C., a Texas limited liability company. Heritage owns 95% of FER. The following is summarized financial information for FER for 2000:

Balance Sheet

Cash and Equivalents	\$ 283,826
Accounts Receivable	124,148
Fixed Assets (net)	21,634
Other Assets	7,636

Total Assets	\$ 437,244
	=====
Current Liabilities	\$ 18,117
Long Term Debt	7,610
Partners' Capital	411,517

Total Liabilities & Capital	\$ 437,244
	=====

Statement of Income

Revenues	\$ 700,780
Operating Expenses	(557,034)
Other Income (Expenses)	(1,327)

Net Income	\$ 142,419
	=====

NOTE 3 – DEFERRED COMPENSATION

Deferred compensation represents employee compensation which has been deferred based upon agreements between certain employees and Heritage.

NOTE 4 – ORGANIZATION COSTS

Intangible assets resulted from the organization costs associated with the formation of Heritage. These costs are being amortized on a straight-line basis over five years. The provision for amortization of the organization costs for December 31,2000 was \$ 797.

NOTE 5 – COMMITMENTS & CONTINGENCIES

Heritage leases its office space from a third party. The following represents future minimum rental payments under noncancelable operating leases:

Year ending December 31,	
2001.....	\$ 21,068
2002.....	\$ 21,651
2003.....	\$ 19,391

NOTE 6 – RELATED PARTY TRANSACTIONS

Heritage purchased office furniture and fixtures from an entity controlled by Heritage limited partners. The purchase price was \$ 21,167 which approximates fair market value. Accounts payable include \$ 9,927 payable related to this transaction.

NOTE 7 – OPERATING LOSSES

Heritage incurred operating losses in 2000. However, these operating losses are consistent with start-up entities, and management believes as revenues increase, the company will reduce its dependence on equity contributions for operating capital.

1. Written Explanation that applicant has sufficient financial capability to provide the requested service in the geographic area.

The Company has the financial capability the requested service in the geographic area. The company through its internal cash flow, external equity investors, and external financial institutions and lenders will be able to make the necessary capital investments and provide the required working capital for service in the requested area.

2. Written explanation that the applicant has sufficient financial capability to maintain the requested service.

The Company has the financial capability to maintain the requested service. Based on the Company's historical expertise and the projected profit and loss statements the company will have the required cash flow and income to maintain service in the requested geographic area.

3. Written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

The Company has the financial capability to meet its lease and/or ownership obligations. Based on the Company historical performance and expertise and the projected profit and loss statements the Company will have the required cash flow and income to meet lease and/or ownership obligations.

**HERITAGE TECHNOLOGIES, LTD.
Credit/Account Documentation**

Legal Name Heritage Technologies, Ltd.
 Address 2500A Central Parkway
 Houston, Texas 77092-7713
 Contacts Jim Taylor, John Adams, Virgil Bearden, Charles Fowler
 Telephone 713-812-7019 Fax 713-812-7026
 Date Business started July 14, 2000
 Ownership Limited Partnership
 Federal Tax ID# 76-0649939
 Names of Principals:
 Jim Taylor President
 John Adams Sr. Vice President & CFO
 Virgil Bearden Vice President – Network
 Charles Fowler Vice President – OSP
 Bank:
 Sterling Bank 414 W 19th St., Houston, TX 77008
 Account # 51031333 Contact Mike Skowronek 713-507-2090

Company	Estimated Annual Billing	Contact	Telephone Number
<u>Sembera Security Systems, Inc.</u> (Provides Security Monitoring as part of Heritage Offerings)	\$120,000	Fred Sembera	713-467-0000
<u>Power & Telephone Supply</u> (Provides Construction and Fiber materials)	\$100,000	John Lawson	281-491-1100
<u>ITC DeltaCom</u> (Provides leased switching capacity, Trunking, and operator services)	\$125,000	Alex Markobrada	678-238-2300
<u>Mayor, Day, Caldwell & Keeton, LLP</u> (Legal Services)	\$70,000	Eddy Rogers	713-225-7047
<u>Dexter & Company</u> (Provides all Insurance coverage)	\$20,000	Jim Davis	979-764-8444
<u>National Cable Television Cooperative</u> (Provides programming and Digital Cable TV equipment)	\$150,000		913-599-5900
<u>Gabriel Resources, Inc.</u> (Provides Technical Consulting Services)	\$25,000	H. S. Morgan	713-664-9244
<u>Weingarten Realty</u> (Provides office and warehouse space)	\$40,000	April Ryan	713-866-6590
<u>Outsourcing Services, Inc.</u> (Provides Accounting Services)	\$50,000	Mike Thompson	713-621-0800

Business Relationships with Financial Institutions

Marconi Communications --_ Equipment supplier Line of Credit ---
\$1,000,000

Orange Savings Bank -- Accounts Receivable financing up to \$600,000