

ASTROCOM CORPORATION

October 30, 2001

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

011435-TI

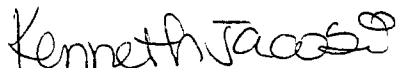
RE: Astrocom Corporation Application for a Certificate of Public Convenience and Necessity

To Whom It May Concern,

Please find attached 1 original and 6 copies and a check for \$250.00, which will cover the filing fee.

Should you have any questions or concerns please feel free to contact me at 305-468-1645.

Regards,



Kenneth Jacobi
The Regnum Group

KJ/MSB

Enclosures

Check received with filing and
forwarded to [unclear] for deposit.
Please to [unclear] copy of check
to NAK [unclear] 10/30/01.

Initials of person who forwarded check:
AM

DISTRIBUTION CENTER
01 OCT 31 AM 9:48

Telephone: (305) 468-1645
Fax: (305) 468-8509

DOCUMENT NUMBER-DATE

13748 OCT 31 01

FPSC-COMMISSION CLERK

011435-TI

1. This is an application for \checkmark (check one):

(\checkmark) **Original certificate** (new company).

() **Approval of transfer of existing certificate:**
Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

() **Approval of assignment of existing certificate:**
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

() **Approval of transfer of control:**
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

ASTROCOM CORPORATION

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

Same as above

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

9600 SW 8th street, suite #5

Miami, FL 33174

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

Same as above

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.

Switchless Rebiller - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.

Multi-Location Discount Aggregator - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.

Prepaid Debit Card Provider - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

7. Structure of organization;

- | | |
|--|---|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other _____ | |

8. **If individual**, provide:

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): 650901591

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: n/a

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

Switch

17. Who will receive the bills for your service?

- Residential Customers
- PATs providers
- Hotels & motels

- Business Customers
- PATs station end-users
- 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: Edward A. Maldonado, Esq.

Title: Attorney

Address: 8181 NW 36th Street, Suite 4

City/State/Zip: Miami, FL, 33166

Telephone No.: (305) 468-1645 Fax No.: (305)-468-8509

Internet E-Mail Address: emaldonado@RefnumGroup.com

Internet Website Address: _____

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

Name: Mr. Diego Javier Castro

Title: President

Address: 9600 SW 8th Street, Suite 5

City/State/Zip: Miami, FL 33174

Telephone No.: (305) 228-1616 Fax No.: (305) 223-0108

Internet E-Mail Address: _____

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Mr. Diego Javier Castro

Title: President

Address: 9600 SW 8th Street, Suite #5

City/State/Zip: Miami, FL 33174

Telephone No.: (305) 228-1616 Fax No.: (305) 223-0108

Internet E-Mail Address: _____

Internet Website Address: _____

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.

none

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

none

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

none

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

none

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

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

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 \checkmark (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).

23. Submit the following:

A. **Financial capability.**

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

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

1. the balance sheet;
2. income statement; and
3. statement of retained earnings.

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

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

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


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

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

**** APPLICANT 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:

 Signature	10-19-01 Date
President Title	(305) 228-1616 Telephone No.
Address: 9600 SW 8th Street Suite #5 Miami, FL 33174	(305) 223-0108 Fax No.

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - CURRENT FLORIDA INTRASTATE NETWORK
- D - AFFIDAVIT

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 \checkmark check one):

- (\checkmark) 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:

<u><i>[Signature]</i></u> Signature	<u>10-19-01</u> Date
<u>President</u> Title	<u>(305) 228-1616</u> Telephone No.
Address: <u>9600 SW 8th street</u>	<u>(305) 223-0108</u> Fax No.
<u>Suite # 5</u>	
<u>Miami, FL 33174</u>	

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** () 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:



Signature

10-19-01

Date

President

Title

(305) 228-1616

Telephone No.

Address: 9600 SW 8th Street

(305) 223-0108

Fax No.

Suite # 5


Miami, FL 33174

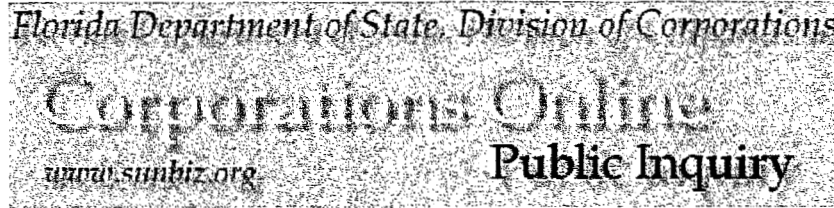
AFFIDAVIT

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

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

UTILITY OFFICIAL:

<u></u>	<u>10-19-01</u>
Signature	Date
<u>President</u>	<u>(305) 228-1616</u>
Title	Telephone No.
Address: <u>9600 SW 8th Street Suite #5</u>	<u>(305) 223-0108</u>
<u>Miami, FL 33174</u>	Fax No.



Florida Profit

ASTROCOM CORPORATION

PRINCIPAL ADDRESS

9600 S.W. 8TH STREET
 SUITE 5
 MIAMI FL 33174
 Changed 09/21/2001

MAILING ADDRESS

9600 S.W. 8TH STREET
 SUITE 5
 MIAMI FL 33174
 Changed 09/21/2001

Document Number
 P99000022681

FEI Number
 650901591

Date Filed
 03/11/1999

State
 FL

Status
 ACTIVE

Effective Date
 NONE

Registered Agent

Name & Address
CASTRO, DIEGO J 9600 S.W. 8TH STREET SUITE 5 MIAMI FL 33174
Name Changed: 09/21/2001
Address Changed: 09/21/2001

Officer/Director Detail

Name & Address	Title
CASTRO, DIEGO J 3990 SOUTHWEST 128TH AVENUE MIAMI FL 33175	PTD
CARDONA, NORMA P 3990 SOUTHWEST 128TH AVENUE MIAMI FL 33175	SVD

Annual Reports

Report Year	Filed Date	Intangible Tax
2000	05/23/2000	
2001	09/21/2001	

[Previous Filing](#)

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No Events
No Name History Information

[View Document Image\(s\)](#)

THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

[Corporations Inquiry](#)

[Corporations Help](#)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 11, 1999

SPIEGEL & UTRERA, P.A.
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

The Articles of Incorporation for ASTROCOM CORPORATION were filed on March 11, 1999 and assigned document number P99000022681. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Loria Poole, Corporate Specialist
New Filings Section

Letter Number: 699A00011678

ARTICLES OF INCORPORATION
OF
ASTROCOM CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

99 MAR 11 PM 6:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is **ASTROCOM CORPORATION**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3990 Southwest 128 Avenue, Miami, Florida 33175 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Diego Javier Castro
Vice-President:	Norma Patricia Cardona
Secretary:	Norma Patricia Cardona
Treasurer:	Diego Javier Castro

whose addresses shall be the same as the principal office of the Corporation.



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.



SPIEGEL & UTRERA, P.A.

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ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer,



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employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



SPIEGEL & UTRERA, P.A.

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343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by AstroCom, Inc with principal offices at 9600 SW 8th Street Suite 5, Miami, Florida 33174. 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 October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

CHECK SHEET

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

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

ISSUED October 19, 2001

EFFECTIVE: _____

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Diego Javier Castro- President
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Miami, Florida 331742

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ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SYMBOLS SHEET

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

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

TARIFF FORMAT SHEETS

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

Company or Carrier - AstroCom, Inc

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

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

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

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

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

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

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

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

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

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company.**

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

The Company installs, operates and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. It may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Company's network. The customer shall be responsible for all charges due for such service arrangements.

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

2.2 Limitations.

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

2.3 Liabilities of the Company.

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 2 - RULES AND REGULATIONS continued

2.3 Limitations (Cont.)

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

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

2.4 Interruption of Service

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

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

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

Credit Formula:

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

"A" - outage time in hours

"B" - 720 hours in month

"C" - total monthly charge for affected facility

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 2 - RULES AND REGULATIONS continued**2.5 Disconnection of Service by Carrier.**

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

- 2. 5. 1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2. 5. 2 A violation of any regulation governing the service under this tariff.
- 2. 5. 3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2. 5. 4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, remedy, or deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

2. 6 Deposits

The Company does not require a deposit from the customer.

2. 7 Advance Payments

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

2. 8 Taxes

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

2. 9 Billing of Calls

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 3 - DESCRIPTION OF SERVICE

3.1 **Timing of Calls**

3.1.1 **When Billing Charges Begin and End For Phone Calls**

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the received, (i.e. when 2-way communication, often referred to as "conversation time" is possible.) When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 **Billing Increments**

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

3.1.3 **Per Call Billing Charges**

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

3.1.4 **Uncompleted Calls**

There shall be no charges for uncompleted calls.

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 3 - DESCRIPTION OF SERVICE continued**3.2 Calculation of Distance**

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

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

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

3.3 Minimum Call Completion Rate

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

3.4 Service Offerings**3.4.1 AstroCom, Inc Long Distance Service**

AstroCom, Inc Inc. Long Distance Service is offered to residential and business customers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in one-minute increments. Monthly recurring charges or minimum monthly billing requirements apply.

3.4.2 AstroCom, Inc 800 / 888 (Inbound) Long Distance Service

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 3 - DESCRIPTION OF SERVICE continued**3. 4. 3 AstroCom, Inc Calling Card Service**

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

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

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 3 - DESCRIPTION OF SERVICE continued

Reserved for further Services

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 4 - RATES

4.1. SERVICE CHARGES

4.1.1. AstroCom, Inc Residential Long Distance Services

<u>Rate Plan</u>	<u>Rate Per Minute</u>	<u>Monthly Service Charge</u>	<u>800/888 Option Monthly Service Charge</u>
R1	\$.0955	None	\$3.00
R2	\$.0755	3.00	\$3.00

ISSUED October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 4 - RATES, Continued**4.1. SERVICES CHARGES, Continued****4.1.2. AstroCom, Inc Business Long Distance Services**

<u>Rate Plan</u>	<u>Monthly Volume</u>	<u>Rate Per Minute</u>	<u>Monthly Service Charge</u>
B1S	\$0-\$250	\$.0935	\$9.00
B2S	\$251-\$1000	\$.0825	\$7.00
B3S	Over \$1001	\$.0700	\$3.00

4.1.3. AstroCom, Inc Dedicated Long Distance Services

<u>Rate Plan</u>	<u>Monthly Volume</u>	<u>Peak Rate Per Minute</u>	<u>Off-Peak Rate Per Minute</u>	<u>Monthly Service Charge</u>
B1D	\$0-\$250	\$.1145	\$.0989	\$100.00
B2D	\$251-\$1000	\$.1040	\$.0889	\$100.00
B3D	\$5001-\$7500	\$.0930	\$.0769	\$ 80.00
B4D	\$7501-\$10000	\$.0850	\$.0639	\$ 50.00
B5D	\$10001-\$125000	\$.0706	\$.0550	\$ 0.00

Installation Charge for Dedicated Service is \$150.00 per line.

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By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 4 - RATES, Continued

4.2. MISC. CHARGES

4.2.1. Payphone Surcharge

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

4.2.2. Per Call Surcharge

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

4.2.3. Maintenance Surcharge

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

4.2.4. Directory Assistance

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

Directory Assistance, per call: \$.75

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By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 4 - RATES continued

4.3. AstroCom, Inc Prepaid Calling Cards

Prepaid Calling Card#1

Rate per minute:	\$.079
Maintenance Surcharge:	\$.35
Per Call Surcharge	\$.00
Payphone Surcharge:	\$.35

Prepaid Calling Card#2

Rate per minute:	\$.099
Maintenance Surcharge	\$.25
Per Call Surcharge	\$.25
Payphone Surcharge	\$.35

Prepaid Calling Card#3

Rate per minute:	\$.065
Maintenance Surcharge	\$.35
Per Call Surcharge	\$.00
Payphone Surcharge	\$.35

Prepaid Calling Card#4

Rate per minute:	\$.085
Maintenance Surcharge	\$.25
Per Call Surcharge	\$.25
Payphone Surcharge	\$.35

Prepaid Calling Card#5

Rate per minute:	\$.059
Maintenance Surcharge	\$.45
Per Call Surcharge	\$.35
Payphone Surcharge	\$.35

Prepaid Calling Card#6

Rate per minute:	\$.019
Maintenance Surcharge:	\$.00
Per Call Surcharge	\$.25
Payphone Surcharge:	\$.35

ISSUED: October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 4 - RATES continued**Prepaid Calling Card#7**

Rate per minute:	\$.02
Maintenance Surcharge	\$.50
Per Call Surcharge	\$.49
Payphone Surcharge	\$.35

Prepaid Calling Card#8

Rate per minute:	\$.01
Maintenance Surcharge	\$.50
Per Call Surcharge	\$.59
Payphone Surcharge	\$.35

Prepaid Calling Card#9

Rate per minute:	\$.025
Maintenance Surcharge	\$.00
Per Call Surcharge	\$.49
Payphone Surcharge	\$.35

Prepaid Calling Card#10

Rate per minute:	\$.015
Maintenance Fee:	\$.00
Per Call Surcharge	\$.49
Payphone Surcharge	\$.35

Prepaid Calling Card#11

Rate per minute:	\$.019
Maintenance Surcharge	\$.00
Per Call Surcharge	\$.25
Payphone:	\$.35

ISSUED: October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

SECTION 4 - RATES continued

4.4 Payment of Calls

4.4.1. Late Payment Charges

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

4.4.2. Return Check Charges

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

4.4.3. Restoration of Service

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

4.4.4. Special Promotions

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

4.5 Special Rates For The Handicapped

4.5.1. Directory Assistance

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

4.5.2. Hearing and Speech Impaired Person

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

4.5.3. Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call.

ISSUED: October 19, 2001

EFFECTIVE: _____

By:

Diego Javier Castro- President
9600 SW 8th Street Suite 5
Miami, Florida 331742

Astrocom Corporation

Statement of Assets, Liabilities & Equity-
Income Tax Basis
As of December 31, 1999
READ ACCOUNTANT'S COMPILATION REPORT

ASSETS

CURRENT ASSETS

Cash-Union Planters	\$	334.41	
Cash-NationsBank		1,289.22	
Deposits in transit		936.75	
Petty Cash		106.44	
Other Misc. Receivables		1,201.83	
Investment in Future Teleco		<u>26,270.73</u>	
Total Current Assets	\$		30,139.38

FIXED ASSETS

Office Equipments	\$	14,845.51	
Communication Equipments		<u>209,175.29</u>	
Total	\$	224,020.80	
Less Accum. Depreciation		<u>(32,851.00)</u>	
Net Fixed Assets			191,169.80

OTHER ASSETS

Deposits	\$	<u>1,465.00</u>	
Total Other Assets			<u>1,465.00</u>

TOTAL ASSETS

\$ 222,774.18Raul O. Serrano, Jr., P.A.
Certified Public Accountant

Astrocom Corporation

Statement of Assets, Liabilities & Equity-
Income Tax Basis
As of December 31, 1999
READ ACCOUNTANT'S COMPILATION REPORT

LIABILITIES

CURRENT LIABILITIES

Loan Stockholders	\$	5,527.17	
Payroll Tax Payable		3,662.06	
Due to Credit Card		10,619.98	
Due to Others		<u>5,913.68</u>	
Total Current Liabilities	\$		25,722.89

LONG-TERM LIABILITIES

Due to Investors	\$	<u>250,000.00</u>	
Total Long-Term Liabilities			<u>250,000.00</u>

TOTAL LIABILITIES	\$		275,722.89
-------------------	----	--	------------

EQUITY

EQUITY (DEFICIT)

Capital Stock	\$	100.00	
Contributed Capital		119,900.00	
Net (Loss)		<u>(172,948.71)</u>	

TOTAL EQUITY (DEFICIT)	\$		<u>(52,948.71)</u>
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TOTAL LIABILITIES & EQUITY	\$		<u>222,774.18</u>
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Raul O. Serrano, Jr., P.A.
Certified Public Accountant

Astrocom Corporation
Statement of Income & Expenses-Income Tax Basis
From March 11, 1999 (Inception) to Dec. 31, 1999

READ ACCOUNTANT'S COMPILATION REPORT

	12 Months Ended Dec. 31, 1999	<u>Pct</u>
INCOME		
Sales	\$96,933.02	86.68
Services	14,894.83	<u>13.32</u>
Total Income	<u>111,827.85</u>	<u>100.00</u>
Operating Expenses		
Accounting	1,250.00	1.12
Advertising	6,851.84	6.14
Auto Expense	157.77	0.14
Bank Charges	515.60	0.46
Call Expenses	1,517.40	1.36
Contract Labor	11,596.00	10.37
Commissions	7,451.68	6.66
Discount Expense	696.01	0.62
Depreciation	32,851.00	29.38
Insurance	2,744.22	2.45
Licenses & Permits	3,284.35	2.94
Miscellaneous	1,951.53	1.75
Office Expenses	3,216.14	2.88
Payroll	51,900.00	46.41
Payroll Taxes	5,218.90	4.67
Printing Expenses	21,620.34	19.33
Rent	7,188.80	6.43
Telecommunication Expenses	115,686.40	103.45
Telephone	6,130.34	5.48
Travel & Lodging	1,373.05	1.23
Meals & Entertainment	316.93	0.28
Utilities	<u>1,248.26</u>	<u>1.12</u>
Total Operating Expenses	284,776.56	254.66
Net (Loss)	\$ <u>(172,948.71)</u>	<u>(154.66)</u>

Raul O. Serrano, Jr., P.A.
Certified Public Accountant

RAUL O. SERRANO, JR., P.A.

CERTIFIED PUBLIC ACCOUNTANT

SUITE 317, THE WHITTAKER BUILDING
1062 NORTHEAST 125TH STREET
NORTH MIAMI, FLORIDA 33161
(305) 893-0763
(305) 892-6013 FAX

MEMBER OF:

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

February 22, 2000

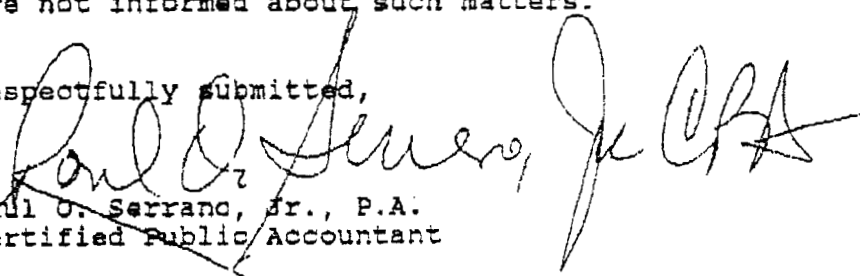
To The Stockholders of
Astrocom Corporation
Miami, Florida

We have compiled the accompanying Statement of Assets, Liabilities and Equity - Income Tax Basis, of Astrocom Corporation, from March 11, 1999, (inception), to December 31, 1999, and the related Statement of Income and Expenses - Income Tax Basis, for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The Financial Statements have been prepared on the accounting basis used by the Company for Federal income tax purposes, which is a comprehensive basis of accounting other than generally accepted accounting principles.

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

Management has elected to omit substantially all of the disclosures ordinarily included in financial statements prepared on the income tax basis of accounting. If the omitted disclosures were included in the Financial Statements, they might influence the user's conclusions about the Company's assets, liabilities, equity, revenues and expenses. Accordingly, these Financial Statements are not designed for those who are not informed about such matters.

Respectfully submitted,



Raul O. Serrano, Jr., P.A.
Certified Public Accountant

ASTROCOM CORP.
Balance Sheet
December 31, 2000

Assets

Current Assets

PETTY CASH	\$	6.44	
CASH ON HAND		7,286.67	
FIRST UNION NATIONAL BANK		(3,958.63)	
BANK OF AMERICA		2,758.40	
UNION PLANTERS BANK		(8,058.84)	
ACCOUNT RECEIVABLE		255,782.50	
DUE FROM EMPLOYEES		3,100.64	

Total Current Assets	\$		256,917.18

Fixed Assets

COMPUTER & SOFTWARE		1,378.29	
FURNITURE & FIXTURES		16,390.41	
EQUIPMENT (COMMUNICATION)		217,647.70	
ACCUMULATED DEPRECIATION		(47,709.41)	

Total Fixed Assets			187,706.99

Other Assets

LICENSES & PERMITS PER LINES		29,763.27	
SECURITY DEPOSIT		3,965.00	
OTHER INVESTMENTS		49,360.73	

Total Other Assets			83,089.00

Total Assets	\$		527,713.17
		-----	-----
			=====

FROM : C. STILLO & ASSOCIATES INC.

PHONE NO. : 3055483483

Aug. 13 2001 04:35PM P05

	12 Months Ended	
	Dec. 31, 2000	Pct
Total Other Income	20,603.83	2.24
Net Income (Loss)	\$ (55,081.50)	(5.99)

ASTROCOM CORP.
Income Statement
For the Period Ended December 31, 2000

	12 Months Ended Dec. 31, 2000	Pct
	-----	-----
Revenue		
INCOME SERVICES	\$ 519,192.85	56.43
INCOME PHONE CARDS & PINS	436,224.52	47.41
RETURN & ALLOWANCE INCOME	(35,339.26)	(3.84)
	-----	-----
Total Revenue	920,078.11	100.00
Cost of Sales		
TELECOMMUNICATIONS	561,645.94	61.04
TELECOMMUNICATIONS (FOREIGN OF)	101,338.12	11.01
CARDS (COST & PRINTING)	80,884.78	8.79
	-----	-----
Total Cost of Sales	743,868.84	80.85
	-----	-----
Gross Profit	176,209.27	19.15
Operating Expenses		
PROFESSIONAL FEES	5,647.50	0.61
ADVERTISING	16,239.29	1.76
ALARM & VIGILANCE EXPENSES	255.60	0.03
AUTO & TRUCK EXPENSES	287.75	0.03
BANK CHARGES	2,946.22	0.32
CLEANING EXPENSES	105.43	0.01
COMMISSIONS	922.34	0.10
CONTRACT LABOR	25,704.48	2.79
DEPRECIATIONS	47,709.41	5.19
ENTERTAINMENT & LOGGING	730.23	0.08
INSURANCE EXPENSES	1,795.22	0.20
INTEREST EXPENSES	9,813.93	1.07
MISCELLANEOUS EXPENSES	601.92	0.07
OFFICE EXPENSES	2,401.97	0.26
PAYROLL TAXES FICA & MEDICARE	7,417.89	0.81
PAYROLL TAXES UNEMPLOYMENT	840.00	0.09
PROMOTIONAL EXPENSES	634.45	0.07
RENT	11,028.41	1.20
REPAIRS & MAINTENANCE	3,777.19	0.41
SALARIES & BONUSES	96,965.88	10.54
OTHER TAXES	1,698.74	0.18
TELECOMMUNICATIONS	11,749.25	1.28
ELECTRICITY	2,621.50	0.28
	-----	-----
Total Expenses	251,894.60	27.38
	-----	-----
Operating Income	(75,685.33)	(8.23)
INTEREST INCOME	16,850.62	1.83
MISCELLANEOUS INCOME	2,481.78	0.27
COMMISSIONS INCOME	1,271.43	0.14
	-----	-----

ASTROCOM CORP.
Balance Sheet
December 31, 2000

Liabilities and Equity

Current Liabilities

ACCOUNTS PAYABLE	\$	106,079.95	
SALES TAX PAYABLE		393.82	
ACCRUED TAXES		5,873.40	
CREDIT CARDS		6,825.73	

Total Current Liabilities \$ 119,172.90

Long Term Liabilities

L/P FROM STOCKHOLDERS		6,965.09	
L/P FROM INVESTORS		204,384.86	
LINE CREDIT (FIRST UNION BANK)		25,220.15	

Total Long Term Liabilities 236,570.10

Equity

COMMON STOCK		100.00	
PAID IN CAPITAL		399,900.38	
RETAINED EARNINGS		(172,948.71)	
Current Income (Loss)		(55,081.50)	

Total Equity 171,970.17

Total Liabilities & Equity \$ 527,713.17

=====

ASSUMPTIONS

INVESTMENT	Cost	Description
From Equipment Manufacturers		
TYPE 1 MACHINE		
Machine Cost - Cisco	\$ 35,000	Each Cisco Machine gives the capacity for 24 lines connecting calls at the same time
Quantity Machines Required in 3 years projection	10	Only Machine - Without Costs of Running
Investment cost machines	\$ 350,000	Assuming company grows by the bp projection
Technical parts	\$ 55,000	Including all other adds to the machine
Technical Support	\$ 35,000	Other Technical Support
Software	\$ 5,000	Licenses
Total Cost Investment in Equipment	\$ 445,000	for 10 machines so 1 machine = 44,500 initial investment
Total Cost Investment Year 2002 - 2004	\$ 445,000	
Number of minutes per machine per day	34,560	Maximum Capacity working 24hours the 24 lines
Average workweek	7	Days
Number of potential minutes per week	241,920	Working 7 days - 24 lines - 24 hours per day
Average weeks in work year	52	
Total potential minutes per year per machine	12,579,840	Maximum possible use per year
Maximum Minutes per Year per Machine	12,579,840	If machine to be used in 100% of capacity
Average sell price per Min	\$ 0.13	
Cost Average per Minute	\$ 0.065	
Gross Sales per machine if use in full capacity	\$ 817,690	If Use at 100% of the capacity
Realistic Use of the Machine	42%	If connecting calls 10 hours a day - only 1 location strategy
Realistic Gross Sales per Machine	\$ 343,430	
Realistic Revenue 8 Machines	\$ 3,434,296	10 Machines Revenue
Costs Machines	\$ 445,000	
Realistic Gross profit machines per year	\$ 2,989,296	Gross Profit 10 machines per Year

COST OF SALES	Rate	Description
Percent of Sales Subject to Commissions	30%	
North America Sales		
Commission Given to Sales people	20%	Sales Commissions
International Calls Sales		
Commission Given to Sales people	30%	Sales Commissions

EXPENSES	Cost	Description
YEAR 1		
Marketing		
Direct Marketing	1,500	Monthly
Trade Journal and Magazines	2,000	Monthly
Trade Shows	6,000	Quarterly
Travel & Lodging	12,000	(4 Employees X \$4000, 1 X6000)
Promotional Materials	700	Monthly (Extraordinary Expense in Month 1)
Public Relations	5,000	Monthly
General Expenses		
Accounting	1,000	Monthly
Bad Debt Expense	#VALUE!	1% of sales
Bank Service Charges	250	Monthly
Central Station Alarm Monitoring	100	Monthly
Computer Maintenance	800	Monthly
Consultants	2,000	Monthly
Delivery Expenses	250	Monthly
Dues & Subscriptions	500	Monthly
General Business Insurance	850	Monthly
Legal	30,000	Monthly (Except in Months 1 through 3: 3X, 2X, 2X respectively)
Miscellaneous	10,000	Monthly (Extraordinary Expense in Month 1)
Office Supplies	500	Monthly
Payroll Taxes	5,909	Monthly (.07625 X Payroll)
Postage	250	Monthly
Rent	6,250	Monthly (3,000 SF @ \$25 PSF)
Research and Development	2,000	Monthly
T1	200	Monthly
Telephone	1,500	Monthly
Utilities	500	Monthly
Website Hosting / Maintenance/ Design	15,000	Monthly (Extraordinary Expense in Month 1)
Disability / Unemploy Ins. / WC	#REF!	Monthly
YEAR 2		
Marketing		
Direct Marketing	2,000	Monthly
Trade Journal and Magazines	2,500	Monthly
Trade Shows	10,000	Quarterly
Travel & Lodging	22,000	(4 Employees X \$4000, 1 X6000)
Promotional Materials	1,000	Monthly
Public Relations	5,000	Monthly

Bank Service Charges	300	Monthly
Central Station Alarm Monitoring	100	Monthly
Computer Maintenance	800	Monthly
Consultants	2,000	Monthly
Delivery Expenses	250	Monthly
Dues & Subscriptions	500	Monthly
General Business Insurance	850	Monthly
Legal	5,000	Monthly (Except in Months 1 through 3: 3X, 2X, 2X respectively)
Miscellaneous	3,000	Monthly
Office Supplies	500	Monthly
Payroll Taxes	6,545	Monthly (.07825 X Payroll)
Postage	300	Monthly
Rent	6,250	Monthly (3,000 SF @ \$25 PSF)
Research and Development	2,000	Monthly
T1	200	Monthly
Telephone	2,000	Monthly
Utilities	500	Monthly
Website hosting / maintenance	500	Monthly
Disability / Unemploy Ins. / WC	#VALUE!	Monthly

OTHER	Cost	Description
Accounts Payable Cycle		
Sales Commissions	30	days
Taxes		
Federal and State Taxes	40%	

PRICING & TIMING SCHEDULE

Digital Technology

Worldwide Connections		\$ / Min	No. Minutes/Month	Cost \$ / Min
South America				
Colombia	24,000,000	\$ 0.100	2,000,000	\$ 0.07
Peru	10,800,000	\$ 0.080	900,000	\$ 0.04
Argentina	3,600,000	\$ 0.100	300,000	\$ 0.04
Venezuela	2,400,000	\$ 0.100	200,000	\$ 0.07
Ecuador	1,800,000	\$ 0.150	150,000	\$ 0.07
Brazil	2,400,000	\$ 0.120	200,000	\$ 0.07
Others	1,800,000	\$ 0.150	150,000	\$ 0.07
North & Central America				
USA	14,400,000	\$ 0.050	1,200,000	\$ 0.03
Mexico	2,400,000	\$ 0.100	200,000	\$ 0.07
El Salvador	2,400,000	\$ 0.200	200,000	\$ 0.10
Other Central & North	600,000	\$ 0.200	50,000	\$ 0.10
Europe				
UK	2,400,000	\$ 0.050	200,000	\$ 0.03
Other Europe	1,440,000	\$ 0.250	120,000	\$ 0.15
Rest of the World				
Asia	480,000	\$ 0.050	40,000	\$ 0.03
Oceania	240,000	\$ 0.250	20,000	\$ 0.15
Other parts of the World	240,000	\$ 0.200	20,000	\$ 0.10

DEPRECIATION & CAP EX

Straight-Line Method	No. Units	Per Unit Cost	Total Cost	Life (Years)	Salvage Value	Annual	Monthly
Year 1							
Computer Equipment	18	\$ 2,000	\$ 36,000	3	0	\$ 12,000	\$ 1,000
Office Furniture	18	\$ 1,000	\$ 18,000	7	0	\$ 2,571	\$ 214
Servers	1	\$ 8,500	\$ 8,500	3	0	\$ 2,833	\$ 236
Software	18	\$ 500	\$ 9,000	3	0	\$ 3,000	\$ 250
Other Office Equipment	6	\$ 1,000	\$ 6,000	5	0	\$ 1,200	\$ 100
Leasehold Improvements	1	\$ 15,000	\$ 15,000	7	0	\$ 2,143	\$ 179
TOTAL			\$ 92,500			\$ 23,748	\$ 1,979

Year 2							
Computer Equipment	-	\$ -	\$ -	3	0	\$ -	\$ -
Office Furniture	-	\$ -	\$ -	7	0	\$ -	\$ -
Servers	-	\$ -	\$ -	3	0	\$ -	\$ -
Software	-	\$ -	\$ -	3	0	\$ -	\$ -
Other Office Equipment	-	\$ -	\$ -	5	0	\$ -	\$ -
Leasehold Improvements	-	\$ -	\$ -	7	0	\$ -	\$ -
TOTAL			\$ -			\$ -	\$ -

DEPRECIATION SCHEDULE	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Totals
Year 1	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 23,748
Year 2	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 23,748
Year 3	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 1,979	\$ 23,748
Year 4	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 20,748
Year 5	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 1,729	\$ 20,748

Year 1 is 2002

ANNUAL INDUSTRY SALES

NORTH AMERICA - LATIN AMERICA	
Total North and Latin America Growth	12.5%
Total US Traffic Growth%	5.9%
INTERNATIONAL	
Total Europe Growth%	11.8%
Total Other countries Growth%	7.4%

Source: FCC 1999 Statistics

LATIN AMERICAN & NORTH AMERICA ANALYSIS FOR THE US CARRIER

	1999	2000	2001	2002	2003	2004	2005	2006	2007
TRAFFIC BILLED IN US									
North & Latin America Traffic	3,016,366,781	3,393,412,629	3,817,589,207	4,294,787,858	4,831,636,340	5,435,590,883	6,115,039,743	6,879,419,711	7,739,347,175
% of Total	37.0%	39.3%	41.8%	44.4%	47.2%	50.1%	53.2%	56.6%	60.1%
Total US Traffic	8,143,747,407	8,624,228,504	9,133,057,986	9,671,908,407	10,242,551,003	10,846,861,512	11,486,826,341	12,164,549,095	12,882,257,492
TRAFFIC BILLED IN FOREIGN C									
North & Latin America Traffic	1,339,573,254	1,507,019,911	1,695,397,400	1,907,322,075	2,145,737,334	2,413,954,501	2,715,698,813	3,055,161,165	3,437,056,310
% of Total	75.2%	79.9%	84.9%	90.1%	95.8%	101.7%	108.1%	114.8%	122.0%
Total Foreign Countries	1,781,494,729	1,886,602,918	1,997,912,490	2,115,789,327	2,240,620,897	2,372,817,530	2,512,813,765	2,661,069,777	2,818,072,894
TOTAL U.S. CARRIER RET.REV									
North & Latin America Traffic	4,355,940,035	4,900,432,539	5,512,986,607	6,202,109,933	6,977,373,674	7,849,545,384	8,830,738,556	9,934,580,876	11,176,403,485
% of Total	43.9%	46.6%	49.5%	52.6%	55.9%	59.4%	63.1%	67.0%	71.2%
TOTAL TRAFFIC	9,925,242,136	10,510,831,422	11,130,970,476	11,787,697,734	12,483,171,900	13,219,679,042	13,999,640,106	14,825,618,872	15,700,330,386

Source: SBI Market Profile

INTERNATIONAL									
	1999	2000	2001	2002	2003	2004	2005	2006	2007
ALL COUNTRIES									
Europe Traffic	2,702,720,234	3,021,641,222	3,378,194,886	3,776,821,882	4,222,486,864	4,720,740,314	5,277,787,671	5,900,566,617	6,596,833,477
% of Total	64.3%	66.9%	69.6%	72.5%	75.5%	78.5%	81.8%	85.1%	88.6%
Total Other International Countries	4,206,155,121	4,517,410,600	4,851,698,984	5,210,724,709	5,596,318,338	6,010,445,895	6,455,218,891	6,932,905,089	7,445,940,065

SANDRA XIMENA DIAZ HOYOS

7743 Southwest 94th Lane • Miami, FL 33156

(786) 374-6755 mob/cell • (305) 598-9632 home/fax • sanxid@hotmail.com Email •

PROFESSIONAL PROFILE

A determined, versatile, and analytical-minded professional with over nine solid years of progressive experience in consulting, marketing, business strategies, financial investments, project management, personnel coordination, and international business; a dynamic and hardworking individual with outstanding organizational and communication skills. Fluent in Spanish and English; understandable level of Portuguese and Italian.

AREAS OF EXPERTISE

Marketing Strategy	International Approach	Marketing Research
Management Consultant/Project Manager	Sales Development	Investment Consulting
Product Development and Management	Marketing Consultant	International Business

PROFESSIONAL SYNOPSIS

- Provided innovative, creative, and successful marketing and advertising strategies for a South Florida telecommunications firm; oversaw budgeting and sales targets; directed all international marketing operations and business development.
- Implemented proactive new product development, including overseeing price development and investment management; conducted profitable vendor relations; increased profits 68% from a zero starting point; developed dynamic new products for North American, European, and Latin American distribution.
- Manager consultant in both Business strategy development and Marketing Strategies for an European Company
- Management Consultant in Information Technologies Implementations
- Successfully started up and supervised agricultural sales and marketing development in Spain-, Italy-, and Latin America-based markets; created and implemented business plans and strategies; recruited and trained employees; increased sales from \$0 to \$8 million in less than two years; increased company profits by 73%.
- Increased a company's overall customer database from three to over 1,350 existing and potential customers; developed four successful new products for international distribution; attended 28 overseas tradeshows.
- Oversaw new product development, competitor analysis, advertising campaign implementation, and personnel training within a pharmaceutical company; performed all price analysis, costing analysis, and product/packing development; managed a \$2-million television and magazine campaign; increased sales by 39%.
- Product Testing and Focus Group. Research for both Pharmaceutical and Cosmetic, and OTC products. Nielsen management and market research for new and existing products.
- Developed a unique warehouse management system; maintained responsibility for 120 employees and organized over 2,800 references; installed product-based bar codes; created new methods and procedures to increase warehouse operational efficiency; lowered management system costs by 23%.
- Assisted in the development of budgets, new product design, and sales forecasting; purchased products for advertisements; maintained responsibility for tradeshow logistics; analyzed business plans; ranked within the top 5% of corporate business assistants.

PROFESSIONAL EXPERTISE

Marketing Director

ASTROCOM CORPORATION

JUNE 2000-PRESENT

Marketing Consultant / Project Manager

EUROPA MANAGEMENT CONSULTING - PLANTWAY

MARCH 1998-JUNE 2000

Junior Marketing Manager/Project Manager/Assistant Marketing Manager

TECNOQUIMICAS, S.A.

SEPT 1993- DEC 1996

EDUCATION

M.B.A., Project Manager/Cultural Approach, Anglia Business, England/Cambridge University

M.A., Marketing, Pontificia Universidad Javeriana, Colombia

B.Sc., Industrial Engineering, Pontificia Universidad Javeriana, Colombia

JORGE A. GOMEZ R.

- Experience**
- 1991-1992 DISTRIBUCIONES RAGOZ BOGOTA, COLOMBIA
ASSISTANT MANAGER
- Supervised marketing for the different distribution channels.
- 1992-1996 Conticom LTDA Cali , Colombia
Marketing Vice-President
- In charge of marketing of computer and computer parts.
 - Increased the sale of de company 150% in the first year.
 - Expanded the market by opening 10 news subsidiaries.
- 1996-1998 Olympic Computer Cali , Colombia
Executive Vice-President
- In charge of all the organization and development of de company, including marketing .
 - Established the first local whole saler distribution in Cali.
 - Managed 45 employees.
- 1998-2000 CPG Inc. Miami,FI, USA
Sales Magager
- . In charge of marketing of computer and computer parts in South America.
- 2000- Astrocom Miami,FI, USA
Sales Magager
- . In charge of marketing .
- Education**
- 1987-1994 Pontificia Universidad Javeriana Cali, Colombia
- **INDUSTRIAL ENGINEER**
- Patents and Publication**
- Procedure for flow and process of time in manufacturing.
- Languages**
- Spanish, Portuguese and English.

Leon Barona Muñoz

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le_bar35@hotmail.com Email

EDUCATION

Jun 2001-Present	Broward Community College , FL	English
Jun 1983-Dec 1992	Universidad autonoma de Occidente, COLOMBIA	Industrial Engineer
Jan 1992-Dec 1992	Universidad del Valle,Cali, COLOMBIA	Gerencia de Control Total de Calidad
Jun 1992	Congreso Latinoamericano,Cali, COLOMBIA	La Gerencia de alto desempeño
Sep 1983-Jul 1987	Colegio San Luis Gonzaga,Cali, COLOMBIA	Bachelor in Science Degree

PROFESSIONAL EXPERIENCE

AGO 2000-PRESENT	Astrocom Corp. Marketing Manager
FEB 1994-JUL 2000	Working Independent FINANCIAL CONSULTANT
JUN 1990 – JAN 1994	Americana de Cambios MANAGER JUNIOR
DEC 1989-MAY 1990	CUDECOM DE OCCIDENTE INDUSTRIAL ENGINEER
JAN 1983- NOV 1989	BANCO DE COLOMBIA COMERCIAL CONSULTANT

PROFESIONAL MEMBERSHIPS

1994-Present Coomeva – La Cooperativa de los Profesionales

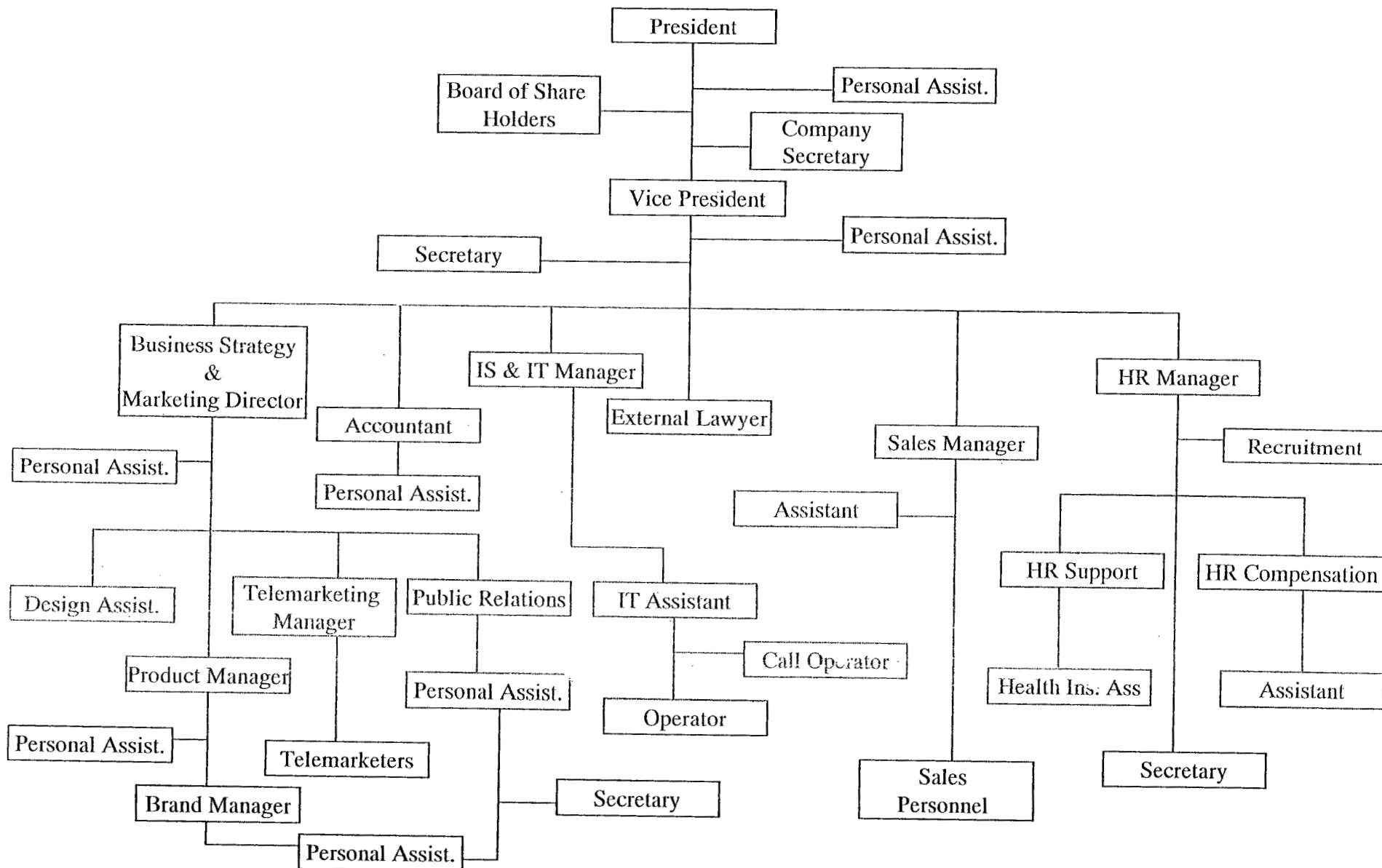
LANGUAGES

SPANISH
ENGLISH

HOBBIES - INTEREST

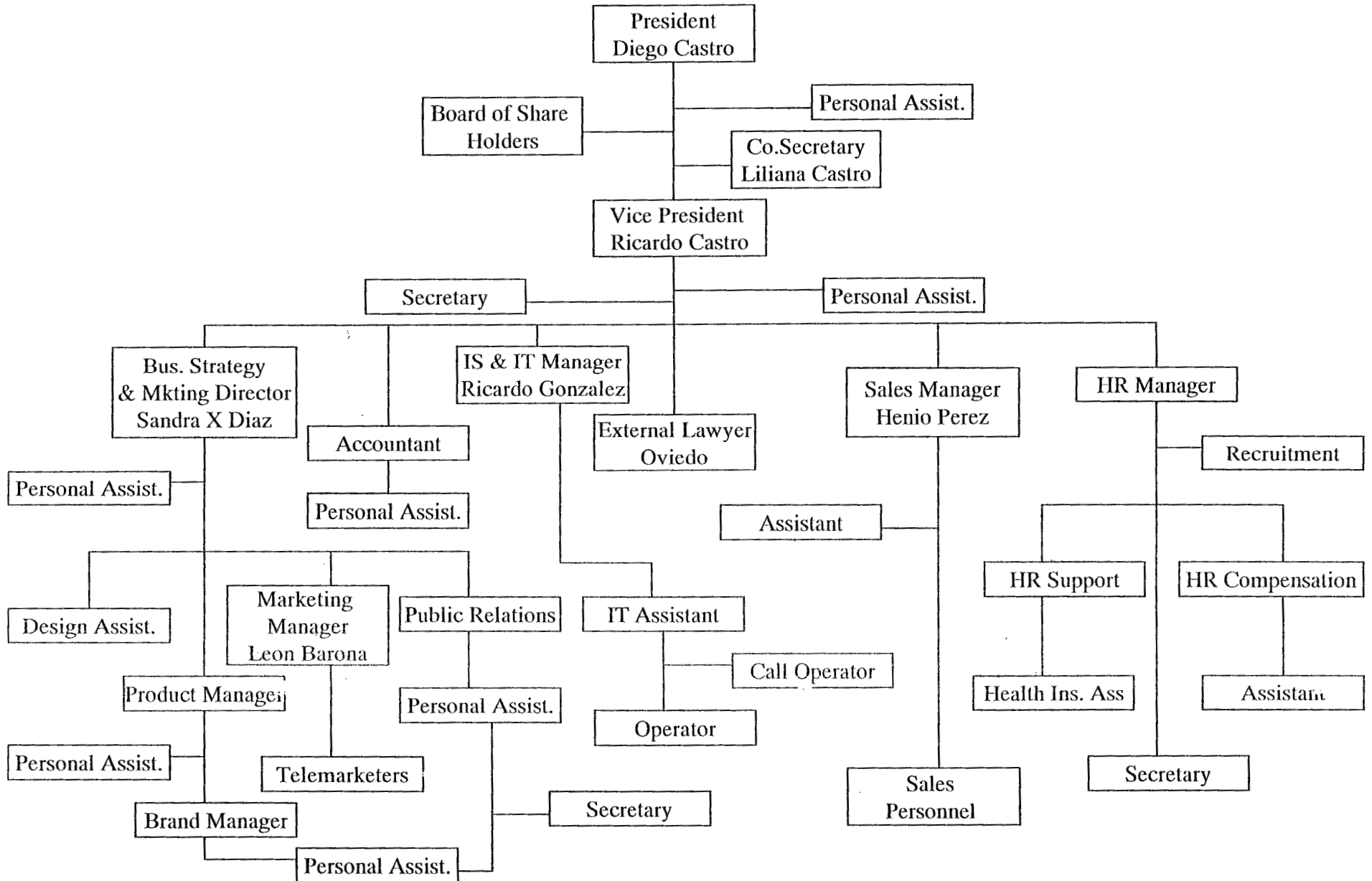
RAQUET BALL
READING

Astrocom Corp. Organizational Chart Projection



Astrocom Corp.

Organizational Chart 3 Years Projection



Astrocom Corp. Business Plan

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EXECUTIVE SUMMARY

EXECUTIVE SUMMARY

INTRODUCTION

During the year 2000 Astrocom change from analogue to digital VoIP technology (VocalTec to Cisco). Business went no so well for Astrocom due to the large investment over the year 1999.

Although Astrocom is now better placed than ever to capitalize on the fast-growing demand for digital communications from both residential and business customers. The changes in technology that are hastening a VoIP world are transforming the prospects of companies such as Astrocom, even if the financial markets are currently cynical about the sector's ability to deliver.

As with all technological transformations, that process has not always been easy. The strength of this business is in the bundle of services we can offer our consumers. This network power allows us to tap a wider range of revenue streams. For the consumer it means more choice and functionality.

Astrocom is a company in increasingly good shape to become the VoIP communications provider of choice within the Latin America Area of Operation. The growing demand for such services, at high speeds and on all manner of devices, puts Astrocom on target to deliver growth for the next few years and beyond.

Astrocom have a hi-speed VoIP digital network in place. Astrocom capital expenditure costs going forward are variable and largely connected to customer

acquisition. Over Astrocom network can deliver increasing quantities of speed and ever-greater amounts of content. Meanwhile, Astrocom has a content division that is at the forefront of developing the next generation VoIP products, which will enhance revenues. Astrocom digital roll-out is now in full swing as Astrocom concentrates on executing this business plan.

Astrocom now has the key ingredients for success in the digital age. Astrocom's goal for 2002 is to deliver to its customers the service and standards they have every right to expect and to its shareholders the long-term value that comes from being at the forefront of the Internet revolution.

COMPANY DESCRIPTION

Astrocom was created on March 1999 and begins its operation on the 10th of August 1999, with a team conformed for 9 individuals in the administration and IT support: the president, a general manager, a sales manager, 2 IT Engineers, a secretary, 2 customer service operators and a accountant assistant. And 10 sales employees

Astrocom installed the platform with the latest Technology at that moment VoIP (voice over Internet protocol) formed in 1996 by Cisco Systems, VocalTec, Dialogic, 3Com, Netspeak and others as a working group of the International Multimedia Teleconferencing Consortium (IMTC).

Voice over IP (VoIP), is the technology used to transmit voice conversations over a data network using the Internet Protocol. Such data network may be the Internet or a corporate Intranet, or managed networks typically used by long and local service traditional providers and ISP's that use VoIP. There are several potential benefits to moving voice over a data network using Internet Protocol:

First, You may save money. Second, you may achieve benefits of managing a voice and data network as one network. Third, if you have IP phones, moves, ads and changes will be easier and cheaper. (IP phones have individual numbers, with memories, user profiles and software upgrades are typically centrally managed using standard computing systems. So they are more “user friendly”). And fourth they key attraction of IP telephony is added and integrated new services, including integrated messaging, bandwidth on demand, voice mails, the development of “voice portals” on the Web and the much simplified setting up, tearing down and transferring of phone calls.

The initial system use to codified the voice in the internet that was acquired by Astrocom was VocalTec, during these 2 years Astrocom has been up dating to the most used technology Cisco, and working to improve the amount of machines and service, at present having several of these in both, Colombia and the USA.

Astrocom Corp. puts gateways for the termination of the calls in Colombia – South America, where the highest concentration of the customers needs is becoming the most important market for the Company.

The first service Astrocom offered to customers was the long distance prepaid telephone card, called La Mejor (“the best” - English translation) offering telecommunication long distance service Worldwide. Which mainly target was the Latin American market.

By implementing a wide distribution channel, Astrocom went with La Mejor to all the places with the most Hispanic population concentration.

Later on Astrocom found in Peru an interesting market to develop, by making a prepaid card called Alo Peru (Hello Peru), this market became the second largest in importance for the company, for a while almost the size of the Colombian market.

However Colombia and Peru were interesting markets, Astrocom decided to look for new opportunities, El Salvador was a good opportunity and the development of a new prepaid telephone card was established to cover this market with a card called El Salvador.

In order to diversify Astrocom portfolio of products and services, was created a new card for Peru called La Cusqueña (name of a region in Peru) and La Mejor Colombia (the best Colombia).

As a new marketing strategy for the diversification of products and as a result of the growth of the migration of new Hispanic groups in Miami and the Florida areas, Astrocom developed a new pre paid telephone card, called Latinos which will be available in the market by the end of October 2001 and in which there is not influence of specific country but just the origin of our Hispanic – Latin race.

Astrocom expects Latinos (Latin's) to succeed in the market that is not covering this group as a generic.

INDUSTRY ANALYSIS/SIZE

TARGET MARKET AND NEED

Astrocom is in the market of Voice Telecommunications – Pre and Post paid. There is a great knowledge of the Latin American Market making it the most important target for the company goals and expectations.

THE OPPORTUNITY

BUSINESS MODEL

COMPETITIVE ADVANTAGES

PRODUCTS AND SERVICES

COMPETITION

MARKETING AND SALES STRATEGY

MANAGEMENT

OPERATIONS

DEVELOPMENT TIMELINE

FINANCIAL SUMMARY

USES OF FUNDS

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COMPANY OVERVIEW

DESCRIPTION

During the year 2000 Astrocom change from analogue to digital VoIP technology (VocalTec to Cisco). Business went no so well for Astrocom during the year 2000 due to the large investment over the year 1999.

Although Astrocom is now better placed than ever to capitalize on the fast-growing demand for digital communications from both residential and business customers. The changes in technology that are hastening a VoIP world are transforming the prospects of companies such as Astrocom, even if the financial markets are currently cynical about the sector's ability to deliver.

As with all technological transformations, that process has not always been easy. The strength of this business is in the bundle of services we can offer our consumers. This network power allows us to tap a wider range of revenue streams. For the consumer it means more choice and functionality.

Astrocom is a company in increasingly good shape to become the VoIP communications provider of choice within the Latin America Area of Operation. The growing demand for such services, at high speeds and on all manner of devices, puts Astrocom on target to deliver growth for the next few years and beyond.

Astrocom have a hi-speed VoIP digital network in place. Astrocom capital expenditure costs going forward are variable and largely connected to customer acquisition. Over Astrocom network can deliver increasing quantities of speed and ever-greater amounts of content. Meanwhile, Astrocom has a content division that is at the forefront of developing the next generation VoIP products, which will enhance revenues. Astrocom digital roll-out is now in full swing as Astrocom concentrates on executing this business plan.

Astrocom now has the key ingredients for success in the digital age. Astrocom's goal for 2002 is to deliver to its customers the service and standards they have every right to expect and to its shareholders the long-term value that comes from being at the forefront of the Internet revolution.

Astrocom was created on March 1999 and begins its operation on the 10th of August 1999, with a team conformed for 9 individuals in the administration and IT support: the president, a general manager, a sales manager, 2 IT Engineers, a secretary, 2 customer service operators and a accountant assistant. And 10 sales employees

Astrocom installed the platform with the latest Technology at that moment VoIP (voice over Internet protocol) formed in 1996 by Cisco Systems, VocalTec, Dialogic, 3Com, Netspeak and others as a working group of the International Multimedia Teleconferencing Consortium (IMTC).

Voice over IP (VoIP), is the technology used to transmit voice conversations over a data network using the Internet Protocol. Such data network may be the Internet or a corporate Intranet, or managed networks typically used by long and local service traditional providers and ISP's that use VoIP. There are several

potential benefits to moving voice over a data network using Internet Protocol: First, You may save money. Second, you may achieve benefits of managing a voice and data network as one network. Third, if you have IP phones, moves, ads and changes will be easier and cheaper. (IP phones have individual numbers, with memories, user profiles and software upgrades are typically centrally managed using standard computing systems. So they are more “user friendly”). And fourth they key attraction of IP telephony is added and integrated new services, including integrated messaging, bandwidth on demand, voice mails, the development of “voice portals” on the Web and the much simplified setting up, tearing down and transferring of phone calls.

The initial system use to codified the voice in the internet that was acquired by Astrocom was VocalTec, during these 2 years Astrocom has been up dating to the most used technology Cisco, and working to improve the amount of machines and service, at present having several of these in both, Colombia and the USA.

Astrocom Corp. puts gateways for the termination of the calls in Colombia – South America, where the highest concentration of the customers needs is becoming the most important market for the Company.

The first service Astrocom offered to customers was the long distance prepaid telephone card, called La Mejor (“the best” - English translation) offering telecommunication long distance service Worldwide. Which mainly target was the Latin American market.

By implementing a wide distribution channel, Astrocom went with La Mejor to all the places with the most Hispanic population concentration.

Later on Astrocom found in Peru an interesting market to develop, by making a prepaid card called Alo Peru (Hello Peru), this market became the second largest in importance for the company, for a while almost the size of the Colombian market.

However Colombia and Peru where interesting markets, Astrocom decided to look for new opportunities, El Salvador was a good opportunity and the development of a new prepaid telephone card was established to cover this market with a card called El Salvador.

In order to diversify Astrocom portfolio of products and services, was created a new card for Peru called La Cusqueña (name of a region in Peru) and La Mejor Colombia (the best Colombia).

As a new marketing strategy for the diversification of products and as a result of the growth of the migration of new Hispanic groups in Miami and the Florida areas, Astrocom developed a new pre paid telephone card, called Latinos which will be available in the market by the end of October 2001 and in which there is not influence of specific country but just the origin of our Hispanic – Latin race.

Astrocom expects Latinos (Latin's) to succeed in the market that is not covering this group as a generic.

COMPANY HISTORY

OPPORTUNITY

BUSINESS MODEL

REVENUE MODEL

CURRENT STATUS

FUTURE GOALS AND OBJECTIVES

MISSION/VISION STATEMENT

PRODUCTS

PRODUCT

1. Termination of calls in Latin America
 2. Prepaid calls
 3. Direct customer, residency and business
 4. Distribution of prepaid calling cards
 5. Telemarketing
 6. Internet access
 7. Termination of Calls in Latin America to other companies in the USA
 8. 101xxx Line
 9. Direct access from home – 011
 10. Prepaid telephone cards
 11. Pre and Post paid calls with pins
 12. Telemarketing
 13. Internet subscription
-

NEED

BENEFITS

1. To be located in Miami that is an important Latin American center of distribution
2. The location in Miami that entitle Astrocom to have a important internal market for the Hispanic population
3. The technology VOIP that is a new technology and its in the way of development allows the company to expand its market due to the technology advantage.
4. Knowledge of the Hispanic market as a key of success

CURRENT STAGE OF DEVELOPMENT

Opportunities – Expansion in the worldwide market that have not been exploited with high technology VOIP – example – Latin American and 2nd –3rd world countries.

Expansion in the Hispanic market in other cities in the USA as are New York and Los Angeles

The use of 101xxx line and the direct call access as international carrier

Wireless communications

FUTURE PLANS AND DEVELOPMENT

INTELLECTUAL PROPERTY

OTHER

SERVICES

Service
Need
Benefits

Current Stage of Development
Future Plans and Development
Intellectual Property
Other

INDUSTRY AND MARKET ANALYSIS

Industry Overview
Industry Trends and Growth Patterns
Industry Participants
Company Niche
Market Analysis
Market Size and Trends
Target Market
Target Market Trends and Growth Patterns

COMPETITIVE ANALYSIS

Overview
Direct Competitors
Indirect Competitors
Market Share Analysis
Comparative Analysis
Product Line Competition
Service Line Competition
Competitive Advantages

MARKETING AND SALES STRATEGY

Marketing Strategy Overview
Positioning
Advertising
Public Relations and Promotions
Marketing Budget
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Sales Process Description
Pricing
Growth Strategy
Strategic Alliances

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Organizational Structure
Management Team
Total Management Compensation
Board of Directors
Board of Advisors
Professional Advisors:
Legal

Accounting
Technology
Marketing
Public Relations
Insurance
Human Resources
Other

OPERATIONS

Location
Service Process
Customer Service
Other Operational Issues
Operational Expenses
Staffing and Training
Compensation and Incentives
Administrative and Financial Systems
Administrative Expenses

TECHNOLOGY

Technology Overview
Website Overview
Website Development
Website Features
Website Cost
Database Overview
Database Development
Database Features
Database Cost

Operating Platforms
Other Software Applications
Hardware
Personnel Need

ECONOMICS OF THE BUSINESS

Assumptions
Sales Projections and Growth
Demand and Price Elasticity
Cost of Services
Gross and Operating Margins
Fixed and Variable Costs
Expense Breakdown
Months to Breakeven
Months to Positive Cash Flow
Burn Rate
Sensitivity Analyses Summary

DEVELOPMENT/MILESTONES

Development Strategy
Milestones and Action Plan
Development Timeline
Development Expenses

CRITICAL RISKS

Competitive Risks
Technological Risks
Management Issues
Staffing Concerns
Industry Health
Macroeconomic Environment
Seasonality and Cyclical Trends
Legal Factors
Funding Concerns

OFFERING

Capitalization

Investment Requirements
Valuation of Business
Offer
Return on Investment
Exit Strategy
Use of Funds

FINANCIAL PROJECTIONS

Financial Summary
Sources and Uses of Funds
Financial Assumptions
Income Statements
Cash Flow Statements
Balance Sheet
Breakeven Analysis
Sensitivity Analysis
RMA Financial Ratio Comparison

APPENDICES

Management Resumes
Detailed Financials
Product Images
Workflow Diagrams
Office/Manufacturing Layout
Website Image Captures
Licenses
Letters of Intent
Other Pertinent Data

ASTROCOM CORPORATION

FINANCIAL STATEMENTS

**For The Year Ended
December 31, 2000**

RAUL O. SERRANO, JR., P.A.

CERTIFIED PUBLIC ACCOUNTANT

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September 24, 2001

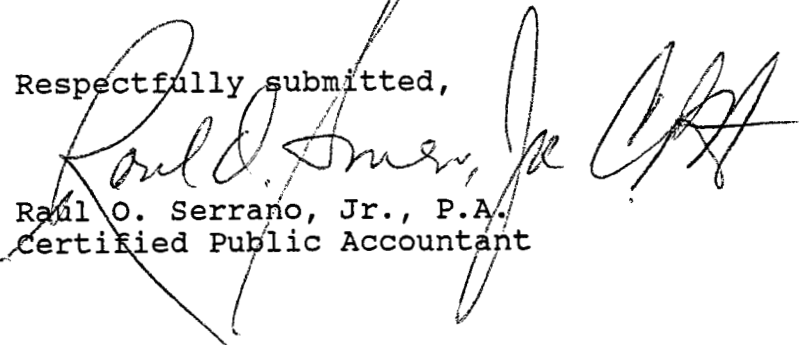
To The Stockholders of
Astrocom Corporation
Miami, Florida

We have compiled the accompanying Balance Sheet of Astrocom Corporation as of December 31, 2000, and the related Statement of Operations, for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

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

Management has elected to omit substantially all of the disclosures and the statement of changes in financial position required by generally accepted accounting principles. If the omitted disclosures and statement of changes in financial position were included in the Financial Statements, they might influence the user's conclusions about the company's financial position and results of operations. Accordingly, these Financial Statements are not designed for those who are not informed about such matters.

Respectfully submitted,


Raul O. Serrano, Jr., P.A.
Certified Public Accountant

Astrocom Corporation
Balance Sheet
As of December 31, 2000

READ ACCOUNTANT'S COMPILATION REPORT

ASSETS

CURRENT ASSETS

Cash	6.44	
Accounts Receivable	255,782.50	
Other Misc. Receivables	<u>52,461.37</u>	
Total Current Assets		\$ 308,250.31

FIXED ASSETS

Office Equipment	17,768.70	
Communication Equipment	<u>229,057.30</u>	
Total	246,826.00	
Less Accum. Depreciation	<u>(93,390.00)</u>	
Net Fixed Assets		153,436.00

OTHER ASSETS

Deposits	\$ 3,965.00	
Telecommunication Licenses	27,645.27	
Accumulated Amort.	<u>(154.00)</u>	
Total Other Assets		<u>31,456.27</u>

TOTAL ASSETS

\$ 493,142.58

Raul O. Serrano, Jr., P.A.
Certified Public Accountant

Astrocom Corporation
Balance Sheet
As of December 31, 2000

READ ACCOUNTANT'S COMPILATION REPORT

LIABILITIES

CURRENT LIABILITIES

Accounts Payable	\$ 113,052.35	
Loan Stockholder	6,965.09	
Payroll Taxes Payable	5,910.57	
Sales Tax Payable	124.77	
Advances-Line of Credit	25,220.15	
Due to Credit Card	<u>6,825.73</u>	
Total Current Liabilities		\$ 158,098.66

LONG-TERM LIABILITIES

Due to Investors	<u>484,385.24</u>	
Total Long-Term Liabilities		<u>484,385.24</u>

TOTAL LIABILITIES 642,483.90

EQUITY

EQUITY (DEFICIT)

Capital Stock	\$ 100.00	
Paid In Capital	119,900.00	
Retained (Deficit)	(172,949.00)	
Net (Loss)	<u>(96,392.32)</u>	
TOTAL EQUITY (DEFICIT)		<u>\$ (149,341.32)</u>

TOTAL LIABILITIES & EQUITY \$ 493,142.58

Raul O. Serrano, Jr., P.A.
Certified Public Accountant

Astrocom Corporation
Statement of Operations
For the twelve months ended December 31, 2000

READ ACCOUNTANT'S COMPILATION REPORT

	12 Months Ended Dec. 31, 2000	<u>Pct</u>
INCOME		
Sales	\$ <u>793,465.46</u>	<u>100.00</u>
Total Income	793,465.46	100.00
COST OF SALES		
Purchases	<u>627,688.50</u>	<u>79.11</u>
Total Cost of Sales	<u>627,688.50</u>	<u>79.11</u>
Gross Profit	\$165,776.96	20.89

Raul O. Serrano, Jr., P.A.
Certified Public Accountant

Astrocom Corporation
Statement of Operations
For the twelve months ended December 31, 2000

READ ACCOUNTANT'S COMPILATION REPORT

	12 Months Ended <u>Dec. 31, 2000</u>	<u>Pct</u>
OPERATING EXPENSES		
Accounting	\$ 3,250.00	0.41
Advertising	16,039.29	2.02
Alarm Service	255.60	0.03
Auto Expense	278.40	0.04
Amortization	154.00	0.02
Bank Charges	2,946.22	0.37
Cali Expenses	11,060.58	1.39
Contract Labor	25,704.48	3.24
Commissions	1,032.14	0.13
Discount Expense	5,194.85	0.65
Depreciation	60,539.00	7.63
Insurance	1,795.22	0.23
Interest	9,813.93	1.24
Licenses & Permits	2,118.00	0.27
Miscellaneous	4,419.04	0.56
Payroll	96,965.88	12.22
Payroll Taxes	8,593.56	1.08
Professional Fees	2,397.50	0.30
Promotions	634.45	0.08
Rent	11,028.41	1.39
Repairs & Maintenance	546.00	0.07
Telephone	11,872.27	1.50
Travel & Lodging	729.58	0.09
Utilities	<u>2,621.50</u>	<u>0.33</u>
Total Operating Expenses	<u>279,989.90</u>	<u>35.29</u>
 (Loss) before Other Items	 (114,212.94)	 (14.39)
OTHER INCOME		
Interest Income	<u>17,820.62</u>	<u>2.25</u>
Total Other Income	<u>17,820.62</u>	<u>2.25</u>
 Net (Loss)	 <u><u>\$ (96,392.32)</u></u>	 <u><u>(12.15)</u></u>

Raul O. Serrano, Jr., P.A.
Certified Public Accountant