

XYNERGIA, INC.

RECEIVED FPSC

NOV 21 PM 2:40

COMMISSION
CLERK

ORIGINAL

November 20th, 2001

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

011598-77

RE: Xynergia, Inc. Application for a Certificate of Public Convenience Necessity

To Whom It May Concern,

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

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

Regards,




WILSON E. CORREA
Xynergia, Inc.
President

WC/MSB

Enclosures

Check received from Xynergia, Inc. for \$250.00. Filed in 011598-77. W. E. Correa. Wilson E. Correa, President of Xynergia, Inc. (011598-77) 11/20/01



10015 NW 46 street, # 201, Miami, FL, 33178

DOCUMENT NUMBER-DATE

14850 NOV 21 01

FPSC-COMMISSION CLERK

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or Type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

**Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

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

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

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

1. This is an application for \checkmark (check one):
- Original certificate** (new company).
 - Approval of transfer of existing certificate:**
Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.
 - Approval of assignment of existing certificate:**
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
 - Approval of transfer of control:**
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Hynergia, Inc.

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):

10015 NW 46 St #201

Miami, FL 33122

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:

Name: n/a

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

301000064729

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

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

n/a

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

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

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

(a) The Florida Secretary of State registration number: n/a

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

Name: n/a

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida registration number: n/a

15. Provide F.E.I. Number (if applicable): 65-1118712

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

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 Maldonado, Esq.

Title: Attorney

Address: 3181 NW 30th Street Suite #7

City/State/Zip: Miami, FL 33166

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

Internet E-Mail Address: emaldonado@legnumgroup.com

Internet Website Address: _____

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

Name: Wilson Eduardo Correa

Title: President

Address: 10015 NW 46 Street, #201

City/State/Zip: Miami, FL 33178

Telephone No.: (305) 509-2046 Fax No.: (305) 278-6885

Internet E-Mail Address: wilson@xnergic.net

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Wilson Eduardo Correa

Title: President

Address: 10015 NW 46th Street, # 201

City/State/Zip: Miami, FL 33178

Telephone No.: (305) 509-2046 Fax No.: (305) 278-6885

Internet E-Mail Address: wilson@xynergia.net

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

10-22-01

Date

CEO - President

(305) 597-3575

Title

Telephone No.

Address: 10015 NW 46 St #201

Fax No.

Miami, FL 33178

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 check one):

- () The applicant will **not** collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.
(The bond must accompany the application.)

UTILITY OFFICIAL:

Signature

10-22-01

Date

CEO President

Title

(205) 597-3875

Telephone No.

Address: 10015 NW 46th #201

Miami, FL 33178

Fax No.

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	10-22-01
CEO - President	Date
Title	(305) 597-3875
Address: 10015 NW 46 St #201	Telephone No.
Miami, FL 33178	Fax No.

AFFIDAVIT

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

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

UTILITY OFFICIAL:

Signature

Date

CEO-President

10-22-01
(205) 597-3875

Title

Telephone No.

Address: 10015 NW 46 St # 201

(205) 675-2817

Miami, FL 33178

Fax No.

Florida Profit

XYNERGIA, INC.

PRINCIPAL ADDRESS

10015 NW 46TH STREET, #201
 MIAMI FL 33178
 Changed 11/02/2001

MAILING ADDRESS

10015 NW 46TH STREET, #201
 MIAMI FL 33178
 Changed 11/02/2001

Document Number P01000064729	FEI Number NONE	Date Filed 06/28/2001
State FL	Status ACTIVE	Effective Date NONE
Last Event AMENDMENT	Event Date Filed 11/02/2001	Event Effective Date NONE

Registered Agent

Name & Address
CORREA, WILSON E 10015 NW 46TH STREET, #201 MIAMI FL 33178
Name Changed 11/02/2001
Address Changed. 11/02/2001

Officer/Director Detail

Name & Address	Title
CORRERA, WILSON C 10015 NW 46TH STREET, #201 MIAMI FL 33178	D

Annual Reports

Report Year	Filed Date	Intangible Tax
-------------	------------	----------------

[Previous Filing](#)

[Return to List](#)

[Next Filing](#)

[View Events](#)

No Name History Information

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

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

[Corporations Inquiry](#)

[Corporations Help](#)

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: March 15, 2001

EFFECTIVE: _____

By:

Dario Echeverry. - Director
100 N. Biscayne Blvd, Suite 2500
Miami, Florida 33132

PO1000064729

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000077290 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 28 AM 10:45

FLORIDA PROFIT CORPORATION OR P.A.

XYNERGIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

H01000077290 4

ARTICLES OF INCORPORATION
OF
XYNERGIA, INC.

01 JUN 28 AM 10:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE I

NAME: The name of the corporation shall be:

XYNERGIA, INC.

ARTICLE II

PRINCIPAL OFFICE: The address of the principal office and the mailing address of the corporation is: 10505 NW 29 Terrace, Miami, Florida 33172.

ARTICLE III

DURATION: The existence of the corporation shall be perpetual, and shall commence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSE: The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida, as these laws now exist and as they may exist in the future.

ARTICLE V

CAPITAL STRUCTURE: This corporation is authorized to issue 10,000 (ten thousand) shares of One Dollar (\$1.00) per value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation shall be:

1500 San Remo Avenue, Suite 220
Coral Gables, FL 33146

and the initial registered agent of this corporation at that address shall be:

Alan H. Lubitz.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall initially have three Directors. The number of Directors may be increased or decreased from time to time in the manner provided for in the By-Laws; but at no time shall there be any less than one Director of this corporation. The names and addresses of the initial members of the Board of Directors are:

Roman Martinez
10505 NW 29 Terrace
Miami, Florida 33172

Alan H. Lubitz
1500 San Remo Ave., Suite 220
Coral Gables, Florida 33146

Wilson C. Correa
10505 NW 29 Terrace
Miami, Florida 33172

H01000077290 4

ARTICLE VIII

INCORPORATOR: The name and address of the person executing these Articles of Incorporation is:

Alan H. Lubitz
1500 San Remo Avenue, Suite 220
Coral Gables, FL 33146

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, in Coral Gables, Florida, this 27th day of June, 2001.


ALAN H. LUBITZ

01 JUN 28 AM 10:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS


DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of F. S. 607.0501, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is: **KYNERGIA, INC.**
2. The name of the registered agent is: **ALAN H. LUBITZ.**
3. The address of the registered agent/registered office is:
1500 San Remo Avenue, Suite No. 220, Coral Gables, Florida 33146.

ACCEPTANCE

Having being named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Signatures: 
Alan H. Lubitz
Date: June 27, 2001

1 011000007 109
XYNERGIA, INC.

Miami, October 31, 2001

Department of State
DIVISION OF CORPORATIONS
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

400004664204--3
-11/02/01--01042--003
*****43.75 *****43.75

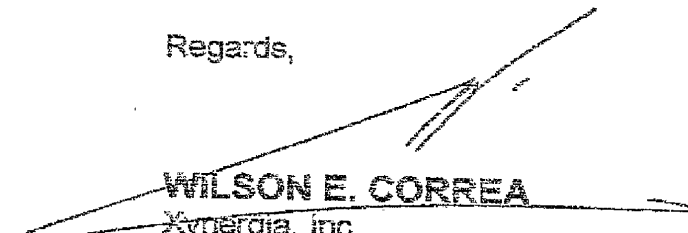
RE: Articles of Amendment to Articles of Incorporation of Xynergia, Inc.

To Whom It May Concern,

Please find attached original signed form and a check for \$43.75, which will cover the filing fee for the articles of amendment (\$ 35.00) and the fee for the certificate of status (\$8.75).

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

Regards,


WILSON E. CORREA
Xynergia, Inc.
President

*Amend
11-2-01
MS*

WC/MSB

Enclosures

FILED
01 NOV -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10015 NW 46 street, # 201, Miami, FL, 33178
Telephone: (305) 468-1645
Fax: (305) 468-5509

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

01 NOV -2 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KYNERGIA, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE II: PRINCIPAL OFFICE: The address of the principal office and the mailing address of the corporation is:
10015 NW 46 Street, # 201, Miami, FL 33178 (AMENDED)

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation -- shall be: 10015 NW 46 Street, #201, Miami, FL 33178 and the initial registered agent of this corporation at that address shall be: WILSON E. CORREA (AMENDED)

ARTICLE VII: This corporation shall have one sole Director. The number of Directors has been changed in the manner provided for in the By-Laws. The name and address of the sole Director is: WILSON E. CORREA, 10015 NW 46 Street, # 201 Miami, Florida, 33178

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: OCTOBER 29, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of October, 2001

I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligation,

Signature

~~_____~~
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

WILSON EDUARDO CORREA

Typed or printed name

PRESIDENT

Title

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 Xynergia, Inc with principal offices at 10505 NW 29th Terrace, Miami, Florida 33172. 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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

TABLE OF CONTENTS

Title Sheet 1
Check Sheet 2
Table of Contents 3
Symbols Sheet 4
Tariff Format Sheets 5
Section 1 - Technical Terms and Abbreviations 6
Section 2 - Rules and Regulations 7
Section 3 - Description of Service 10
Section 4 - Rates 14 - 19

ISSUED October 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 - Xynergia, 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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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

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

3.1.2 Billing Increments

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

3.1.3 Per Call Billing Charges

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

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

ISSUED October 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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:

$$\begin{array}{l} \text{The square} \\ \text{root of:} \end{array} \quad \frac{(V1 - V2)^2 + (H1 - H2)^2}{10}$$

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 Xynergia, Inc Long Distance Service**

Xynergia, 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 Xynergia, Inc 800 / 888 (Inbound) Long Distance Service

Xynergia, 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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

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

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase Xynergia, Inc Prepaid Calling Cards Service at a variety of retail outlets or through other distribution channels. Xynergia, 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. Xynergia, Inc Prepaid Calling Cards Service is accessed using the Xynergia, 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. Xynergia, 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 Xynergia, 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 Xynergia, 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 Xynergia, Inc Prepaid Calling Cards Service is insufficient to continue the call and the Customer fails to enter the number of another valid Xynergia, 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 Xynergia, 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 Xynergia, 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 Xynergia, 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 Xynergia, 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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

SECTION 3 - DESCRIPTION OF SERVICE continued

Reserved for further Services

ISSUED October 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

SECTION 4 - RATES

4.1. SERVICE CHARGES

4.1.1. Xynergia, 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 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

SECTION 4 - RATES. Continued

4.1. SERVICES CHARGES, Continued

4.1.2. Xynergia, 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. Xynergia, 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.

ISSUED October 15, 2001

EFFECTIVE: _____

By:

Mr. Wilson Correa- CEO/President
10015 NW 46th street, # 201
Miami, Florida 33178

SECTION 4 - RATES, Continued

4.2. MISC. CHARGES

4.2.1. Payphone Surcharge

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

4.2.2. Per Call Surcharge

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

4.2.3. Maintenance Surcharge

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

4.2.4. Directory Assistance

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

Directory Assistance, per call: \$.75

ISSUED: March 15, 2001

EFFECTIVE: _____

By:

Dario Echeverry. - Director
100 N. Biscayne Blvd, Suite 2500
Miami, Florida 33132

SECTION 4 - RATES continued**4.3. Xynergia, 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: March 15, 2001

EFFECTIVE: _____

By:

Dario Echeverry, - Director
100 N. Biscayne Blvd, Suite 2500
Miami, Florida 33132

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

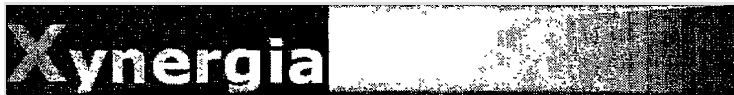
Rate per minute:	\$.019
Maintenance Surcharge	\$.00
Per Call Surcharge	\$.25
Payphone:	\$.35

ISSUED: March 15, 2001

EFFECTIVE: _____

By:

Dario Echeverry. - Director
100 N. Biscayne Blvd, Suite 2500
Miami, Florida 33132



Profit and Loss Statement Year 2002

MONTHS	1	2	3	4	5
--------	---	---	---	---	---

INCOME					
Isla 1	\$192,000.00	\$288,000.00	\$384,000.00	\$480,000.00	\$576,000.00
Nicaragua	\$51,000.00	\$85,000.00	\$136,000.00	\$212,500.00	\$212,500.00
Jamaica	\$12,500.00	\$25,000.00	\$45,000.00	\$62,500.00	\$62,500.00
Uruguay	\$11,000.00	\$27,500.00	\$44,000.00	\$71,500.00	\$88,000.00
Panama	\$31,250.00	\$62,500.00	\$62,500.00	\$93,750.00	\$125,000.00
Peru	0	0	0	0	0
Total Income	\$ 297,750.00	\$ 488,000.00	\$ 671,500.00	\$ 920,250.00	\$ 1,064,000.00

Traffic Cost

Estimated Traffic	1,050,000	1,900,000	2,660,000	3,900,000	4,450,000
Destination					
Isla 1	\$126,000.00	\$189,000.00	\$252,000.00	\$315,000.00	\$378,000.00
Nicaragua	\$36,000.00	\$60,000.00	\$96,000.00	\$150,000.00	\$150,000.00
Jamaica	\$9,000.00	\$18,000.00	\$32,400.00	\$45,000.00	\$45,000.00
Uruguay	\$5,000.00	\$12,500.00	\$20,000.00	\$32,500.00	\$40,000.00
Panama	\$22,500.00	\$45,000.00	\$45,000.00	\$67,500.00	\$90,000.00
Peru	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total traffic Cost	\$198,500.00	\$324,500.00	\$445,400.00	\$610,000.00	\$703,000.00

Interconnection Cost

Set up cost	\$47,000.00				
International Link Full T-1	\$20,000.00	\$25,000.00	\$40,000.00	\$55,000.00	\$65,000.00
Other Foreign	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Switch Partition	\$5,600.00	\$6,400.00	\$10,400.00	\$12,800.00	\$15,200.00
Local Loops	\$5,600.00	\$6,400.00	\$10,400.00	\$12,800.00	\$15,200.00
Billing	\$2,100.00	\$2,400.00	\$3,900.00	\$4,800.00	\$5,700.00
Licenses	\$1,000.00	\$1,000.00	\$1,000.00	\$2,000.00	\$2,000.00
Other	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
Total Interconnection Cost	\$89,300.00	\$49,200.00	\$73,700.00	\$95,400.00	\$111,100.00

Depreciation	\$10,250.00	\$10,250.00	\$10,250.00	\$10,250.00	\$10,250.00
---------------------	--------------------	--------------------	--------------------	--------------------	--------------------

Total Cost from Operations	\$298,050.00	\$383,950.00	\$529,350.00	\$715,650.00	\$824,350.00
-----------------------------------	---------------------	---------------------	---------------------	---------------------	---------------------

Gross Margin	\$-300.00	\$104,050.00	\$142,150.00	\$204,600.00	\$239,650.00
---------------------	------------------	---------------------	---------------------	---------------------	---------------------

Administrative Costs

Comissions	\$38,525.00	\$58,925.00	\$79,490.00	\$101,125.00	\$120,125.00
Office Rent	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Telephone	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00
Salaries	\$12,000.00	\$12,000.00	\$12,000.00	\$18,000.00	\$18,000.00

6	7	8	9	10	11
---	---	---	---	----	----

4,750,000	5,300,000	5,600,000	6,250,000	6,250,000	6,250,000
\$672,000.00	\$768,000.00	\$864,000.00	\$951,000.00	\$942,000.00	\$933,000.00
\$212,500.00	\$212,500.00	\$212,500.00	\$208,750.00	\$208,750.00	\$208,750.00
\$62,500.00	\$62,500.00	\$62,500.00	\$61,500.00	\$61,000.00	\$60,500.00
\$104,500.00	\$121,000.00	\$137,500.00	\$162,000.00	\$160,500.00	\$159,000.00
\$125,000.00	\$156,250.00	\$156,250.00	\$186,500.00	\$186,000.00	\$185,500.00
0	0	0	0	0	0
\$ 1,176,500.00	\$ 1,320,250.00	\$ 1,432,750.00	\$ 1,569,750.00	\$ 1,558,250.00	\$ 1,546,750.00

4,750,000	5,300,000	5,600,000	6,250,000	6,250,000	6,250,000
\$441,000.00	\$504,000.00	\$567,000.00	\$630,000.00	\$630,000.00	\$630,000.00
\$150,000.00	\$150,000.00	\$150,000.00	\$150,000.00	\$150,000.00	\$150,000.00
\$45,000.00	\$45,000.00	\$45,000.00	\$45,000.00	\$45,000.00	\$45,000.00
\$47,500.00	\$55,000.00	\$62,500.00	\$75,000.00	\$75,000.00	\$75,000.00
\$90,000.00	\$112,500.00	\$112,500.00	\$135,000.00	\$135,000.00	\$135,000.00
\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
\$773,500.00	\$866,500.00	\$937,000.00	\$1,035,000.00	\$1,035,000.00	\$1,035,000.00

\$65,000.00	\$75,000.00	\$75,000.00	\$85,000.00	\$85,000.00	\$85,000.00
\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
\$16,000.00	\$17,600.00	\$18,400.00	\$20,000.00	\$20,000.00	\$20,000.00
\$16,000.00	\$17,600.00	\$18,400.00	\$20,000.00	\$20,000.00	\$20,000.00
\$6,000.00	\$6,600.00	\$6,900.00	\$7,500.00	\$7,500.00	\$7,500.00
\$2,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
\$113,000.00	\$127,800.00	\$129,700.00	\$143,500.00	\$143,500.00	\$143,500.00

\$10,250.00	\$10,250.00	\$10,250.00	\$10,250.00	\$10,250.00	\$10,250.00
-------------	-------------	-------------	-------------	-------------	-------------

\$896,750.00	\$1,004,550.00	\$1,076,950.00	\$1,188,750.00	\$1,188,750.00	\$1,188,750.00
--------------	----------------	----------------	----------------	----------------	----------------

\$279,750.00	\$315,700.00	\$355,800.00	\$381,000.00	\$369,500.00	\$358,000.00
--------------	--------------	--------------	--------------	--------------	--------------

\$138,500.00	\$157,500.00	\$175,875.00	\$195,125.00	\$195,125.00	\$195,125.00
\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00
\$18,000.00	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00

\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00
\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
\$800.00	\$800.00	\$800.00	\$800.00	\$800.00	\$800.00
\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
\$171,900.00	\$196,900.00	\$215,275.00	\$234,525.00	\$234,525.00	\$234,525.00

\$107,850.00	\$118,800.00	\$140,525.00	\$146,475.00	\$134,975.00	\$123,475.00
--------------	--------------	--------------	--------------	--------------	--------------

\$4,618,000.00	\$5,938,250.00	\$7,371,000.00	\$8,940,750.00	\$10,499,000.00	\$12,045,750.00
\$4,367,190.00	\$5,568,640.00	\$6,860,865.00	\$8,284,140.00	\$9,707,415.00	\$11,130,690.00
\$250,810.00	\$369,610.00	\$510,135.00	\$656,610.00	\$791,585.00	\$915,060.00

12	Totals
----	--------

6,250,000	54,610,000
\$924,000.00	\$7,974,000.00
\$208,750.00	\$2,169,500.00
\$60,000.00	\$638,000.00
\$157,500.00	\$1,244,000.00
\$185,000.00	\$1,555,500.00
0	\$0.00
\$1,535,250.00	\$13,581,000.00

6,250,000	54,610,000
\$630,000.00	\$5,292,000.00
\$150,000.00	\$1,542,000.00
\$45,000.00	\$464,400.00
\$75,000.00	\$575,000.00
\$135,000.00	\$1,125,000.00
\$0.00	\$0.00
\$1,035,000.00	\$8,998,400.00

	\$47,000.00
\$85,000.00	\$760,000.00
\$5,000.00	\$60,000.00
\$20,000.00	\$182,400.00
\$20,000.00	\$182,400.00
\$7,500.00	\$68,400.00
\$3,000.00	\$27,000.00
\$3,000.00	\$36,000.00
\$143,500.00	\$1,363,200.00

\$10,250.00	\$123,000.00
-------------	--------------

\$1,188,750.00	\$10,484,600.00
----------------	-----------------

\$346,500.00	\$3,096,400.00
--------------	----------------

\$195,125.00	\$1,650,565.00
\$2,000.00	\$24,000.00
\$800.00	\$9,600.00
\$24,000.00	\$234,000.00

SERGIO JAVIER MASSON QUIROGA

Experience

Friervalca (Sales and Promotions Assistant)	1983-19
Rio de la Plata Bank (Commercial Auditor)	1989-19
FAMAF (Commercial Manager)	1990-19
INMOVECA (Director)	1996-19
Telesite (Marketing and Human Resources Manager)	1998-19
Londiu S.A. (CEO)	1999-20

Education

1980	Cardenal Copello High School	Argenti
1986	Marketing Degree at the National University of Technology	Argenti
1990	Administrative Annalist at University of Corporations	Argenti

Languages

English
French
Portuguese

Personal Information

-
- Age: 39 years old
- Place of Birth: Buenos Aires, Argentina
- Date of Birth: August 16th, 1962
- Marital status: separated without kids

References

On request

MARCELO MERCANT SANTA CRUZ

Experience

Chamber of Commerce (England-Uruguay) 1998-2001

- Coordinating Commerce Contacts
- Commercial Consultant for Uruguay and British corporations
- Creation and Design of new projects such as Uruguay Exports
- Management and Leading of all the projects

Nanduguay S.R.L. March 2001

- Investment Project (start up and development)
- Development of new business strategies
- Searching for new opportunities in new markets

L.A.R.G. Corp August 2002
(partner in Uruguay)

- Offering financing opportunities to Uruguay and Argentina's projects
- Building relations with main financial agents of Uruguay with the goal of giving financial solutions

FTC Securities Uruguay August 2002

- Consulting and analysis of the Uruguayan market this business
- Selecting and Presenting to potential clients
- Presenting the products to the special clients

Education

1996 University ORT Uruguay (Accounting) Uruguay

Languages

English

Seminars

- Direction and Management PyMES, October 1999
- Advantages of Electronic Commerce, March 2000
- Outpost Negotiation, July 2000
- Management Development Program, September 2000
- World-wide lessons of leadership, December 2000
- Finances for executives, March 2001
- Management of projects, August 2001

Personal Information

- Age: 25 years old
- Place of Birth: Montevideo, Uruguay
- Date of Birth: September 21st, 1976
- Single

References

On request

RAUL ALFREDO NOA QUESADA

Experience

- | | |
|--|---------|
| Company of wholesale markets
MANAGER
- Commercialization of fresh fruits (wholesale) | 1998-20 |
| Company of wholesale markets
ADMINISTRATOR
- Commercialization of fresh fruits (wholesale) | 1986-19 |
| Silvia Graphics (GRASILSA)
COMMERCIAL CONSULTANT
- Graphics industry | 1996-19 |
| Peruvian Institute of Sugar (IPA)
OUTSIDE CONSULTANT
- Commercialization systems | 1994-19 |

Education

- * Program of Specialization for executives School of Business Administration for Graduates
Marketing Management y *Markstrat*
- * University of Lima, Economic Engineer

Seminars

- Development of a Marketing Plan, Catholic University of Peru
- International Commerce Banking, Pacific University

Personal Information

- Age: 40 years old
- Place of Birth: Lima, Peru
- Date of Birth: August 29th, 1961
- Married

References

On request



XYNERGIA, INC.

Global Development of integral
solutions in the
Telecommunication Business.



Who we are

- ★ We are a company dedicated to develop telecommunication products and services that will adapt to the market trends and needs.
- ★ We deliver carrier service oriented to provide worldwide telecommunication solutions.



Summary of Products and Services

- ✱ We provide voice transmission, prepaid services and post-pay services worldwide.
- ✱ Global circuits with support of transmission systems and top of the line invoice methods.
- ✱ Added value applications developed for the market's needs of our affiliates.



Products and Services

- Our company will technically be able to develop the following services within the market:
 - Termination service:
 - Termination traffic to any country to the US and ROW (rest of the world).
 - Collect service:
 - Collect calls to the US and the rest of the world.
 - Third Party Billed:
 - Directly worldwide at no charge to the call's originating party.



Products and Services

- Pre-pay and post-pay:
 - Prepaid service to the rest of the world with internationally competitive fares.
 - Prepaid card service to call internationally from anywhere to ROW and viceversa.
 - Post-pay service operated with cards that have worldwide coverage.
 - Originating Traffic:
 - Originating Traffic in ROW and to ROW(rest of the world).

Why do we make the difference?

- Top of the line technology applicable to all of our services.
- Added value telecommunication applications that adjust to our customer's needs.
- Global coverage.
- Competitive fares in international termination traffic.
- Development of constant new applications.
- Technical support.





Background

- ✿ We maintain signed contracts with several South and Central American Countries to provide PTT services.
- ✿ We have license 214.



Current Situation

- ★ Telecommunications Industry's behavior.



Current Situation

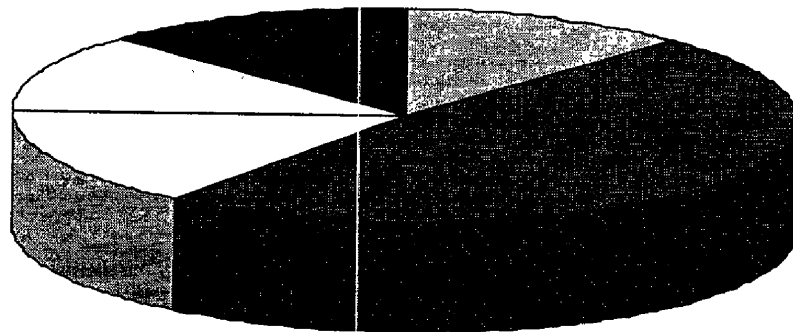
- ✱ The telecommunication system is nowadays regulated only in few Latin American countries. In those countries where that is the case, it will soon be deregulated and opened to the competition.
- ✱ With this steps the market trends will change and only the most competitives will survive.
 - ✱ In the countries where the telecommunication service has been deregulated, the market has behaved as follows:
 - ✱ Fierce competition in all markets:
 - Long Distance.
 - Cordless.
 - Local Traffic.
 - ISP



Current Situation

- ✱ Considerable capital spending, required to build circuits and systems to be able to achieve competitive parity.
- ✱ Decrease in customer's loyalty and widespreading of options.
- ✱ Decrease in revenue margins due to the competition.
- ✱ Illegal terminations towards different countries (by-pass, call backs).

Current Situation (deregulated market)



■ ISP

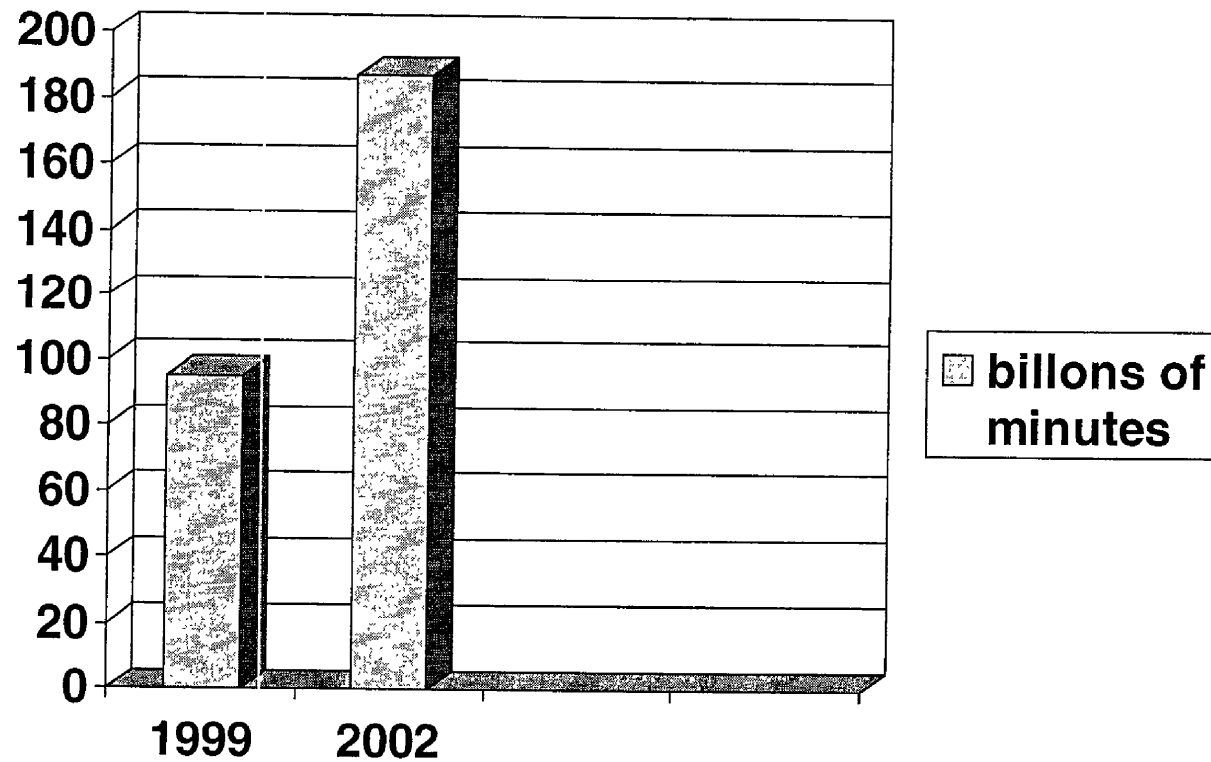
■ NEW CARRIERS

□ CALL BACK Y BY
PASS

□ LOCAL AND
WIRELESS

■ CONVENCIONAL
PROVIDERS

Growth on long distance calls



Target



- ✱ This is the reason why our target markets are all those countries that in a short period of time, have become free competitors.
- ✱ This situation offers great opportunities to businesses like ours.