



210 N. Park Ave.
Winter Park, FL
32789

June 27, 2002
Overnight

P.O. Drawer 200
Winter Park, FL
32790-0200

Blanca Bayo, Director
Division of the Commission Clerk & Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

020431-TX

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

RE: Application of **BullsEye Telecom, Inc.** for authority to provide Alternative Local Exchange Service within the State of Florida

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the above-referenced application of BullsEye Telecom, Inc.

Also enclosed is a \$250 check to cover the filing fee.

Attachment III of this application contains the financial statements of BullsEye Telecom, Inc., which are being filed, under separate cover, concurrently with this application.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 or via email at mbyrnes@tminc.com with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to
BullsEye Telecom, Inc.

MB/sp

cc: C. Schneider, Jr. - BullsEye
file: BullsEye - FL Local
tms: fl10200

DOCUMENT NUMBER - DATE

06768 JUN 28 8

FPSC-COMMISSION CLERK



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

June 27, 2002
Overnight

Blanca Bayo, Director
Division of the Commission Clerk & Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

020631-TI

RE: Application of **BullsEye Telecom, Inc.** for authority to provide Interexchange Telecommunications Service within the State of Florida -

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the above-referenced application of BullsEye Telecom, Inc.

Also enclosed is a \$250 check to cover the filing fee.

Attachment IV of this application contains the financial statements of BullsEye Telecom, Inc., which are being filed, under separate cover, concurrently with this application.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 or via email at mbyrnes@tminc.com with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to
BullsEye Telecom, Inc.

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

MB/sp

cc: C. Schneider, Jr. - BullsEye
file: BullsEye - FL IXC
tms: fli0200

02 JUN 28 AM 9 28

DOCUMENT NUMBER-DATE

06798 JUN 28 08

DISTRIBUTION CENTER

FPSC-COMMISSION CLERK

FLORIDA PUBLIC SERVICE COMMISSION

**DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION**

APPLICATION FORM

for

**AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

Instructions

This form is used as an application for a certificate and for approval of the assignment or transfer of an existing certificate. In case of an assignment or transfer, the information provided shall be for the assignee or transferee. (See Page 12).

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
2450 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850
(850) 413-6770**

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

**Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2450 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850
(850) 413-6600**

APPLICATION

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

Original certificate (new company)

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the original certificate authority of that company.

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

2. Name of company:

BullsEye Telecom, Inc.

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

Not applicable

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

Name: BullsEye Telecom, Inc.
Street: 25900 Greenfield Road, Suite 330
P.O. Box:
City: Oak Park
State: Michigan
Zip Code: 48237

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

The company will not have a physical location in the State of Florida.

Name:
Street:
P.O. Box:
City:
State:
Zip Code:

6. **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 _____ | |

7. **If individual, provide:**

Name: Not applicable
Title:
Address:
City, State, Zip:
Telephone No.: Fax No.:
Internet E-Mail Address:
Internet Website Address:

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

Not applicable

The Florida Secretary of State corporate registration number:

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

The Florida Secretary of State corporate registration number: F02000001768

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

Not applicable

The Florida Secretary of State fictitious name registration number:

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

Not applicable

The Florida Secretary of State registration Number:

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

Name: Not applicable
Title:
Address:
City, State, Zip:
Telephone No.: **Fax No.:**
Internet E-Mail Address:
Internet Website Address:

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

The Florida registration number: Not applicable

14. **Provide F.E.I. Number (if applicable):** 38-3532242

15. **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. Provide explanation.**

No officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company is involved in proceedings which may result in such action.

- (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 officer, director, partner or stockholder of the Company has been an officer, director or stockholder in any other Florida certificated telephone company.

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

(a) The application:

Name: Monique Byrnes
Title: Consultant to BullsEye Telecom, Inc.
Address: P.O. Drawer 200
City, State, Zip: Winter Park, FL 32790-0200
Telephone No.: (407) 740-8575
Fax No.: (407) 740-0613
Internet E-Mail Address: mbyrnes@tminc.com
Internet Website Address: www.tminc.com

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

Name: Charles Schneider, Jr.
Title: Director - Business Development
Address: 25900 Greenfield Road, Suite 330
City, State, Zip: Oak Park, Michigan 48237
Telephone No.: (248) 784-2515
Fax No.: (248) 784-2501
Internet E-Mail Address: cschneider@bullseyetelecom.com
Internet Website Address: www.bullseyetelecom.com

(c) Complaints/Inquiries from customers:

Name: Bill Edwards,
Title: VP - Customer Operations
Address: 25900 Greenfield Road, Suite 330
City, State, Zip: Oak Park, Michigan 48237
Telephone No.: (248) 784-2587
Fax No.: (248) 784-2501
Internet E-Mail Address: bedwards@bullseyetelecom.com
Internet Website Address: www.bullseyetelecom.com

17. List the states in which the applicant:

- (a) has operated as an alternative local exchange company**

Illinois, Michigan, Ohio

- (b) has applications pending to be certificated as an alternative local exchange company.**

California, Maryland, New York

- (c) is certificated to operate as an alternative local exchange company.**

Illinois, Michigan, Ohio, Indiana, Wisconsin, Massachusetts

- (d) has been denied authority to operate as an alternative local exchange 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

18. **Submit the following:**

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

Please see Exhibit I.

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

Please see Exhibit I.

- C. **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.*

Please see Exhibit II

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

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

Please see Exhibit III.

THIS PAGE MUST BE COMPLETED AND SIGNED

APPLICANT ACKNOWLEDGMENT STATEMENT

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of 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 this application.

UTILITY OFFICIAL:



Peter K. LaRose
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

6/11/02

Date

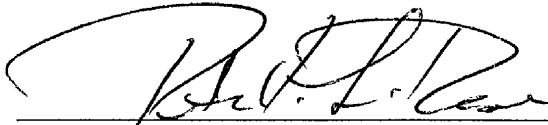
THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange 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:



Peter K. LaRose
BullsEye Telecom, Inc.
25900 Greenfield Road, Suite 330
Oak Park, Michigan 48237

4/11/02

Date

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

- 1. POP:** Addresses where located, and indicate if owned or leased:
None

- | | |
|----|----|
| 1) | 2) |
| 3) | 4) |

- 2. SWITCHES:** Address where located, by type of switch, and indicate if owned or leased:
None

- | | |
|----|----|
| 1) | 2) |
| 3) | 4) |

- 3. TRANSMISSION FACILITIES:** POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) And indicate if owned or leased.
None

	<u>Type of POP-to POP</u>	<u>Owned or Leased</u>
1)	Not Applicable	
2)		
3)		
4)		

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name and Title), of (Name of Company) and current holder of Florida Public Service Commission Certificate Number # _____, have reviewed this application and join in the petitioner's request for a:

- Sale
- Transfer
- Assignment

of the above mentioned certificate.

UTILITY OFFICIAL:

Name, Title
Company
Street
City, State, Zip
Phone:
Fax:
Toll Free:

Date

NOT APPLICABLE

BullsEye Telecom, Inc.


Exhibit I

Secretary of State

and

Articles of Incorporation

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by BULLSEYE TELECOM, INC., a Michigan corporation, authorized to transact business within the State of Florida on April 8, 2002 as shown by the records of this office.

The document number of this corporation is F02000001768.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Tenth day of April, 2002



CR2EO22 (1-99)

Katherine Harris
Katherine Harris
Secretary of State



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 10, 2002

PETER K. LAROSE
BULLSEYE TELECOM, INC.
25900 GREENFIELD RD., STE. 330
OAK PARK, MI 48237

Qualification documents for BULLSEYE TELECOM, INC. were filed on April 8, 2002 and assigned document number F02000001768. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

The certification you requested is enclosed.

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

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

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Foreign Qualification/Tax Lien Section.

Trevor Brumbley
Document Specialist
Division of Corporations

Letter Number: 402A00021309

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

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

2. State of Michigan (State or country under the law of which it is incorporated) 3. 38-3532242 (FEI number, if applicable)

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

6. Upon Qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 25900 Greenfield Road, Suite 330, Oak Park, MI 48237 (Principal office address)

SAME (Current mailing address)

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

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

Name: Corporation Service Company

Office Address: 1201 Hayes Street

Tallahassee, Florida 32301 (City) (Zip code)

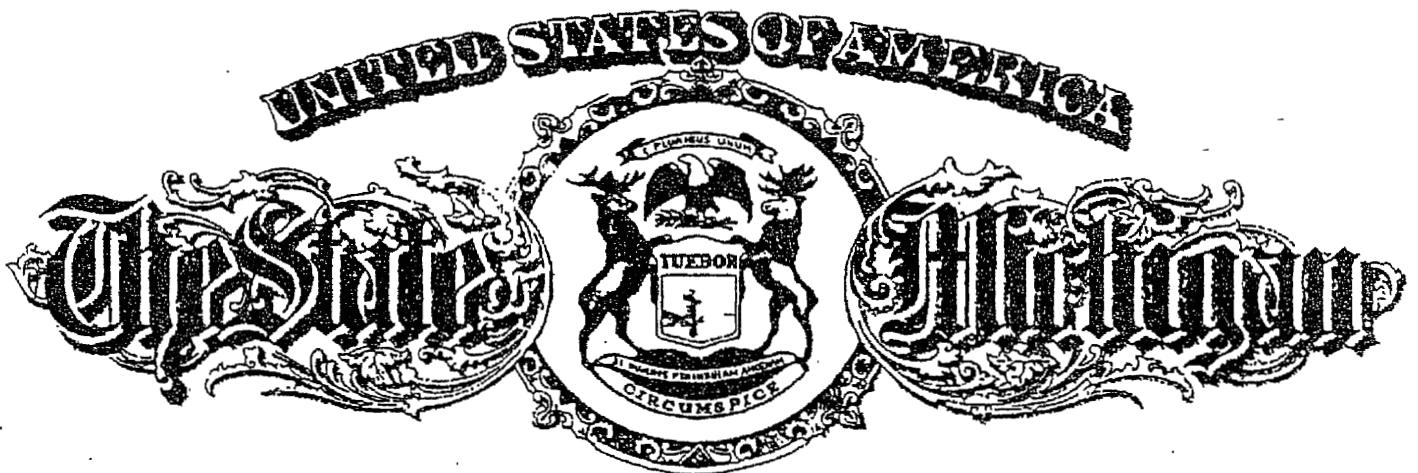
10. Registered agent's acceptance:

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

James J. [Signature] (Registered agent's signature)

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

APPROVED AND FILED 02 SEP - 8 PM 2:40 SECRETARY OF STATE TALLAHASSEE, FLORIDA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

was validly incorporated on April 3, 2000, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of January, 2002

Andrew J. Metcalfe, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received		(FOR BUREAU USE ONLY)

Name: Brendan J. Cahill
 Dykema Gossett PLLC
 Address: 1577 North Woodward, Ste 300
 Bloomfield Hills, MI 48304

EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

- The present name of the corporation is:
BT Merger Company
- The identification number assigned by the Bureau is: 296-45A
- All former names of the corporation are:
N/A
- The date of filing the original Articles of Incorporation was: April 3, 2000

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

ARTICLE I
Name

The name of the corporation is BullsEye Telecom, Inc.

**ARTICLE II
Purpose**

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

**ARTICLE III
Authorized Capital**

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Recquired Shares: Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV
Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V
Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI
Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

BH250842.1
IDA BJC

UNITED STATES OF AMERICA



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

BULLSEYE TELECOM, INC.

*was validly incorporated on April 3, 2000, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 25th day
of April, 2000.*

, Director

BullsEye Telecom, Inc.

Exhibit II

Management Profiles

BullsEye Telecom, Inc.

Management Profiles

William H. Oberlin - Chairman and Chief Executive Officer

William Oberlin, Chairman and Chief Executive Officer, is responsible for providing strategic direction, business development and leadership on technology issues. Prior to joining BullsEye he was Chief Executive Officer of Midcom Communications, which he joined in 1996. From 1988 to 1996 he played a key role in the turnaround of Allnet Communications which was sold to Frontier Communications in 1995. Mr. Oberlin began his career in a series of sales and marketing positions, first at New Jersey Bell and subsequently in senior roles at Sprint, DHL Business Systems and the U.S. operations of Cable and Wireless. He holds a bachelor's degree in economics from Rutgers University.

Peter K. LaRose - Vice President for Finance and Secretary

Peter LaRose, Vice President for Finance, has served in a number of senior financial positions, primarily in the telecommunications industry. He began his career with Price Waterhouse and Co., where his service included performing audits for foreign subsidiaries of U.S. and Spanish firms. He served as Vice President of Finance and Controller for MCI Communications and as Vice President of Finance for both Winstar Gateway Networks and for Midcom Communications. Mr. LaRose holds a B.S. in Business Administration from Pennsylvania State University and is a Certified Public Accountant.

J. Edward Pearce - Vice President of Alternative Channels

J. Edward Pearce joined BullsEye as Vice President of Alternative Channels in January 2001. Prior to joining BullsEye, he led the Alternative Channel Program for LDMI Telecommunications. Mr. Pearce has held key senior sales management positions with Frontier Communications and Telco Communications Group. He is a graduate of the University of Akron and holds a B.S. in Business and Organizational Communications.

Bill R. Edwards - Vice President of Customer Operations

Bill Edwards, Vice President of Customer Operations, brings twenty years of telecommunications service experience to BullsEye Telecom. His work at BullsEye has included key contributions to the design, development and operation of a highly automated order management, service provisioning and customer service infrastructure. His responsibilities include the continued development and operation of many of the non-IT-related components of the Company's back office.

Scott R. Loney - Vice President of Marketing

Scott Loney, Vice President of Marketing, began his career at Allnet Communications where helped lead an integrated sales and marketing program focused on dedicated T1 voice and data services.

After Allnet, he joined Midcom Communications as Director of Marketing, where he led product management for long distance voice and data services and worked extensively in the field of frame relay, Internet and other packet-switched data services. Mr. Loney also served as a marketing consultant with NET-tel Communications. He earned his MBA at the University of Michigan and holds a BA in History and MA in Telecommunications from Michigan State University.

Thomas A. Marino - Vice President of Network Operations

Thomas A. Marino, Vice President of Network Operations, is responsible for network management, business and technology development for new products and service, regulatory affairs and carrier relations. He has 25 years of telecommunications experience in all facets of the construction, operations, and management of long distance telephone, CLEC and data networks. Previously, Mr. Marino has served in executive positions with Excel Communications, Midcom Communications, Frontier Communications, ALC Communications and Sprint Communications, where he was responsible for the design, development and operation of large-scale, national voice and data networking platforms.

Tom Tisko - Vice President of Business Operations

Tom Tisko, Vice President of Business Operations, began his career in information systems and operations management at Electronic Data Systems Corporation where he was responsible for leading and managing teams of systems engineers in resource allocation, technical guidance and career development. From 1995-1999 he served as Operations Manager, and later as General Manager, of AdVal Communications where he was responsible for the successful operation of order management and billing systems, back-office IT functions and customer service. Mr. Tisko holds a combined BS in Computer Science and Business Administration from Michigan Technological University and an MBA from Golden Gate University.

Charles L. Schneider, Jr. - Director, Business Development

Charles L. Schneider, Jr., Director, Business Development, is responsible for regulatory affairs, CABS billing, financial assurance, network vendor invoice auditing, network cost and optimization, vendor relations and program management. He began his career at Allnet Communications where he held positions in Customer Service and Network Planning and Administration. Prior to joining BullsEye, Mr. Schneider was an independent telecom consultant, providing program management, network planning and administration services to such companies as Midcom, Winstar, NETtel and US LEC. He holds a BA in Business Administration from the University of Michigan.

Officers - January 1, 2002

William H. Oberlin	Chairman and Chief Executive Officer
Peter K. LaRose	Vice President - Finance, Treasurer & Secretary
Scott R. Loney	Vice President - Marketing
Thomas F. Tisko	Vice President - Business Operations
Bill R. Edwards	Vice President - Customer Service
Thomas A. Marino	Vice President - Network Operations
James E. Pearce	Vice President - Indirect Sales

Directors - February 2002

William H. Oberlin	Chairman	CEO BullsEye Telecom, Inc.
Watts Hamrick, III	Director	Wachovia Capital Partners,
Stephen J. Eley	Director	BCI Partners
C. Alan Peyser	Director	Chairman Simplexity.com

BullsEye Telecom, Inc.

Exhibit III

Financial Information

The attached Exhibit will demonstrate that the applicant has:

1. Sufficient financial capability to provide the requested service within the State of Florida;
2. Sufficient financial capability to maintain the requested service;
3. Sufficient financial capability to meet its lease or ownership obligations.

BullsEye Telecom, Inc.

Exhibit III

Financial Statements

The confidential Financial Statements of the Applicant are being filed under separate cover.

These documents demonstrate Applicant's financial ability to provide the proposed services. Applicant is a privately-held corporation and as such its Financial Statements are not public information, but rather constitute confidential and proprietary information. These Financial Statements are therefore submitted under seal. Applicant respectfully requests that this confidential information not be provided to any party other than members of staff who need to review the material for evaluation of applicant's fitness to provide service.



ORIGINAL

210 N. Park Ave.
Winter Park, FL
32789

June 27, 2002
Overnight

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Ms. Blanca S. Bayo, Director
Division of the Commission Clerk & Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

020631-TX

RE: Confidential Claim for Financial Statements -
Application of **BullsEye Telecom, Inc.** for authority to provide Alternative Local
Exchange Service within the State of Florida

Dear Ms. Bayo:

Enclosed, pursuant to the requirements of Rule 25-22.006(5)(a), is one (1) highlighted copy and two (2) redacted copies of the financial statements of BullsEye Telecom, Inc. which are being filed concurrently with and as part of the above captioned proceeding. The enclosed material is confidential and should be treated accordingly pursuant to Chapter 364.183(1), Florida Statutes.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 or via email at mbyrnes@tminc.com with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to
BullsEye Telecom, Inc.

MB/sp

cc: C. Schneider, Jr. - BullsEye
file: BullsEye - FL Local
tms: fl10200a

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 06769-02. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

DOCUMENT NUMBER-DATE

06768 JUN 28 2002

FPSC-COMMISSION CLERK

CONFIDENTIAL

BullsEye Telecom, Inc.

Report on Audits of Financial Statements
For the Years Ended December 31, 2001 and 2000

06768-02

CONFIDENTIAL

BullsEye Telecom, Inc.

**Report on Audits of Financial Statements
For the Years Ended December 31, 2001 and 2000**

DOCUMENT NUMBER-DATE

06768 JUN 20 000502

FPSC-COMMISSION CLERK

BullsEye Telecom, Inc.
Contents

	Page(s)
Report of Independent Accountants	1
Financial Statements	
Balance Sheets	2
Statement of Operations	3
Statement of Redeemable, Convertible Preferred Stock, Common Stock and Other Stockholders' Equity	4
Statement of Cash Flows	5
Notes to Financial Statements	6-11

PricewaterhouseCoopers LLP
Suite 200
40950 Woodward Avenue
Bloomfield Hills MI 48304-2260
Telephone (313) 394 6000
Facsimile (313) 394 3513

Report of Independent Accountants

To the Shareholders and Board of Directors of
BullsEye Telecom, Inc.

In our opinion, the accompanying balance sheets and statements of operations, of redeemable, convertible preferred stock, common stock, and other stockholders' equity, and of cash flows present fairly, in all material respects, the financial position of BullsEye Telecom, Inc. at December 31, 2001 and 2000, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

April 22, 2002

BullsEye Telecom, Inc.
Balance Sheets
December 31, 2001 and 2000

	2001	2000
Assets		
Current assets		
Cash and cash equivalents	[REDACTED]	[REDACTED]
Accounts receivable	[REDACTED]	[REDACTED]
Other current assets	[REDACTED]	[REDACTED]
Total current assets	[REDACTED]	[REDACTED]
Property and equipment	[REDACTED]	[REDACTED]
Less - accumulated depreciation and amortization	[REDACTED]	[REDACTED]
Net property and equipment	[REDACTED]	[REDACTED]
Total assets	[REDACTED]	[REDACTED]
Liabilities		
Current liabilities		
Trade accounts payable	[REDACTED]	[REDACTED]
Accrued liabilities	[REDACTED]	[REDACTED]
Accrued liabilities from discontinued operations	[REDACTED]	[REDACTED]
Deferred revenue	[REDACTED]	[REDACTED]
Customer deposits	[REDACTED]	[REDACTED]
Debt, current	[REDACTED]	[REDACTED]
Total current liabilities	[REDACTED]	[REDACTED]
Redeemable, convertible preferred stock, common stock and other stockholders' equity		
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
Accumulated deficit	[REDACTED]	[REDACTED]
Total redeemable, convertible preferred stock, common stock and other stockholders' equity	[REDACTED]	[REDACTED]
Total liabilities and redeemable, convertible preferred stock, common stock and other stockholders' equity	[REDACTED]	[REDACTED]

The accompanying notes are an integral part of the financial statements.

BullsEye Telecom, Inc.
Statement of Operations
For the Years Ended December 31, 2001 and 2000

	2001	2000
Revenue		
Sales of communication services and equipment	[REDACTED]	[REDACTED]
Costs and expenses		
Costs of communication services and equipment	[REDACTED]	[REDACTED]
Sales and marketing expenses	[REDACTED]	[REDACTED]
Operation expenses	[REDACTED]	[REDACTED]
General and administrative expenses	[REDACTED]	[REDACTED]
Total operating expenses	[REDACTED]	[REDACTED]
Interest and other income	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]

The accompanying notes are an integral part of the financial statements.

BullsEye Telecom, Inc.
Statements of Cash Flows
For the Years Ended December 31, 2001 and 2000

	2001	2000
Cash flows used in operating activities		
[REDACTED]		
[REDACTED]		
Depreciation and amortization	[REDACTED]	[REDACTED]
Non-cash compensation	[REDACTED]	[REDACTED]
Changes in operating assets and liabilities		
Accounts receivable	[REDACTED]	[REDACTED]
Prepaid and other assets	[REDACTED]	[REDACTED]
Accounts payable	[REDACTED]	[REDACTED]
Other current liabilities	[REDACTED]	[REDACTED]
Net cash used in operating activities	[REDACTED]	[REDACTED]
Net cash used in investing activities		
Purchase of property and equipment	[REDACTED]	[REDACTED]
Net cash flows from financing activities		
Proceeds from sale of stock, net of issuance costs	[REDACTED]	[REDACTED]
Payments on notes payable	[REDACTED]	[REDACTED]
Proceeds from exercise of employee option	[REDACTED]	[REDACTED]
Net cash provided by (used in) financing activities	[REDACTED]	[REDACTED]
Net (decrease) increase in cash	[REDACTED]	[REDACTED]
Cash, beginning of period	[REDACTED]	[REDACTED]
Cash, end of year	[REDACTED]	[REDACTED]
Supplemental disclosure of cash flow information		
Cash paid for interest	[REDACTED]	[REDACTED]
Noncash financing and investing activities		
Debt and other liabilities incurred to acquire property and equipment	[REDACTED]	[REDACTED]

The accompanying notes are an integral part of the financial statements.

BullsEye Telecom, Inc. Notes to Financial Statements

1. Summary of Significant Accounting Policies

Business operations

BullsEye Telecom, Inc., formerly Enterprise Network Solutions, L.L.C., ("the Company") was formed as a Michigan limited liability company on May 17, 1999. The Company provides electronic data and voice services, primarily to businesses in the midwest United States.

On April 20, 2000, the Company converted to a Corporation. In connection with this conversion all outstanding member units were converted into voting shares of common stock, with no par value. All outstanding options for membership units were converted to options for common stock.

Cash and cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less to be cash and cash equivalents. Cash and cash equivalents are held on deposit and in money market funds or checking accounts.

Property and equipment

Property and equipment are recorded at cost. Depreciation and amortization are computed on a straight-line basis over the estimated useful life of the assets, which range from 3 to 5 years. Upon sale or retirement of property and equipment, the cost and related accumulated depreciation or amortization are eliminated from the respective accounts, and the resulting gain or loss charged to accumulated depreciation. Maintenance and repair costs are expensed as incurred.

Deferred revenue and customer deposits

The Company receives advance payments from customers, which are recognized as revenue when the services are performed.

Revenue recognition

The Company recognizes revenue from services as the services are performed. The Company recognizes revenue from the sale of hardware when the hardware is delivered to the customer.

Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Property and Equipment

Property and equipment consisted of the following at December 31, 2001 and 2000:

	2001	2000
Computer and office equipment		
Network equipment		
Leasehold improvements		
Software		
Total		

BullsEye Telecom, Inc. Notes to Financial Statements

3. Lease Commitments

[REDACTED]

Future minimum payments under operating leases for continuing operations are:

2002	[REDACTED]
2003	[REDACTED]
2004	[REDACTED]
2005	[REDACTED]

4. Stock Options

[REDACTED]

Following is a summary of stock options granted by the Company:

	Options	Weighted average exercise price
Outstanding at January 1, 2000	[REDACTED]	[REDACTED]
Granted	[REDACTED]	[REDACTED]
Forfeited	[REDACTED]	[REDACTED]
Outstanding at December 31, 2000	[REDACTED]	[REDACTED]
Granted	[REDACTED]	[REDACTED]
Forfeited	[REDACTED]	[REDACTED]
Exercised	[REDACTED]	[REDACTED]
Outstanding at December 31, 2001	[REDACTED]	[REDACTED]
Exercisable at December 31, 2001	[REDACTED]	[REDACTED]

BullsEye Telecom, Inc. Notes to Financial Statements

4. Stock Options (continued)

Exercise Price	Outstanding at Dec 31, 2001	Average remaining contractual life (years)
[REDACTED]		

In October 1995, Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation," was issued which encourages, but does not require, companies to record compensation expenses for the fair value of options and other equity instruments granted under stock-based compensation agreements.

[REDACTED]

Principle assumptions used in calculating the pro forma information were as follows:

	2001	2000
Risk free interest rates	[REDACTED]	[REDACTED]
Expected life, in years	[REDACTED]	[REDACTED]
Expected dividend yield	[REDACTED]	[REDACTED]
Weighted average fair value of options granted with		
Option exercise price at fair value	[REDACTED]	[REDACTED]
Option exercise price below fair value	[REDACTED]	[REDACTED]

5. Preferred Stock

[REDACTED]

BullsEye Telecom, Inc.
Notes to Financial Statements

5. Preferred Stock (continued)

[REDACTED]

6. Income Taxes

[REDACTED]

2001 2000

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

7. Commitments

Telecommunication services

[REDACTED]

8. Debt

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

