

ORIGINAL ORIGINAL

040460-1X

Talk For Less, Inc.

RECEIVED-FPSC

MAY 17 PM 4:33

COMMISSION

DEPOSIT DATE

466 MAY 18 2004

Toll Free: 1-888-553-4913

Fax: 1-888-553-4913

Email: pat@pcmillion.com

www.talkforlessinc.com

May 14, 2004

Florida Public Service Commission
Division of the Commission
Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Fl 32399-0850

CK # 5762202

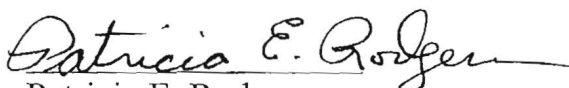
CK # 250.00

5-17-04

RT

Attached you will find the original application and six copies to provide Alternative Local Exchange Service by Talk For Less, Inc. in the state of Florida. I have attached a money order in the amount of \$250.00 for the application fee. Please contact me directly with any questions you may have. Thank you for your help in this matter.

Sincerely,



Patricia E. Rodgers
President

MAY 17 AM 10:24

Address: P.O.Box 698 Brooksville, Fl 34605

DOCUMENT NUMBER-DATE

05651 MAY 17 03

FPSC-COMMISSION CLERK

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

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT
CERTIFICATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 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 the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

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

Florida Public Service Commission
Division of Competitive Markets and Enforcement
Certification
2540 Shumard Oak Blvd.
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 of authority.

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

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

2. Name of company:

Talk For Less, Inc.

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

Same

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

Talk For Less, Inc.

P.O. Box 698

Brooksville, FL 34605

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

Talk For Less, Inc.

P.O. Box 698

Brooksville, FL 34605

6. Structure of organization:

() Individual

(x) Corporation

() Foreign Corporation

() Foreign Partnership

() General Partnership

() Limited Partnership

() Other _____

7. If individual, provide:

Name: N/A

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:

(a) The Florida Secretary of State corporate registration number:

PO4000076257

See attachment 8-a for Articles

**Electronic Articles of Incorporation
For**

P04000076257
FILED
May 11, 2004
Sec. Of State
acrum

TALK FOR LESS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TALK FOR LESS, INC.

Article II

The principal place of business address:

24488 ISLEWOOD DR.
BROOKSVILLE, FL. 34601

The mailing address of the corporation is:

P.O BOX 698
BROOKSVILLE, FL. 34605

Article III

The purpose for which this corporation is organized is:

CERTIFIED LOCAL EXCHANGE CARRIER (CLEC)

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

PATRICIA E RODGERS
24488 ISLEWOOD DR
BROOKSVILLE, FL. 34601

I certify that I am familiar with and accept the responsibilities of registered agent.

P04000076257
FILED
May 11, 2004
Sec. Of State
acrum

Registered Agent Signature: PATRICIA RODGERS

Article VI

The name and address of the incorporator is:

PATRICIA RODGERS
P.O. BOX 698
BROOKSVILLE, FL 34605

Incorporator Signature: PATRICIA RODGERS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
PATRICIA E RODGERS
24488 ISLEWOOD DR
BROOKSVILLE, FL. 34601

Article VIII

The effective date for this corporation shall be:

05/15/2004

Certified Copy

I certify the attached is a true and correct copy of the Articles of Incorporation of TALK FOR LESS, INC., a Florida corporation, filed electronically on May 11, 2004 effective May 15, 2004, as shown by the records of this office.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P04000076257.

Authentication Code: 040512104233-900036055339#1

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twelfth day of May, 2004



Glenda E. Hood
Glenda E. Hood
Secretary of State

Certificate of Status

I certify from the records of this office that TALK FOR LESS, INC. is a corporation organized under the laws of the State of Florida, filed electronically on May 11, 2004, effective May 15, 2004.

The document number of this corporation is P04000076257.

I further certify that said corporation has paid all fees due this office through December 31, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code noted below.

Authentication Code: 040512104233-900036055339#1

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twelfth day of May, 2004



Glenda E. Hood
Glenda E. Hood
Secretary of State

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

(a) The Florida Secretary of State corporate registration number:

N/A

10. **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

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

(a) The Florida Secretary of State registration number:

N/A

12. **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:

13. **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

14. **Provide F.E.I. Number(if applicable):** 20-1112848 See attachment

14-a



Federal Tax ID / EIN

This is your provisional Employer Identification Number:

20-1112848

Today's Date is: May 12, 2004 GMT

You will receive a confirmation letter in U.S. mail within fifteen days.
The letter will also contain useful tax information for your business
or organization.

If you have input any of the information on your application in error,
please wait seven days and contact the EIN Toll Free area at
1-800-829-4933, Monday - Friday, 7:30am - 5:30pm. If you do not
want to call, please make corrections on the letter you receive
confirming your EIN and return it to the IRS.

You may click on the buttons below for different print options or to
fill out another Form SS-4.

[Review and Print Form SS-4](#) [Fill Out Another Form SS-4](#)

Click [here](#) to return to the Internet Employer
Identification Number landing (start) page.

Form SS-4 (Rev. December 2001) Department of the Treasury Internal Revenue Service	<h2>Application for Employer Identification Number</h2> <p>(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)</p> <p>▶ See separate instructions for each line. ▶ Keep a copy for your records.</p>	EIN 20-1112848 OMB No. 1545-0003
1* Legal name of entity (or individual) for whom the EIN is being requested <u>TALK FOR LESS INC</u>		
2 Trade name of business (if different from name on line 1)	3 Executor, trustee, "care of" name <u>PATRICIA E RODGERS</u>	
4a* Mailing address (room, apt., suite no. and street, or P.O. box) <u>P O BOX 698</u>	5a Street address (if different) (Do not enter a P.O. box) <u>24488 ISLEWOOD DR</u>	
4b* City, state, and ZIP code <u>BROOKSVILLE FL 34605 -</u>	5b City, state, and ZIP code <u>BROOKSVILLE FL 34601 -</u>	
6* County and state where principal business is located County <u>HERNANDO</u> State <u>FL</u>		
7a* Name of principal officer, general partner, grantor, owner, or trustee <u>PATRICIA E RODGERS</u>	7b* SSN, ITIN, EIN	
8a* Type of entity (check only one) <input type="checkbox"/> Sole Proprietor (SSN) <u>---</u> <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ <u>PO4000076257</u> <input type="checkbox"/> Personal Service <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) ▶ <u>---</u> <input type="checkbox"/> Other (specify) ▶ <u>---</u>	<input type="checkbox"/> Estate (SSN of decedent) <input type="checkbox"/> Plan administrator (SSN) <input type="checkbox"/> Trust (SSN of grantor) <input checked="" type="checkbox"/> National Guard <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> REMIC <input type="checkbox"/> State/local government <input type="checkbox"/> Federal government/military <input type="checkbox"/> Indian tribal government/enterprises Group Exemption NO. (GEN) ▶ <u>---</u>	
8b* If a corporation, name the state or foreign country (if applicable) where incorporated	State <u>FL</u>	Foreign country <u>---</u>
9* Reason for applying (check only one) <input checked="" type="checkbox"/> Started new business (specify type) ▶ <u>RETAIL</u> <input type="checkbox"/> Hired employees (Check the box and see line 12) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ <u>---</u> <input type="checkbox"/> Banking purpose (specify purpose) ▶ <u>---</u> <input type="checkbox"/> Changed type of organization (specify new type) ▶ <u>---</u> <input checked="" type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ <u>---</u> <input type="checkbox"/> Created a pension plan (specify type) ▶ <u>---</u>		
10* Date business started or acquired (month, day, year) <u>MAY 11 2004</u>	11* Closing month of accounting year <u>DEC</u>	
12 First date wages or annuities were paid or will be paid (month, day, year) <i>Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year)</i> ▶ <u>JAN 1 2005</u>		
13 Highest number of employees expected in the next twelve months <i>Note: If the applicant does not expect to have any employees during the period, enter "0-".</i>	Agriculture <u>---</u>	Household <u>1</u>
14* Check box that best describes the principal activity of your business <input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input checked="" type="checkbox"/> Other (specify) <u>RESALE OF HOME PHONE SERVICE</u> <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail		
15* Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided. <u>DIAL TONE</u>		
16a* Has the applicant ever applied for an employer identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>Note If "Yes" please complete lines 16b and 16c</i>		
16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶ <u>---</u> Trade name ▶ <u>---</u>		
16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known. Approximate date when filed (month, day, year) City and state where filed Previous EIN <u>---</u> <u>---</u> <u>---</u>		
Third Party Designee	Complete section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form Designee's name <u>---</u> Address and ZIP code <u>---</u> Designee's telephone number (include area code) () - - Designee's fax number (include area code) () - -	

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (type or print clearly)

▶ PATRICIA E RODGERS

Signature ▶ Not Required

Date ▶

May 12, 2004 GMT

Applicant's telephone number (include area code)

(888) 553 - 4913

Applicant's fax number (include area code)

(888) 553 - 4913

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.

None

(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.

None

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

(a) The application:

Name: Patricia Rodgers

Title: President

Address: P.O. Box 698

City/State/Zip: Brooksville, FL 34605

Telephone No.: 888-553-4913 Fax No.: 888-553-4913

Internet E-Mail Address: pat@pcmillion.com

Internet Website Address: www.talkforlessinc.com

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

Name: Patricia Rodgers
Title: President
Address: P.O. Box 698
City/State/Zip: Brooksville, FL 34605
Telephone No.: 888-553-4913 Fax No.: 888-553-4913

Internet E-Mail Address: pat@pcmillion.com
Internet Website Address: www.talkforlessinc.com

(c) Complaints/Inquiries from customers:

Name: Patrica Rodgers
Title: President
Address: P.O. Box 698
City/State/Zip: Brooksville, FL 34605
Telephone No.: 888-553-4913 Fax No.: 888-553-4913

Internet E-Mail Address: pat@pcmillion.com
Internet Website Address: www.talkforlessinc.com

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

None

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

None

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

None

(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.

See attachment 18-a

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

See attachment 18-b

Talk For Less, Inc.

(Attachment 18-a)

Toll Free: 1-888-553-4913
Fax: 1-888-553-4913
Email: pat@pcmillion.com
www.talkforlessinc.com

Managerial Capability:

I Patricia Rodgers served as director of operations for Second Chance Telephone in Tennessee from February 15, 2001 to May 22, 2002. I managed all customer service employees and worked with Clecsoft solutions in creating billing software marketed to prepaid CLEC's. From June 1, 2002 through January 5, 2004 I served as provisioning manager for the Georgia operations. I managed all order provisioning with the ILEC's and headed the auditing department for the CLEC billing disputes.

Technical Capability:

All outside technical support will be provided by the ILEC's per a resale agreement. In house support will be handled by TMH & Associates a Florida based computer and software company.

(Attachment 18-b)

Address: P.O.Box 698 Brooksville, Fl 34605

C. Financial capability. See attachment 1.8-c

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. **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.

Talk For Less, Inc.

(Attachment 18-c)

Toll Free: 1-888-553-4913
Fax: 1-888-553-4913
Email: pat@pcmillion.com
www.talkforlessinc.com

Financial Capability:

Due to the fact that we are a new start up company we do not have audited financial statements. I have; however, included our current bank statement showing our balance of \$30,000.00 (thirty thousand) dollars for day-to-day operating expenses. Talk For Less, Inc. is a debt free company with office space free and clear of any lease obligations. Our company will require very little money up front to provide our services. Any deposits required by the ILEC's will be negotiated by line of credit between Talk for Less, our financial institution and the ILEC's.

Address: P.O.Box 698 Brooksville, Fl 34605

TALK FOR LESS INC.

BUSINESS ECONOMY CHKG

Last Posting Date 5/13/2004

Since Last Statement Summary

Last Statement Date

Balance Last Statement			\$	0.00
Deposits/Credits	#	1	+	30,000.00
Withdrawals/Debits	#	0	-	0.00
				<hr/>
Current Balance			\$	30,000.00

Date	Amount	Balance	Transaction
5/13/2004	30000.00	30000.00	WIRE TYPE:WIRE IN DATE:

*** No More Activity For This Account ***

- P = Items marked Pending have not yet been paid because they could cause your account to be overdrawn. If the Bank pays or returns this item, a service charge may result.**
- * = Item(s) included in Previous Statement(s).**

For additional information or service, please contact the Customer Service Center at 800-432-1000

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. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Patricia E. Rodgers

Print Name
President

Title
888-553-4913

Telephone No.

Patricia E Rodgers

Signature
May 12, 2004

Date
888-553-4913

Fax No.

Address: Talk For Less, Inc.

P.O. Box 698

Brooksville, FL 34605

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 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:

Patricia E. Rodgers

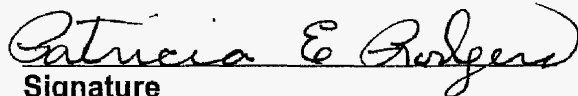
Print Name

President

Title

888-553-4913

Telephone No.



Signature

May 12, 2004

Date

888-553-4913

Fax No.

Address:

Talk For Less, Inc.

P.O. Box 698

Brooksville, FL 34605

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.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased.

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.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____
(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:

Print Name	_____	Signature	_____
Title	_____	Date	_____
Telephone No.	_____	Fax No.	_____
Address:	_____ _____ _____ _____		