

ORIGINAL

CK# 2109

070174-TX
FLORIDA PUBLIC SERVICE COMMISSION

\$ 400.00

DIVISION OF COMPETITIVE MARKETS AND ENFORCEMENT

3/15/07

POST DATE

APPLICATION FORM

for

7 32 MAR 16 2007

**AUTHORITY TO PROVIDE COMPETITIVE LOCAL EXCHANGE
TELECOMMUNICATIONS COMPANY SERVICE
WITHIN THE STATE OF FLORIDA**

COMMISSION
CLERK

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Instructions

- A. This form is used as an application for an original certificate and for approval of sale, assignment or transfer of an existing certificate. In the case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Page 8).
- B. Print or type all responses to each item requested in the application. If an item is not applicable, please explain.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. Once completed, submit the original and two (2) copies of this form along with a non-refundable application fee of \$400.00 to:

**Florida Public Service Commission
Division of the Commission Clerk and Administrative Services
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770**

- E. A filing fee of \$400.00 is required for the sale, assignment or transfer of an existing certificate to another company (Chapter 25-24.815, F.A.C.).
- F. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Competitive Markets and Enforcement
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600**

FORM PSC/CMP-8 (01/06)
Required by Commission Rule Nos. 25-24.810,
and 25-24.815

Note: To complete this interactive form using your computer, use the NUMBER-DATE to navigate between data entry fields.

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FPSC-COMMISSION CLERK

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 rather than apply for a new certificate.

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

2. Name of company: Vistavox of FL, Inc.

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

Vistavox of FL, Inc.

4. Official mailing address:

Street/Post Office Box: 723 Main St. Ste. 1005
City: Houston
State: Texas
Zip: 77002

5. Florida address:

Street/Post Office Box: 92 Sadberry Road
City: Quincy
State: Florida
Zip: 32351

6. Structure of organization:

Individual
 Foreign Corporation
 General Partnership
 Other,

Corporation
 Foreign Partnership
 Limited Partnership

7. **If individual**, provide:

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
Website Address:

8. **If incorporated in Florida**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is: P07000023402

9. **If foreign corporation**, provide proof of authority to operate in Florida. The Florida Secretary of State corporate registration number is:

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

11. **If a limited liability partnership**, please proof of registration to operate in Florida. The Florida Secretary of State registration number is:

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

Name:
Title:
Street/Post Office Box:
City:
State:
Zip:
Telephone No.:
Fax No.:
E-Mail Address:
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 is:

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

15. Who will serve as liaison to the Commission in regard to the following?

(a) The application:

Name: Nickie Mitchell
Title: Operations Manager
Street name & number: 723 Main St. Ste. 1005
Post office box:
City: Houston
State: Texas
Zip: 77002
Telephone No.: 713-542-1913
Fax No.: 800-508-5218
E-Mail Address: nickie.mitchell@vistavox.net
Website Address:

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

Name: Shannon Hughes
Title: Vice President
Street name & number: 723 Main St. Ste. 1005
Post office box:
City: Houston
State: Texas
Zip: 77002
Telephone No.: 713-213-0513
Fax No.: 800-508-5218
E-Mail Address: vistavox@vistavox.net
Website Address:

(c) Complaints/Inquiries from customers:

Name: Angela Fioretti
Title: Billing Manager
Street/Post Office Box: 723 Main St. Ste. 1005
City: Houston
State: Texas
Zip: 77002
Telephone No.: 713-213-0513
Fax No.: 800-508-5218
E-Mail Address: angela.fioretti@vistavox.net
Website Address:

16. List the states in which the applicant:

(a) has operated as a Competitive Local Exchange Telecommunications Company.

Vistavox of FL, Inc. has not operated as a CLEC in any state.

(b) has applications pending to be certificated as a Competitive Local Exchange Telecommunications Company.

Vistavox of FL, Inc. does not have any applications pending in any state.

(c) is certificated to operate as a Competitive Local Exchange Telecommunications Company.

Not applicable as Vistavox of FL, Inc. has never previously applied in any other state.

(d) has been denied authority to operate as a Competitive Local Exchange Telecommunications Company and the circumstances involved.

Not applicable as Vistavox of FL, Inc. has never previously applied in any other state.

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

Not applicable as Vistavox of FL, Inc. has never previously applied in any other state.

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

Not applicable as Vistavox of FL, Inc. has never previously applied in any other state.

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

(a) adjudged bankrupt, mentally incompetent (and not had his or her competency restored), or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, provide explanation.

Not applicable.

(b) granted or denied a competitive local exchange certificate in the State of Florida (this includes active and canceled competitive local exchange certificates). If yes, provide explanation and list the certificate holder and certificate number.

Not applicable.

(c) an officer, director, partner or stockholder in any other Florida certificated or registered telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

Not applicable.

18. Submit the following:

(a) Managerial capability: resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

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

(c) Financial Capability: applicant's audited financial statements for the most recent three (3) years. If the applicant does not have audited financial statements, it shall so be stated. 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.

THIS PAGE MUST BE COMPLETED AND SIGNED

REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee. Regardless of the gross operating revenue of a company, a minimum annual assessment fee, as defined by the Commission, is required.

RECEIPT AND UNDERSTANDING OF RULES: I acknowledge receipt and understanding of the Florida Public Service Commission's rules and orders relating to the provisioning of competitive local exchange telecommunications company (CLEC) service in Florida.

APPLICANT ACKNOWLEDGEMENT: 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 competitive local exchange telecommunications 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.**"

Company Owner or Officer

Print Name: Shannon Hughes
Title: Vice President
Telephone No.: 713-213-0513
E-Mail Address: shannon.hughes@nsn-wireless.net

Signature: Shannon Hughes

Date: 03/14/07

State of Florida

Department of State

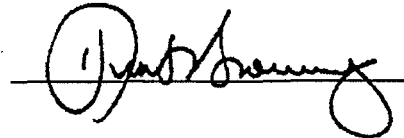
I certify from the records of this office that VISTAVOX OF FL, INC. is a corporation organized under the laws of the State of Florida, filed on February 21, 2007.

The document number of this corporation is P07000023402.

I further certify that said corporation has paid all fees due this office through December 31, 2007, and its status is active.

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

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Eighth day of March, 2007*



Secretary of State



Authentication ID: 500091835965-030807-P07000023402

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

www.sunbiz.org/auth.html

Vistavox of FL, Inc.

Management Experience Profile

Shannon Hughes - *VP of Operations*

- 5 years experience in Telecommunications.
- Experience in customer service, sales, trouble reporting, and network related issues.
- 3 Years working for Radio/TV Stations implementing Marketing Departments.
- Associates of Applied Science in Business Technology
- Graduated Cum Laude and member of Honor Society Phi Theta Kappa

Steve Zillis - *Network Engineer*

- 1970-72 college of Electrical Engineering at University of Illinois.
- 1978-79 System Analysis, IBM 370 Assembler, Manata Junior College in Brandon Florida
- 1984 Computer Operation Procedures and Control, College of Dupage, Lombard, Illinois.
- From 1984-1994 core member of Decision Technology Group for Unisys Computer at Worldwide Logistics Operations in Elk Grove Village, Illinois.
- Served as Director of Geographic Information Systems of Metricon, Inc., the developers of the current Ricochet high-speed wireless Internet access product.
- Served as CTO of Accelernet, a UHF television based broadband wireless ISP, the broadband wireless ISP in Houston.
- Successfully sponsored groundbreaking legislation passed through the U.S. Congress in 2000 that allows the use of UHF television stations for two-way wireless Internet access.
- Chief Technology Officer of NSN Wireless since 2001, responsible for all network designs and operation and wireless network deployment.

Jerry Standefer - *System Engineer*

- 8 years experience in LAN/WAN, NT4, Linux, UNIX and Lucent G3
- Switch and Call Master Support.
- Experience in Infrastructure Design and Implementation.
- Experience in Security and deployment efficiencies.

Teresa Wilhelm - *Marketing Manager*

- Has been with Vistavox for just over 1 year.
- Has 8 years experience in Marketing
- 3 ½ years with DBR Publishing. Worked with schools, and city offices.
- 2 years with GK and Associates.
- Certification in Phlebotomy EKG.

Vistavox of FL, Inc.

Technical Experience Profile

Steve Zillis - *Network Engineer*

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- Switch and Call Master Support.
- Experience in Infrastructure Design and Implementation.
- Experience in Security and deployment efficiencies.

		2008/2009											
		July	August	September	October	November	December	January	February	March	April	May	June
Sales													
LD / 800 Service		\$54,000.00	\$54,000.00	\$66,000.00	\$66,000.00	\$66,000.00	\$66,000.00	\$66,000.00	\$77,000.00	\$77,000.00	\$77,000.00	\$77,000.00	\$91,000.00
Projected Local Sales		\$39,000.00	\$39,000.00	\$50,000.00	\$50,000.00	\$50,000.00	\$50,000.00	\$50,000.00	\$61,000.00	\$61,000.00	\$61,000.00	\$61,000.00	\$71,000.00
Total Sales		\$93,000.00	\$93,000.00	\$116,000.00	\$116,000.00	\$116,000.00	\$116,000.00	\$116,000.00	\$138,000.00	\$138,000.00	\$138,000.00	\$138,000.00	\$162,000.00
Cost of Goods													
LD / 800 Service		\$18,792.00	\$18,792.00	\$22,968.00	\$22,968.00	\$22,968.00	\$22,968.00	\$22,968.00	\$26,796.00	\$26,796.00	\$26,796.00	\$26,796.00	\$31,668.00
Projected Local Sales Cost		\$19,500.00	\$19,500.00	\$25,000.00	\$25,000.00	\$25,000.00	\$25,000.00	\$25,000.00	\$30,500.00	\$30,500.00	\$30,500.00	\$30,500.00	\$35,500.00
Total Cost of Goods		\$38,292.00	\$38,292.00	\$47,968.00	\$47,968.00	\$47,968.00	\$47,968.00	\$47,968.00	\$57,296.00	\$57,296.00	\$57,296.00	\$57,296.00	\$67,168.00
Gross Profit		\$54,708.00	\$54,708.00	\$68,032.00	\$68,032.00	\$68,032.00	\$68,032.00	\$68,032.00	\$80,704.00	\$80,704.00	\$80,704.00	\$80,704.00	\$94,832.00
Percentage of Profit		58.83%	58.83%	58.65%	58.65%	58.65%	58.65%	58.65%	58.48%	58.48%	58.48%	58.48%	58.54%
Expenses													
Payroll													
Outside Sales Reps		\$4,000.00	\$4,000.00	\$5,500.00	\$5,500.00	\$5,500.00	\$5,500.00	\$5,500.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
Number		2	2	3	3	3	3	3	3	3	3	3	3
Office Employees		\$3,000.00	\$3,000.00	\$4,500.00	\$4,500.00	\$4,500.00	\$4,500.00	\$4,500.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
Number		2	2	3	3	3	3	3	4	4	4	4	4
Management		\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,500.00	\$4,500.00	\$4,500.00	\$4,500.00	\$4,500.00
Number		1	1	1	1	1	1	1	1	1	1	1	1
Technical Management		\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,500.00	\$4,500.00	\$4,500.00	\$4,500.00	\$4,500.00
Number		1	1	1	1	1	1	1	1	1	1	1	1
Technical Staff		\$4,000.00	\$4,000.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00	\$6,500.00
Number		1	1	2	2	2	2	2	2	2	2	2	2
Marketing		\$4,500.00	\$4,500.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$7,500.00	\$7,500.00	\$7,500.00	\$7,500.00	\$7,500.00
Number		2	2	3	3	3	3	3	4	4	4	4	4
Total Payroll		\$23,500.00	\$23,500.00	\$30,500.00	\$30,500.00	\$30,500.00	\$30,500.00	\$30,500.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00	\$35,000.00
Billing		\$1,571.70	\$1,571.70	\$1,960.40	\$1,960.40	\$1,960.40	\$1,960.40	\$1,960.40	\$2,332.20	\$2,332.20	\$2,332.20	\$2,332.20	\$2,737.80
Postage		\$425.00	\$425.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$750.00	\$750.00	\$750.00	\$750.00	\$900.00
Payroll Taxes		\$1,797.75	\$1,797.75	\$2,333.25	\$2,333.25	\$2,333.25	\$2,333.25	\$2,333.25	\$2,677.50	\$2,677.50	\$2,677.50	\$2,677.50	\$2,677.50
Rents		\$1,500.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00	\$2,200.00
Utilities		\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00	\$550.00
Gas (Auto)		\$1,000.00	\$1,300.00	\$1,300.00	\$1,300.00	\$1,300.00	\$1,300.00	\$1,300.00	\$1,800.00	\$1,800.00	\$1,800.00	\$1,800.00	\$2,100.00
Loan Re-Payment		\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98	\$612.98
Insurances													
Health & Dental		\$1,093.50	\$1,093.50	\$1,579.50	\$1,579.50	\$1,579.50	\$1,579.50	\$1,579.50	\$1,822.50	\$1,822.50	\$1,822.50	\$1,822.50	\$1,822.50
Liability Insurance		\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63	\$173.63
Auto		\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$200.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00	\$250.00
Total Expenses		\$32,424.56	\$33,424.56	\$41,959.76	\$41,959.76	\$41,959.76	\$42,009.76	\$42,009.76	\$48,168.81	\$48,168.81	\$48,168.81	\$48,468.81	\$49,024.41
Net Earn before Taxes		\$22,283.44	\$21,283.44	\$26,072.24	\$26,072.24	\$26,072.24	\$26,022.24	\$26,022.24	\$32,535.19	\$32,535.19	\$32,535.19	\$32,535.19	\$45,807.59
Taxes		\$6,345.00	\$6,345.00	\$7,755.00	\$7,755.00	\$7,755.00	\$7,755.00	\$7,755.00	\$9,047.50	\$9,047.50	\$9,047.50	\$9,047.50	\$10,692.50
Net Earnings		\$15,938.44	\$14,938.44	\$18,317.24	\$18,317.24	\$18,317.24	\$18,267.24	\$18,267.24	\$23,487.69	\$23,487.69	\$23,487.69	\$23,487.69	\$35,115.09
Net Earnings Percent		40.87%	16.06%	16.06%	15.79%	15.79%	15.75%	15.75%	17.02%	17.02%	17.02%	16.80%	21.68%

Vistavox of FL, Inc.

2008/2009

	July	August	September	October	November	December	January	February	March	April	May	June
Assets												
Cash	\$423,977.92	\$559,650.85	\$738,739.13	\$975,135.65	\$1,287,179.06	\$1,699,076.35	\$2,242,780.79	\$2,960,470.64	\$3,907,821.24	\$5,158,324.04	\$6,808,987.74	\$8,987,863.81
Accts Receivable	\$46,609.83	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57	\$48,676.57
Furniture & Fixtures	\$13,500.00	\$13,500.00	\$13,500.00	\$17,000.00	\$17,000.00	\$17,000.00	\$17,000.00	\$19,500.00	\$19,500.00	\$19,500.00	\$19,500.00	\$19,500.00
Computer Software	\$4,200.00	\$4,200.00	\$4,200.00	\$4,200.00	\$4,200.00	\$4,200.00	\$4,200.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
Equipment	\$13,611.37	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70	\$42,988.70
Total Assets	\$501,899.12	\$677,829.11	\$578,446.12	\$585,737.48	\$620,663.09	\$652,868.09	\$710,052.70	\$766,554.16	\$836,786.21	\$903,449.49	\$955,796.00	\$1,032,837.20
Liabilities												
Accts Payables	\$28,531.17	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82	\$35,860.82
Loan Payment	\$15,709.14	\$15,096.16	\$14,483.18	\$13,870.20	\$13,257.22	\$12,644.24	\$12,031.26	\$11,418.28	\$10,805.30	\$10,192.32	\$9,579.34	\$8,966.36
Total Liabilities	\$44,240.31	\$50,956.98	\$141,238.36	\$137,256.57	\$133,980.46	\$131,185.70	\$128,289.29	\$125,353.79	\$123,112.36	\$120,466.40	\$117,612.25	\$115,705.80
Net Assets/Liabilities	\$457,658.81	\$626,872.13	\$437,207.76	\$448,480.91	\$486,682.63	\$521,682.39	\$581,763.41	\$641,200.37	\$713,673.85	\$782,983.09	\$838,183.75	\$917,131.40
Retained Earnings	\$625,500.58	\$670,689.39	\$715,878.20	\$775,090.51	\$843,979.82	\$910,849.13	\$976,933.64	\$1,056,893.60	\$1,128,762.80	\$1,196,474.30	\$1,283,140.80	\$1,369,807.30