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**ATTORNEYS AT LAW**

A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

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March 5, 1996

- \* NEW YORK AND NEW JERSEY BARS ONLY
- \*\* NEW YORK BAR ONLY
- \*\*\* VIRGINIA BAR ONLY
- \*\*\*\*PENNSYLVANIA BAR ONLY

**VIA OVERNIGHT MAIL**

Florida Public Service Commission  
Capital Circle Office Center  
2540 Shumard Oak Blvd., Gunter Bldg.  
Tallahassee, FL 32399-0850

960293-TI

**Re: Application of WORLDtel Interactive Incorporated for Certificate of Public Convenience and Necessity**

Dear Chief Clerk:

Transmitted herewith for filing on behalf of WORLDtel Interactive Incorporated ("WORLDtel") are an original and twelve copies of its application for a certificate of public convenience and necessity, on Form PSC/CMU 31, and a proposed tariff. As WORLDtel is eager to commence its Florida intrastate operations as expeditiously as possible, prompt processing of this application and tariff is hereby requested.

So that we may have proof of this filing, please date-stamp the extra copy of this letter, and return it in the self-addressed, stamped envelope provided.

A check in the amount of two hundred fifty dollars (\$250.00), in payment of the filing fee, is enclosed.

If there are any questions, kindly communicate directly with the undersigned counsel at 202-939-7900

MAIL ROOM  
96 MAR -6 AM 10:32

Respectfully submitted,

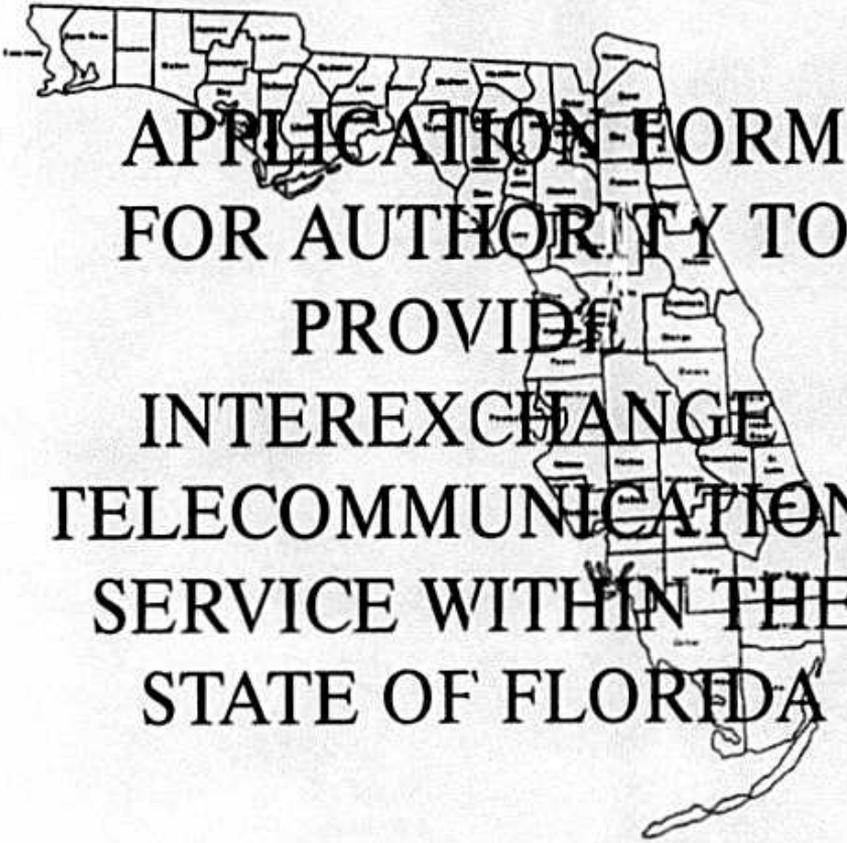
*Terri B. Natoli*

Terri B. Natoli  
Mitchell F. Brecher  
Counsel for WORLDtel Interactive Incorporated

RECEIVED  
FLORIDA PUBLIC  
SERVICE COMMISSION

TBN/aml/36790

DOCUMENT NUMBER - DATE  
02754 MAR -6 96  
FPSC-RECORDS/REPORTING



APPLICATION FORM  
FOR AUTHORITY TO  
PROVIDE  
INTEREXCHANGE  
TELECOMMUNICATION  
SERVICE WITHIN THE  
STATE OF FLORIDA

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

**DIVISION OF COMMUNICATIONS**  
**BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE**  
**WITHIN THE STATE OF FLORIDA**

---

**Instructions**

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

Florida Public Service Commission  
Division of Communications  
Bureau of Service Evaluation  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6600

- E. 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 Administration  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6251

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

- Original Authority (New company).
- Approval of Transfer (To another certificated company).
- Approval of Assignment of existing certificate (To an uncertificated company).
- Approval for transfer of control (To another certificated company).

2. Select what type of business your company will be conducting (check all that apply):

- Facilities based carrier - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

WORLDTel Interactive Incorporated ("WORLDTel")

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

WORLDTel Interactive Incorporated

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

WORLDTel Interactive Incorporated

2828 Donald Douglas Loop N#22, Santa Monica, CA 90405

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

WORLDTel Interactive Incorporated

1001 North U.S. Highway One, Suite 602, Jupiter, FL 33477

7. Structure of organization;

- Individual  Corporation  
 Foreign Corporation  Foreign Partnership  
 General Partnership  Limited Partnership  
 Other, \_\_\_\_\_

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

N/A

- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

- (b) Indicate if the individual or any of the partners have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

(2) 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.

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

See attached Exhibit A

Corporate charter number: \_\_\_\_\_

- (b) Name and address of the company's Florida registered agent.

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable. N/A

Fictitious name registration number: \_\_\_\_\_

- (c) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been: N/A

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

(2) 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.

N/A

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

- (a) The application; Terri B. Natoli  
Mitchell F. Brecher  
Fleischman and Walsh, L.L.P.  
1400 Sixteenth Street, N.W., Washington, D.C. 20036
- (b) Official Point of Contact for the ongoing operations of the company; Stephen E. LaChapelle  
WORLDTel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405  
(800) 999-8985
- (c) Tariff;  
See 10(b)

- (d) Complaints/Inquiries from customers;  
Same as above

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.  
Applicant operates as an interstate interexchange carrier  
in all 48 states
- (b) Has applications pending to be certificated  
as an interexchange carrier.  
See Exhibit B
- (c) Is certificated to operate as an  
interexchange carrier.  
none currently
- (d) Has been denied authority to operate as an  
interexchange carrier 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

12. What services will the applicant offer to other  
certificated telephone companies:

- None
- ( ) Facilities. ( ) Operators.  
( ) Billing and Collection. ( ) Sales.  
( ) Maintenance.  
( ) Other: \_\_\_\_\_

13. Do you have a marketing program?

Yes

14. Will your marketing program:

- Pay commissions?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).

Commissions will be paid to marketing agents

16. Who will receive the bills for your service (Check all that apply)?

- Residential customers.  Business customers.
- PATS providers.  PATS station end-users.
- Hotels & motels.  Hotel & motel guests.
- Universities.  Univ. dormitory residents.
- Other: (specify) Service is pre-paid calling card service, therefore no bills are rendered to end-users.

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

A company provided 800 number will appear on the calling card for users to call

- (b) Name and address of the firm who will bill for your service.

n/a

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

See Exhibit C

**A. Financial capability.**

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

**B. Managerial capability.**

**C. Technical capability.**

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See Exhibit D

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates  
 Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS with route specific rates per minute  
 Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Florida, Ring America, etc.).

800 Service (Toll free)

WATS type service (Bulk or volume discount)  
 Method of access is via dedicated facilities  
 Method of access is via switched facilities

Private Line services (Channel Services)  
(For ex. 1.544 mbs., DS-3, etc.)

**Travel Service**  
 Method of access is 950  
 Method of access is 800

**900 service**

**Operator Services**  
 Available to presubscribed customers  
 Available to non presubscribed customers (for  
example to patrons of hotels, students in  
universities, patients in hospitals.  
 Available to inmates

**Services included are:**

Station assistance  
 Person to Person assistance  
 Directory assistance  
 Operator verify and interrupt  
 Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

1 + 800 + access number + authorization code + area code and number to be reached

22.  **Other:**

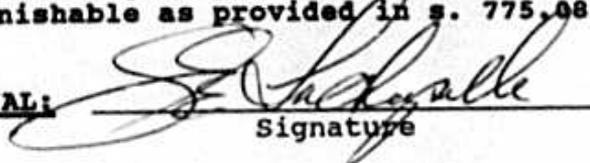
Prepaid calling card service

**\*\* APPLICANT ACKNOWLEDGEMENT STATEMENT \*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

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

**UTILITY OFFICIAL:**

  
Signature

3/1/96  
Date

Stephen LaChapelle

President  
Title

800-999-8985  
Telephone No.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

**\*\* APPENDIX A \*\***

**CERTIFICATE TRANSFER STATEMENT**

N/A

I, (TYPE NAME) \_\_\_\_\_,  
(TITLE) \_\_\_\_\_, of (NAME OF COMPANY)  
\_\_\_\_\_, and current  
holder of certificate number \_\_\_\_\_, have reviewed  
this application and join in the petitioner's request for a  
transfer of the above-mention certificate.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone No.

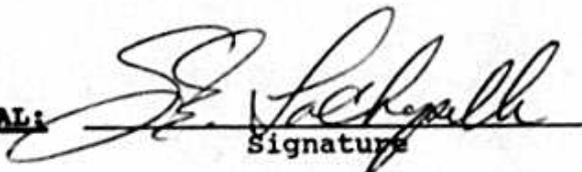
**\*\* APPENDIX B \*\***

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- (X)            The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- ( )            The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

**UTILITY OFFICIAL:**

  
Signature

3/1/96  
Date

Stephen E. LaChapelle

President  
Title

(800) 999-8985  
Telephone No.



5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed). Since Applicant will acquire its transmission facilities from other facilities-based IXCs such as AT&T, WilTel, Sprint and MCI, which are certificated by the Florida PSC and required to comply with EAEA requirements contained in 25-24.47(4)(a), Applicant's service will be in compliance also.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has ( ) or has not ( X ) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

a) What services have been provided and when did these services begin?

N/A

b) If the services are not currently offered, when were they discontinued?

N/A

UTILITY OFFICIAL:

  
Signature

  
Date

Stephen E. LaChapelle

President

Title

(800) 999-8985  
Telephone No.

**\*\* APPENDIX D \*\***

**FLORIDA TELEPHONE EXCHANGES**

**AND**

**EAS ROUTES**

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**\*\* FLORIDA EAS FOR MAJOR EXCHANGES \*\***

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon,

Forest Lady Lake (B21),  
McIntosh, Oklawaha,  
Orange Springs, Salt Springs and  
Silver Springs Shores.

**DAYTONA BEACH:** New Smyrna Beach.

**TAMPA:** Central None  
East Plant City  
North Zephyrhills  
South Palmetto  
West Clearwater

**CLEARWATER:** St. Petersburg, Tampa-West and  
Tarpon Springs.

**ST. PETERSBURG:** Clearwater.

**LAKELAND:** Bartow, Mulberry, Plant City,  
Polk City and Winter Haven.

**ORLANDO:** Apopka, East Orange, Lake Buena  
Vista, Oviedo, Windermere,  
Winter Garden,  
Winter Park, Montverde, Reedy  
Creek, and Oviedo-Winter  
Springs.

**WINTER PARK:** Apopka, East Orange, Lake Buena Vista,  
Orlando, Oviedo, Sanford, Windermere,  
Winter Garden, Oviedo-Winter Springs  
Reedy Creek, Geneva and Montverde.

**TITUSVILLE:** Cocoa and Cocoa Beach.

**COCOA:** Cocoa Beach, Eau Gallie,  
Melbourne and Titusville.

**MELBOURNE:** Cocoa, Cocoa Beach, Eau Gallie  
and Sebastian.

**SARASOTA:** Bradenton, Myakka and Venice.

**FT. MYERS:** Cape Coral, Ft. Myers Beach, North Cape  
Coral, North Ft. Myers, Pine Island, Lehigh  
Acres and Sanibel-Captiva Islands.

**NAPLES:** Marco Island and North Naples.

**WEST PALM BEACH:** Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs,  
Deerfield Beach and Ft.  
Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,  
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and  
Perrine

**\*\* APPENDIX E \*\***

**\*\* GLOSSARY \*\***

**ACCESS CODE:** The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

**BYPASS:** Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

**CARRIERS CARRIER:** An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

**CENTRAL OFFICE:** A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

**CENTRAL OFFICE CODE:** The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

**COMMISSION:** The Florida Public Service Commission.

**COMPANY, TELEPHONE COMPANY, UTILITY:** These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

**DEDICATED FACILITY:** The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

**END USER:** The term denotes any individual, partnership, association, corporation, governmental agency or any other entity - which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

**EQUAL ACCESS EXCHANGE AREAS:** EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

**EXCHANGE:** The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

**EXCHANGE (SERVICE) AREA:** The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

**EXTENDED AREA SERVICE:** A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

**FACILITIES BASED:** An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

**FOREIGN EXCHANGE SERVICES:** A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

**FEATURE GROUPS:** General categories of unbundled tariffs to stipulate related services.

**Feature Group A:** Line side connections presently serving specialized common carriers.

**Feature Group B:** Trunk side connections without equal digit or code dialing.

**Feature Group C:** Trunk side connections presently serving AT&T-C.

**Feature Group D:** Equal trunk access with subscription.

**INTEREXCHANGE COMPANY:** means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

**INTER-OFFICE CALL:** A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

**INTRA-OFFICE CALL:** A telephone call originating and terminating within the same central office unit or entity.

**INTRASTATE COMMUNICATIONS:** The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

**INTRA-STATE TOLL MESSAGE:** Those toll messages which originate and terminate within the same state.

**LOCAL ACCESS AND TRANSPORT AREA:** LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

**LOCAL EXCHANGE COMPANY (LEC):** Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

**OPTIONAL CALLING PLAN:** An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

**900 SERVICE:** A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

**PIN NUMBER:** A group of numbers used by a company to identify their customers.

**PAY TELEPHONE SERVICE COMPANY:** Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

**POINT OF PRESENCE (POP):** Bell-coined term which designates the

actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

**PRIMARY SERVICE:** Individual line service or party line service.

**RESELLER:** An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

**STATION:** A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

**SUBSCRIBER, CUSTOMER:** These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

**SUBSCRIBER LINE:** The circuit or channel used to connect the subscriber station with the central office equipment.

**SWITCHING CENTER:** Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

**TRUNK:** A communication channel between central office units or entities, or private branch exchanges.

**ATTACHMENTS:**

- A - CERTIFICATE TRANSFER STATEMENT**
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**
- C - INTRASTATE NETWORK**
- D - FLORIDA TELEPHONE EXCHANGES and EAS ROUTES**
- E - GLOSSARY**



**EXHIBIT A**  
**ARTICLES OF INCORPORATION**

ARTICLES OF INCORPORATION  
OF  
WORLDtel INTERACTIVE, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is WORLDtel INTERACTIVE, INC. and the principal office of the corporation is located at 1061 E. Indiantown Road, Suite 400, Jupiter, Florida 33477.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is TEN THOUSAND (10,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301, and the name of the initial registered agent at that address is Capital Connection, Inc.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than fifteen members. The names and addresses of the first Board of Directors are:

Stephen LaChapelle  
2828 Donald Douglas Loop North  
#22  
Santa Monica, California 90405-2959

ARTICLE VII. ACTION WITHOUT A MEETING

Any action which may be taken at a meeting of the shareholders and/or directors may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders and/or directors entitled to vote with respect to the subject matter thereof.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Stephen LaChapelle  
2828 Donald Douglas Loop North  
#22  
Santa Monica, California 90405-2959

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

3-11-95 IN WITNESS WHEREOF, I have subscribed my name this day of March, 1995.

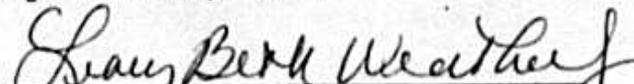
  
Stephen LaChapelle, Incorporator.

STATE OF CALIFORNIA  
COUNTY OF Los Angeles

On this day personally appeared before me, the undersigned authority, Stephen LaChapelle, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 17<sup>th</sup> day of March, 1995.



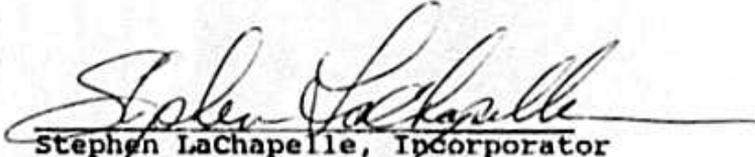
  
Notary Public, State of California  
My Commission Expires: 5-6-96

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:

WORLDtel INTERACTIVE, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 1061 E. Indiantown Road, Suite 400, County of Palm Beach, State of Florida, has named Capital Connection, Inc., located at 417 E. Virginia Street, Suite 1, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

DATE: 3-17-95

  
Stephen LaChapelle, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: \_\_\_\_\_

CAPITAL CONNECTION, INC.

BY: \_\_\_\_\_  
Its: \_\_\_\_\_  
Registered Agent

**EXHIBIT B**

**Applicant is in the process of becoming certified to provide intrastate service in the following states:**

**New York  
Illinois  
Nevada  
California  
Texas  
New Jersey  
Michigan  
Colorado**

**EXHIBIT C**

**FINANCIAL, MANAGERIAL and TECHNICAL QUALIFICATIONS**

18A. Financial Capability

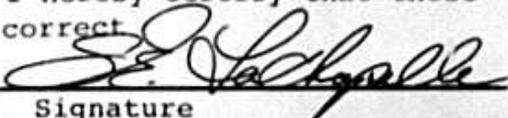
Attached hereto as Attachment 1 is a copy of WORLDtel's Balance Sheet for the period ending December 31, 1995. (WORLDtel, as a corporate entity, was created in March, 1995, therefore, a retained earnings statement for a three year period is not available.) WORLDtel does not have audited financial statements. As a result, the financial statements provided herein have been signed as required by Mr. Stephen E. LaChappelle, chief executive officer, who also serves as its chief financial officer. Through this signature, Mr. LaChappelle affirms that these financial statements are true and correct.

**ATTACHMENT 1 to EXHIBIT C**

3/ 4/96

Account	12/31/95 Balance
<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
CASH IN BANKS-	43,122.86
LOAN S. CHAPELLE-	9,963.61
LOAN W. DANFER-	2,000.00
P/R TX REF REC-	641.39
<b>TOTAL CURRENT ASSETS</b>	<b>55,727.86</b>
<b>FIXED ASSETS</b>	
CARRIER DEPOSIT-	50,000.00
COMMUN SOFTWARE-	36,811.59
COMMUNIC EQUIPT-	118,482.74
DEP AC SOFTWARE-	-6,991.00
DEPR ACC EQUIPT-	-16,956.00
EQUIP DEPOSITS-	400.70
ORG COST AMORT-	-551.00
ORGANIZAT COSTS-	7,561.22
<b>TOTAL FIXED ASSETS</b>	<b>188,757.55</b>
<b>TOTAL ASSETS</b>	<b>244,485.41</b>
<b>LIABILITIES</b>	
<b>CURRENT LIABILITIES</b>	
ACCRUED EXPENSE-	12,443.04
LIABILITY OTHER-	518.41
P/ROLL TAX PAY-	2,307.58
<b>TOTAL CURRENT LIABILITIES</b>	<b>15,269.03</b>
<b>TOTAL LIABILITIES</b>	<b>15,269.03</b>
<b>EQUITY</b>	
<b>EQUITY ACCOUNTS</b>	
CAPITAL CONTRIB-	125,990.65
SUB S STOCK-	375,000.00
<b>TOTAL EQUITY ACCOUNTS</b>	<b>500,990.65</b>
RETAINED EARNINGS	0.00
CURRENT EARNINGS	-271,774.27
<b>TOTAL EQUITY</b>	<b>229,216.38</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>244,485.41</b>

I hereby certify that these financial statements are true and correct.

  
Signature

1-7-96  
Date

18B and C. Managerial and Technical Capability

WORLDtel has an experienced and effective management team with several years of experience in the telecommunications industry. It maintains a highly qualified staff of customer service representatives, accessible by an 800 number, to answer any questions about its service.

Attachment 2 contains the resumes and other information concerning WORLDtel and its key staff reflecting both its managerial and technical expertise.

**ATTACHMENT 2 to EXHIBIT C**



### WHO IS WORLDtel?

WORLDtel is the *interactive gateway on demand calling card communication tool for use any time, anywhere, by using phone or fax.* While serving the end user's calling needs, WORLDtel also becomes the interactive instrument for public relations, advertising, marketing, and sales while *saving its customer almost fifty percent from major competitors.*

### WHY SHOULD WE SELECT WORLDtel?

Simply by using a touch tone phone or fax, WORLDtel™ becomes a powerful resource in the telecommunications industry. Leveraging marketing opportunities, born of the hyperpower in this new interactive era, WORLDtel specializes in combining the latest in telecom advancements with the realm of computer sciences. WORLDtel's team, along with its *digital / fiber optic lines,* provide the highest level of line reliability, clarity and quality to *teletcard and international call back* customers throughout the United States and the World.

### DOES WORLDtel OPERATE ITS OWN PLATFORM?

Along with *owning* the hardware and software, WORLDtel's system consists of leading edge technology on a revolutionary platform providing fiber optic connections domestically and to over 200 countries globally.

### WHY THE IMPORTANCE OF QUALITY?

WORLDtel's hallmark is quality and customer service. Whether management of information systems, billing, regulatory compliance or customer service, WORLDtel's systems are unsurpassed. WORLDtel's customers' are insured with quality connections at the most competitive rates available.

## NETWORK AND FACILITY

Underground *optical fiber* provides *WORLDtel* with digital circuits. A *Multiplex* from *Fiber Optics™* delivers *three DS-3's* and the capacity for *84 T1 circuits totaling 2,016 lines*. A *Sonnet Ring*, also known as *fiber pathing*, allows multiple paths to a single destination. If one path is severed, it will automatically be rerouted via another fiber path.

*WORLDtel's* Florida facility is a secured, alarmed, concrete enclosure equipped with power conditioners for surges and spikes backed with batteries and generators for indefinite ongoing power. The system is equipped with the most advanced "hot swappable" power supplies so there is no reason to bring down the system for repairs.

## INDUSTRY LEADERSHIP

Debt free and bonded, *WORLDtel's* primary funding is from its Chairman Dr. BC Lee.

Dr. Lee's Ph.D. in Computer Science has brought him a world of successes.

Dr. Lee, while also being Chairman of Qnix Computer Co., LTD., was one of the original group at MICROSOFT®, and partners with Bill Gates as President of MICROSOFT KOREA.

Dr. Brian Lee's many contributions have made him known throughout the world as a visionary in advanced technologies.

Mr. Stephen LaChapelle, President and CEO of *WORLDtel*, directed the creation of one of telecommunications' original UNIX based micro switch. His knowledge and leadership has brought together the talents behind the company including David Dragon, Vice President of Software Development. Among others, one of Mr. Dragon's accomplishments is his contribution to the UNITED NATIONS telecommunications network.

## FRAUD PROTECTION

All trunks are Feature Group D format allowing *WORLDtel* to receive Automatic Number Identification (ANI) also known as Caller ID. Point of Sale (POS) Protection; while merchants are activating cards from the store, *WORLDtel* will receive the merchants ANI along with a merchant number and password. Stolen cards must be activated somewhere.

When the attempt is made, the merchant will be given the number and a fraud detection report will be generated, thus allowing *WORLDtel* to look into the phone number and card numbers in depth.



## Dr. Brian Lee

Dr. Brian Lee, coined "the boy wonder of the Korean computer industry" by the **Wall Street Journal**, has traveled as entrepreneur's journey-- from introducing microcomputers to Korea, to the creation of the trilingual word processor and serving as the president of Microsoft Korea. Today, Lee sits at the helm of WORLDtel Interactive, Inc., a west coast based telecommunications company specializing in communications and marketing through interactive prepaid cards and international callback .

Honored as the first computer science Ph.D. from Korea's prestigious KAIST (Korea Advanced Institute of Science & Technology) University, Lee entered the computer industry as a university professor before pursuing a career as an engineer for IBM in the United States. While working in the United States, he satisfied his appetite for travel by visiting a total of 47 of the 50 states.

Upon returning to Korea in 1981 to answer his entrepreneurial calling, Lee launched his first venture, Qnix, one of Korea's largest information technology giants. Under the direction of Lee, Qnix engineered and developed renowned products such as the Korean Windows word processor and e-mail systems, the color inkjet printer and multi-media PCs.

With the unleashing of the computer age in the United States, Lee maintained a close watch on all US. activity through computer guru and friend, **William Gates of Microsoft Korea**, while overseeing their introduction, distribution and sales throughout Korea. Despite his new presidential position at Microsoft, Lee continued his role as chief executive officer and chairman of Qnix.

"My vision is to have consumers regard WORLDtel as the communications company delivering marketing solutions through our interactive functions."

## **Dr. Brian Lee, Chairman WORLDTel Interactive, Inc.**

Dr. Brian Lee has extensive experience as Chairman, President and CEO of various companies including EVETTI, Inc., InfoTech Co., ITI, Microsoft Korea, Qnix Computer Co., LTD, Qnix Data Systems, Sysmore and WORLDTel Interactive, Inc. Dr. Lee is responsible for developing the vision while overseeing the companies marketing, product development, production, finance, and operations. Dr. Lee's companies have annual revenues in excess of two hundred million dollars.

### **Experience:**

1995- present	Chairman of WORLDTel (Santa Monica, CA)
1994- present	CEO/ president of EVETTI (Irvine & San Jose, CA)
1994- present	CEO of Sysmore (Irvine, CA)
1994- present	CEO of Qnix Computer Co., (Korea)
	CEO of Qnix Data Systems Co., Ltd. (Korea)
1991- present	CEO of InfoTech Co., LTD (Korea)
1991- present	CEO of ITI, Inc. (Korea)
1988-1993	President of Microsoft Korea
1981-1988	Founder and CEO of Qnix Computer Co., Ltd.
1980-1981	Computer Science Dept. Professor at KAIST (Korea Advanced Institute of Science & Technology)

### **Education:**

1975-1978	Ph.D. in computer Science at KAIST
1973-1975	M.S. in Computer Science at KAIST
1969-1973	B.S. in Electronic Engineering at Seoul National University

**Dr. Brian Lee, Chairman  
WORLDtel Interactive, Inc.**

**Achievements:**

- 1995 Best Performance Distributor for Autodesk (QDS)
- 1995 Sole Distributor for Dell (Qnix)
- 1995 Developed multi- media PCs (Qnix)
- 1995 Developed Pentium PCs (Qnix)
- 1995 Developed color inkjet printer (Qnix)
  
- 1994 Most Sold Software Product Award (QDS)
- 1994 Most sales achieved Distributor for Microsoft (Info Tech)
- 1994 Best Performance Distributor for the Autodesk (QDS)
- 1994 Sole Distributor for Dell (Qnix)
- 1994 Developed Inkjet printers (Qnix)
- 1994 Developed VL 486 PCs (Qnix)
- 1994 Developed high speed laser printers (Qnix)
- 1994 Developed personal laser printers (Qnix)
- 1994 Developed the first CDs (QDS)
- 1994 Recognized as the "First Korean Made LAN Mfrs" (Qnix)
- 1994 Developed Local Bridges (Qnix)
  
- 1993 Best Performance Distributor for Autodesk (QDS)
- 1993 Developed LAN products (Qnix)
- 1993 Developed PostScript laser printers (Qnix)
- 1993 Developed 600 dpi laser printers (Qnix)
- 1993 Developed LAN exclusive PC, Security (Qnix)
- 1993 Developed optical filing systems (Qnix)
- 1993 Developed Windows Korean word processor (Qnix)
- 1993 Developed A3 laser printers (Qnix)
  
- 1992 Developed Scaleable Font laser printers (Qnix)
- 1992 Developed 600 dpi laser printers (Qnix)
- 1992 Developed Korean e- mail systems (Qnix)
- 1992 Acquired Novell mfg. licensing (Qnix)

## Dr. Brian Lee, Chairman, continued.

- 1991 Developed Korean word processor w/ built- in graphics (Qnix)
- 1991 Established ITI, Inc.
- 1991 Acquired Ethernet KS marks on 16-bit/32-bit PC's (Qnix)
- 1991 Developed Ethernet LAN cards (Qnix)
- 1991 Developed 386 multi- media PC's (Qnix)
- 1991 Developed (2) 32 bit PC's (Qnix)
- 1991 Developed inkjet printers (Qnix)
  
- 1990 Developed 386 PC's (Qnix)
- 1990 Acquired KS marks on dot matrix printers (Qnix)
- 1989 Developed graphics word processor (QDS)
- 1989 Developed integrated Database application (QDS)
  
- 1988 Developed the second generation laser printers (Qnix)
- 1988 Founded QDS
- 1987 Developed Korean graphics cards for IBM XT/AT (Qnix)
- 1987 Established manufacturing facility
  
- 1986 Developed ROM-Bios for IBM XT/AT (Qnix)
- 1986 Developed third generation tri- lingual word processor (Qnix)
- 1985 Developed Korean MS-DOS
- 1985 Developed tri-lingual/ graphics laser printers (Qnix)
  
- 1984 Implemented employees stock option program
- 1983 Developed tri-lingual 24-pin dot matrix printers (Qnix)
- 1983 Founded Applied Systems Research Center (Qnix)
- 1983 Awarded for the Presidential Industrial Bronze Medal (Qnix)
  
- 1982 Developed tri-lingual (Korean/ Chinese/ English) word processors (Qnix)
- 1981 Founded Qnix and developed 8-bit computer systems (Qnix)

# STEPHEN E. LA CHAPPELLE

---

2828 Donald Douglas Loop North  
Santa Monica, CA 90405  
213/392-0111

## PROFILE:

- **20 Years of Entrepreneurial Success**  
In the start-up, development and expansion of several businesses
- **Proven Expertise and Dramatic Results**  
In management, finance, marketing, sales -- including successful negotiations of acquisitions and mergers
- **Broad Base of Professional Contacts**  
With prominent business, financial, and political personalities
- **Outstanding Real Estate Acumen**  
Profitably purchased, financed, remodeled, and sold commercial and residential properties. Exceptional strength in real estate finance. State of California real estate license.

## PROFESSIONAL EXPERIENCE:

### **Executive Vice President, Administration**

Maximum Entertainment Network, Los Angeles

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1989

Recruited to guide this emerging cable network into sound fiscal positioning for future national launch. Responsible for strategic planning, development, finance, and public relations.

### **President**

Interior Landscape Group, Los Angeles

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1986-87

Started this marketing division of Foliage Plus, a public company that holds the patent on a unique process for preserving plants. Built client base to include several Fortune 500 companies. Developed strategy to sell company and client base.

### **President**

Seabird Air Taxi, New York

---

1984-86

Researched, created and developed the concept of an air limousine service connecting Manhattan to neighboring communities and New England resort destinations. Set-up operations in Fort Lauderdale to connect Bahamas to the mainland by air. Purchased planes and contracted with Alexander Julian to design interiors and exteriors. Developed marketing plans, recruited specialized staff, and wrote FAA-approved airline manual and plans.

**President**

Tropica, Inc., Denver

1973-85

Researched, created, and developed highly successful commercial and retail design firm that designs, installs, and maintains tropical environments in corporations throughout the U.S. and in Paris. Built company into second largest contractor of its kind in the Rocky Mountain region, with annual sales topping \$1.5 million and serving more than 500 accounts. Grew staff from one to 40 employees while maintaining the industry's lowest turnover.

**Company History:**

- 1973 Purchased failing company
- 1976 Incorporated
- 1978 Purchased greenhouse and commercial properties; expanded/remodeled offices
- 1979 Purchased Denver's oldest florist and increased profit 300 percent
- 1980 Absorbed multiple companies, including next largest competitor
- 1985 Profitably sold company

**President**

Chapel Trading Company, Denver

1970-72

Developed this start-up company that manufactured and distributed gift items in the U.S. into a \$100,000 per year business.

**EDUCATION:**

Attended Massachusetts College of Pharmacy and Northeastern University

**COMMUNITY INVOLVEMENT:**

Museum of Flying, Santa Monica: Public Relations/Docent  
 Colorado Philharmonic Orchestra: Five years on Board of Annual Gala  
 Denver Art Museum  
 Denver International Film Festival  
 Denver Children's Hospital  
 Denver Center for the Performing Arts

**PERSONAL INTERESTS:****Travel:**

Extensive travel throughout U.S., Europe, Canada, Mexico, and the Caribbean that has helped sustain a world view toward business, people and politics, and strengthened interpersonal and cross-cultural understanding.

**Flying:**

Current private pilot's license with multi-engine rating and national flight experience.

**Sculpting:**

First Place: Allen's Park Art Show, Denver 1972  
 First Place: Franklin County Art Exhibit, Massachusetts 1971  
 First Place: Amherst Art Guild, Amherst 1970

**Amateur Sportscar Racing:**

First Place: Fiesta del Porche, Santa Fe 1977  
 First Place: Farschule, Aspen 1979

**EXHIBIT D**  
**PROPOSED TARIFF**

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by WORLDTel Interactive Incorporated ("WORLDTel"), 2828 Donald Douglas Loop N#22, Santa Monica, California, 90405. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

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ISSUED: March 5, 1996

EFFECTIVE:

ISSUED BY:

Stephen E. LaChapelle  
President and CEO  
WORLDTel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

CHECK SHEET

Sheets 1 through 20 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

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

ISSUED: March 5, 1996

EFFECTIVE:

ISSUED BY:

Stephen E. LaChapelle  
President and CEO  
WORLDtel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

TABLE OF CONTENTS

Title Sheet . . . . .

Check Sheet . . . . .

Table of Contents . . . . .

Section 1:      Technical Terms and Abbreviations . .

Section 2:      Rules and Regulations . . . . .

Section 3:      Description of Service . . . . .

Section 4:      Rates . . . . .

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ISSUED:   March 5, 1996

EFFECTIVE:

ISSUED BY:      Stephen E. LaChapelle  
                  President and CEO  
                  WORLDtel Interactive Incorporated  
                  2828 Donald Douglas Loop N#22  
                  Santa Monica, CA 90405

SYMBOLS

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

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

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ISSUED: March 5, 1996

EFFECTIVE:

ISSUED BY: Stephen E. LaChapelle  
President and CEO  
WORLDtel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

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TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:  
2.  
2.1.  
2.1.1.  
2.1.1.A.  
2.1.1.A.1.  
2.1.1.A.1.(a).  
2.1.1.A.1.(a).I.  
2.1.1.A.1.(a).I.(i).  
2.1.1.A.1.(a).I.(i).(1).
- D. Check Sheets - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (\*). There will be no other symbols used on this page if these are the only changes made

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ISSUED: March 5, 1996

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2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

to it (i.e., the format, etc. remains the same, just revised revision levels on the some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

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ISSUED: March 5, 1996

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Santa Monica, CA 90405

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS1.1. Access Line

An arrangement which connects the calling customer's location to an WORLDtel network switching center or a switching center of one of WORLDtel's underlying carriers.

1.2. Authorization Code

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

1.3. Called Station

Denotes the terminating point of a call (i.e., the called telephone number).

1.4. Company or Carrier

WORLDtel Interactive Incorporated ("WORLDtel").

1.5. Customer

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

1.6. Day

From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.

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ISSUED: March 5, 1996

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1.7. End User

A person initiating an intrastate telephone call using the services of the Company.

1.8. Evening

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

1.9. LATA - (Local Access and Transport Area)

A geographic area established as required by the Modified Final Judgment entered in United States v. Western Electric Co., Inc., 552 F. Supp. 131 (D.D.C. 1982), within which a local exchange telephone company provides communication services.

1.10. LEC - Local exchange telephone company.1.11. Night/Weekend

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

1.12. Underlying Carrier

A provider of interexchange telecommunication services from whom WORLDtel Interactive Incorporated acquires services which it resells to its customers.

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ISSUED: March 5, 1996

EFFECTIVE:

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Stephen E. LaChapelle  
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WORLDtel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

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SECTION 2 - RULES AND REGULATIONS2.1. Undertaking of WORLDtel Interactive Incorporated

WORLDtel Interactive Incorporated provides long distance services.

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

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

2.2. Limitations

- 2.2.1. Certain operator functions are referred to a local exchange operator.
- 2.2.2. Service is offered subject to the availability of facilities and the provisions of this tariff.
- 2.2.3. WORLDtel reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the customer or end user is using service in violation of the law or the provisions of this tariff.

2.3. Connection Fees

The Company does not charge a connection fee to provide service.

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ISSUED: March 5, 1996

EFFECTIVE:

ISSUED BY: Stephen E. LaChapelle  
President and CEO  
WORLDtel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

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## 2.4. Liabilities of the Company

- 2.4.1. WORLDtel's liability for damages arising out of mistakes, omissions, interruptions, delays, errors or defects in the transmission occurring in the course of furnishing service, channels or other facilities, and not caused by the negligence of the customers, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the customer for the period of service during which such mistakes, omissions, interruptions, delays, errors or defects in the transmission occur. For the purposes of computing such amount, a month is considered to have thirty (30) days.
- 2.4.2. In no event will carrier be responsible for consequential damages or lost profits suffered by a customer or end user as a result of interrupted or unsatisfactory service.
- 2.4.3. Carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service. No agents or employees of other carriers or companies shall be deemed to be agents or employees of carrier.
- 2.4.4. Carrier shall be indemnified and held harmless by the customer or end user against:
- 2.4.4.A. Claims for libel, slander or infringement of copyright arising out of the material, data, information or other content transmitted over carrier's channels or facilities;
  - 2.4.4.B. Patent infringement claims arising from combining or connecting carrier-furnished channels with

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ISSUED: March 5, 1996

EFFECTIVE:

ISSUED BY: Stephen E. LaChapelle  
President and CEO  
WORLDtel Interactive Incorporated  
2828 Donald Douglas Loop N#22  
Santa Monica, CA 90405

apparatus and systems of the customer; and

- 2.4.4.C. All other claims arising out of any act or omission of the customer or end user in connection with any service provided by carrier.
- 2.4.5. Carrier is not liable for any act or omission of any other company or companies, including, but not limited to any LEC or underlying carrier furnishing a portion of the service.
- 2.4.6. Carrier does not guarantee or make any warranty with respect to any equipment provided by it where such equipment is used in locations containing an atmosphere which is explosive, prone to fire, dangerous or otherwise unsuitable for such equipment. The customer indemnifies and holds carrier harmless from any and all loss, claims, demands, suits or other action, or any liability whatsoever, whether suffered, made, instituted or asserted by the customer or by any other party or persons, for any personal injury or death of any person or persons, and for any loss, damage or destruction of any property, whether owned by the customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of such equipment so used.
- 2.4.7. Carrier is not liable for any defacement of, or damage to, the premises of a customer resulting from the furnishing of services or the attachment of instruments, apparatus and associated wiring furnished by carrier on such customer's premises or by the installation or removal thereof, when such defacement or damage is not the result of carrier negligence. No agents or employees of

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other participating carriers shall be deemed to be agents or employees of carrier without written authorization.

2.5. Responsibilities of the Customer

- 2.5.1. The customer is responsible for taking all necessary legal steps for interconnecting the customer-provided terminal equipment or communications systems with carrier facilities or services. The customer shall secure all licenses, permits, rights-of-way and other arrangements necessary for such interconnection.
- 2.5.2. The customer shall ensure that the equipment and/or system is properly interfaced with carrier facilities or services, that the signals emitted into the carrier network are of the proper mode, bandwidth, power and signal level for the intended use of the customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel or degrade service to other customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, carrier will permit such equipment to be connected with its channels without the use of protective interface devices.
- 2.5.3. If the customer fails to maintain the equipment and/or system properly, with resulting imminent harm to carrier equipment, personnel or the quality of service to other customers, carrier may, upon written notice, require the use of protective equipment at the customer's expense. If this fails to produce satisfactory quality and safety, carrier may, upon written notice, terminate the customer's service.

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## 2.6. Interruption of Service

- 2.6.1. Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the customer or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.4 herein. It shall be the obligation of the customer or end user to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer or end user shall ascertain that the trouble is not being caused by any action or omission by the customer within his/her control, or is not in wiring or equipment, if any, furnished by the customer and connected to the Company's facilities.
- 2.6.2. For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.6.3. No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.6.4. The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.
- Credit Formula:
- $$\text{Credit} = A/720 \times B$$
- "A" - outage time in hours  
"B" - total monthly charge for affected facility
- 2.6.5. If written notice of a dispute as to charges is not received by the Company within thirty (30) days of the date a bill is issued, such charges

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shall be deemed to be correct and binding on the customer or end user.

2.7. Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in Part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.8. Deposits

The Company does not require a deposit from the customer.

2.9. Taxes

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

2.10 Exclusion Requirements for Specific Service

Carrier offers no exclusion for specific services.

2.11 Employee Concessions

Carrier offers no special employee concessions.

2.12. Use of Service

Neither customers nor end users may use the services furnished by the carrier for any unlawful purpose.

2.13. Customer Billing Inquiries

Any customer who has a question regarding his/her telephone bill may contact WORLDtel Interactive Incorporated, 2828 Donald Douglas Loop N#22, Santa Monica, California, 90405.

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SECTION 3 - DESCRIPTION OF SERVICE3.1. Billing Increments and Rounding

WORLDtel bills for an initial one minute minimum increment with additional 6 second increments thereafter rounded up to the nearest 6 seconds unless otherwise specified.

3.2. Timing of Calls

The customer's long distance usage charge is based on actual usage of WORLDtel's network. Usage begins when the called party picks up the receiver. When the called party picks up is determined by hardware answer supervision. When software answer supervision is employed, up to sixty (60) seconds of ring is allowed before it is billed as usage of the network. Chargeable time ends when either party hangs up, thereby releasing the network connection.

3.3. Uncompleted Calls

The Company does not bill customers for calls which are not completed (busy numbers, no answer, etc.).

3.4. Credit and Refunds

All requests for call credits due to bad connection, disconnection, wrong number dialed, etc. shall be made through the Company's business office, 2828 Donald Douglas Loop N#22, Santa Monica, California, 90405.

3.5. Calculation of Distance

Usage charges for all mileage sensitive services are based on the airline distance between rate centers associated with the originating and terminating points of the call. For the purpose of determining airline mileage, vertical and horizontal grid lines have been established across the United States and Canada. The spacing between adjacent vertical grid

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lines and between horizontal grid lines represents a distance of one coordinate unit. This unit is the square root of 0.1, expressed in statute miles. International Services Network, Inc. uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research, Inc. in its NPA-NXX V&H Coordinates Tape and the Exchange Carrier Association's NECA Tariff FCC No. 4.

FORMULA:

$$\sqrt{\frac{(V1-V2)^2 + (H1-H2)^2}{10}}$$

### 3.6 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed/number of calls attempted) of not less than 99% during peak use periods for all Feature Group D services.

### 3.7 Intrastate Debit Card Service

Service is offered on a measured-use basis for an initial one minute minimum with additional six (6) second increments thereafter using prepaid debit cards issued by the Company and decremented according to the rate plans set forth in Section 4.2. Debit cards can be purchased for varying prepaid amounts. The particular rate plan applicable to an end-user's prepaid card will be determined based on the agent distributing the card; the area where the agent is distributing; length of service commitment; and such other competitive and marketplace factors as the Carrier may deem appropriate. An end-user can determine the rate plan applicable to its prepaid debit card by contacting WORLDtel. An end-user or customer can reactive its debit card in increments of \$25.00 as many times as desired upon reaching

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the last six seconds of usage on a card. Any customer or end-user may purchase the Prepaid Debit Cards under any of the specified rate plans except for the NTADCAR and DCAR Plans, which are only available to agents of the carrier.

Rates for this service are set forth in Section 4.1

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SECTION 4 - RATES

This section sets forth the rates and charges applicable to calls originating and terminating within the State of Florida.

4.1 Intrastate Debit Card Service Rates4.1.1 NTADCAR Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$.175

4.1.2 DCAR Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$.20

4.1.3 DC25 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$.25

4.1.4 DC28 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$.28

4.1.5 DC30 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$.30

4.1.6 DC33 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$.33

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4.1.7 DC35 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$ .35

4.1.8 DC40 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$ .40

4.1.9 DC45 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$ .45

4.1.10 DC50 Plan

<u>Mileage</u>	<u>Per Minute Rate</u>
0-9999	\$ .50

4.2 Late Payment and Returned Check Charges

Interest charges are inapplicable due to the prepaid-nature of the Company's service. The Company may assess a charge not to exceed five percent (5%) of the customer's amount due or twenty dollars (\$20.00) for each returned check used to purchase prepaid calling cards.

4.3 Special Promotions

The Company may from time to time offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates and under no

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circumstances run for longer than 90 days in any 12 month period.

4.4 Exemptions and Special Rates

4.4.1 Discounts for Hearing Impaired Customers

Intrastate toll message rates for TDD users, which is communicated using a telecommunications device for the deaf (TDD) by properly certified business establishments or individuals equipped with TDDs for communications with hearing or speech impaired persons, shall be evening and night calls. These discounts shall be offered by all interexchange carriers and LECs.

4.4.2 Operator Assistance and Directory Assistance For Handicapped Persons

Pursuant to Florida Public Service Commission Rules and regulations, WORLDtel will not charge for the first 50 directory assistance calls initiated per billing cycle by handicapped persons. Operator surcharges for handicapped persons will be waived for operator assistance provided to a caller who identifies himself as being handicapped and unable to dial the call because of a handicap.

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