

ORIGINAL
FILE COPY
43 5-6

BELLSOUTH

BellSouth Telecommunications, Inc. Fax 904 222-8640
Suite 400 904 222-1201
150 South Monroe Street
Tallahassee, Florida 32301

Nancy H. Sims
Director - Regulatory Relations

October 10, 1996

Ms. Blanco S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Dear Ms. Bayo:

961221-TI

Enclosed please find one original and fifteen copies of BellSouth Telecommunications' application for authority to provide Interexchange Telecommunication Service with Operator Service Provider within the State of Florida. Included with this application is a check to cover the \$250.00 application fee.

A copy of this letter is enclosed. Please mark it to indicate that the original was filed and return the copy to me.

Sincerely,

Nancy H. Sims
for Director-Regulatory Relations

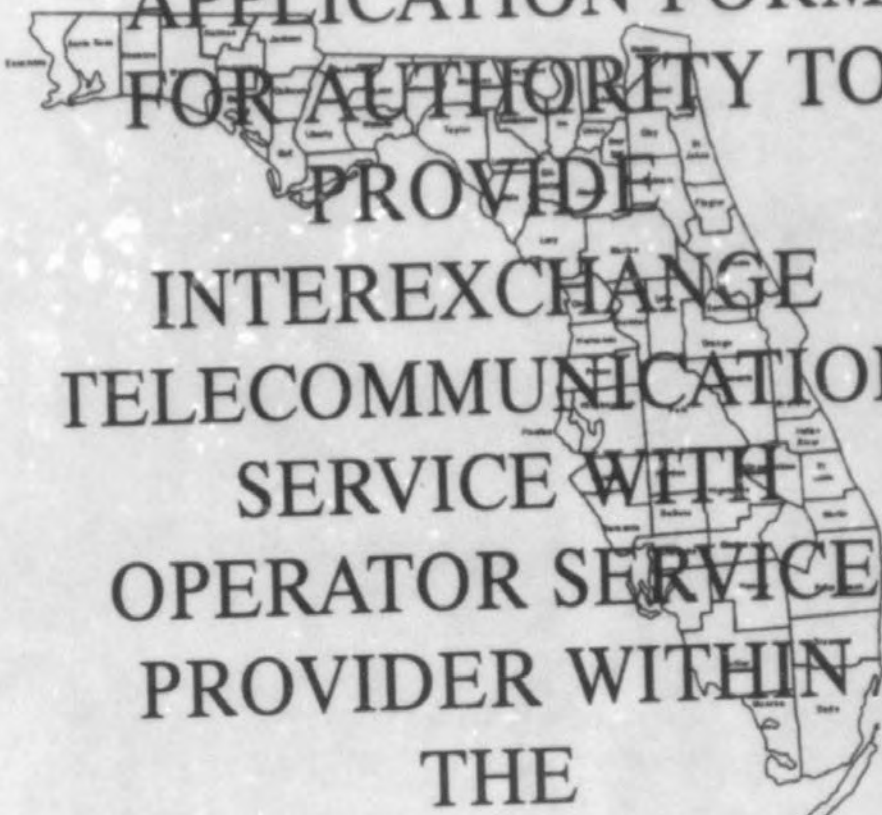
- ACK _____
- AFA _____
- APP _____
- CAF _____ Enclosures
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC _____
- WAS _____
- OTH _____

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.
Initials of person who forwarded check:
LL

RECEIVED & FILED
W.
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE
10875 OCT 10 96
FPSC-RECORDS/REPORTING

ORIGINAL
FILE COPY



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

DOCUMENT NUMBER-DATE

10875 OCT 10 88

FPSC-RECORDS/REPORTING

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

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 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 Oaks Boulevard
Tallahassee, Florida 32399-0850

- E. Once completed, submit the original and twelve (12) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oaks Boulevard
Tallahassee, Florida 32399-0850
(904) 488-4733

FORM PSC / CMU 31 (11/91)
Required by Commission Rule Nos. 25-24.471,
25-24.473 & 25-24.480(2)

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 a noncertificated 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:

BellSouth Public Communications, Inc.

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

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

2nd Floor, 75 Bagby Drive, Homewood AL 35209

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

6451 North Federal Hwy., Ft. Lauderdale, FL 33308

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.

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

(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. Incorporated, please give:

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

Corporate charter number: F96000004634

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

Prentice-Hall Corporation System, Inc.

1201 Hays Street

Tallahassee, FL 32301

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

Fictitious name registration number: N/A

(c) Indicate if any of the officers, directors, or any of the ten largest stockholders 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. No.

(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.

James B. Hawkins, President - BSPC
BellSouth Telecommunications, Inc.

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

(a) The application;

Robert Burnett, Manager - Regulatory Strategy

2nd Floor, 75 Bagby Drive

Homewood, AL 35209

205/943-2672

(b) Official Point of Contact for the ongoing operations of the company;

Same as Above.

() Tariff;
Paula Smith, Tariff Manager
2nd Floor, 75 Bagby Drive
Homewood, AL 35209
205/943-2677

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

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.
Applicant's parent company, BellSouth Telecommunications, Inc. currently provides intraLATA long distance service under Local Exchange Company authority in AL, GA, FL, NC, SC, KY, TN, MS and LA.

(b) Has applications pending to be certificated as an interexchange carrier. None

(c) Is certificated to operate as an interexchange carrier.
See 11A.

(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 statues and the circumstances involved.
Regulatory penalties were imposed upon BSPC's parent company in January 1996 for non-compliance with PSC guidelines on handicap accessibility for payphones.

(f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
Parent company has undoubtedly been involved in Civil Court proceedings in many if not all nine states in the BellSouth franchise territory.

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

- () Facilities. () Operators.
() Billing and Collection. () Sales.
() Maintenance.
() Other None at this time.

13. Do you have a marketing program? No, BSPC uses full time employees for sales of its services. We have no current plans to use third party distribution channels.

Tariff;

Paula Smith, Tariff Manager
2nd Floor, 75 Bagby Drive
Homewood, AL 35209
205/943-2677

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

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.
Applicant's parent company, BellSouth Telecommunications, Inc. currently provide intraLATA long distance service under Local Exchange Company authority in AL, GA, FL, NC, SC, KY, TN, MS and LA.
- (b) Has applications pending to be certificated as an interexchange carrier. None
- (c) Is certificated to operate as an interexchange carrier.
See 11A.
- (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 statues and the circumstances involved.
Regulatory penalties were imposed upon BSPC's parent company in January 1996 for non-compliance with PSC guidelines on handicap accessibility for payphones.
- (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
Parent company has undoubtedly been involved in Civil Court proceedings in many if not all nine states in the BellSouth franchise territory.

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

- () Facilities. () Operators.
() Billing and Collection. () Sales.
() Maintenance.
() Other None at this time.

13. Do you have a marketing program? No, BSPC uses full time employees for sales of its services. We have no current plans to use third party distribution channels.

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.). For future marketing programs that may be implemented, commissions will likely be paid to payphone location providers. Location providers may receive flat-rate payments or signing bonuses.

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

- | | |
|---|---|
| <input type="checkbox"/> Residential customers. | <input type="checkbox"/> Business customers. |
| <input type="checkbox"/> PATS providers. | <input checked="" type="checkbox"/> PATS station end-users. |
| <input type="checkbox"/> Hotels & motels. | <input type="checkbox"/> Hotel & motel guests. |
| <input type="checkbox"/> Universities. | <input type="checkbox"/> Univ. dormitory residents. |
| <input type="checkbox"/> Other: (specify) _____ | |

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?
Yes.

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

Zero Plus Dialing, Inc. (ZPDI)
Suite 400, 9311 San Pedro
San Antonio, TX 78216

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

19. 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 BOO

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

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

Station Assistance - 0+ Telephone Number
Person to Person Assistance - 0+ Telephone Number
Operator Verify and Interrupt - 0- Telephone Number

21. **Other:**

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

FORM PSC/CMU 31 (11/91)

****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:

James B. Hawkins
Signature

10.4.96
Date

James B. Hawkins

President
Title

205/943-2500
Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

1. **POP:** Addresses where located, and indicate if owned or leased.

N/A. BSPC will own no POP.

1) 2)

3) 4)

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

N/A. BSPC will own no switches.

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.

N/A. BSPC will own no POP facilities.

<u>POP-TO-POP</u>	<u>TYPE</u>	<u>OWNERSHIP</u>
-------------------	-------------	------------------

1)

2)

4. **ORIGINATING SERVICE:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate (Appendix D.)

N/A. BSPC will lease originating service from certified carriers.

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.)

All calls to EAEA numbers will be billed at tariff rates via set programming for sent paid and through billing agreement with ZPDI for non sent paid calls.

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?

Intrastate intraLATA MTS and operator services are provided by applicant's parent company, BellSouth Telecommunications, Inc. BSPC is newly incorporated and will provide these services separately from the parent company for payphone service provided by the company.

- b) If the services are not currently offered, when were they discontinued? N/A.

UTILITY OFFICIAL:

James B. Hawkins
Signature

10.4.96
Date

James B. Hawkins

President, BellSouth Public Communications, Inc. 205/943-2500
Title Telephone No.

FROM PSC/CMU 31 (11/91)

**** APPLICANT ACKNOWLEDGE 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 AAV 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 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.

UTILITY OFFICIAL:

James B. Ashis
Signature

10.4.96
Date

James B. Hawkins

President, BellSouth Public Communications, Inc. 205/943-2500
Title Telephone No.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1996

CSC-VICTORIA PEREZ

Qualification documents for BELLSOUTH PUBLIC COMMUNICATIONS, INC. were filed on September 10, 1996 and assigned document number F96000004634. Please refer to this number whenever corresponding with this office.

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

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

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

Should you have any questions regarding this matter, please telephone (904) 487-6091, the Foreign Qualification/Tax Lien Section.

Hart Collins
Senior Corporate Section Administrator
Division of Corporations

Letter Number: 496A00042102

Account number: 072100000032

Account charged: 70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

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

2. Georgia 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 23, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 75 Bagby Drive
Homewood, AL 35209
(Current mailing address)

8. Provision of pay phones and related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

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

By: Kelly A. Howley Kelly A. Howley, Asst Sec.
(Registered agent's signature)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 1:33

12. Names and addresses of officers and/or directors: See attached list.

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. James B. Hawkins
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. James B. Hawkins, President
(Typed or printed name and capacity of person signing application)

APPLICATION BY FOREIGN CORPORATION TO
TRANSACTION BUSINESS IN FLORIDA

Officers and Directors

James B. Hawkins	President Director	75 Bagby Drive, Second Floor Homewood, AL 35209
Wendell K. Scott	Vice President- Finance Treasurer	75 Bagby Drive, Second Floor Homewood, AL 35209
Gail F. Barber	Vice President Secretary General Counsel	South E9D1 3535 Colonnade Parkway Birmingham, AL 35243
Leigh Ann Dolan	Assistant Secretary	Suite 4300 675 West Peachtree St., N. E. Atlanta, Georgia 30375
Richard A. Anderson	Director	Suite 4510 675 West Peachtree St., N. E. Atlanta, Georgia 30375
Frederick K. Shaftman	Director	1936 Blue Hills Drive, N. E. Roanoke, VA 24012

COPY

ARTICLES OF INCORPORATION
OF
BELLSOUTH PUBLIC COMMUNICATIONS, INC.

1.

The name of the corporation is BellSouth Public Communications, Inc.

2.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

3.

The Corporation shall have perpetual duration.

4.

The purpose for which the Corporation is organized is to conduct any lawful businesses and engage in any lawful activities not specifically prohibited to corporations for profit under the laws of the State of Georgia; and, the Corporation shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the Georgia Business Corporation Code or any amendment thereto.

5.

The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100). Said shares shall have no par value, shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. Shares of the Corporation may be issued by the Corporation for such consideration as shall be fixed from time to time by the Board of Directors of the Corporation.

6.

The address of the initial registered office of the Corporation shall be 100 Peachtree Street, N.E., Atlanta, Fulton County, Georgia 30303-1909. The initial registered agent of the Corporation at such address is The Prentice-Hall Corporation System, Inc.

7.

The name and address of the Incorporator is Eric B. Rudolph, Suite 4300, 675 West Peachtree Street, N.E., Atlanta, Georgia 30375-0001.

8.

The mailing address of the initial principal office of the Corporation is Suite 4300, 675 West Peachtree Street, N.E., Atlanta, Fulton County, Georgia 30375-0001.

9.

6.1 No director of the Corporation shall have any personal liability to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director of the Corporation:

- (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) for the types of liability set forth in Code Section 14-2-832; or
- (iv) for any transaction from which the director received an improper personal benefit.

6.2 Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

6.3 In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

10.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this article shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide any constituency any right to be considered.

11.

The initial Board of Directors of the Corporation shall consist of one (1) member, whose name and address is as follows:

James B. Hawkins
Second Floor
75 Bagby Drive
Homewood, Alabama 35209

12.

Any action that is required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this day of August, 1996.

Eric B. Rudolph, Incorporator

BellSouth Public Communications, Inc.

Original Sheet No. 1

SECTION I. TITLE PAGE

TARIFF FILING OF
BELLSOUTH PUBLIC COMMUNICATIONS, INC.
FOR PROVISION OF ALTERNATE OPERATOR SERVICES
WITHIN THE STATE OF FLORIDA

OFFICER RESPONSIBLE FOR PROVIDING INFORMATION WITH
RESPECT TO COMPANY'S OPERATIONAL PROCEDURE:

James B. Hawkins, President - BellSouth Public Communications, Inc.
(205) 943-2500
75 Bagby Drive, Homewood, AL 35209

Effective: 11/8/96

Issued:
Issued by: James B. Hawkins
President - BellSouth Public Communications, Inc.

CHECK SHEET

The sheets listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

SHEET	REVISION
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:EFFECTIVE: 11/8/96by: James B. Hawkins, President
75 Bagby Drive
Homewood, AL 35209

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Tariff Format Sheets..... 5
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Section 2 - Rules and Regulations..... 8
Section 3 - Description of Service..... 14
Section 4 - Rates..... 18

Issued:

by:

James B. Hawkins, President
75 Bagby Drive
Homewood, AL 35209

EFFECTIVE: 11/8/96

SYMBOLS SHEET

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

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

Issued:

by:

James B. Hawkins, President
75 Bagby Drive
Homewood, AL 35209

EFFECTIVE: 11/8/96

TARIFF FORMAT SHEETS

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 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).

Issued:

EFFECTIVE: 11/8/96

by:

James B. Hawkins, President
75 Bagby Drive
Homewood, AL 35209

TARIFF FORMAT SHEETS

D. Check Sheets - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*) There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

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by: James B. Hawkins, President
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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects a BellSouth Public Communications, Inc. location to the local service provider's network switching center.

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

Company - BellSouth Public Communications, Inc.

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

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

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

Holidays - BellSouth Public Communications, Inc.'s recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents Day, Ground Hog Day, St. Patrick's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day,

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

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of BellSouth Public Communications, Inc.

BellSouth Public Communications, Inc. services are furnished for communications originating at specified points within the state of Florida under terms of this Tariff.

BellSouth Public Communications, Inc. installs operates and maintains payphone services and will provide alternate operator services for local and intraLATA calls on company owned payphones and for customers who order such service. Such service will be installed at the Company's initiative or at its option 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. The customer shall be responsible for all charges due for such service arrangement.

The Company's services are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1

Service is offered subject to the availability of facilities and provisions of this tariff.

2.2.2

BellSouth Public Communications, Inc. reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this Tariff.

2.2.3

All facilities provided under this Tariff are directly controlled by BellSouth Public Communications, Inc. and the customer may not transfer or assign the use of service, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

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by:

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SECTION 2 - RULES AND REGULATIONS

2.2 Limitations (Cont.)

2.2.4 Prior written permission from The Company is required before any assignment or transfer. All regulations and conditions contained in this Tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.3 Liabilities of The Company

2.3.1 BellSouth Public Communications, Inc.'s liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.3.2 BellSouth Public Communications, Inc. shall be indemnified and held harmless by the customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over The Company's facilities.
- (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by BellSouth Public Communications, Inc.

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by:

James B. Hawkins, President
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SECTION 2 - RULES AND REGULATIONS

2.4 Interruption of Service

- 2.4.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities.
- 2.4.2 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 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

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SECTION 2 - RULES AND REGULATIONS

2.5 Deposits

The Company does not require a deposit from the customer.

2.6 Advance Payments

For customers whom the Company feels an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month.

2.7 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.

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SECTION 2 - RULES AND REGULATIONS

2.9 Conditions Governing Operator Services

BellSouth Public Communications, Inc. shall identify itself as "BellSouth", audibly and distinctly, to the end user at the beginning of each telephone call, again before connecting the call, and before the billed party incurs any charge for the call.

2.10 Special Conditions Governing Operator Services

Each customer subscribing to BellSouth Public Communications Inc.'s operator services must disclose the following information to transient end user by displaying the following information supplied on stickers or tent cards provided by the Company.

- 1) Company name - BellSouth Public Communications, Inc.
- 2) Billing Procedures - all operator services and long distance rates will be billed to the end user at time of check-out, through your local telephone company or to your credit card.
- 3) IntraLATA dialing instructions - please consult your local telephone company directory or operator or dial 0 and the alternate operator will connect you to a local operator.

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SECTION 2 - RULES AND REGULATIONS

2.10 Special Conditions Governing Operator Services (Cont.)

- 4) IntraLATA rates - dial 0 for operator services provider for intraLATA rates.
- 5) InterLATA dialing instruction - dial 1+area code+number.
- 6) InterLATA rates - dial 00 for operator services provider for interLATA long distance rates.
- 7) Surcharges for local calls - there will be no establishment charge for local calls.
- 8) Surcharge for long distance calls - there will be no establishment charge for long distance calls.

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by: James B. Hawkins, President
75 Bagby Drive
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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and End For Phone Calls

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

3.1.2 Billing Increments

Unless otherwise specified in this tariff, the minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1 minute increments.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.
Sent paid calls from BellSouth Public Communications' payphones will be rounded to the nearest increment of 5 cents.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

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by:

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SECTION 3 - DESCRIPTION OF SERVICE

3.2 Billing of Calls

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

3.3 Payment of Calls

3.3.1 Late Payment Charges

Interest charges of 1 1/2% per month may be assessed on all unpaid balances more than thirty days old.

3.3.2 Return Check Charges

A return check charge of \$20.00 or 5% of the amount of the check, (whichever is greater) will be assessed for checks returned for insufficient funds.

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SECTION 3 - DESCRIPTION OF SERVICE

3.5 Minimum Call Completion Rate

A customer can expect a call completion rate of not less than 90% during peak use periods for all FG D services ("1+" dialing).

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SECTION 3 - DESCRIPTION OF SERVICE

3.4 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

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

EXAMPLE: Distance between Miami and New York City -

	<u>V</u>	<u>H</u>
Miami	8,351	529
New York	<u>4,997</u>	<u>1,406</u>
Difference	3,354	-877

Square and add: 11, 249,316 + 769,129 = 12,018,445

Divide by 10 and round: 12,018,445 / 10 = 1,201,844.50
= 1,201,845

Take square root and round: 1,201,845 = 1,096.3
= 1,097 miles

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by: James B. Hawkins, President
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SECTION 4 - RATES

4.3 BellSouth Public Communications Maximum AOS - Rates For Operator Services

Classes of Calls:

CP = Calling Card, Operator-Assisted, Person-to-Person;

CS = Coin Sent-Paid.

CP (Calling Card, Operator Assisted, Person-to-Person)

<u>Miles</u>	<u>Day</u>		<u>Even.</u>		<u>Night/Weekend</u>	
	EACH INITIAL MINUTE	ADD'L MINUTE	EACH INITIAL MINUTE	ADD'L MINUTE	EACH INITIAL MINUTE	ADD'L MINUTE
0-10	\$.1800	\$.1800	\$.1300	\$.1300	\$.1100	\$.1100
11-22	.2000	.2000	.1500	.1500	.1200	.1200
23-55	.2300	.2300	.1700	.1700	.1300	.1300
56-124	.2500	.2500	.1700	.1700	.1400	.1400
125-292	.2600	.2600	.1800	.1800	.1400	.1400
293-430	.2600	.2600	.1900	.1900	.1500	.1500
431-624	.2600	.2600	.1900	.1900	.1500	.1500

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by:

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75 Bagby Drive
Homewood, AL 35209

SECTION 4 - RATESCS (Coin Sent-Paid)

<u>Miles</u>	<u>Day</u>		<u>Even.</u>		<u>Night/Weekend</u>	
	EACH FIRST 3 MIN.	ADD'L MINUTE	EACH FIRST 3 MIN.	ADD'L MINUTE	EACH FIRST 3 MIN.	ADD'L MINUTE
0-10	\$.5400	\$.1800	\$.3900	\$.1300	\$.3300	\$.1100
11-22	.6000	.2000	.4500	.1500	.3600	.1200
23-55	.6900	.2300	.5100	.1700	.3900	.1300
56-124	.7500	.2500	.5100	.1700	.4200	.1400
125-292	.7800	.2600	.5400	.1800	.4200	.1400
293-430	.7800	.2600	.5700	.1900	.4500	.1500
431-624	.7800	.2600	.5700	.1900	.4500	.1500

[SERVICE CHARGES LISTED IN SECTION 4.2 ALSO APPLY. AOS COMPANIES PURSUANT TO COMMISSION ORDER NO. 22243 CAN NOT CHARGE MORE THAN ATT RATES FOR OPERATOR SERVICES. IF YOU ARE UNABLE TO BILL TO THE NEAREST ONE-HUNDRED OF A CENT PER MINUTE, YOU SHOULD BILL YOUR RATES SO THAT IN NO INSTANCE WHERE THE RATES HAVE BEEN ROUNDED ARE THERE RATES ABOVE THE AOS RATECAP.]

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by: James B. Hawkins, President
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4.2 Rates for Operator Services -

Operator Services	
Operator Dialed C C	\$1.75
Operator Assisted	
Collect	\$1.00
Billed to Third Party	\$1.00
Person to Person	\$2.50
Operator Dialed Surcharge	\$.75
Unassisted Call Surcharges	
Customer - Dialed C C	\$1.00
Customer - Dialed Coin Sent-Paid	\$1.00

4.3 Special Rates For The Handicapped

4.3.1. Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

Issued:

by: James B. Hawkins, President
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Homewood, AL 35209

EFFECTIVE: 11/8/96

BELLSOUTH

BellSouth Telecommunications, Inc.
Suite 400
150 South Monroe Street
Tallahassee, Florida 32301

Fax 904 222-0540
904 222-1201

Nancy H. Sims
Director - Regulatory Relations

October 10, 1996

Ms. Blanco S. Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

961221-JC

Dear Ms. Bayo:

Enclosed please find one original and fifteen copies of BellSouth Telecommunications' application for authority to provide Interexchange Telecommunication Service with Operator Service Provider within the State of Florida. Included with this application is a check to cover the \$250.00 application fee.

A copy of this letter is enclosed. Please mark it to indicate that the original was filed and return the copy to me.

Sincerely,

Nancy H. Sims
Director-Regulatory Relations

Enclosures

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

Initials of person who forwarded check:

[Handwritten initials]

THE FACE OF THIS DOCUMENT IS MULTICOLORED WITH AN ARTIFICIAL WATERMARK ON THE BACK

BELLSOUTH

2-04816200/6

Pay *250 DOLLARS AND 00 CENTS

Date: 09/11/96

To: FLORIDA PUBLIC SVC COMMISSION
The: 2540 SHUMARD OAK BLVD
Order: TALLAHASSEE, FL 32399-0850

PAY TO THE ORDER OF

VOID AFTER 180 DAYS

SUNTRUST

M. C. Tate
Assistant Treasurer
BELLSOUTH
Telecommunications, Inc.