

DEPOSIT TREAS. REG. DATE

D476 1000 MAR 07 '97

**FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850**

**APPLICATION FORM
for**

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

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 made payable to the Florida Public Service Commission at the above address.

DOCUMENT NUMBER DATE
02494 MAR-75
FPSC-RECORDS/REPORTING

1. This is an application for (check one):
- Original authority (new company)**
- Approval of transfer (to another certificated company)**
Example. a certificated company purchases an existing and desires to retain the original certificate authority.
- Approval of assignment of existing certificate (to a noncertificated company)**
Example. a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
- Approval for transfer of control (to another certificated company)**
Example. a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.
2. Name of applicant: **Orlando Digital Telephone Corporation**
3. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.
3601 Vineland Road, Suite 4, Orlando, FL 32811 (407) 236-7202
- B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.
Same as 3(A).
- C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, zip code and phone number.
Same as 3(A).
4. Structure of organization:
- | | |
|--|--|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input type="checkbox"/> Other, Please explain _____ |
5. If incorporated, please provide proof from the Florida Secretary of State the applicant has authority to operate in Florida.
Corporate charter number: 539487 (See attachment)
6. Name under which the applicant will do business (d/b/a):
Same as 2.

7. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: _____ n/a _____

8. If applicable is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

Not applicable

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions any result from pending proceedings. If so, please explain.

Not applicable to any of the officers, directors, or any of the ten largest stockholders.

10. Please provide the name, title, address, telephone number, internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Brenda White, President, 3601 Vineland Road, Suite 4, Orlando, FL 32811, 407-246-7202 internet n/a, 407-246-7299. Application - Mark Angell, 1075 Rosewood Drive, Grapevine, Tx 76051, 817-329-7424, internet n/a, 817-421-4789.

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.

none

12. Has the applicant been denied certification in any other state? (No) if so, please list the state and reason for denial.

13. Have penalties been imposed against the applicant in any other state? (No) if so, please list the state and reason for penalty.

14. Please indicate how a customer can file a service complaint with your company.

Each bill has an 800 number that the customer can call and file a complaint. The customer can also contact the Commission to file a complaint as well.

15. Please complete and file a tariff in accordance with draft Commission Rule 25-24.030 and rules 25-9.001 through 25-9.010.

See Attachment A

Attachment A

Tariff will be filed after acceptance of Application.

Attachment B

Financial Capability



LEE HARARY
CERTIFIED PUBLIC ACCOUNTANT

1601 EAST AMELIA STREET • ORLANDO, FLORIDA 32803 • PHONE (407) 895-3636 • FAX (407) 898 8467

Shareholders
Orlando Digital Telephone Corp.
3601-4 Vineland Road
Orlando, FL 32811

I have compiled the accompanying balance sheet of Oriando Digital Telephone Corp. as of December 31, 1995 and the related statement of income (loss) for the year then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying statements and, accordingly, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures and the statement of changes in shareholders' equity and the statement of cash flows required by generally accepted accounting principles. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

September 4, 1996

**ORLANDO DIGITAL TELEPHONE CORP.
COMPILED FINANCIAL STATEMENTS**

DECEMBER 31, 1995

LANDO DIGITAL TELEPHONE CO.
BALANCE SHEET
DECEMBER 31, 1995

ASSETS

CURRENT ASSETS:

Cash	\$ 110
Accounts Receivable	36,780
Loans to Shareholders	5,077
Inventory	22,921
Employee Advance	3,603
Other Receivables	338
The Exchange	<u>26,058</u>

Total Current Assets \$ 94,887

FIXED ASSETS:

Equipment	6,999
Furniture & Fixtures	16,914
Leasehold Improvements	4,600
Computers	12,774
Vehicles	<u>38,998</u>
	80,285
Less Accumulated Depreciation	<u>(34,385)</u>

Net Fixed Assets 45,900

OTHER ASSETS:

Intercompany Loan	47,439
Deposits	<u>13,275</u>

Total Other Assets 60,714

TOTAL ASSETS \$ 201,501

See accountant's compilation report

LANDO DIGITAL TELEPHONE CO.
BALANCE SHEET
DECEMBER 31, 1995

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts Payable	\$ 53,605	
Current Portion of Longterm Debt	10,916	
Accrued Expenses & Taxes	<u>1,930</u>	
Total Current Liabilities		\$ 66,451

OTHER LIABILITIES:

Note Payable - Other	21,104	
Intercompany Loan - SuperJack	5,626	
Customer Deposits	<u>55,548</u>	
Total Other Liabilities		<u>82,278</u>
TOTAL LIABILITIES		148,729

SHAREHOLDERS' EQUITY:

Common Stock	1,000	
Retained Earnings	<u>51,772</u>	
Total Shareholders' Equity		<u>52,772</u>
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		<u>\$ 201,501</u>

See accountant's compilation report

LANDO DIGITAL TELEPHONE CO.
STATEMENT OF INCOME (LOSS)
FOR THE YEAR ENDED DECEMBER 31, 1995

NET SALES		\$ 1,060,009
COST OF SALES		(480,597)
GROSS PROFIT		579,412
OPERATING EXPENSES: (Schedule 1)		(229,638)
NET OPERATING INCOME		349,774
OTHER INCOME:		
Interest Income	\$ 3,350	
Sales Tax Discount	191	
Miscellaneous Income	741	
Exchange Income	<u>1,890</u>	
TOTAL OTHER INCOME		6,172
OTHER EXPENSES:		
Salaries - Officers	95,761	
Interest Expense	3,622	
Depreciation Expense	<u>6,898</u>	
TOTAL OTHER EXPENSES		(106,281)
NET INCOME (LOSS)		\$ <u>249,665</u>

See accountant's compilation report

LANDO DIGITAL TELEPHONE CO.
SCHEDULE OF OPERATING EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 1995
SCHEDULE 1

OPERATING EXPENSES:

Advertising	\$ 10,934
Auto & Truck	8,120
Bad Debt Expense	9,502
Bank Charges	699
Computer Expense	7,184
Contributions	1,916
Dues & Subscriptions	449
Employee Benefits	1,553
Entertainment	7,628
Insurance Expense	20,801
Labor - Contract	6,561
Office Expense	5,931
Penalties	5,146
Postage	992
Professional Services	4,706
Promotion Expenses	1,332
Rent	21,071
Repairs & Maintenance	7,806
Salaries	58,576
Taxes & Licenses	1,372
Taxes - Payroll & Other	16,557
Taxes - Federal & State	7,225
Telephone	17,715
Travel	1,568
Utilities	<u>4,294</u>
TOTAL OPERATING EXPENSES	\$ <u>229,638</u>

See accountant's compilation report

Attachment C

MANAGERIAL CAPABILITIES

Applicant is a corporation owned and operated by a team of two. Combined managerial and technical experience of owners in the telecommunications industry totals almost 40 years. An additional 40 years managerial experience and 32 years technical experience is provided by its staff.

Following is a chronological business history of company and joint ownership by same individuals over the past nineteen years.

Founded in 1978 as Early Warning Systems, Inc. the company later became known as "EWS". EWS sold, installed and maintained burglar, fire and medical emergency alarms. In 1980 the company entered the telecommunications field and changed its name to MICOMM Corp. Also in 1980, a unique telephone device called "Superjack" was manufactured by the company and marketed under its subsidiary, MDF, Inc. The Superjack was a new approach to main distribution frames. It provided installation companies with standardized installation for all Miel brand PABX systems. The company's main account was the U.S. government. The products continue to perform today.

In 1985 MICOMM, Corp. was sold to a public corporation and a new company, "Fone & Fax Business Systems, Inc." was established. Its target was small to medium size key systems. Its focus was remote maintenance and digital communication. The company grew rapidly to over 1000 accounts (Dominoes Pizza, Detroit Optometry, etc.). The company was sold in 1990 and continues to operate today.

Orlando Digital Telephone Corp. (as it is known today) was formed in 1990 with primary emphasis on customer care. Primary products include:

- PABX equipment for the hospitality industry and large general business
- KEY equipment for small and medium business
- DATA products which include Voice/Data Multiplexers
- Centres
- Automatic Number Identifier via DNIS
- T-1 Channel Banks
- DS-3 Bandwidth Managers
- Fiber Optic Transport
- Digital Cross Connection
- Passive and Electronic Cable Management Systems
- Frame Relay Routers
- Intelligent UPSs
- Automated Attendant
- Voice Mail & Voice Mail Bureau Services
- Professional Voice Editing
- Interactive Voice Response Systems
- ISDN (BRI & PRI), Network Terminators & Terminal Adapters
- High Speed Video Teleconferencing

Attachment D

TECHNICAL CAPABILITY

The applicant will utilize the technical capabilities (network) of the underlying carrier. The technical capabilities that the applicant will utilize are those needed to generate the commission statements to its independent agents. The commission software is in place and has been operating for over two (2) years.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of ORLANDO DIGITAL TELEPHONE CORP., a corporation organized under the laws of the State of Florida, filed on March 19, 1991, as shown by the records of this office.

The document number of this corporation is S39487.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
29th day of March, 1991



CR32022 (3-91)

Jim Smith

Jim Smith
Secretary of State

539487
Articles of Incorporation of

ORLANDO DIGITAL TELEPHONE CORP.

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

Orlando Digital Telephone Corp.

The principal place of business of corporation shall be:

**4382 L.B. McLeod Road
Orlando, Florida 32811-5619**

ARTICLE II - NATURE OF BUSINESS

Telecommunications

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of No Par Value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE V - OFFICERS / DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Brenda L. White, President
7769 Apple Tree Cir.
Orlando, FL 32819

John J. White, Vice President
7769 Apple Tree Cir.
Orlando, FL 32819

Brenda L. White, Secretary
7769 Apple Tree Cir.
Orlando, FL 32819

ARTICLE VI - INCORPORATORS

The names and street addresses of the incorporators to this articles of incorporation are:

Brenda L. White
7769 Apple Tree Cir.
Orlando, FL 32819

John J. White
7769 Apple Tree Cir.
Orlando, FL 32819

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 14 day of March 1994.

Signature of Incorporators

Brenda L. White
John J. White

STATE OF FLORIDA, COUNTY OF BADE

THE FOREGOING instrument was acknowledged and sworn to before me this 14 day of March, 1994, by Brenda L. and John J. White of Orlando Digital Telephone, Inc.

NOTARY PUBLIC

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES SEP 12 1993
NOTARY PUBLIC, WASHINGTON AGENCY, INC.

**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

Orlando Digital Telephone Corp.

2. The name and address of the registered agent and office is:

**Brenda L. White
4382 L.B. McLeod Road
Orlando, Florida 32811-5619**

SIGNATURE Brenda L. White
(Corporate Officer)

TITLE President

DATE 03-14-91

**HAVING BEEN TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATES 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, AND I ACCEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.**

SIGNATURE Brenda L. White
(Registered Agent)

DATE 03-14-91

FILED
MAR 19 11 13 91
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPOSIT TICKETS ONLY

11476 0000 010797

FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

APPLICATION FORM
for

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

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ORLANDO DIGITAL TELEPHONE CORP.
3901-4 VINELAND ROAD
ORLANDO, FL 32811-6474
PHONE (407) 340-7200 FAX (407) 340-7200

SUNTRUST BANK,
CENTRAL FLORIDA
BAND LAKE ROAD OFFICE
ORLANDO, FLORIDA 32809
63-215-831

6495

CHECK NO
00006495

** TWO HUNDRED FIFTY DOLLARS AND 00 CENTS **

DATE AMOUNT

03/06/97 *****250.00

FLORIDA PUBLIC SERVICE COMMISSION
2540 SHUMARD OAK BLVD.
TALLAHASSEE FL 32399-0850

Security Features Included. Contact for More.