



210 N. Park Ave.  
P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel: 407-740-8575  
Fax: 407-740-0613

May 12, 1997  
OVERNIGHT MAIL

Florida Public Service Commission  
Division of Administration, Room G-50  
101 East Gaines Street  
Tallahassee, FL 32399-0850

DEPOSIT                      DATE  
D 5 2 4                      MAY 14 1997

970581-TI

RE:      Initial Application and Tariff of Universal Communications Network, Inc.  
            d/b/a UCN, Inc. for Authority to Provide Interexchange Telecommunications  
            Services within the State of Florida.

Dear Sir/Madam:

Enclosed for filing are the original and six (6) copies of the above-referenced application of Universal Communications Network, Inc. d/b/a UCN, Inc. ("UCN"). Also enclosed is a check in the amount of \$250 to cover the filing fee.

In addition to year end statements and other documentation accompanying its statement of financial capability, UCN has filed monthly financial statements for the first quarter of 1997 with the Division of Records and Reporting. The company requests that the monthly statements be marked PROPRIETARY AND CONFIDENTIAL, and not be included in the public record.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

Monique Bynes  
Consultant to  
Universal Communications Network, Inc.  
d/b/a UCN, Inc.

cc:      L. Ridley, UCN

DN04808-97  
5/14/97

**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**

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**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 Boulevard  
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**

FORM PSC/CMU 31 (11/95)  
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

1. 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 IXC's; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- (XX) **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.
- ( ) **Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. This is an application for:

- 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).

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

Universal Communications Network, Inc. d/b/a UCN, Inc.

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

UCN, Inc.

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

Universal Communications Network, Inc.  
d/b/a UCN, Inc.  
1299 E. Artesia Boulevard, Suite 240  
Carson, California 90746

Telephone: (310) 668-2055

Facsimile: (310) 668-2054

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

None.

7. Structure of organization:

- |                                                         |                                              |
|---------------------------------------------------------|----------------------------------------------|
| <input type="checkbox"/> Individual                     | <input type="checkbox"/> Corporation         |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership            | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other, _____                   |                                              |

FORM PSC/CMU 31 (11/95)

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

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

Not applicable.

- (a) Provide proof of compliance with the foreign 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 the 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.

Corporate charter number: F96000004421

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

National Registered Agents, Inc.  
526 E. Park Avenue  
Tallahassee, Florida 32301

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

Fictitious name registration number: Not Applicable

(d) 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 officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company are involved in proceedings which may result in such action.

(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 the company, give reason why not.

No officer, director, partner or stockholder of the Company is an officer, director or stockholder in any other Florida certificated telephone company.

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

(a) The application:

Monique Byrnes  
Consultant to Universal Communications Network, Inc.  
d/b/a UCN, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
(407) 740-8575  
(FAX) 740-0613

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

Nancy A. Ruffing, President  
Universal Communications Network, Inc.  
d/b/a UCN, Inc.  
1299 E. Artesia Boulevard, Suite 240  
Carson, California 90746  
Telephone: (310) 668-2055

(c) Tariff:

Monique Byrnes  
Consultant to Universal Communications Network, Inc.  
d/b/a UCN, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
(407) 740-8575

(d) Complaints/Inquiries from customers:

Lani S. Ridley  
Universal Communications Network, Inc.  
d/b/a UCN, Inc.  
1299 E. Artesia Boulevard, Suite 240  
Carson, California 90746  
Telephone: (800) 503-2951

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

California and New Jersey.

(b) Has applications pending to be certificated as an interexchange carrier.

New York.

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

California and New Jersey.

(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 carrier or other telecommunications entity, and the circumstances involved.

None

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

- |                                                                                 |                                    |
|---------------------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Facilities                                             | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection                                 | <input type="checkbox"/> Sales     |
| <input type="checkbox"/> Maintenance                                            |                                    |
| <input checked="" type="checkbox"/> Other: <u>None anticipated at this time</u> |                                    |

13. Do you have a marketing program?

Yes.

14. Will your marketing program:

- |                                                                   |
|-------------------------------------------------------------------|
| <input type="checkbox"/> Pay commissions?                         |
| <input type="checkbox"/> Offer sales franchises?                  |
| <input type="checkbox"/> Offer multi-level sales incentives?      |
| <input checked="" type="checkbox"/> Offer other sales incentives? |

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

The Company will market through direct sales and distributors.

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

- |                                                                                                   |                                                        |
|---------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| <input checked="" type="checkbox"/> Residential customers                                         | <input checked="" type="checkbox"/> Business customers |
| <input type="checkbox"/> PATS providers                                                           | <input 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 checked="" type="checkbox"/> Other: (specify) <u>Anyone who uses the Company's service</u> |                                                        |

FORM PSC/CMU 31 (11/95)

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



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, the Company's name will appear on the bill.

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

The Company will bill their Customers directly.

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

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet
2. income statement
3. statement of retained earnings

See Attachment III.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

**NOTE:** This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

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.

See Attachment IV.

C. Technical capability.

As a reseller, Applicant relies on the technical expertise of its underlying carrier for maintenance of the network.

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 Attachment II.

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 300

**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 mbps, DS-3, etc.)

**Travel service**

- Method of access is 950
- Method of access is 800

**900 service**

FORM PSC/CMU 31 (11/95)

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

**Operator Services**

- Available to presubscribed customers
- Available to non presubscribed customers (for example, 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).

For direct dialed calls: 1 + destination number

For 800 calls: 1+ subscriber's 800 telephone number

For travel service calls: an 800 access number, plus identification number, plus the destination telephone number.

22. Other:

**\*\* APPLICANT ACKNOWLEDGMENT STATEMENT \*\***

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of 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.
7. **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

5/1/95  
Date

Nancy A. Ruffing

\_\_\_\_\_  
President

\_\_\_\_\_  
(310) 668-2055

APPENDICES:

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

ATTACHMENTS:

- I - AUTHORITY TO OPERATE IN FLORIDA
- II - PROPOSED TARIFF
- III - FINANCIAL STATEMENTS
- IV - MANAGERIAL AND TECHNICAL CAPABILITIES

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

CERTIFICATE OF TRANSFER STATEMENT

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.

**Not Applicable.**

UTILITY OFFICIAL:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone

**\*\* 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:

<u>Signature</u>	<u>Date</u>
<i>Nancy Ruffing</i>	5/1/97
Nancy A. Ruffing	
President	(310) 668-2055



**\*\* APPENDIX C \*\***

INTRASTATE NETWORK

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

1) None. 2)

3) 4)

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

1) Carson, California 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.

POP-to-POP

TYPE

OWNERSHIP

1) None

2)

3)

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)

Statewide.

FORM PSC/CMU 31 (11/95)

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

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).

Not applicable.

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 service begin?

Not applicable.

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

Not applicable.

UTILITY OFFICIAL:

  
Signature

Nancy A. Ruffing

President

  
Date

(310) 668-2055

**\*\* 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.	
GAINESVILLE:	Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.	
OCALA:	Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Iklawaha, Orange Springs, Salt Springs and Silver Springs Shores.	
DAYTONA BEACH:	New Smyrna Beach.	

FORM PSC/CMU 31 (11/95)  
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

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 Creet, 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.

Universal Communications Network, Inc. d/b/a UCN, Inc.  
intends to offer service throughout the State of Florida.

ATTACHMENT I

AUTHORITY TO OPERATE IN FLORIDA

# TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: UNIVERSAL COMMUNICATIONS NETWORK, INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sue Brodtmann  
(Name of Person)  
Unisearch, Inc.  
(Firm/Company)  
1295 Bandana Blvd. N, Suite 300  
(Address)  
St. Paul, MN 55108  
(City, State and Zip Code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 27 PM 10:37

Should you need to call someone concerning this matter, please call:

Sue Brodtmann at ( 612 ) 225 - 9500  
(Name of Person) Area Code & Daytime Telephone Number

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

## Addendum

### UNIVERSAL COMMUNICATIONS NETWORK, INC.

#### Officers and Directors List

##### Officers

President:	Nancy A. Ruffing 1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
Vice President/CEO:	William Van Vliet 1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
Secretary/Treasurer:	Nelson H. Coleman 1299 E. Artesia Blvd., Suite 240, Carson, CA 90746

##### Directors

Richard S. Henderson	889 Bendix Drive, Jackson, TN 38301
Ernest L. Ellis	222 N. Sepulveda, Suite 2000, El Segundo, CA 90245
Nancy A. Ruffing	1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
William Van Vliet	1299 E. Artesia Blvd., Suite 240, Carson, CA 90746
Nelson H. Coleman	1299 E. Artesia Blvd., Suite 240, Carson, CA 90746



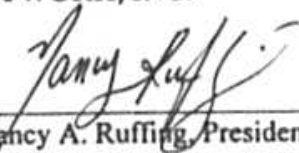
RESOLUTION

WHEREAS, the name of this corporation is presently being used by another corporation or business in the State of Florida and,

WHEREAS, the corporation cannot obtain the use of this name,

THEREFORE, BE IT RESOLVED, that this corporation shall use the assumed name, UCN, INC., for transacting business in the State of Florida.

APPROVED on August 20th, 1996, by the 100 % vote of the Directors of **UNIVERSAL COMMUNICATIONS NETWORK, INC.**

  
\_\_\_\_\_  
Nancy A. Ruffing, President

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. UNIVERSAL COMMUNICATIONS NETWORK, 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. California 3. 33-0606716  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2-22-94 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1299 E. Artesia Blvd., Suite 240  
Carson, CA 90746  
(Current mailing address)

8. long distance telecommunication 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: NRAI Services, Inc.  
Office Address: 526 E. Park Avenue  
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.*

Sue Brodtmann  
(Registered agent's signature)

Sue Brodtmann, Asst. Secretary

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 incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED ADDENDUM

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: SEE ATTACHED ADDENDUM

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

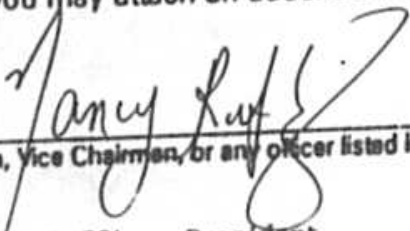
Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.

  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Nancy A. Ruffing, President  
(Typed or printed name and capacity of person signing application)

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the application by UNIVERSAL COMMUNICATIONS NETWORK, INC. doing business in Florida as UCN, INC., a California corporation, authorized to transact business within the State of Florida on August 27, 1996 as shown by the records of this office.

The document number of this corporation is F96000004421.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-eighth day of August, 1996



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 28, 1996

SUE BRODTMANN  
UNISEARCH, INC.  
1295 BANDANA BLVD. N., SUITE 300  
ST. PAUL, MN 55108

Qualification documents for UNIVERSAL COMMUNICATIONS NETWORK, INC. doing business in Florida as UCN, INC. were filed on August 27, 1996 and assigned document number F9600004421. 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.

The certification you requested is enclosed.

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.

Lee Rivers  
Document Examiner  
Division of Corporations

Letter Number: 096A00040697

ATTACHMENT II

PROPOSED TARIFF

TITLE Sheet

FLORIDA TELECOMMUNICATIONS TARIFF  
OF  
UNIVERSAL COMMUNICATIONS NETWORK, INC.  
d/b/a UCN, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of resold telecommunication services provided by Universal Communications Network, Inc. d/b/a UCN, Inc. ("UCN") with principal offices located at 1299 E. Artesia Boulevard, Suite 240, Carson, California, 90746. 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: May 12, 1997

Effective:

ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

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**CHECK SHEET**

This tariff contains the sheets listed below, each of which is effective as of the date shown on each sheet. Original and revised pages as named below comprise all changes from the original tariff.

<b>SHEET</b>	<b>REVISION</b>	<b>LEVEL</b>	<b>SHEET</b>	<b>REVISION</b>	<b>LEVEL</b>
1	Original	*	26	Original	*
2	Original	*	27	Original	*
3	Original	*	28	Original	*
4	Original	*	39	Original	*
5	Original	*	30	Original	*
6	Original	*	31	Original	*
7	Original	*	32	Original	*
8	Original	*	33	Original	*
9	Original	*	34	Original	*
10	Original	*			
11	Original	*			
12	Original	*			
13	Original	*			
14	Original	*			
15	Original	*			
16	Original	*			
17	Original	*			
18	Original	*			
19	Original	*			
20	Original	*			
21	Original	*			
22	Original	*			
23	Original	*			
24	Original	*			
25	Original	*			

\* indicates new or revised sheet with this filing

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**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.

When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised sheet(s) through the use of the above mentioned symbols.

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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 pages in effect. Consult the check sheet for 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.

**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 the check sheet 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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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

**Access Line** - A local channel for voice, data, or video communications which connects the Customer location to a location of the Company.

**Account** - The Customer who has agreed, verbally or by signature, to honor the terms of service established by the Company. An account may have more than one access code billed to the same Customer address.

**Authorization Code** - A pre-defined series of numbers to be dialed by the Customer or End User upon access to the Company's system to notify the caller and validate the caller's authorization to use the services provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code.

**Available Usage Balance** - The amount of usage remaining on a Debit Account at any particular point in time. Each Debit Account has an Initial Account Balance which is stated either in U.S. dollars or Call Units, depending upon the type of service. The Available Balance is depleted as services provided by the Company are utilized by the Customer.

**Commission** - Florida Public Service Commission.

**Company** - Universal Communications Network, Inc. d/b/a UCN, Inc., unless stated otherwise.

**Company's Point of Presence** - Location of the serving central office associated with access to the Company's network.

**Customer** - Any person, firm, partnership, corporation or other entity which uses service under the terms and conditions of this tariff and is responsible for the payment of charges.

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**Debit Account** - An account which consists of a pre-paid usage balance depleted on a real-time basis during each Debit Service call.

**Debit Card** - A card issued by the Company which provides the Customer with a Personal Account Code and instructions for accessing the Carrier's network.

**Debit Service Call** - A service accessed via a "1-800" or other access code dialing sequence whereby the Customer or Authorized User dials all of the digits necessary to route a call. Network usage for each call is deducted from the available usage balance on a Company issued Debit Account.

**Dedicated Access** - A method of reaching the Company's services whereby the Customer is connected directly to the Company's Point of Presence without utilizing services of the local switched network.

**End User** - Any person, firm, partnership, corporation or other entity which uses the service of the Company under the terms and conditions of this tariff. The End User is responsible for payment unless the charges for the service utilized are paid by the Customer.

**Equal Access** - A form of dialed access provided by local exchange companies whereby interexchange calls dialed by the Customer are automatically routed to the Company's network. Presubscribed Customers may also route interexchange calls to the Company's network by dialing an access code supplied by the Company.

**FPSC** - Florida Public Service Commission.

**Initial Usage Balance** - The amount of usage on a Debit Account upon issuance and before any depleting call activity.

**LATA** - Local Area of Transport and Access

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**Marks** - A collective term to mean such items as trademarks, service marks, trade names and logos; copyrighted words, artwork, designs, pictures or images; or any other device or merchandise to which legal rights or ownership are held or reserved by an entity.

**Renewal** - A method of replenishing a Debit Account's Available Usage Balance with additional minutes of usage as authorized and paid for by the Customer.

**Sponsor** - A corporation or other legal entity that exclusively permits the use of its Marks to the Company for use with telephone cards or other merchandise, and contracts with the Company for the marketing of the services described herein.

**Switched Access** - A method for reaching the Company through the local switched network whereby the End User uses standard business or residential local lines.

**Terminal Equipment** - Telecommunications devices, apparatus and associated wiring on the Premises of the Customer.

**Travel Card** - A billing mechanism which enables the Customer to access the service of the Company while away from home or office.

**UCN** - Refers to Universal Communications Network, Inc. d/b/a UCN, Inc.

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## SECTION 2 - RULES AND REGULATIONS

### 2.1 Undertaking of UCN

UCN's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

UCN installs, operates, and maintains the communications services provided hereinunder in accordance with the terms and conditions set forth under this tariff. UCN 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 UCN network. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and 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 the necessary facilities and equipment, and subject to the provisions of this tariff.
- 2.2.2 UCN reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.2.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.2 Limitations, (Cont'd.)**

- 2.2.4** All facilities provided under this tariff are directly or indirectly controlled by UCN and the Customer may not transfer or assign the use of service or facilities without 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.
- 2.2.5** 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 of service.
- 2.2.6** UCN reserves the right to discontinue the offering of service or deny an application for service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

**2.3 Use**

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.4 Liabilities of the Company**

- 2.4.1 UCN's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.
- 2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, tradename or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.4 Liabilities of Company, (Cont'd.)

- 2.4.4 The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.
- 2.4.5 The Company shall not be liable for any claim, loss, or refund as a result of loss or theft of Debit Cards or Personal Account Codes issued for use with the Company's services. Nor will the Company be liable for any claim, loss or refund on any unused balance remaining on a Debit Card provided to a Customer.
- 2.4.6 The Company shall not be liable for any claim, loss or refund on any unused portion of the usage balance remaining in a Debit Account provided to a Customer before or after the expiration date assigned to each Debit Account.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.5 Deposits**

The Company does not require a deposit from the Customer.

**2.6 Advance Payments**

The Company reserves the right to require an advance payment from a Customer. The advance payment shall be in amount equal to or less than one (1) month's estimated billing. This amount will be applied against the next month's charges and a new advance payment may 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. For pre-paid services, taxes and fees shall be included in the rates and charges stated in the Company's rate schedule for this service.

**2.8 Terminal Equipment**

The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a telephone set, PBX or key system. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.9 Payment for Service**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. The Customer agrees to pay to the Company any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to the Company or any agency duly authorized to receive such payments. Payments for service provided in association with Company-issued Debit Accounts must be received by the Company or its authorized agent prior to the activation of the Customer's Debit Account. The billing agency may be the Company, a local exchange telephone company, credit card company, or other billing service. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies having jurisdiction. Any objections to billed charges or Debit Account depletions must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills or Debit Account Available Usage balance shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate. If notice of disputed charges is not received within thirty days after an invoice is issued, the invoice shall be considered correct and binding on the Customer.

Renewal of Customer Account Balances made by charges to commercial credit cards are subject to the terms and conditions of the issuing commercial credit card company and those of UCN's credit card processing agent. Renewals of Customer Account Balances made by cashier's checks are subject to the terms and conditions of the issuing financial institution.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.9 Payment for Service, (cont'd.)**

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this tariff.

Payment is within thirty (30) days subsequent to the invoice date and are considered past due after the thirty day period. A late payment charge of 1.5% applies to all overdue balances.

**2.10 Installation and Termination**

Service is installed upon mutual agreement between the Customer and the Company. The service agreement does not alter rates specified in this tariff.

**2.11 Cancellation by Customer**

Customer may cancel service by providing 30 days written notice to the Company. For prepaid services, the Customer may cancel service by fully depleting the available balance of the Customer account and/or by not renewing a renewable account.

**2.12 Interconnection**

Service furnished by UCN may be connected with the services or facilities of other carriers. Such service or facilities, if used, are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with UCN's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.13 Refusal or Discontinuance by Company

2.13.1 Service may be suspended by the Company, without notice to the Customer, by blocking traffic to certain cities or NXX exchanges, or by blocking calls using certain Customer travel cards when the Company deems it necessary to take such action to prevent unlawful use of its service. UCN will restore services as soon as it can be provided without undue risk, and will upon request by the Customer, assign new travel card codes to replace ones that have been deactivated.

2.13.2 UCN may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given 15 days notice to comply with any rule or remedy any deficiency:

- (A) For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- (B) For use of telephone service for any purpose other than that described in the application.
- (C) For neglect or refusal to provide reasonable access to UCN or its agents for the purpose of inspection and maintenance of equipment owned by UCN or its agents.
- (D) For noncompliance with or violation of Commission regulation or rules and regulations on file with the Commission, provided five (5) working days' written notice is given before termination.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.13 Refusal or Discontinuance by Company, (cont'd.)

2.13.2, (cont'd.)

- (E) For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice to the Customer, except in extreme cases. Such notice will be provided in a mailing separate from the Customer's regular monthly bill for service.
- (F) Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect UCN's equipment or service to others.
- (G) Without notice in the event of tampering with the equipment or services owned by UCN or its agents.
- (H) Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, UCN may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- (I) Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.
- (J) When the Available Account Balance of a non-renewable account is depleted to a level insufficient to place a one-minute call to the location of least cost.
- (K) When the established expiration date of the Debit Account is reached.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.14 Credit Allowances for Interruption of Service**

Credit allowances for interruptions of service caused by service outages or deficiencies are limited to the initial minimum period call charges for re-establishing the interrupted call.

**2.15 Inspection, Testing and Adjustment**

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for tests and adjustments as may be deemed necessary by the Company for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made.

**2.16 Cost of Collection and Repair**

The Customer is responsible for any and all costs incurred in the collection of monies due the Company, including legal and accounting expenses. Customer is also responsible for recovery costs of Company-provided equipment and any expenses required for repair or replacement of damaged equipment.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.17 Toll Free Services**

- 2.17.1 The Company will make every effort to reserve 800/888 toll free vanity numbers for Customers, but makes no guarantee or warranty that the requested number(s) will be available.
- 2.17.2 The Company will participate in porting 800/888 numbers only if the account balance is zero and all charges incurred as a result of the toll free number have been paid.
- 2.17.3 800/888 numbers shared by more than one Customer, whereby individual Customers are identified by a unique Personal Identification Number, may not be assigned or transferred for use with service provided by another carrier. Subject to the limitations provided in this tariff, the Company will only honor Customer requests for a change in Resp. Org. or 800/888 service provider for 800/888 numbers dedicated to the sole use of that single Customer.
- 2.17.4 If a Customer who has received a toll free number does not subscribe to 800/888 service within ninety (90) days, the Company reserves the right to make the assigned number available for use by another Customer.

**2.18 Return Check Charge**

A return check charge of \$15.00 (or 5% of balance due, whichever is greater) will be assessed for checks returned for insufficient funds, closed account, apparent tampering, missing signature or endorsement, or any other insufficiency or discrepancy necessitating return of the check at the discretion of the drawee bank. In addition, the Company reserves the right to place the Available Usage Balance for the Customer's Debit Account on hold until the check or draft clears or is paid.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.19 Agents of the Company**

Agents of the Company must meet the Company's standards to ensure quality of service and marketing representation. Agents may be required to meet training specifications or other standards imposed by the Company.

**2.20 Tests, Pilots, Promotional Campaigns and Contests**

The Company may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Company may also waive a portion or all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Company. From time to time the Company may waive all processing fees for a Customer. Such promotions will be filed in the Company's tariff.

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ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

**SECTION 3 - DESCRIPTION OF SERVICE & RATES**

**3.1 Quality and Grade of Service Offered**

Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 95% during peak use periods for Feature Group D 1+ dialing. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

**3.2 General**

UCN offers direct dialed (1+) service, inbound 800/888 number service, travel card service, prepaid card services and directory assistance service for communications originating and terminating within the State of Florida under terms of this tariff. Operator services are not furnished by UCN. Operator services will be provided and billed to the Customer by the Company's underlying carrier.

Customers are billed based on their use of UCN's network and services. Charges may vary by service offering, mileage band, class of call, time of day, day of week, and/or call duration.

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Issued: May 12, 1997

Effective:

ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.3 Calculation of Distance**

Usage charges for mileage sensitive services vary based on the type of service subscribed to by the Customer. For services utilizing switched access, mileage measurements for rate schedules are based on the distance in airline miles between rate centers associated with the originating and terminating stations. For services utilizing dedicated access, mileage measurements for rate schedules are based on the distance in airline miles between the UCN network access point associated with the station utilizing Dedicated Access Origination/Termination and the rate center associated with the called/calling station.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1: Obtain the "V" and "H" coordinates for the serving wire center or network access point serving the Customer's location and the called/calling station.
- Step 2: Obtain the difference between the "V" coordinates. Obtain the difference between the "H" coordinates.
- Step 3: Square the differences obtained in Step 2.
- Step 4: Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5: Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6: Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating locations of the call.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

---

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Effective:

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Carson, California 90746

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SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)

3.4 Calculation of Distance, (cont'd.)

EXAMPLE: Distance between Miami and New York City -

	V	H
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:	$12,018,445 / 10 = 1,201,844.5$	
Round up:	1,201,845	
Take square root:	$\sqrt{1,201,845} = 1,096.3$	
Round up:	1,097 miles	

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Issued: May 12, 1997

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1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.5 Timing of Calls**

- 3.5.1 Long distance usage charges are based on usage of the Company's network. Chargeable time begins when the calling and the called station are connected (i.e. two-way communications is established).
- 3.5.2 Chargeable time ends when one party "hangs up" the telephone, thereby releasing the network connection.
- 3.5.3 The minimum call duration and call increments for billing purposes are specified on a per-product basis.
- 3.5.4 The Company shall not bill for unanswered calls.

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Issued: May 12, 1997

Effective:

ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.6 Switched Outbound Direct Dial Service**

This service provides Customers with direct dial "1+" long distance calling. Calls originate via switched access facilities. Calls are billed in six (6) second increments with a minimum call duration of thirty (30) seconds.

**3.7 Dedicated Outbound Service**

This service provides Customers with direct dial "1+" long distance calling. Calls originate via dedicated access facilities. Calls are billed in six (6) second increments with a minimum call duration of thirty (30) seconds. All charges associated with the dedicated access facilities are the responsibility of the Customer.

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Issued: May 12, 1997

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ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746



**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.8 Switched Inbound Service**

Switched Inbound Service is available to business and residential subscribers for incoming calls. Calls originate from any interstate or intrastate location over a toll-free number (e.g., "800/888") and terminate to a Customer-provided residential or business switched access line. Call charges are billed to the Subscriber rather than to the originating caller. Calls are billed in one minute increments with a minimum billing period of one minute.

**3.9 Dedicated Inbound Service**

Dedicated Inbound Service is available to Subscribers for incoming calls. Calls originate from any interstate or intrastate location over a toll-free number (e.g., "800/888") and terminate to a Customer-provided dedicated access line. Call charges are billed to the subscriber rather than to the originating caller. Calls are billed in one minute increments with a minimum call duration for billing purposes of one minute.

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Issued: May 12, 1997

Effective:

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Carson, California 90746

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SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)

3.10 Prepaid Phone Card Service

The UCN Prepaid Phone Card service allows Customers to pay a fixed dollar amount in advance for long distance calling over UCN's network. Customers use an "800" number for access from touch tone phones. Customers can place domestic and international direct dial calls using the service. Cards are decremented for each minute of use as set forth below. As calls are placed, charges for the call are deducted on a real-time basis until the full amount of the card is exhausted. Customers will be notified in advance of the exhaustion of the card. An expiration date, if applicable, is printed on the card. The rates paid by the Customer until the card is exhausted are the rates in effect at the time the card is purchased. Prepaid Phone Card accounts may be replenished at the rates specified for replenished cards.

The following types of calls may not be completed using the Prepaid Phone Card:

- \* calls to 700, 800, and 900 numbers
- \* operator assisted calls
- \* conference calls
- \* calls requiring time and/or charges

A UCN Prepaid Phone Card account is established upon receipt of payment by the Company. When an account is established, the Company will assign an Account Code/Authorization Code to the account. The Company reserves the right to determine the acceptable types of payment. Original Purchase accounts are available for use at the following rates:

Calls are rounded up to the nearest full minute for measurement and billing purposes.

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Issued: May 12, 1997

Effective:

ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.11 Travel Card Service**

Travel Card Service allows the Customer to place calls within the State of Florida while away from the home or office. The Customer must dial a toll-free "800"/"888" number and a special access code before completing the call. Calls are billed in one (1) minute increments with an initial calling period of one (1) minute.

**3.12 Directory Assistance Service**

Directory Assistance is available to Customers of UCN. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

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Issued: May 12, 1997

Effective:

ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

**SECTION 4 - RATES**

**4.1 Exemptions and Special Rates**

**4.1.1 Discounts for Hearing Impaired Customers**

A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, credit on charges for certain intrastate toll calls placed between TDDs. Discounts do not apply to surcharges or per call add-on charges for operator services when the call is placed by a method that would normally incur the surcharge.

- (A) The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period.
- (B) The credit to be given on a subsequent bill for such calls placed by TDDs with the assistance of the relay center will be equal to 50% of the rate for the applicable rate period. If either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60% of the applicable rate.

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Issued: May 12, 1997

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ISSUED BY:

Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

**SECTION 4 - RATES, (CONT'D)**

**4.1 Exemptions and Special Rates, (cont'd.)**

**4.1.2 Emergency Call Exemptions**

The following calls are exempted from all charges: Emergency calls to recognizable authorized civil agencies including police, fire, ambulance, bomb squad and poison control. The Company will only handle these calls if the caller dials all of the digits to route and bill the call. Credit will be given for any billed charges pursuant to this exemption on a subsequent bill after verified notification by the billed Customer within thirty (30) days of billing.

**4.1.3 Operator Assistance for Handicapped Persons**

Operator station surcharges will be waived for operator assistance to a caller who identified him or herself as being handicapped and unable to dial the call because of the handicap.

**4.1.4 Directory Assistance for Handicapped Persons**

Pursuant to FPSC rules and regulations, the Company will not charge for the first 50 phone calls made to directory assistance by handicapped Customers.

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Effective:

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1299 E. Artesia Blvd., Suite 240  
Carson, California 90746

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**SECTION 4 - RATES, (CONT'D)**

**4.2 Switched Outbound Direct Dial Service**

Calls are billed in six (6) second increments with a minimum call duration of thirty (30) seconds.

Rate Per Minute: \$0.13

**4.3 Dedicated Outbound Service**

Calls are billed in six (6) second increments with a minimum call duration of thirty (30) seconds. All charges associated with the dedicated access facilities are the responsibility of the Customer.

<b>Rate Plan</b>	<b>Monthly Volume</b>	<b>Rate Per Minute</b>
A	\$25 - \$500	\$0.1200
B	\$500.01 - \$750	\$0.1100
C	\$750.01 & over	\$0.1050

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Issued: May 12, 1997

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Carson, California 90746

---

**SECTION 4 - RATES, (CONT'D)**

**4.4 Switched Inbound Service**

Calls are billed in one minute increments with a minimum billing period of one minute.

Rate Per Minute: \$0.13

**4.5 Dedicated Inbound Service**

Calls are billed in one minute increments with a minimum call duration for billing purposes of one minute.

<b>Rate Plan</b>	<b>Monthly Volume</b>	<b>Rate Per Minute</b>
A	\$25 - \$500	\$0.1200
B	\$500.01 - \$750	\$0.1100
C	\$750.01 & over	\$0.1050

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Issued: May 12, 1997

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Carson, California 90746

---

**SECTION 4 - RATES, (CONT'D)**

**4.6 Prepaid Phone Card Service**

Calls are rounded up to the nearest full minute for measurement and billing purposes.

Card Value	Per Minute Rate	Minutes per Card
\$5.00	\$0.33	15
\$10.00	\$0.33	30
\$20.00	\$0.33	60
\$50.00	\$0.33	151

**4.7 Travel Card Service**

Calls are billed in one (1) minute increments with an initial calling period of one (1) minute.

Per minute rate: \$0.14

**4.8 Directory Assistance Service**

Per call to directory assistance: \$0.85

---

Issued: May 12, 1997

Effective:

ISSUED BY: Nancy A. Ruffing, President  
1299 E. Artesia Blvd., Suite 240  
Carson, California 90746



ATTACHMENT III

FINANCIAL STATEMENTS

Universal Communications Network, Inc.  
d/b/a UCN, Inc.

Financial Capability

1. Please provide documentation that the Applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the Applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the Applicant has sufficient financial capability to meet its lease or ownership obligations.

Universal Communications Network, Inc. ("UCN") provides the following documents as evidence of its financial stability and capability to offer, provide and maintain the services described in its application and tariff: 1996 year end balance sheet and income statement, monthly balance sheets and income statements for January, February and March 1997; and a Dun & Bradstreet Business Information Report indicating a positive change in the company's standing as of April 29, 1997.

The Company proposes to operate as a switchless reseller in the state. As a result, there are no additional capital requirements or expenses that will be incurred by UCN with expanded operations to the State of Florida.

Currently, the company is in negotiations with one of its underlying carriers for substantial overbilling. These disputed charges are the major cause for the result of the year end income statement. The company has attached its first quarter monthly financial statements to indicate the strength of its sales and overall financial position. The monthly financial statements are submitted under a request for PROPRIETARY AND CONFIDENTIAL treatment.

Universal Communications Network, Inc.

Balance Sheet  
December 31, 1996

ASSETS

Current Assets

Cash in Bank	\$1,096,615.65
Accounts Receivable	738,242.56
Notes Receivable	44,837.08
Deposits	<u>121,751.07</u>
	<u>2,001,446.36</u>

Plant and Equipment

Computer Equipment	284,290.01
Telecommunications Equipment	1,410,706.97
Systems and Software	111,705.77
Office Furniture and Equipment	<u>32,301.96</u>
	1,839,004.71
Less: Accumulated Depreciation	<u>163,301.69</u>
	<u>1,675,703.02</u>

**Total Assets**

**\$3,677,149.38**

LIABILITIES AND SHAREHOLDERS' EQUITY

Liabilities

Accounts Payable	\$4,094,264.98
Notes Payable - TFG	802,505.02
Notes Payable - Other	35,211.00
Deferred Income	<u>0.00</u>
	<u>4,931,981.00</u>

Common Stock	5,000.00
Additional Paid in Capital	100,000.00
Retained Earnings (Deficit)	(76,340.90)
Current Year Earnings	<u>(1,283,490.72)</u>
	<u>(1,254,831.62)</u>

**Total Liabilities and Capital**

**\$3,677,149.38**

Universal Communications Network, Inc.

Profit and Loss Statement  
For Year Ended December 31, 1996

	<u>December</u>	<u>Year to Date</u>
<u>Sales</u>	\$2,726,849.51	\$20,961,561.77
<u>Cost of Sales</u>		
Direct Costs	2,464,113.00	20,253,276.38
Commissions	778.61	180,795.64
Advertising	13,612.20	150,875.44
Marketing	14,691.90	68,088.11
	<u>2,493,195.71</u>	<u>20,653,035.57</u>
<b>Gross Profit</b>	233,653.80	308,526.20
<u>Administrative</u>		
Payroll and Related Expenses	97,912.08	956,485.20
Occupancy	9,246.96	95,530.66
Depreciation	7,040.99	84,491.88
Other Expenses	<u>55,425.73</u>	<u>493,747.88</u>
	<u>169,625.76</u>	<u>1,630,255.62</u>
Net Operating Income	64,028.04	(1,321,729.42)
Interest Income	<u>2,132.06</u>	<u>38,238.70</u>
<b>Net Income</b>	<u>\$ 66,160.10</u>	<u>\$ (1,283,490.72)</u>

Business Information Report<sup>TM</sup>

Page 1 of 6

For: AL KRUSCHER, CONT.  
DUN & BRADSTREET INCApril 30, 1997  
2:27 pm*This report is being sent to you free of charge. It should not be reproduced or redistributed.***BUSINESS SUMMARY**UNIVERSAL COMMUNICATIONS  
NETWORK INC1299 E ARTESIA BLVD STE 240  
CARSON CA 90746  
TEL: 310 668-2055

DUNS: 88-308-0269

LONG DISTANCE  
TELECOMMUNICATIONS  
& RELATED SERVICE  
SIC NO.  
4813

RATING

STARTED

WORTH

EMPLOYS

HISTORY

FINANCING

FINANCIAL

CONDITION

STATEMENT

DATE

3A2

FORMERLY

3A3

1992

\$1,212,171

22

CLEAR

SECURED

GOOD

GOOD

STATEMENT

JUN 30 1996

CHIEF EXECUTIVE: WILLIAM VAN VLIET, CEO

RATING CHANGE

**SPECIAL EVENTS**

03/25/97 A Rating change has occurred on this company.

**CUSTOMER SERVICE**

If you need any additional information, would like a credit recommendation, or have any questions, please call our Customer Service Center at (800) 234-3867 from anywhere within the U.S. From outside the U.S., please call your local D&amp;B office.

**SUMMARY ANALYSIS**

The Summary Analysis section reflects information in D&amp;B's file as of April 29, 1997.

**RATING SUMMARY . . . .**

The Rating was changed on April 29, 1997 because D&amp;B's file shows an improvement in the company's payment record. The "3A" portion of the Rating (the Rating Classification) indicates that the company has a worth from \$1 million to \$10 million. The "2" on the right (Composite Credit Appraisal) indicates an overall "good" credit appraisal. This credit appraisal was assigned because the payment information in D&amp;B's

April 30, 1997  
2:27 pm

For: AL KRUSCHER, CONT.  
DUN & BRADSTREET INC

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**SUMMARY ANALYSIS (continued)**

file indicates that this company's obligations are retired satisfactorily and because of D&B's "good" assessment of the company's June 30, 1996, interim financial statement.

Below is an overview of the company's D&B Rating(s) since 05/17/95:

RATING	DATE APPLIED
3A2	04/29/97
3A3	03/25/97
3A2	02/13/97
--	05/17/95

**PAYMENT SUMMARY**

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

The PAYDEX for this company is 80.

This PAYDEX score indicates that payments to suppliers are generally within terms, weighted by dollar amounts. When dollar amounts are not considered, approximately 100% of the company's payments are within terms.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	TOTAL RCV'D	TOTAL DOLLAR AMOUNTS	LARGEST HIGH CREDIT	% W/IN TERMS	DAYS SLOW			
					<31	31-60	61-90	91+
	\$	\$	\$	%	%	%	%	%
Total in D&B's file	4	6,550	5,000					
Payment By Industry:								
1 Telephone communictns	2	5,500	5,000	100	-	-	-	-
2 Air courier service	2	1,050	1,000	100	-	-	-	-
Other Payment Categories:								
Cash experiences	0	0	0	0				
Payment record unknown	0	0	0	0				
Unfavorable comments	0	0	0	0				
Placed for collection with D&B	0	0	0	0				

April 30, 1997  
2:27 pm

For: AL KRUSCHER, CONT.  
DUN & BRADSTREET INC

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**PAYMENT SUMMARY (continued)**

other 0 N/A

The highest "Now Owes" on file is \$500  
The highest "Past Due" on file is \$ 0

D&B receives over 220 million payment experiences each year. We enter these new and updated experiences into D&B Reports as this information is received.

**PAYMENTS**

Antic - Anticipated (Payments received prior to date of invoice)  
Disc - Discounted (Payments received within trade discount period)  
Ppt - Prompt (Payments received within terms granted)

REPORTED	PAYING RECORD	HIGH CREDIT	NOW OWES	PAST DUE	SELLING TERMS	LAST SALE WITHIN
04/97	Ppt	50	-0-	-0-		6-12 Mos
03/97	Ppt	5000	-0-	-0-		1 Mo
	Ppt	1000	500	-0-		
	Ppt	500	-0-	-0-		

\* Each experience shown represents a separate account reported by a supplier. Updated trade experiences replace those previously reported. Amounts may be rounded to nearest figure in prescribed ranges.

**FINANCE**

02/13/97	Interim statement dated JUN 30 1996:			
Cash	\$	746,901	Accts Pay	\$ 931,471
Accts Rec		858,769	Notes Pay	35,211
Notes Rec		87,500		
Deposit		77,025		
		-----		
Curr Assets		1,770,195	Curr Liabs	966,682
Fixt & Equip		408,658	COMMON STOCK	5,000
		-----	RETAINED EARNINGS	(76,340)
			CURRENT EARNINGS	1,283,511
		-----		-----
Total Assets		2,178,853	Total	2,178,853

Submitted AUG 05 1996 by Nelson Coleman, CFO. Extent of audit, if any, not indicated.

--0--

Supplemental information has been added on February 13 1997.

For: AL KRUSCHER, CONT.  
DUN & BRADSTREET INC

April 30, 1997

2:27 pm

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## PUBLIC FILINGS

The following data is for information purposes only and is not the official record. Certified copies can only be obtained from the official source.

## \*\*\* UCC FILING(S) \*\*\*

COLLATERAL: Leased Inventory and proceeds - Chattel paper and proceeds  
 FILING NO: 9528960039 DATE FILED: 10/10/1995  
 TYPE: Original LATEST INFO RECEIVED: 10/25/1995  
 SEC. PARTY: TELECOMMUNICATIONS FINANCE GROUP FILED WITH: SECRETARY OF  
 LAKE MARY, FL STATE/UCC DIVISION,  
 DEBTOR: UNIVERSAL COMMUNICATIONS CA  
 NETWORK, INC.

COLLATERAL: Leased Communications equipment - Leased Equipment  
 FILING NO: 9528960039 DATE FILED: 02/26/1996  
 TYPE: Amendment LATEST INFO RECEIVED: 03/05/1996  
 SEC. PARTY: TELECOMMUNICATIONS FINANCE GROUP ORIG. UCC FILED: 10/10/1995  
 LAKE MARY, FL ORIG. FILING NO: 9528960039  
 DEBTOR: UNIVERSAL COMMUNICATIONS FILED WITH: SECRETARY OF  
 NETWORK, INC. STATE/UCC DIVISION,  
 CA

FILING NO: 9528960039 DATE FILED: 06/13/1996  
 TYPE: Amendment LATEST INFO RECEIVED: 06/25/1996  
 SEC. PARTY: TELECOMMUNICATIONS FINANCE GROUP ORIG. UCC FILED: 10/10/1995  
 LAKE MARY, FL ORIG. FILING NO: 9528960039  
 DEBTOR: UNIVERSAL COMMUNICATIONS FILED WITH: SECRETARY OF  
 NETWORK, INC. STATE/UCC DIVISION,  
 CA

COLLATERAL: Chattel paper and proceeds - Leased Communications equipment and  
 proceeds  
 FILING NO: 960000209065 DATE FILED: 10/04/1996  
 TYPE: Original LATEST INFO RECEIVED: 11/15/1996  
 SEC. PARTY: TELECOMMUNICATIONS FINANCE GROUP FILED WITH: SECRETARY OF  
 LAKE MARY, FL STATE/UCC DIVISION,  
 DEBTOR: UNIVERSAL COMMUNICATIONS FL  
 NETWORK, INC.

COLLATERAL: Leased Computer equipment and proceeds - Leased Equipment and  
 proceeds  
 FILING NO: 9624160230 DATE FILED: 08/26/1996  
 TYPE: Original LATEST INFO RECEIVED: 09/04/1996  
 SEC. PARTY: TELECOMMUNICATIONS FINANCE GROUP FILED WITH: SECRETARY OF  
 LAKE MARY, FL STATE/UCC DIVISION,



For: AL KRUSCHER, CONT.  
DUN & BRADSTREET INCApril 30, 1997  
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## PUBLIC FILINGS (continued)

DEBTOR: UNIVERSAL COMMUNICATIONS  
NETWORK, INC.

CA

The public record items contained in this report may have been paid, terminated, vacated or released prior to the date this report was printed.

## BANKING

\*\*\*\*\* BANK REFERENCE \*\*\*\*\*  
BANK: Citibank, North Long Beach, CA.

## HISTORY

04/28/97

WILLIAM VAN VLIET, CHIEF  
EXECUTIVE OFFICER  
NELSON H. COLEMAN, CHIEF  
FINANCIAL OFFICER  
DIRECTOR(S): THE OFFICER(S)

NANCY A RUFFING, PRESIDENT

CORPORATE AND BUSINESS REGISTRATIONS REPORTED BY THE SECRETARY  
OF STATE OR OTHER OFFICIAL SOURCE AS OF 04/18/1997:BUSINESS TYPE: Corporation -  
ProfitDATE INCORPORATED: 02/22/1994  
STATE OF INCORP: California

Corporate file #01870690.

Business started 1992 by William H Van Vliet Jr. 40% of capital stock is owned by William Van Vliet. 30% of capital stock is owned by Nancy A Ruffing. 30% of capital stock is owned by currently unowned. On May 16 1995 William H Van Vliet Jr, president, stated subject began research and development in 1992.

WILLIAM VAN VLIET born 1965. BUSINESS OWNERSHIP: Two years with Microdisk, San Diego, CA. Sold interest in good order. INDUSTRY EXPERIENCE: 13 years in this line of business including employment with West Coast Telecommunications, Santa Barbara, CA and with the U S Navy.

NANCY A RUFFING born 1965. BUSINESS OWNERSHIP: None. INDUSTRY EXPERIENCE: Eight years in this line of business including five years with ILD, Los Angeles, CA.

NELSON H COLEMAN born 1942. OCCUPATIONAL BACKGROUND: 1992-present active here. 1987-92 active as a financial consultant under own name with various companies. 1976-87 Butterfield Equities Corporation, Santa Ana, CA as senior vice president-chief financial officer. 1967-76 Chrysler Corporation, CA as comptroller. 1964-67

For: AL KRUSCHER, CONT.  
DUN & BRADSTREET INCApril 30, 1997  
2:27 pm

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**HISTORY (continued)**

Price Waterhouse. EDUCATIONAL BACKGROUND: Graduated in 1964 from Arizona State University, Tempe, AZ with a BSBA in accounting. Is also a Certified Public Accountant.

Affiliate: The following is related through common principals, management and/or ownership. New Ideas, Newport Beach, CA. Operates as an investment group. Intercompany relations: None reported by management.

**OPERATION**

04/28/97

Long distance telecommunications and related services (100%).  
Terms are generally prepayments. Sells to general public.

Territory: United States with some International business.

EMPLOYEES: 22 which includes officer(s).

FACILITIES: Occupies premises in building.

LOCATION: Undetermined section.

04-30(537 /537)

00000

098 083

BANK: Citibank, North Long Beach, CA.

-- END OF REPORT --

# CONFIDENTIAL

## UNIVERSAL COMMUNICATIONS NETWORK, INC. BALANCE SHEET JANUARY 31, 1997

### ASSETS

#### Current Assets

Cash in Bank  
Accounts Receivable  
Notes Receivable  
Deposits

9 [REDACTED]

#### Plant and Equipment

Computer Equipment  
Telecommunications Equipment  
Systems and Software  
Office Furniture and Equipment

[REDACTED]

Less: Accumulated Depreciation

9 [REDACTED]

Total Assets

### LIABILITIES AND SHAREHOLDERS' EQUITY

#### Liabilities

Accounts Payable  
Notes Payable - TFG  
Notes Payable - Other  
Deferred Income

9 [REDACTED]

Common Stock  
Additional Paid in Capital  
Retained Earnings (Deficit)  
Current Year Earnings

[REDACTED]

Total Liabilities and Capital

UNIVERSAL COMMUNICATIONS NETWORK, INC.  
PROFIT AND LOSS STATEMENT  
FOR ONE MONTH ENDED JANUARY 31, 1997

	<u>January</u>	<u>Year to Date</u>
<u>SALES</u>	[REDACTED]	[REDACTED]
<u>COST OF SALES</u>	[REDACTED]	[REDACTED]
DIRECT COSTS	[REDACTED]	[REDACTED]
COMMISSIONS	[REDACTED]	[REDACTED]
ADVERTISING	[REDACTED]	[REDACTED]
MARKETING	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
GROSS PROFIT	[REDACTED]	[REDACTED]
<u>ADMINISTRATIVE</u>	[REDACTED]	[REDACTED]
PAYROLL AND RELATED EXPENSES	[REDACTED]	[REDACTED]
OCCUPANCY	[REDACTED]	[REDACTED]
DEPRECIATION	[REDACTED]	[REDACTED]
OTHER EXPENSES	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
NET OPERATING INCOME	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
INTEREST INCOME	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]
NET INCOME	\$ [REDACTED]	\$ [REDACTED]

# CONFIDENTIAL

## UNIVERSAL COMMUNICATIONS NETWORK, INC. BALANCE SHEET FEBRUARY 28, 1997

### ASSETS

#### Current Assets

Cash in Bank  
Accounts Receivable  
Notes Receivable  
Deposits

\$ [REDACTED]

#### Plant and Equipment

Computer Equipment  
Telecommunications Equipment  
Systems and Software  
Office Furniture and Equipment

[REDACTED]

Less: Accumulated Depreciation

[REDACTED]

Total Assets

[REDACTED]

### LIABILITIES AND SHAREHOLDERS' EQUITY

#### Liabilities

Accounts Payable  
Notes Payable - TFG  
Notes Payable - Other  
Deferred Income

[REDACTED]

Common Stock  
Additional Paid in Capital  
Retained Earnings (Deficit)  
Current Year Earnings

[REDACTED]

Total Liabilities and Capital

\$ [REDACTED]

**UNIVERSAL COMMUNICATIONS NETWORK, INC.**  
**PROFIT AND LOSS STATEMENT**  
**FOR ONE MONTH ENDED FEBRUARY 28, 1997**

	<u>February</u>	<u>Year to Date</u>
<b>SALES</b>	[REDACTED]	[REDACTED]
<b><u>COST OF SALES</u></b>		
DIRECT COSTS	[REDACTED]	[REDACTED]
COMMISSIONS	[REDACTED]	[REDACTED]
ADVERTISING	[REDACTED]	[REDACTED]
MARKETING	[REDACTED]	[REDACTED]
<b>GROSS PROFIT</b>	[REDACTED]	[REDACTED]
<b><u>ADMINISTRATIVE</u></b>		
PAYROLL AND RELATED EXPENSES	[REDACTED]	[REDACTED]
OCCUPANCY	[REDACTED]	[REDACTED]
DEPRECIATION	[REDACTED]	[REDACTED]
OTHER EXPENSES	[REDACTED]	[REDACTED]
<b>NET OPERATING INCOME</b>	[REDACTED]	[REDACTED]
<b>INTEREST INCOME</b>	[REDACTED]	[REDACTED]
<b>NET INCOME</b>	[REDACTED]	\$ [REDACTED]

# CONFIDENTIAL

## UNIVERSAL COMMUNICATIONS NETWORK, INC. BALANCE SHEET MARCH 31, 1997

### ASSETS

#### Current Assets

Cash in Bank  
Accounts Receivable  
Notes Receivable  
Deposits

[REDACTED]

#### Plant and Equipment

Computer Equipment  
Telecommunications Equipment  
Systems and Software  
Office Furniture and Equipment

[REDACTED]

Less: Accumulated Depreciation

Total Assets

\$ [REDACTED]

### LIABILITIES AND SHAREHOLDERS' EQUITY

#### Liabilities

Accounts Payable  
Notes Payable - TFG  
Notes Payable - Other  
Deferred Income

2,000,000  
1,000,000

\$ [REDACTED]

Common Stock  
Additional Paid in Capital  
Retained Earnings (Deficit)  
Current Year Earnings

[REDACTED]

Total Liabilities and Capital

[REDACTED]

**UNIVERSAL COMMUNICATIONS NETWORK, INC.**  
**PROFIT AND LOSS STATEMENT**  
**FOR THE PERIOD ENDED MARCH 31, 1997**

	March	Year to Date
<b>SALES</b>	██████████	██████████
<b><u>COST OF SALES</u></b>		
DIRECT COSTS	██████████	██████████
COMMISSIONS	██████████	██████████
ADVERTISING	██████████	██████████
MARKETING	██████████	██████████
<b>GROSS PROFIT</b>	██████████	██████████
<b><u>ADMINISTRATIVE</u></b>		
PAYROLL AND RELATED EXPENSES	██████████	██████████
OCCUPANCY	██████████	██████████
DEPRECIATION	██████████	██████████
OTHER EXPENSES	██████████	██████████
<b>NET OPERATING INCOME</b>	██████████	██████████
<b>INTEREST INCOME</b>	██████████	██████████
<b>NET INCOME</b>	██████████	██████████



ATTACHMENT IV

MANAGERIAL AND TECHNICAL CAPABILITIES

UCN, Inc.

MANAGERIAL AND TECHNICAL CAPABILITIES

**William H. VanVliet, III**

Bill is CEO of UCN and has over 11 years in the telecommunications industry. He is both experienced and well versed in both engineering and technical administration, as well as being an experienced entrepreneur. Bill has extensive technical knowledge in the areas of computer science and telecommunications with hands on intimate knowledge of many switching platforms. Well known in the industry, he has developed a reputation as a "can-do" individual who has extensive contacts with suppliers and wholesale customers worldwide.

**Nancy A. Ruffing**

Nancy is the President of UCN and has over 8 years of experience in the telecommunications industry. She has been involved in start-up companies and a variety of special market research and legal projects. Nancy speaks Arabic fluently and has extensive knowledge of the Middle East telecommunications market. She has developed many loyal associations with customers and sales organizations worldwide. Since Nancy has joined UCN, the company has achieved growth of 300% per month.

**Nelson H. Coleman**

Nelson, who has thirty years of financial and administrative experience, is a Certified Public Accountant (CPA) for UCN. He has in-depth knowledge of banking and SEC matters and is experienced with start-up companies, as well as SEC stock registration. Mr. Coleman provides accounting and control systems development and implementation to UCN.



210 N. Park Ave.  
P.O. Drawer 200  
Winter Park, FL  
32790-0200

Tel: 407-740-8575  
Fax: 407-740-0613

May 12, 1997  
OVERNIGHT MAIL

Florida Public Service Commission  
Division of Administration, Room G-50  
101 East Gaines Street  
Tallahassee, FL 32399-0850

DEPOSIT DATE  
D524 MAY 14 1997

RE: Initial Application and Tariff of Universal Communications Network, Inc. d/b/a UCN, Inc. for Authority to Provide Interexchange Telecommunications Services within the State of Florida

Dear Sir/Madam:

Enclosed for filing are the original and six (6) copies of the above-referenced application of Universal Communications Network, Inc. d/b/a UCN, Inc. ("UCN"). Also enclosed is a check in the amount of \$250 to cover the filing fee.

In addition to year end statements and other documentation accompanying its statement of financial capability, UCN has filed monthly financial statements for the first quarter of 1997 with the Division of Records and Reporting. The company requests that the monthly statements be marked PROPRIETARY AND CONFIDENTIAL, and not be included in the public record.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope.

I may be reached at (407) 740-8575 with any questions, comments or correspondence regarding this application. Thank you for your assistance.

Sincerely,

UNIVERSAL COMMUNICATIONS NETWORK, INC. 1299 E. ARTESIA BLVD., STE. 140 310-669-2065 CARSON, CA 90746		3190
PAY TO THE ORDER OF	Florida Public Service Commission	DATE 5-6-97
	Two hundred fifty and 00/100	\$ 250.00
		DOLLARS
FOR	Florida Tariff Application Filing Fee	Tanya Ruff