

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

DEPOSIT

DATE

D578

JUL 30 1997

Telephone: (770) 232-9200

Facsimile: (770) 232-9208

July 26, 1997

970984-TX

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Division of Communications
Certification & Compliance Section
2540 Shumard Oak Blvd.
Gunter Bldg.
Tallahassee, Florida 32399-0850

Re: USA Tele Corp.

Dear Sir/Madam:

Enclosed please find one original and six (6) copies of USA Tele Corp.'s Application for Authority to Provide Alternate Local Exchange Service Within the State of Florida.

USA Tele Corp. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of USA Tele Corp.'s stated financial capability, attached to its application is a copy of the Company's Balance Sheet as of May 31, 1997. Although USA Tele Corp. was formed in 1993, it did not begin operation until after May 31, 1997, therefore, there is no income/loss statement or retained earnings. As a reseller, applicant does not intend to make a capital investment to provide service in the State of Florida, however, applicant intends to fund the provision of service through internally generated cash flow. USA Tele Corp. also has the ability to borrow funds, if required, based upon its financial capabilities.

I also have enclosed a check in the amount of \$250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

DOCUMENT NUMBER-DATE

07684 JUL 30 97

FPSC-RECORDS/REPORTING

Florida Public Service Commission
July 26, 1997
Page 2

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding the application, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,



Lance J.M. Steinhart, Esq.
Attorney for USA Tele Corp.

Enclosures
cc: Mr. Jeff Ullman
LJS/lmb

FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850

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

INSTRUCTIONS

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

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

5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.

FORM PSC/CNU (11/95)
Required by Chapter 364.337 F.S.

DOCUMENT NUMBER DATE
07684 JUL 30 5
FPSC-RECORDS/REPORTING

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

Original authority (new company)

Approval of transfer (to another certificated company)

Example, a certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate (to a non-certificated company)

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval for transfer of control (to another certificated company)

Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

USA Tele Corp.

3. Name under which the applicant will do business (d/b/a):

None

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

Fictitious name registration number: _____

5. A. National mailing address including street name, number, post office box, city, state, zip code and phone number.

351 S. Cypress Road
Suite 400
Pompano Beach, Florida 33069
954-463-7900

- B. Florida mailing address including street name, number, post office box, city, state, zip code and phone number.

351 S. Cypress Road
Suite 400
Pompano Beach, Florida 33069
954-463-7900

6. Structure of organization:

Individual Corporation
 Foreign Corporation Foreign Partnership
 General Partnership Limited Partnership
 Joint Venture Other, Please explain

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

N/A

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

No.

9. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: P93000029257

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

Jeffrey A. Ullman
President
USA Tele Corp.
351 S. Cypress Road, Suite 400
Pompano Beach, Florida 33069
954-463-7900/Phone
954-763-2179/Fax

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

None.

12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.

No.

13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.

No.

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

Customer service will be available at the same times as the incumbent local exchange carriers which will provide the underlying facilities for applicant's proposed service.

15. Please complete and file a price list in accordance with Commission Rule 25-24.825.

Applicant will provide prior to the commencement of the provision of basic service.

16. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange 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.

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 attest that the financial statements are true and correct.

See Attached

B. Managerial capability.

See Attached.

C. Technical capability.

(If you will be providing local intra-exchange switched telecommunications service, then state how you will provide access to 911 emergency service. If the nature of the emergency 911 service access and funding mechanism is not equivalent to that provided by the local exchange companies in the areas to be served, describe in detail the difference.)

Since applicant intends to provide only resold local exchange service utilizing the facilities of incumbent local exchange carriers, access to 911 emergency service will be provided by the LECs.

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

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

Official: 
Signature

7/26/97
Date

Title: Jeffrey A. Ullman
President

954-463-7900
Telephone Number

Address: 351 S. Cypress Road
Suite 400
Pompano Beach, FL 33069

LIST OF ATTACHMENTS

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

BALANCE SHEET (Unaudited)
 May 31, 1997
 USA TELE CORP.
 Plantation, Florida

ASSETS

CURRENT ASSETS

Cash in Bank \$ 200,100

FIXED ASSETS

EQUIPMENT 132,000

TOTAL ASSETS \$ 332,100

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES

Loan from Stockholders \$ 232,000

STOCKHOLDERS' EQUITY

Capital Stock - \$1 par value
 1000 Shs. Authorized. 100
 Shs. Issued & Outstanding 100
 Addl. Paid in Capital 100,000
 TOTAL STOCKHOLDERS' EQUITY 100,100

TOTAL LIABILITIES & STOCKHOLDERS' EQUITY \$ 332,100

See accountants compilation report.

STEVE M. KETOVER

CERTIFIED PUBLIC ACCOUNTANT

3109 STIRLING ROAD, SUITE 201
FORT LAUDERDALE, FLORIDA 33313

(305) 981-2277 • FAX (305) 989-5396

June 25, 1997

USA Tele Corp.
6601 NW 14 Street
Plantation, Florida 33313

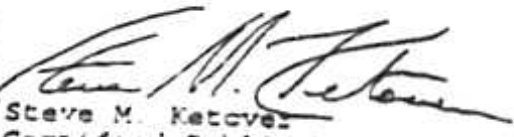
Gentlemen:

I have compiled the accompanying balance sheet of USA Tele Corp. as of May 31, 1997, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying balance sheet and, accordingly, do not express an opinion or any other form of assurance on them. However, I did become aware of a departure from generally accepted accounting principles that is described in the following paragraph.

A statement of income, retained earnings and cash flows for the year ending May, 31, 1997, has not been presented. Generally accepted accounting principles require that such statements be presented when financial statements purport to present financial position and results of operations.

Sincerely,



Steve M. Ketover
Certified Public Accountant

Jeffrey A. Ullman
9213 NW 9th Court
Plantation, Florida 33324
954-424-3243

- Objective:** A position in a upper management company that will utilize my experience in sales, while offering growth for both the company and myself.
- Qualifications:** Proven ability to provide commitment and loyalty
Skilled at analysis of potential areas of new development
Experience with public relations and promotion
Superior management, supervisory and communication skills
- Education**
- 1979-1981 Slippery Rock State College, Slippery Rock, PA (Accumulated 75 credits towards Bachelor of Science Business Management, incomplete due to the draft by New England Patriots)
- 1983 Dale Carnegie Human Relations, Houston, TX
- 1991 Tom Hopkins School "You Can Sell Anything" and "Business Relationships"
- 1992 - Current Various telecommunications training classes on sales, management, acquisitions, technical support, Internet and various educational conferences
- Experience**
- 1991 to Present Vice President, Sales
Group Long Distance, Inc
Fort Lauderdale, Florida 33309
I began with GLD to open a satellite office in Orlando, FL. Within the first 6 months the Orlando sales office was #1 within the company for new sales and highest profit margins. I was promoted to Regional Sales Manager, my responsibilities included development of sales and marketing strategies, design of sales manuals and procedures to increase our presence through the use of distributors and wholesale agents, to implement cost cutting programs in the area of purchasing, real estate transactions, carrier relationships, to design training and motivation procedures. Eighteen months later I was promoted to Vice President, Sales and transferred to the corporate offices in Fort Lauderdale Florida. Responsibilities increased to include the corporate wide systems. Directly involved in putting into place the programs necessary in bringing GLD into a publicly traded, profitable company.
- 1985 to 1990 Vice President of Sales
Phymed Services International
Orlando, Florida
Recognized for outstanding performance with selection by the President and Owner of Resort Equities to initiate a new sales endeavor. Duties included the sales and support of systems and software used to process medical claims electronically. Responsible for hiring, training, supervising and motivating sales representatives from Maine to Florida. Produced 105% of goals within 6 months. Within 18 months successfully created a sales force of 1500 agents and distributors.
- 1984 to 1985 Sales Manager
Inverness Resorts
Houston, Texas
Responsible for the sales of vacation ownership resort properties and consistently placed first or second in sales production for six consecutive months. Promoted to Team Manager in recognition of leadership skills.
- 1983 to 1984 Sales Manager
American Frozen Foods
Orlando, Florida and Houston, Texas
Employed in the direct sale of frozen food products to consumers. Promoted to sales manager within eight months.

1982 to 1983

Assistant Manager

Avco Finance

Atlantic City, New Jersey

Responsible for customer service, collections, loan application processing and the sales of second mortgages. Promoted into management after six months.

Awards -

American Frozen Foods - Salesman of the Month 6 times, Top Producing

Revenue and Profits for the Houston office.

Million Dollar Club in 6 months, Top Team in the country

GLD employee of the year - 1994, Achievement of Excellence - 1993

MICHAEL D. KIRKOVICH

Michael D. Kirkovich is a well-respected authority in the fields of direct marketing, telecommunications, and advertising. His diverse background spans over twenty years in the direct marketing and communications business which has evolved into a career as a professional marketing consultant as well as an entrepreneur. His business acumen and ability to attract and maintain a staff of highly creative and motivated individuals have enabled him to (create/found/start) several highly reputable and successful companies. Additionally, Mike has developed aggressive, successful marketing and sales programs for outside firms.

As a principal and chief executive of several companies in the direct marketing and telecommunications industries, Mr. Kirkovich has been responsible for rapid growth and profitability of these companies by virtue of his natural insight, professionalism, and ability to instill in his people a common sense of vision and purpose. Ongoing and continued growth is assured through Mike's visionary and practical management strategies.

During the last five years, Mr. Kirkovich has performed consulting services for several carriers including Sprint, Frontier, LCI Communications, Group Long Distance and WorldCom/LDDS, including managing marketing campaigns for acquisition of business and residential customers.

For last 2 years, Mr. Kirkovich has served as President of TDI, a data-base management and marketing services telecom consulting company.

Lance J.M. Steinhart

Attorney At Law
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\$250.00
cover the cost

LANCE J. M. STEINHART
ATTORNEY AT LAW

1516

6455 E. JONES CROSSING STE. 285
DULUTH, GA 30068

7/26 1997

Pay to the Order of Florida Public Service Comm. \$250.00

Two hundred and fifty dollars and 00/100

NationsBank

NationsBank, N.A. (South)

For USA Tele Corp. - PL Local App

ST. JAMES 08/06/97