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J. THOMAS NOLAN
ASSOCIATE
(202) 637-9133
tnolan@gfblaw.com

October 29, 1997

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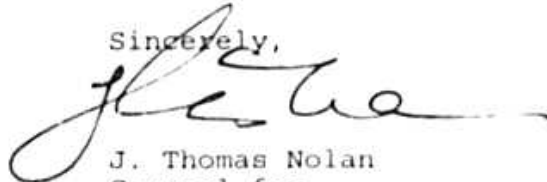
Florida Public Service Commission
Division of Communications, Certification
& Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0866

Dear Sir/Madam:

Enclosed for filing is the original and six copies of the application of North American Telecommunications Corp., along with the filing fee of \$250, for a certificate to provide alternative local exchange service in Florida.

Please stamp the additional enclosed copy of the application, marked "Date Stamped Copy", to reflect the date the application is filed, and return the stamped copy to me in the self-addressed envelope which also is enclosed.

Sincerely,



J. Thomas Nolan
Counsel for
North American Telecommunications
Corp.

Check received with filing and forwarded to Fiscal for disburse
to RAR with proof of deposit

Initials of person who forwarded check
to RAR

Initials
J.S.

Enclosures
11212-97

This document has been placed in confidential storage pending advice on handling from OPR staff.

11211-97
10-31-97

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

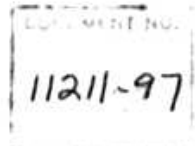
APPLICATION FORM
for

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 Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600
 5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.
-



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

(X) 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 authority.

() Approval of assignment of existing certificate (to a noncertificated company)

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

() Approval for transfer of control (to another certificated company)

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

2. Name of applicant:

North American Telecommunications Corporation

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

P.O. Box 293
Manhasset, NY 11030 (516) 794-1600

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

NATC will establish Florida mailing addresses and telephone numbers, including a telephone number for customer complaints and service requests, prior to initiating service in Florida.

C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, zip code and phone number.

See 3B

4. Structure of organization:

- () Individual
() Foreign Corporation
() General Partnership
() Joint Venture
- (X) Corporation
() Foreign Partnership
() Limited Partnership
() Other, Please explain _____

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

Corporate charter number: Copy of NATC's authorization to conduct business in Florida is attached as Att. 1.

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

Southeast Telephone Company

7. If applicable, please provide proof of fictitious name (d/b/a) registration. See Attachment 1

Fictitious name registration number: P97000005316

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

N/A

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

No.

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.

Rodney L. Joyce

J. Thomas Nolan

Ginsburg, Feldman & Bress,

Chrl

1250 Connecticut Avenue, N.W.

Washington, D.C. 20036 (202) 637-9000

tnolan@gfbllaw.com

Attorneys for NATC

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

See Exhibit A.

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. As indicated in response to Question 3B above, NATC will establish a telephone number for customer complaints prior to initiating service.

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability. See Exhibit B, filed under seal as confidential information.

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.

B. Managerial capability. See Exhibit C.

C. Technical capability. See Exhibit C.

A T T A C H M E N T 1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 9, 1997

CSC

Qualification documents for NORTH AMERICAN TELECOMMUNICATIONS CORPORATION doing business in Florida as SOUTHEAST TELEPHONE COMPANY were filed on October 9, 1997 and assigned document number F97000005316. Please refer to this number whenever corresponding with this office.

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

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

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

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Jennifer Sindt
Document Examiner
Division of Corporations

Letter Number: 697A00049664

**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. North American Telecommunications Corporation
(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. Delaware
(State or country under the law of which it is incorporated)
3. 11-3380146
(FEI number, if applicable)
4. January 9, 1997
(Date of Incorporation)
5. perpetual
(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. 165 EAB Plaza, West Tower
Uniondale, New York 11556-0165
(Current mailing address)
To engage in any lawful act or activity for which corporations maybe organized under the General Corporation Law of Delaware. To serve as a full service local telephone company.
8. (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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)
10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
Corporation Service Company
By: _____
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Charles M. Piluso

Address: 495 Manhasset Woods Rd.

Manhasset, NY 11030

Vice Chairman: _____

Address: _____

Director: Carl Borruso

Address: 42 Stephen Pl.

Valley Stream, NY 11580

Director: Robert Tsarnas

Address: 2769 NE 14th St.

Ft. Lauderdale, FL 33304

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Charles M. Piluso

Address: 495 Manhasset Woods Rd.

Manhasset, NY 11030

Vice President: _____

Address: _____

Asst. Secretary: Larry Maglione

Address: 107 Fairway View Dr.

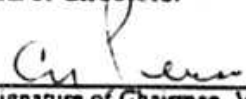
Commack, NY 11725

Treasurer: Charles M. Piluso

Address: 495 Manhasset Woods Rd.

Manhasset, NY 11030

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. Charles M. Piluso, President
(Typed or printed name and capacity of person signing application)

Charles M. Piluso, Secretary of North American Telecommunications Corporation, a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 14 day of October, 1997.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Southeast Telephone Company for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Charles M. Piluso, Secretary

EXHIBIT A

NARRATIVE DESCRIPTION

By this application, North American Telecommunications Corporation (NATC) requests authority to provide interexchange service and alternative local exchange service within the state of Florida as a resale carrier and as a facilities-based carrier. NATC intends to utilize the resale, unbundled network element, and network interconnection provisions in Sections 251 and 252 of the Communications Act of 1934, 47 U.S.C. §§251 and 252, in providing service. The company plans initially to provide service as a resale carrier within the local exchange service area of BellSouth after executing an interconnection agreement with that company. It will begin its own network deployment thereafter as market conditions warrant. NATC also intends to provide service within the exchange service territory of GTE, after negotiating an interconnection agreement with GTE.

At the present time, NATC does not provide telecommunications service in any state. NATC intends, as its business develops, eventually to provide local exchange service in all 50 states. NATC will ensure, throughout its business development cycle, that its provision of service is economically reasonable and that it has obtained all required regulatory approvals in advance of initiating service.

E X H I B I T B

CONFIDENTIAL

(SUBMITTED SEPARATELY UNDER SEAL)

EXHIBIT C

Technical and Managerial Qualifications Charles M. Piluso

Executive Positions Held:

1997 - Present: *Chairman and Founder, International Telecommunications Group, Ltd.* a holding company of RSLCOM USA, Inc., formerly International Telecommunications Corporation. ITG is a facilities-based international and domestic carrier licensed by the FCC and 75% of the State Public Service Commissions. The company owns and leases trans-Atlantic, trans-European, Caribbean and Asian cable systems, with international and domestic switching facilities on the east and west coasts of the United States. The company is rated as a Tier Two carrier and is ranked number six in the United States for international minutes. ITG was founded in 1990 and grew from 2 employees to 135 employees by 1996. After its first six years, ITG earned \$85 million in revenues, and projects 1997 revenues approaching \$175 million.

1990 - 1996: *Chairman and President, International Telecommunications Corporation, International Telecommunications Group, Ltd.* Sold the majority of the stock in the corporations to RSL Communications in September 1996.

Professional History:

Charles M. Piluso began his work in the telecommunications industry in 1978 as an employee of ITT Corporation. He started by selling switching and telephone equipment, and was promoted many times until he reached the position of Sales Management to Marketing and Business Development. In 1984, he left ITT to manage the Large Switching Systems Group at United Technologies Communications Corporation, which deals with large, 1000-line communication systems on the east coast of the United States. Mr. Piluso was promoted to the position of General Manager responsible for the New York region which encompassed over 80 union technicians, two sales regions, and engineering, installation and customer services.

Mr. Piluso left United Technologies Communications in 1986 to start his own company, Business Networks of America. The company was involved with selling long distance service as an exclusive licensee of ITT Corporation. It employed 125 employees in four locations, and developed into what is now RSL Communications, formerly International Telecommunications Corporation.

Education and Academic Experience:

Mr. Piluso graduated from St. John's University in May, 1976, with a Bachelor of Science in PreLaw. He went on to receive a Master of Arts in Political Science in July, 1978, and a Master of Business Administration in May, 1985, specializing in Marketing and Public Accounting. He was an instructor at St. John's University in 1986 through 1988 in the College of Business. He taught courses on Strategic Planning and various general management topics.

Technical and Managerial Qualifications Carl Borruso

Positions Held:

Chief Financial Officer, RSL Communications USA, 1996-97, a \$100 million interexchange carrier. Responsible for all financial, accounting, and treasury policies of RSL.

President, WXL International, Inc., 1994-1995 a start-up provider of telecommunications services in Europe. Responsible for the start-up of this company. Formed three subsidiaries in the U.K., France, and Germany. Business began in those countries with sales, engineering, and all back-office support.

Executive Vice President, IDB Worldcom, 1992-1994, a \$300 million interexchange carrier. In charge of strategic planning, carrier sales and purchases, and international operations.

Chief Financial Officer and Chief Operating Officer, World Communications, Inc., 1989-1992, a \$100 million provider of international telecommunications services. Duties included management of financial, accounting, and treasury policies. Appointed Chief Operating Officer in March, 1992, at which time became resp. for overall performance of the company.

Financial Controller, ITT USTS, 1980-1987, a \$200 million interexchange carrier. Responsible for all accounting matters, and reporting required by the FCC and PUCs. Managed company's Federal, State, local, income, property, and telecommunications regulatory taxes.

Education:

Carl Borruso received his Bachelor of Business Administration in Accounting and Finance from Pace University in New York in August, 1975. He went on to receive a Certificate in Financial Management from Stanford University in California in August, 1991.

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:

C. J. Jones
Signature

10/24/97
Date

Title:

President

(516) 794-1600

Telephone Number

Address:

P.O. Box 293
Manhasset, NY 11030

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DEPOSIT

DATE

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OCT 31 1997

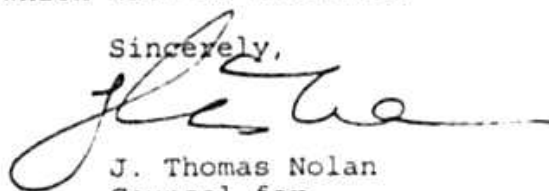
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Sincerely,



J. Thomas Nolan
Counsel for
North American Telecommunications
Corp.

1053

NORTH AMERICAN TELECOMMUNICATIONS CORP.
1010 NORTHERN BLVD.
GREAT NECK, NY 11021

PAY TO THE
ORDER OF

FLORIDA PUBLIC SERVICE COMMISSION

10/21 1997

\$ -250^{00/100}

TWO HUNDRED FIFTY^{00/100}

DOLLARS

CITIBANK OF NEW YORK

WASHINGTON BLVD., FORT WASHINGTON, N.Y. 11980

MEMO



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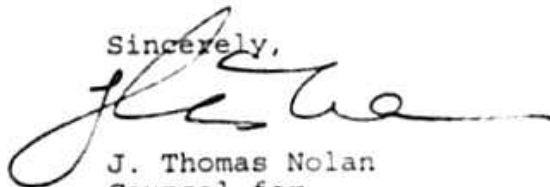
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