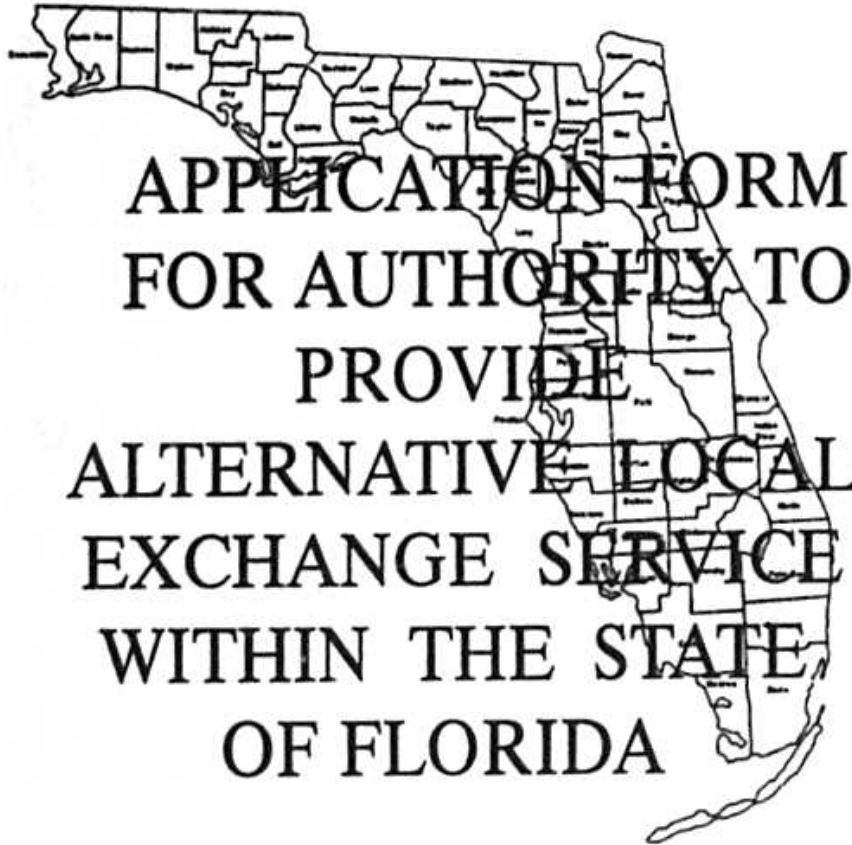


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APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
ALTERNATIVE LOCAL
EXCHANGE SERVICE
WITHIN THE STATE
OF FLORIDA

11263-97

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

DOCUMENT NUMBER-DATE

11251 OCT 31

CRSC-RECORDS/REPORTING

**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):

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:

METROLINK INTERNET SERVICES, INC.

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

1600 SARNO ROAD, SUITE 214
MELBOURNE, FLORIDA 32935
888 27-M-E-T-R-O (63876)

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

1600 SARNO ROAD, SUITE 214
MELBOURNE, FLORIDA 32935
888 27-M-E-T-R-O (63876)

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

1600 SARNO ROAD, SUITE 214
MELBOURNE, FLORIDA 32935
888 27-M-E-T-R-O (63876)

4. Structure of organization:

- | | |
|--|--|
| <input type="checkbox"/> Individual | <input checked="" type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input type="checkbox"/> Other. Please explain _____ |

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

Corporate charter number: P95000009949

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

METROLINK INTERNET SERVICES OF PORT SAINT LUCIE, INC.

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

N/A. WE ARE INCORPORATED.

Fictitious name registration number: _____

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

N/A. WE ARE INCORPORATED.

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 BANKRUPTCY, MENTAL INCOMPETENCE, NOR FELONY AFFECTING OUR SHAREHOLDERS, OFFICERS, OR DIRECTORS.

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.

THOMAS BATCHELLOR, Vice President, 407 253-9300 X102, 1600 SARNO ROAD, SUITE 214
MELBOURNE, FLORIDA 32935
TBATCHEL@METROLINK.NET

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

N/A. FLORIDA IS THE ONLY STATE BEING APPLIED FOR. WE DO NOT PROVIDE IN ANY OTHER STATE CURRENTLY.

FORM PSC/CMU 8 (07/95)
Required by Chapter 364.337 F.S.

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.

24 HOURS A DAY VIA FAX (407-253-3164), EMAIL (CUSTSVC@METROLINK.NET),
POSTAL SERVICE (ABOVE ADDRESS)

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.

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.

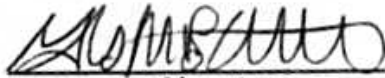
B. Managerial capability.

C. Technical capability.

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:  29 OCT 97
Signature Date

Title: VICE President 407 253 9300
Telephone Number

Address: 1600 SARNO ROAD
SUITE 214
MELBOURNE FL 32935

Section 15

SPECIAL NOTE: We will be reselling non-Basic Services provided by the Incumbent Local Exchange Carriers of Florida. The services to be resold will include ISDN BRI, ISDN PRI, Frame Relay, and T1. As advised by Rich in the PSC Telecommunications office no price list has been included, as it would only apply to the basic services (which we will not be reselling).

- A. Financial Capability**
Enclosed are financial documents for our major financial investor, John Walden.
- B. Managerial Capability**
Enclosed are the Resumes of the 3 shareholders.
- C. Technical Capability**
We are reselling ILEC services, thus relying on the ILEC's technical capability.

JOHN WALDEN

502 East New Haven
Melbourne, Florida 32901
(407) 951-0357 off
(408) 984-9547 fax
jwalden@metrolink.net

JOHN WALDEN

Professional

1994 - Present	Monte Vista Ranch, L.C.	Eagle Mountain, Utah
	Eagle Mountain Properties, L.C.	
	Cedar Valley Water Company, L.C.	
	Mountain View Estates	Heber, Utah
	Big Pole Estates	Heber, Utah
	Falcon Crest Estates	Ogden Valley, Utah

Principal Investor, Managing Member, Founder, Chief Executive Officer

- Conceived developed and purchased over nine thousand acres of Utah to develop.
- Manage construction and development of major new Utah municipality.
- Manage marketing and development of five large-scale real estate developments.

Professional - US

1987 - Present	Melbourne Eye Institute	Melbourne, Florida
----------------	--------------------------------	--------------------

Founder, President

- Created *first Out-Patient Surgery Center* in Brevard County.
- Built successful surgery centers based on commitment to excellence.
- 1989 built second surgery center in Lakeland, Florida
- Sold Melbourne Center in 1990 to competing Doctors for *mid-seven figures*.
- Sold Lakeland Center in 1992 for competing Doctors for *mid-seven figures*.
- *Sold doctors medical practice in 1996 for \$12 million* to Physicians Resource Group and I remain President of PRG in Florida. PRG is a NYSE and one of the largest owners of ophthalmologist practices and the second largest owner of surgery centers in the nation.
- Florida operation of PRG described as "flagship" and most profitable in U.S.
- Amsurg, a Nasdaq company, states that our Florida center is their most profitable of all centers they own in U.S.
- Member of Board of Directors of Amsurg and Physicians Resource Group.
- *Chief Executive Officer of most profitable medical eye practice in the third largest surgery market in America.*

1994 - Present **Midwest Finance Company** Melbourne, Florida
Mercury Motors, and Lightning Motors

Founder and Chairman

- Conceived and developed much copied system of pre-owned retail centers.
- Managed from Start-up operation to largest of over 140 auto dealerships in Brevard County in less than three years.

1990 **Medical Consultant** Melbourne, Florida
Johnson & Johnson Pharmaceutical Company

Medical Consultant - Ophthalmic Surgery Centers

- Paid \$1.5 million to advise J&J Pharmaceutical on marketing interocular lens.
- My businesses were J&J's largest national purchaser of interocular lens

1990-1992 **ASC of Brevard, Inc.** Melbourne, Florida

President and Chief Executive Officer

- Created leading surgery center in Central Florida.
- 1993 Sold 51% interest in surgery center business to Amsurg for high seven figures.

1992- Present **T.L. Mortgage Company** Melbourne, Florida

Founder and President

- Founded real estate lending company for properties my companies purchased at RTC auctions.
- Built mortgage company into one of largest in Brevard County.

1986 - Present **Walden Homes** Melbourne, Florida

Founder and President

- Conceived and operated major residential and commercial development company.

- Developed Suntree Lakes, Suntree Lakes West, Woodlake Village, and Mission Lakes subdivisions which were all successful.
 - Remained president of medical company all during real estate development
- 1978 - Present **John Walden, CLU & Company** Melbourne, Florida

Owner - Insurance Sales

- Developed insurance sales to successful business.
 - Expanded Equitable line to representation of all major insurance companies.
- Retired 1984 from insurance renewal policies.

1975-1978 **Equitable Life Insurance Company** Melbourne, Florida

Manager - Insurance Sales

- Co-developed nation's first "Variable Life" insurance product.
- Fourth highest producing sales in country of variable product - 1977.
- Received company's highest sales award three years in a row.

1972-1975 **Gay & Taylor Insurance** Melbourne, Florida

Manager - Insurance Adjuster

- Assigned to most difficult cases to settle.
- Promoted to Manager after six months and became leading managing producer in country.
- Promoted to No. 2 position in company under President.
- Developed and implemented "Quick Response Turn Over Team." Headed Quick Response team which settled difficult cases prior to litigation. Saved company millions.
- Developed and modernized quick disaster response team.

1971-1972 **Crawford & Company Insurance** Melbourne, Florida

Insurance Adjuster

- First job after MBA.
- Received company's highest sales award four years in a row
- Developed Excellence In Sales training course.

Education

1967-1971

Kansas University

Lawrence, Kansas

- BA, Business Administration 1970
- MBA Business Administration 1971

Personal

Born 4-24-1948 in Miami, Florida. 1954 moved to 400 acre farm in Kansas where I learned the meaning of work.

Objective

To profitably develop unique municipality of Eagle Mountain, Utah using the technologies of the future and the values of the past to create the most talked about town in America next to Hollywood.

James A. Taylor, Jr.

Professional experience

1994 - Present MetroLink Internet Services, Inc. Melbourne, FL
Founder, Principal Investor, President

- Conceived and developed one of the leading Internet Service Providers in Central Florida.
- Managed from Start-up operation to largest of over 35 Internet Service Providers in Brevard County.
- 1996 expanded market by opening branch offices in Port St. Lucie and Orlando, FL.
- Integrated customer database with corporate Intranet which increased employee productivity by 82%.
- Designed, developed, and maintained large corporate web sites, using state-of-the-art technologies such as Java, Javascript, and Cold Fusion.
- 1997 re-engineered internal and external networks to provide complete redundancy between all offices.

1993 - 1995 EG&G, Florida, Inc. Kennedy Space Center, FL

Electrical Engineer

- Surveyed and designed facilities projects for the Base Operation Contract which included security systems and communications for the Space Shuttle Support Team.
- Designed, developed, and installed fiber-optic security system for Shuttle Pads A and B perimeter fencing.
- Managed and maintained corporate Local Area Network.

1992 - 1994 JTI Melbourne, FL

President

- Managed wholesale/retail distribution center for branch office of multi-billion dollar corporation.
- Developed integrated database to increase office staff efficiency.

Education

1988 - 1992 Florida Institute of Technology Melbourne, FL
BS, Electrical Engineering 1992

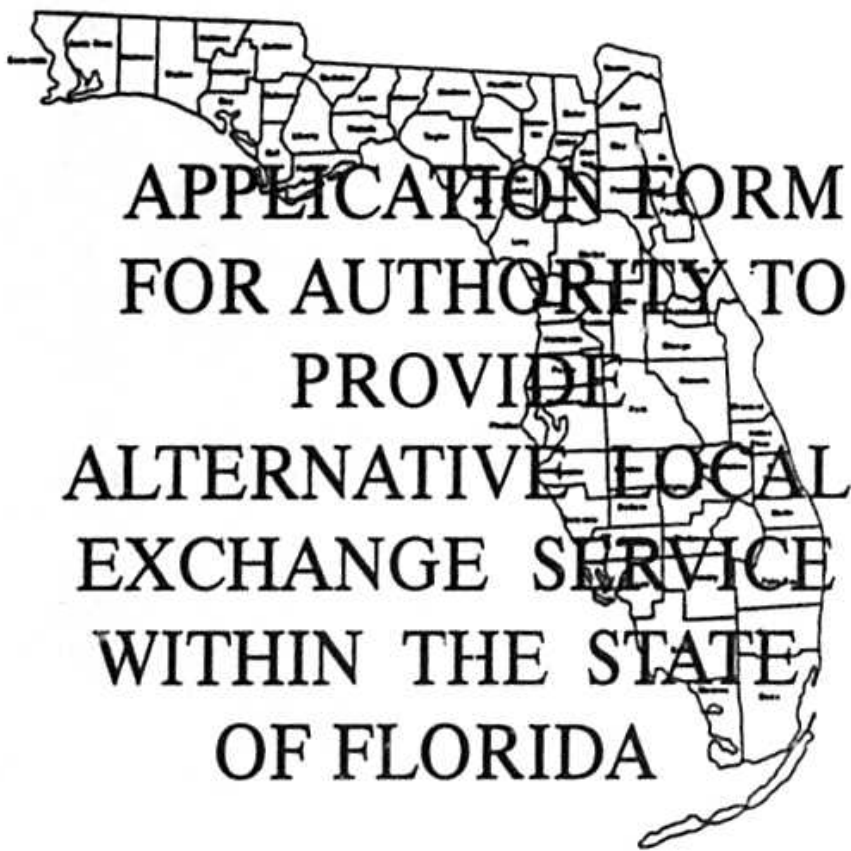
Objective

To develop and maintain a state-of-the-art Internet Service Provider business in the Southeast United States, using the common rules that the customer is always right and the customer is number one.

Thomas Batchellor

- Objective** To successfully operate and expand a Competitive Local Exchange Company in the state of Florida.
- Summary of qualifications**
- 1995 – 1997 Metrolink Internet Services, Inc. Melbourne, FL
CFO / VP Sales
- Expanded sales by more than 100% in a 1-year period.
 - Increased productivity by introducing turnkey database solution.
 - Increased sales closure rate by 92%.
 - Expanded business to 7 additional markets.
 - Cut cost per unit by 12%.
- 1992 - 1994 Batchellor Marketing Group Palm Bay, FL
President / CEO
- Expanded sales by 200% in less than 2 years.
 - Implemented IS department to increase productivity.
- Work experience**
- 1992 – 1995 Harris Corporation Melbourne, FL
Software Engineer
- Responsible for integration and problem resolution at customer sites.
 - Set up and modified Help Desk / Customer Service software for customer.
- Education**
- 1996 – Present Florida Institute of Technology Melbourne, FL
Masters / MBA
- Emphasis in Business Law
- 1988 – 1992 Florida Institute of Technology Melbourne, FL
Bachelor's / Computer Engineering
- Community activities**
- Member of Melbourne/Palm Bay Chamber of Commerce
 - Member Port Saint Lucie Chamber of Commerce
 - Member Holy Name Catholic Church

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FOR AUTHORITY TO
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ALTERNATIVE LOCAL
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WITHIN THE STATE
OF FLORIDA

METROLINK INTERNET SERVICES, INC.
PH. 407-253-9300
1600 SARNO RD., STE. 214
MELBOURNE, FL 32935

1107

10/28 19 97

PAY TO THE ORDER OF Florida Public Service Commission \$ 250.00
Two hundred fifty & ⁰⁰/₁₀₀ DOLLARS

Service Without Compromise
FIRST FEDERAL OSCEOLA
Checking • Savings • Loans • Investments
P.O. BOX 1000
OSCEOLA, FL 32955

FOR _____ *[Signature]* President