

Telecom Tariff Consultants

Kott Enterprises, Inc.

PO Box 14062, Ft. Lauderdale, Florida 33302
Tel: (954) 764-5093 Fax: (954) 764-0840

Cynthia D. Kott, President
Loren R. Kott, Vice President
Allison Kacurov, Administrative Assistant

November 10, 1997

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

DEPOSIT

DATE

D 6 5 6

NOV 17 1997

RE: Online Telecommunications, Inc.

971507-TI

Dear Sir / Madam:

Enclosed please find an original and six (6) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

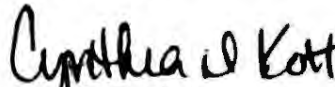
You will also find enclosed, Online's check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

Any inquiries regarding this application and its contents may be directed to the undersigned.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

I look forward to working with you on behalf of my client.

Respectfully,


Cynthia D. Kott

CDK:ak
encl.

DOCUMENT NUMBER-DATE

11754 NOV 17 97

FPSC-RECORDS/REPORTING

**** 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

971507-TI

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 Blvd.
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

DOCUMENT NUMBER-DATE

11754 NOV 17 86

FPSC-RECORDS/REPORTING

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 IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.

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 Reseller – 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 (check one):**

- Original Authority (New Company).**
- Approval of Transfer (To another certificated company).**
- Approval of Assignment of existing certificate (To an uncertificated company).**
- Approval for transfer of control (To another certificated company).**

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

ONLINE TELECOMMUNICATIONS, INC.

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

5. National address (including street name & number, post office box, city, state and zip code).
**200 Division Street
Ansonia, Connecticut 06401**

6. Florida address (including street name & number, post office box, city, state and zip code):
**NRAI
526 E. Park Avenue
Tallahassee, Florida 32301**

7. 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"/> | Other, _____ | | |

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

(a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

(b) Indicate if the individual or any of the partners have previously been:

N/A- Applicant is a Connecticut Corporation

(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**

(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 company, give reason why not. **NO**

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: E97000002598

(b) **Name and address of the company's Florida registered agent.**
NRAI
526 E. Park Avenue
Tallahassee, FL 32301

(c) **Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.**
Foreign Corporation certificate attached

Fictitious name registration number: _____

(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**
- (2) **officer, director, partner of stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.** **NO**

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

(a) **The application:** **Cynthia D. Kett**
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093

(c) **Official Point of contact for the ongoing operations of the company;**

Richard J. Ribas
(203) 736-0847 X302

(d) **Tariff;**

Cynthia D. Kett
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093

(e) **Complaints / Inquiries from customers;**

Jodi Williams
(800) 364-7037

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.
NONE
- (b) Has applications pending to be certified as an interexchange carrier.
North Carolina
- (c) Is certified to operate as an interexchange carrier.
Illinois, New York, New Jersey and Texas
- (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 company or other telecommunications entity, and the circumstances involved.
NONE

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

- Facilities.
- Billing and Collection.
- Maintenance.
- Other: **NONE**
- Operators.
- Sales.

13. Do you have a marketing program?

Services sold through independent agents.

14. Will your marketing program:

- Pay commission?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

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

Commissions will be paid per standard industry commission structure to all agents for Online Telecommunications, Inc.

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 type="checkbox"/> Other: (specify) _____ | |

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, Questions concerning bill will be received directly by company's customer service department.
- (b) Name and address of the firm who will bill for your service.
Direct Bill / LEC agreements where available.

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.

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 statement, 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 management backgrounds.

C. Technical capability. Company is a reseller - Network provided by underlying carrier.

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 attached.

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 800

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 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 mbs., DS-3, etc.)

Travel Service

Method of access is 950

Method of access is 800

900 service

Operator Services

Available to presubscribed customers

Available to non presubscribed customers (for example to 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).**

1 plus the number or 800 plus the number

22. **Other:**

****APPLICANT ACKNOWLEDGEMENT 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.
6. **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: Cynthia J. Kott
Signature

11-10-97
Date

for Online Telecommunications, Inc
Regulatory Consultant
Title

9547645093
Telephone No

**** APPENDIX A ****

I, (TYPED NAME) _____, (TITLE)

_____, 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.

UTILITY OFFICIAL:

Cynthia J Kott
Signature

11-10-97
Date

for Online Telecommunications Inc.

Regulatory Consultant
Title

954 764 5093
Phone

**** 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 maybe 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:

Cynthia D. Kott
Signature

11-10-97
Date

For
Online Telecommunications Inc
Regulatory Consultant
Title

954 764 293
Phone

**** APPENDIX C ****

INTRASTATE NETWORK

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

1) 2)

3) 4)

N/A- Reseller

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

1) 2)

3) 4)

N/A-Reseller

3. **TRANSMISSION FACILITIES:** Pop-to-Pop facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

1) 2)

3) 4)

N/A-Reseller

4. **ORIGINATING SERVICE:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after effective date of the certificate (Appendix D).

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).

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

UTILITY OFFICIAL:

Cynthia D Kott
Signature

11-10-97
Date

for
Online Telecommunications Inc.

Regulatory Consultant
Title

954 764 5093
Phone

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGE

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 EXCHANGE ****

<u>Extended Service</u> <u>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.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburgg, Orange Park, Ponte Verdra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Bellevue, Citra, Dunnellon,

Forest Lady Lake (B21), McIntosh
Oklawaha, Orange Springs, Salt
Springs and Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach.

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 Creek 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-
Captive 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.

**** APPENDIX E ****

****GLOSSARY****

ACCESS CODE: The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

BYPASS: Transmission facilities that go direct from the local exchange and user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service./

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rates suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

Feature Group A: Line side connections presently serving specialized common carriers.

Feature Group B: Trunk side connections without equal digit or code dialing.

Feature Group C: Trunk side connections presently serving AT&T-C.

Feature Group D: Equal trunk access with subscriptions.

INTEREXCHANGE COMPANY: Means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F. S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service furnished under tariff provision which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F. S.

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

ATTACHMENTS:

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

AFFIDAVIT

STATE OF Connecticut

COUNTY OF New Haven

I, Richard Ribas, first having been duly sworn and deposed do state the following:

1. That I am president of Online Telecommunications, Inc.
2. That the financial information presented here is true and accurate and is as current as is reasonably possible to the best of my knowledge.

Further Affiant Sayeth Not.

Dated this 2 day of October, 1997.


Affiant / Rick Ribas

Sworn to and subscribed before me this the 2 day of oct, 1997.


Notary Public PAY CRISOLI

My Commission Expires 5-11-98

*MANAGEMENT
BACKGROUNDS*

Online Telecommunications, Inc

Management Background

President

Mr. Richard Ribas has served as President and CEO for the past 6 years. As founder of the company, Online Telecommunications, Inc, Mr. Ribas has been responsible for all aspects of the business including Carrier contracts, marketing and business planning. Online Telecommunications has grown to be a leading telecom consulting firm specializing in commercial accounts.

Secretary

Angela Ribas has served as corporate secretary over the past 6 years. Responsibilities included all tax and corporate filing obligations

Director of Sales

Robert Ribas has served as Director of marketing and sales. During the past 3 years he has developed a cutting edge independent agent marketing and training system. His duties include customer cost analysis, marketing techniques and material as well as the maintenance of professional standards. Due to his efforts, Online has been awarded numerous sales awards and commendations.

BALANCE

SHEET

06/21/97

Online Telecommunications.
Balance Sheet
As of June 18, 1997

Jun 18, '97

ASSETS

Current Assets

Checking/Savings

First Union	8,000.00
BT General 1000	398.71
UT Payroll	5.68
Weber Bank	211.19
Weber Savings	1,497.31
Weber 1000	45,506.22
Weber Payroll	1,139.05

Total Checking/Savings 49,746.80

Accounts Receivable

Accounts Receivable 28,430.00

Total Accounts Receivable 28,430.00

Other Current Assets

Advances 27,350.00

Loans

Loan to OGG	17,000.00
Loan to A.Crowe	8.50
Loan to J.R.	100.00
Loan to Lancaster	1,004.00
Loan to phone store	18,509.82
Loan to N. Kodric	20.00

Total Loans 37,354.12

Undeposited Funds 79.95

Total Other Current Assets 64,773.16

Total Current Assets 141,050.01

Fixed Assets

Computer Equipment

Credit Card System	815.00
Printer	1,955.00
Software	408.00
Computer Equipment - Other	20,260.03

Total Computer Equipment 24,338.03

Office Equipment

Display Case	150.00
Office Equipment - Other	6,867.52

Total Office Equipment 7,017.52

Office Fixtures 2,390.97

Total Fixed Assets 32,745.20

TOTAL ASSETS 180,085.21

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

Accounts Payable 6,950.50

Total Accounts Payable 6,950.50

Credit Cards

American Express Corp. Card	5,399.16
Chibank	2,685.19
Chibank #2	589.32
Credit Line	11.13
First Union Visa	41.04
First Bank Gold Card	0.79
First Bank Visa	157.27
Great Country Master Card	41.10

06/21/97

**Online Telecommunications,
Balance Sheet
As of June 10, 1997**

	Jun 10, '97
Peoples Bank Credit Card	14.94
Total Credit Cards	1,859.65
Other Current Liabilities	
Direct Deposit	-1,000.00
FICA	
Employee	7,062.86
Total FICA	7,902.80
Medicare	7,902.87
Sales Tax Payable	121.97
SUI	1,544.21
Total Other Current Liabilities	422.25
Total Current Liabilities	5,513.10
Long Term Liabilities	
Loan from TTI	12,492.80
Webster Loan	18,309.48
Total Long Term Liabilities	30,802.28
Total Liabilities	36,315.38
Equity	
Operating Net Equity	-27,204.29
Retained Earnings	103,614.84
Net Income	53,969.31
Total Equity	130,379.86
TOTAL LIABILITIES & EQUITY	166,695.24

ARTICLES

OF

INCORPORATION

**CERTIFICATE OF INCORPORATION
STOCK CORPORATION**

01-5 REV. 9-80

230467A001 09/07/94RN37810 75.

230467A001 09/07/94RN00300 150.

230467A001 09/07/94RN37100 25.

**STATE OF CONNECTICUT
SECRETARY OF THE STATE**

The undersigned incorporator(s) hereby form(s) a corporation under the Stock Corporation Act of the State of Connecticut:

1. The name of the corporation is Online Telecommunications, Inc.

2. The nature of the business to be transacted, or the purposes to be promoted or carried out by the corporation, are as follows:

**To engage in any lawful act or activity for which corporations
may be formed under the Stock Corporation Act of the State of
Connecticut**

FILED
STATE OF CONNECTICUT
SEP 11 1994
HARTFORD

(Continued)

3. The designation of each class of shares, the authorized number of shares of each such class, and the par value (if any) of each share there are as follows:

Common Stocks
1000 Authorized shares
no par value

4. The terms, limitations and relative rights and preferences of each class of shares and series thereof (if any), or an express grant of authority to the board of directors pursuant to Section 33-341, 1959 Supp. Conn. G.S., are as follows:

The Board of Directors is expressly granted authority to set the terms, limitations, rights and preferences of each class of shares and series thereof, as permitted pursuant to Section 33-341.

5. The minimum amount of stated capital with which the corporation shall commence business is

One Thousand (\$1,000.00) Dollars _____ dollars. (Not less than one thousand dollars)

6. (7) - Other provisions

Dated this 2nd day of September, 19 94

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

This certificate of incorporation must be signed by each incorporator.

NAME OF INCORPORATOR (Print or Type) 1. Richard Ribas	NAME OF INCORPORATOR (Print or Type) 2.	NAME OF INCORPORATOR (Print or Type) 3.
SIGNED (Incorporator) 1. <i>[Signature]</i>	SIGNED (Incorporator) 2.	SIGNED (Incorporator) 3.
NAME OF INCORPORATOR (Print or Type) 4.	NAME OF INCORPORATOR (Print or Type) 5.	NAME OF INCORPORATOR (Print or Type) 6.
SIGNED (Incorporator) 4.	SIGNED (Incorporator) 5.	SIGNED (Incorporator) 6.

FOR OFFICE USE ONLY

FILED
STATE OF CONNECTICUT

SEP 07 1994

Richard Ribas
SECRETARY OF THE STATE
W. B. *[Signature]*

REG. CO. GS:

BRUCE R. Peabody

714 STATE ST.

NEW HAVEN, CT 06511

(*Please provide Mr's name and complete address for making receipt)

9/14/94
 H. \$50.00
 J.T. 150.00
 EXP. 25.00
 H. CC 25.00
 050.00

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 4th day of October A.D. 1994

Pauline R. Ryan

SECRETARY OF THE STATE



BY-LAWS
OF
ONLINE TELECOMMUNICATIONS, INC.

ARTICLE I - OFFICES

1.1 PRINCIPAL OFFICE. The principal office of the corporation shall be at such location, within or without the State of Connecticut, as the Board of Directors (hereinafter the "Board") may from time to time prescribe.

1.2 OTHER OFFICES. The corporation may also have offices at such other places, within or without the State of Connecticut, as the Board may from time to time prescribe or the business of the corporation may require.

ARTICLE II - STOCKHOLDERS

2.1 PLACE OF MEETING. Meetings of stockholders shall be held at the principal office of the corporation or at such place within or without the State of Connecticut as shall be designated by the Board.

2.2 ANNUAL MEETING. The annual meeting of the stockholders shall be held on such day in such month and at such hour as the Board shall prescribe, when the stockholders shall elect a Board and transact such other business as may properly come before the meeting. In the event such annual meeting is not held within such month, the Board shall prescribe the date and hour for a meeting in lieu thereof to be held as soon thereafter as practicable and any business transacted or elections held thereat shall be valid as if transacted or held at the annual meeting.

2.3. SPECIAL MEETINGS. Special meeting of the stockholders shall be called by the President or the Secretary at the request in writing of a majority of the Board or at the request in writing by the holders of not less than one-tenth of the voting power of all shares entitled to vote at the meeting. If the President or Secretary shall not call a meeting within fifteen days after receipt of such request, such meeting may be called by the directors or stockholders making such request. The request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

2.4 FIXING RECORD DATE. For the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining stockholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a

date as the record date for any such determination of stockholder. Such date shall not be more than fifty nor less than seven days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed it shall be determined in accordance with the provisions of law.

2.5 NOTICE OF MEETING OF STOCKHOLDERS. Written notice of each meeting of stockholders shall state the purpose or purposes for which the meeting is called, the place, date and hour of the meeting and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each stockholder entitled to vote at such meeting, not less than seven nor more than fifty days before the date of the meeting. If action is proposed to be taken that might entitle stockholders to payment for their shares, the notice shall include a statement of that purpose and to that effect. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the stockholder at his address as it appears on the record of stockholders, or, if he shall have filed with the Secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

2.6 WAIVERS. Notice of meeting need not be given to any stockholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any stockholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

2.7 QUORUM OF STOCKHOLDERS.

(a) Unless the certificate of incorporation provides otherwise, the holders of a majority of the shares entitled to vote thereat shall (except as otherwise provided by law) constitute a quorum at a meeting of stockholders for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or classes, the holders of a majority of the shares of such class or classes shall constitute a quorum for the transaction of such specified item or business.

(b) When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholders.

(c) The holders of shares entitled to vote who are present may adjourn the meeting despite the absence of a quorum. Notice of the adjournment shall be given all stockholders.

2.8 PROXIES.

(a) Every stockholder entitled to vote at a meeting of

stockholders or to express consent or dissent without a meeting may authorize another person to act for him by proxy.

(b) Every proxy must be signed by the stockholder or his attorney-in-fact. No proxy shall be valid after expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the stockholder executing it, except as otherwise provided by law.

2.9. QUALIFICATION OF VOTERS. Every stockholder of record shall be entitled at every meeting of stockholders to one vote for every share standing in his name on the record of stockholders, unless otherwise provided in the certificate of incorporation.

2.10 VOTE OF STOCKHOLDERS. Except as otherwise required by statute or by the certificate of incorporation:

(a) Directors shall be elected by a plurality of the votes cast at a meeting of stockholders by the holders of shares entitled to vote in the election;

(b) all other corporate action shall be authorized by a majority of the votes cast.

2.11 WRITTEN CONSENT OF STOCKHOLDERS. Any action that may be taken by vote may be taken without a meeting or written consent, setting forth the action so taken, signed, before or after such action is taken, by the holders, or the duly authorized attorneys thereof, of all the outstanding shares entitled to vote thereon or such lesser number as may be provided for in the certificate of incorporation.

ARTICLE III - DIRECTORS:

3.1 BOARD OF DIRECTORS. Subject to any provision of law or the certificate of incorporation, the business of the corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age.

3.2 NUMBER OF DIRECTORS. The number of directors shall be not less than three; provided however, that when all of the shares are owned by less than three stockholders, the number of directors may be less than three but not less than the number of stockholders. Subject to such minimum, the number of directorships at any time shall be the number fixed by resolution of the stockholders or, in the absence of such a resolution, the number of directors elected at the preceding annual meeting of stockholder (or by the incorporators, as the case may be); provided, however, that such number may be increased or decreased at any time by vote of the stockholders. Reduction of the number of directorships may not, as such, cause the removal from office of any person then serving as a director of the corporation nor

shorten the term of office of any such person. Directors shall hold office for the time for which they are elected and until their successors are duly elected and qualified.

3.3 ELECTION AND TERM OF DIRECTORS. At each annual meeting of stockholders, the stockholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.

3.4 NEWLY CREATED DIRECTORSHIPS AND VACANCIES. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the stockholders unless otherwise provided in the certificate of incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

3.5 REMOVAL OF DIRECTORS. Any or all of the directors may be removed for cause by action of the Board. Directors may be removed with or without cause and without notice or hearing by vote of the stockholders.

3.6 RESIGNATION. A director may resign at any time by giving written notice to the Board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

3.7 QUORUM. Unless otherwise provided in the certificate of incorporation, a majority of the directors then in office shall constitute a quorum for the transaction of business or of any specified item of business.

3.8 ACTION OF THE BOARD. Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote regardless of the number of shares, if any, which he may hold.

3.9 PLACE AND TIME OF BOARD MEETINGS. The Board may hold its meeting at the office of the corporation or at such other places, within or without the State of Connecticut, as it may from time to time prescribe or as may be designated in the notice of such meeting.

3.10 REGULAR ANNUAL MEETING. A regular annual meeting of the Board shall be held immediately following the annual meeting of stockholders at the place of such annual meeting of stockholders.

3.11 NOTICE OF MEETING OF THE BOARD; ADJOURNMENT.

(a) Regular meetings of the Board may be held without notice at such time and place as it shall from time to time prescribe. Special meetings of the Board shall be held upon notice to the directors and may be called by the President or by the Secretary in a like manner on written request of two-thirds of the directors. If the President or Secretary shall not call such meeting within fifteen days after receipt of such request, the directors making such request may call the meeting. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

3.12 CHAIRMAN. At all meetings of the Board the President, or in his absence a chairman chosen by the Board, shall preside.

3.13 EXECUTIVE AND OTHER COMMITTEES. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the Board and shall perform such functions as the Board shall prescribe; provided, however, that in the absence of such prescription, the executive committee so designated shall have and exercise all powers of the Board, during periods between meetings of the Board, as may be lawfully so delegated.

3.14 COMPENSATION. No compensation shall be paid to directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance, at each regular or special meeting of the Board, may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

3.15 WRITTEN CONSENT OF DIRECTORS. Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed, before or after such action is taken, by all the directors then in office or by such lesser number of directors as may be provided for in the certificate of incorporation.

ARTICLE IV - OFFICERS

4.1 OFFICES. ELECTION. TERM.

(a) The Board shall elect or appoint a President and a Secretary, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

(b) All officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of stockholders.

(c) Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

4.2 REMOVAL. RESIGNATION. SALARY. ETC.

(a) Any officer elected or appointed by the Board may be removed by the Board with or without cause and without notice or hearing.

(b) In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

(c) Any two or more offices may be held by the same person, except the offices of President and Secretary.

(d) The compensation of all officers shall be fixed by the Board.

(e) The directors may require any officer to give security for the faithful performance of his duties.

4.3 PRESIDENT. The President shall be the chief executive officer of the corporation, shall have the principal responsibility for

the management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

4.4 VICE PRESIDENT. Each Vice President shall have such duties and responsibilities as may from time to time be prescribed by the Board. In addition, in the absence of the President, any Vice President so designated by the Board shall carry out the duties and responsibilities of the President.

4.5 SECRETARY. The Secretary shall:

(a) Record all votes and minutes of all corporate proceedings in a book to be kept for that purpose;

(b) Give or cause to be given notice of all meetings of stockholders and of special meetings of the Board;

(c) Keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the Board;

(d) When required, prepare or cause to be prepared and available at each meeting of stockholders a certified list in alphabetical order of the names of stockholders entitled to vote thereat, indicating the number of shares of each respective class held by each;

(e) Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner; and

(f) Perform such other duties as may from time to time be prescribed by the Board or the President.

4.6 TREASURER. The Treasurer shall:

(a) Have the custody of the corporate funds and securities;

(b) Keep full and accurate accounts of receipts and disbursements in the corporate books;

(c) Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board;

(d) Disburse the funds of the corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;

(e) Render to the President and the Board at the regular meetings of the Board, or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the corporation;

(f) Render a full financial report at the annual meeting of the stockholders if so requested;

(g) Be furnished by all corporate offices and agents at his request with such reports and statements as he may require as to all financial transactions of the corporation; and

(h) Perform such other duties as may from time to time be prescribed by the Board or the President.

4.7 SURETIES AND BONDS. The Board may require any officer or agent of the corporation to provide to the corporation a bond, in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE V - INDEMNIFICATION

5.1 DISCRETION OF BOARD. The Board is authorized, pursuant to applicable law and regardless of the adverse interest of any or all of the directors, to indemnify and reimburse any person made a party to any action, suit or proceeding, whether civil, administrative or criminal, other than an action by or in the right of the corporation by reason of the fact that he, or a person whose legal representative or successor he is, is or was a stockholder, director, officer, employee or agent of the corporation for the amount of any judgment, money decree, fine, penalty or settlement for which he may have become liable, as well as all attorneys' fees and other expenses actually incurred by him, in connection with the defense or reasonable settlement of any such action, suit or proceedings or any appeal therein; provided that such person, or the person whose legal representative he is, acted in good faith and on a manner he reasonably believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding that he had no reasonable cause to believe his conduct was unlawful.

5.2 CUMULATIVE RIGHTS. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which any person, or such person whose legal representative or successor he is, may be entitled under applicable law or otherwise.

ARTICLE VI - CERTIFICATES FOR SHARES

6.1 CERTIFICATES. The shares of the corporation shall be represented by certificates. They shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be

signed by the President and the Treasurer or the Secretary, and shall bear the corporate seal.

6.2 LOST OR DESTROYED CERTIFICATES. The Board may direct a new certificate or certificates be issued in place of any certificate or certificates theretofore issued by the corporation, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall deem appropriate and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

6.3 TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate. Every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. No transfer shall be made within seven days next preceding any annual meeting of stockholders.

(b) The Corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by law.

(c) Transfers of the corporation's shares may be subject to restriction, as agreed upon by the shareholders.

6.4 CLOSING TRANSFER BOOKS. The Board shall have the power to close the share transfer books of the corporation for a period of not more than seven days during the fifty day period immediately preceding:

(a) Any stockholders' meeting; or

(b) Any date upon which stockholders shall be called upon to or have a right to take action without a meeting; or

(c) Any date fixed for the payment of a dividend or any

other form of distribution.

6.5 STOCKHOLDERS OF RECORD. Only those stockholders of record at the time the transfer books are closed shall be recognized as such for the purpose of:

- (a) Receiving notice of or voting at such meeting; or
- (b) Allowing them to take appropriate action; or
- (c) Entitling them to receive any dividends or other form of distribution.

ARTICLE VII - DIVIDENDS

7.1 DECLARATION. Subject to the provisions of the certificate of incorporation and to applicable law, dividends on the outstanding shares of the corporation may be declared in such amounts and at such time or times as the Board may determine.

7.2 RESERVES. Before payment of any dividend, there may be set aside out of the net profits of the corporation available for dividends, such sum or sums as the Board from time to time in its absolute discretion deems proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the Board shall determine to be conducive to the interests of the corporation, and the Board may modify or abolish any such reserve.

ARTICLE VIII - CORPORATE SEAL

8.1 FORM. The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the words "Corporate Seal, Connecticut". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

8.2 FACSIMILE. The seal on the certificates for shares or on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE IX - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE X - FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board.

ARTICLE XI - REFERENCES TO CERTIFICATE OF INCORPORATION

References to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XII - BY-LAW CHANGES

AMENDMENT, REPEAL, ADOPTION. Except as otherwise provided in the certificate of incorporation these by-laws may be amended, repealed or adopted by vote of the holders of a majority of shares at the time entitled to vote in the election of any directors.

1034-1\BYLAWS

FOREIGN
CORPORATION
CERTIFICATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

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

Qualification documents for **ONLINE TELECOMMUNICATIONS, INC.** were filed on May 15, 1997 and assigned document number **F97000002598**. 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.

Michael Mays
Document Specialist
Division of Corporations

Letter Number: 397A00026395

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by ONLINE TELECOMMUNICATIONS, INC., a Connecticut corporation, authorized to transact business within the State of Florida on May 15, 1997 as shown by the records of this office.

The document number of this corporation is F9700002596.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Sixteenth day of May, 1997



CR2EO22 (2-88)



Sandra B. Northam
Secretary of State

TARIFF

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff applies to the intrastate resale telecommunication services furnished by Online Telecommunications, Inc. between one or more points in the State of Florida. This tariff is on file with the Public Service Commission of Florida and copies may be inspected, during normal business hours, at the Company's principal place of business at 200 Division Street, Ansonia, Connecticut 06401.

Issued: November 15, 1997

Effective Date: _____

Issued By:

Richard J. Ribas
ONLINE TELECOMMUNICATIONS, INC.
200 Division Street
Ansonia, Connecticut 06401
(800) 364-7037

CHECK SHEET

All sheets of this tariff are effective a of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	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

Issued: November 15, 1997

Effective Date: _____

Issued By:

Richard J. Ribas
ONLINE TELECOMMUNICATIONS, INC.
200 Division Street
Ansonia, Connecticut 06401
(800) 364-7037

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Issued: November 15, 1997

Effective Date: _____

Issued By: **Richard J. Ribas**
ONLINE TELECOMMUNICATIONS, INC.
200 Division Street
Ansonia, Connecticut 06401
(800) 364-7037

CONCURRING, CONNECTING OR OTHER PARTICIPATING CARRIERS

AT&T Communications of New England, Inc., MCI Telecommunications Corporation, US Sprint Communications Company, L.P., and WITel, Inc.

EXPLANATION OF SYMBOLS, REFERENCE MARKS, AND ABBREVIATIONS OF TECHNICAL TERMS

The following symbols shall be used in this tariff for the purpose indicated below:

- (D) - to signify discontinued rate or regulation.
- (I) - to signify increase.
- (M) - to signify material transferred form.
- (N) - to signify new rate or regulation.
- (R) - to signify reduction.
- (T) - to signify a changed in text but no change in rate or regulation.

Glossary of Acronyms:

- FLPSC** Florida State Public Service Commission.
- IXC** A long distance telephone company which carries calls between LATAs
- LEC** Local exchange company.
- ONLINE** Used throughout this tariff to mean Online Telecommunications, Inc.
- WATS** Wide Area Telecommunications Service. A special long distance service providing inward dialing from any phone in a specified geographical area, or outward dialing to any phone in a specified area from on specific phone.

Issued: November 15, 1997

Effective Date: _____

Issued By:

**Richard J. Ribas
ONLINE TELECOMMUNICATIONS, INC.
200 Division Street
Ansonia, Connecticut 06401
(800) 364-7037**

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 FLPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FLPSC follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the 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
 - 2.1.1.A.1(a).L(i)
 - 2.1.1.A.1(a).L(i).(1)
- D. **Check Sheets** - When a tariff filing is made with the FLPSC, 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 this page if these are the only changes made to it (i.e., the format, etc. remain 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 FLPSC.

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SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

- Accounting Code -** A multi-digit code which enables a customer to allocate long distance charges to its internal accounts.
- Access Line -** An arrangement which connects the Customer's location to ONLINE switching center.
- Authorized User -** A person, firm, corporation, or any other entity authorized by the Customer to communicate, utilizing the Carrier's service.
- Commission -** The Florida Public Service Commission.
- Company or Carrier -** Online Telecommunications, Inc. unless otherwise clearly indicated by the context.
- Customer -** The person, firm, corporation or other entity which orders, cancels amends or uses service under this tariff and is responsible for payment of charges and compliance with the Company's tariff.
- Day -** Unless otherwise specified in this tariff, from 8:00 AM up to but not including 5:00 PM local time Monday through Friday.
- Evening -** Unless otherwise specified in this tariff, from 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

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SECTION I - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D)

Holidays -

For the purposes of call rating*, the Company observes the following holidays (as Federally observed):

Thanksgiving Day	Christmas Day	Veterans Day
Labor Day	Columbus Day	Memorial Day
New Year's Day	Independence Day	
President's Day	Martin Luther King Day	

* Evening rates apply to all of the above Holidays

Long Distance Resale Service -

Long Distance Resale Service is a public communications service for hire, which includes providing long distance service to Customers through the resale of leased lines and services provided by multiple other common Carriers.

Night/Weekend -

Unless otherwise specified in this tariff, from 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

User -

The calling party utilizing the services of ONLINE and responsible for the payment of charges, unless that responsibility has been accepted by others, such as in the case of collect, third party and room charge calls.

V & H Coordinates -

Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

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SECTION II - RULES AND REGULATIONS**2.1 Undertaking of ONLINE**

- 2.1.1** ONLINE's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff. Service is provided twenty-four hours a day, seven days a week.
- 2.1.2** ONLINE is a resale common carrier, ONLINE's services provide intrastate long distance message telephone service to Customers for their direct transmission and reception of voice, data, and other types of communications. ONLINE may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities (such as the local exchange carrier), when authorized by the Customer, to allow connection of a Customer's location to the ONLINE network. The Customer shall be responsible for all charges due for such service arrangement. The Carrier agrees to dutifully abide by all Rules and Regulations as set forth by the FLPSC.
- 2.1.3** The Customer's monthly charge for services are based upon the total time the Customer actually uses the service. For billing purposes, calls are rounded up to the next full billing increment, one minute for Residential and six seconds for Business Service. Minimum call duration time for Residential is one minute and for Business Service is thirty seconds. 800 Service and Travel Service billing increments are the same as the service associated with and contracted for, Business or Residential Service.
- 2.1.4** The rates and regulations contained in this tariff apply only to the services furnished by ONLINE and do not apply, unless otherwise specified, to the lines facilities, or services provided by a local exchange telephone company or other common carrier for use in accessing the services of ONLINE.

2.2 Initial Contract Period and Termination of Service by Customer

- 2.2.1** Contract Periods - The initial contract period for service and facilities is thirty (30) days.
- 2.2.2** Termination by Customer - Service may be canceled at any time by a Customer taking switched services. A Customer taking dedicated WATS or Point-to-Point services may cancel service on not less than thirty (30) days prior written notice to Carrier.

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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.3 Obligation of Customer**

2.3.1 The customer will assume responsibility for all usage and service billed.

2.4 Limitations

2.4.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.

2.4.2 ONLINE reserves the right to discontinue or limit service when necessitated, per Florida Commission Rules and with twenty-four hours notice, by the conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

2.4.3 With the exception of shared tenant services, all facilities and services provided under this tariff are directly or indirectly controlled by ONLINE 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.

2.4.4 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 assignments or transfers, as well as all conditions of service.

2.5 Use

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

2.6 Liability of Carrier

2.6.1 Liability of the Carrier for damages arising out of mistakes, omissions, interruptions, delays or errors or defects in the transmission occurring in the course of furnishing service, channels or other facilities and not caused by the negligence of the Customers, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays or errors or defects in the transmission occur, or as otherwise determined in a court of law. For the purposes of computing such amount a month is considered to have thirty (30) days.

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SECTION II - RULES AND REGULATIONS (CONT'D)**2.6 Liability of Carrier. (cont'd)**

- 2.6.2** In no event will Carrier be responsible for consequential damages or lost profits suffered by Customer on account of interrupted or unsatisfactory service unless Carrier is found to have been grossly negligent.
- 2.6.3** The Carrier is not liable for any act or omission of any other company or companies furnishing a portion of the service. No agents or employees of other carriers shall be deemed to be agents or employees of the Carrier.
- 2.6.4** The Carrier shall not be liable for and the Customer indemnifies and holds the Carrier harmless from any and all loss, claims, demands, suites, or other action, or any liability whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or persons, for any personal injury to, or death of, any person, or persons, and for any loss, damage, defacement or destruction of the premises of the Customer or any other property whether owned by the Customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, Act of God, fire, war, civil disturbance, or act of government which is not the direct result of the Carrier's control or negligence.

2.7 Responsibilities of the Customer

- 2.7.1** The Customer is responsible for compliance with the applicable regulations set forth in this tariff.
- 2.7.2** The Customer is responsible for placing any necessary orders; for complying with tariff regulations; and for assuring that users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements (as they exist from time to time) of any governmental entity relating to services provided or made available by the Customer to end users. The Customer is also responsible for the payment of charges for calls originated at the Customer's numbers which are not collect, third party, calling card, or credit card calls.

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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.7 Responsibilities of the Customer, (cont'd)**

2.7.3 The Customer shall ensure that Customer's terminal equipment and/or system is properly interfaced with ONLINE's facilities or services, that the signals emitted into ONLINE's network are of the proper mode, bandwidth, power, and signal level for the intended use of the Customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers.

2.8 Restoration of Service

2.8.1 The use and restoration of service shall be in accordance with the priority system specified in part 64 Subpart D of The Rules and Regulations of the Federal Communications Commission.

2.9 Discontinuance of Service

2.9.1 Without incurring liability ONLINE may discontinue services to a Customer or may withhold the provision of ordered or contracted services, subject to the procedures set forth in 2.9.3, under any of the following conditions:

- 2.9.1A For nonpayment of any sum due ONLINE for more than thirty days after issuance of the bill for the amount due.
- 2.9.1B For periods of account inactivity in excess of sixty days.
- 2.9.1C In the event that the Customer supplied false or inaccurate information of a material nature in order to obtain service.
- 2.9.1D For violation of any of the provisions of this tariff.
- 2.9.1E For the use of foul or profane expressions, the impersonation of another with fraudulent intent, or of any other violation of the Communications Act of 1934, as amended, or of the rules and regulations of the Federal Communications Commission.

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SECTION II - RULES AND REGULATIONS, (CONT'D)

2.9 Discontinuance of Service. (cont'd)

2.9.1F For violation of any law, rule, regulation or policy of any governing authority having jurisdiction over ONLINE's services, or

2.9.1G By reason of any order of decision of a court, business service commission or federal regulatory body or other governing authority prohibiting ONLINE from furnishing its services.

2.9.1H For the use of telephone service for any other property or purpose than that described in the contract.

2.9.2 **ONLINE may discontinue service without notice for any of the following reasons:**

2.9.2A If a Customer or Customer causes or permits any signals or voltages to be transmitted over ONLINE's network in such a manner as to cause a hazard or to interfere with ONLINE's service to others.

2.9.2B If a Customer or user uses ONLINE's services in a manner to violate the law.

2.9.3 **Procedures for discontinuance of existing service:**

2.9.3A In all other circumstances, ONLINE will provide the Customer with written notice stating the reason for discontinuance, and will allow the Customer not less than 10 days to remove the cause for discontinuance. In cases of non-payment of charges due, the Customer will be allowed at least five days, excluding Sundays and holidays, to make full payment of all undisputed charges, and in no event will service be discontinued on the day preceding any day on which ONLINE is not prepared to accept payment of the amount due and to reconnect service.

2.10 Interruption of Service

2.10.1 Without incurring liability, ONLINE may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and ONLINE equipment and facilities and may continue such interruption until any items of non-compliance or improper equipment operation so identified are rectified.

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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.10 Interruption of Service, (cont'd)**

2.10.2 Service may be discontinued by ONLINE without notice to the Customer, by blocking traffic to certain countries, cities, or NXX exchanges, or by blocking calls using certain customer authorization codes, when ONLINE deems it necessary to take such action to prevent unlawful use of its service. ONLINE will restore service as soon as it can be provided the customer affected and assign a new authorization code to replace the one that has been deactivated.

2.10.3 Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or failure of channels, equipment or communication systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.6 herein. It shall be the obligation of the Customer to notify Carrier immediately of any interruption of service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any furnished by Customer and connected to Carrier's terminal. Interruptions cause by Customer-provided or Carrier's-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

2.11 Termination by Customer

2.11.1 Customer may cancel service by providing thirty days written notice to ONLINE.

2.12 Customer's Liability in the Event of Denial or Disconnection of Service

2.12.1 In the event Customer's service is denied or disconnected by the Carrier for any of the reasons stated in section 2.9, Customer shall be liable for all unpaid charges due and owing to Carrier.

2.13 Reinstitution of Service

2.13.1 If Customer seeks reinstatement of service following disconnection of service by Carrier, Customer shall pay to Carrier prior to the time service is reinstated (1) all accrued and unpaid charges and (2) a new connection fee of \$25.00.

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SECTION II – RULES AND REGULATIONS, (CONT'D)**2.14 Advanced Payment**

2.14.1 The Company will not collect advance payments.

2.15 Authorization to Obtain Credit Information

2.15.1 Carrier reserves the right to require all Customers to establish credit-worthiness to the reasonable satisfaction of Carrier. Upon application for service, Customer shall be deemed to have authorized Carrier to obtain such routine credit information and verification as Carrier shall require in accordance with its then existing credit policies. All criteria and methods used in the acquisition and assessment of credit related information shall be consistent and uniform for all applicants or Customers.

2.16 Description of Payment and Billing Periods

- 2.16.1 Charges for services are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis until canceled by the customer in writing on not less than thirty (30) days notice.**
- 2.16.2 Billing will be payable upon receipt and past due 15 days after issuance.**
- 2.16.3 Charges are based on actual usage during a month and will be billed monthly in arrears.**
- 2.16.4 The Customer is responsible for the payment of ALL charges for service and equipment provided to the Customer. This applies to Customers where the provision of service Carrier includes the use of authorization (access) codes. The Customer agrees to pay to Carrier ANY cost incurred as a result of ANY DELEGATION OF AUTHORITY resulting in use of his/her authorization codes.**
- 2.16.5 Where a Customer, e.g. an employer, provides the use of authorization codes to his/her employees, or where the Customer, e.g. a family member, provides the use of authorization codes to his/her family relations or friend, guest, etc., the Customer agrees to pay to Carrier ANY cost incurred as a result of these uses of the authorization codes.**

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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.17 Deposit**

2.17.1 The company will not collect deposits from customers in the State of Florida.

2.18 Taxes

2.18.1 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.

2.19 Right to Backbill for Improper Use of Carrier's Service

2.19.1 Any person or entity which uses, appropriates or secures the use of services from Carrier, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to Carrier and which use, appropriation, or securing of services is inconsistent with the stated uses, intents, and purposes of this tariff or any restrictions, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of Carrier's services actually made by Customer. In addition, Carrier shall be entitled to recover an amount equal to a late payment fee of 1.5 percent per month for the period(s) for which such charges would have been payable.

2.20 Returned Checks

2.20.1 If Company receives a check from a Customer in payment for service rendered or for any other reason of indebtedness and which is returned from the bank due to insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or for any other reason, Company shall apply a service charge after Customer has been forwarded a notice of same five days in advance as follows:

Per Returned Check: 5% or fifteen dollars, which ever is greater.

2.20.2 The charge shall be applied to Customer's monthly billing, in addition to any other charges which may apply under this tariff.

2.20.3 Payment rendered by check, which is subsequently dishonored shall not constitute payment until such time as repayment is made by valid means.

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SECTION II - RULES AND REGULATIONS, (CONT'D)**2.21 Customer Service**

2.21.1 In the event that the customer is experiencing a service problem, the local telephone company will refer the customer to ONLINE. Questions regarding billing can also be directed to ONLINE's Customer Service Department by dialing their toll free number, (800) 364-7037. Credits to customer accounts will be applied on the next ONLINE bill.

2.22 Promotional Offerings

2.22.1 The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These promotions will be approved by the FLPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

2.23 Emergency Calls

2.23.1 Message toll telephone calls, to governmental emergency service agencies as set forth in (a) following, having primary or principal responsibility with respect to the provision of emergency services to persons and property in the area from which the call is made, meeting the definition and criteria of an emergency call as set forth in (b) following, are offered at no charge to customers.

2.23.1.A Governmental fire fighting, State Highway Patrol, police and emergency squad service (as designated by the appropriate governmental agency) qualify as governmental emergency service agencies provided they answer emergency service calls on a personally attended (live) twenty-four (24) hour basis, three hundred sixty-five days a year, including holidays.

2.23.1B An emergency is an occurrence or set of circumstances in which conditions pose immediate threat to human life and/or property and necessitate that prompt action be taken. An emergency call is an originated call of short duration to a governmental emergency service agency in order to seek assistance for such an emergency.

2.23.1C **Emergency Shortage of Facilities:** The Carrier reserves the right to limit the length of conversations in times of emergency if a shortage of facilities occurs.

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SECTION III - DESCRIPTION OF SERVICES**3.1 General Description of Service**

- 3.1.1 **ONLINE** resells facilities-based interexchange (IXC) carrier services including, but not limited to, access, switching, transport, termination and other services for the direct transmission and reception of voice, data, and other types of communications.
- 3.1.2 Customer's monthly charges for Carrier service are based on the total time Customer actually uses the service.
- 3.1.3 **ONLINE's** services are offered to Customers on a monthly basis.
- 3.1.4 **ONLINE's** services are offered to Customers twenty-four hours a day.
- 3.1.5 All service shall remain in effect for a minimum of thirty days.
- 3.1.6 **ONLINE's** underlying carriers include, but are not limited to AT&T Communications of New England, Inc., US Sprint Communications Company, L.P., and WILTEL, Inc.
- 3.1.7 Customers may use accounting codes to identify the Customers or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

3.2 Service Options

- 3.2.1 **ONLINE Residential Service:** A one-way multi-point service whereby the subscriber originates and terminates calls via residential telephone lines. Subscribers switch on through Equal Access Dialing procedures.
- 3.2.2 **ONLINE Business Service:** A one-way multi-point service whereby the user originates and terminates calls via business telephone lines.
- 3.2.3 **ONLINE Travel Service:** Customers may request from **ONLINE** a Travel Card for use in accessing the **ONLINE** network of carrier services when away from business telephones. Customer dials the appropriate carrier access number sequence specified on the Customer's **ONLINE** Travel Card.

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SECTION III - DESCRIPTION OF SERVICES, (CONT'D)**3.2 Service Options (cont'd)**

3.2.4 ONLINE 800 Service: ONLINE's 800 service is available twenty-four hours a day, seven days a week. Service is provided by ONLINE's underlying carrier. Incoming calls from the ONLINE network terminate at the Customer premises via special access or business line termination.

3.2.5 Directory Assistance: The underlying carrier provides service to ONLINE to offer directory assistance services which the Customer may access by dialing area code plus 555-1212. Customer will be billed for such service by ONLINE.

3.3 Calculation of Distance

3.3.1 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the with the originating and terminating points of the call.

3.3.2 The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. ONLINE uses vertical and horizontal coordinates produced by Bell Communications Research in their NPA-NXX V & H coordinates tape and Bell's NECA tariff No. 4.

3.3.2.A FORMULA:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.4 Service Area

3.4.1 The service area of Carrier includes all points in Florida, including all major metropolitan areas.

3.5 Minimum Call Completion Rate

3.5.1 Customers can expect a call completion rate of 99% during peak use periods for all Feature Group D Equal Access 1+ services. 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.

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SECTION IV - RATES

4.1 ONLINE Residential Service

4.1.1 Residential Service provides facilities to complete toll calls between two points in Florida. The maximum rates* are: (All zero minus traffic will be routed to the LEC)

RATE MILEAGE	DAY		EVENING		NIGHT / WEEKEND	
	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE
1 - 10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11 - 22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23 - 55	\$0.2741	\$0.2190	\$0.2056	\$0.1643	\$0.1550	\$0.1150
56 - 124	\$0.2741	\$0.2205	\$0.2056	\$0.1645	\$0.1595	\$0.1190
125 - 292	\$0.2741	\$0.2270	\$0.2056	\$0.1703	\$0.1620	\$0.1240
293 - 430	\$0.2741	\$0.2300	\$0.2056	\$0.1725	\$0.1635	\$0.1240
430 - 624	\$0.2766	\$0.2380	\$0.2073	\$0.1785	\$0.1670	\$0.1290

*** Above rates are rounded and billed in one minute increments following an initial one minute minimum.

Recognized Holidays: Thanksgiving Day Christmas Day Veterans Day
 President's Day Columbus Day Memorial Day
 New Year's Day Labor Day
 Independence Day Martin Luther King Day

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SECTION IV - RATES, (CONT'D)

4.2 ONLINE Business Service

4.2.1 Business Service provides facilities to complete toll calls between two points in Florida. The maximum rates* are: (All zero minus traffic will be routed to the LEC)

RATE MILEAGE	DAY		EVENING		NIGHT / WEEKEND	
	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE	INITIAL MINUTE	EACH ADD'L MINUTE
1 - 10	\$0.1900	\$0.0900	\$0.1425	\$0.0675	\$0.0950	\$0.0450
11 - 22	\$0.2600	\$0.1600	\$0.1950	\$0.1200	\$0.1350	\$0.0800
23 - 55	\$0.2741	\$0.2190	\$0.2056	\$0.1643	\$0.1550	\$0.1150
56 - 124	\$0.2741	\$0.2205	\$0.2056	\$0.1645	\$0.1595	\$0.1190
125 - 292	\$0.2741	\$0.2270	\$0.2056	\$0.1703	\$0.1620	\$0.1240
293 - 430	\$0.2741	\$0.2300	\$0.2056	\$0.1725	\$0.1635	\$0.1240
430 - 624	\$0.2766	\$0.2380	\$0.2073	\$0.1785	\$0.1670	\$0.1290

*** Calls are billed and rounded in 6 second increments following an initial 30 second minimum.

Recognized Holidays: Thanksgiving Day Christmas Day Veterans Day
 President's Day Columbus Day Memorial Day
 New Year's Day Labor Day
 Independence Day Martin Luther King Day

4.2.1.A Accounting Code Charges:
 \$5.00 per month or \$0.20 per month per validated code number, whichever is greater.

4.3 ONLINE Travel Service

4.3.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus. An \$0.85 per call charge will be added to the regulated rates.

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SECTION IV - RATES, (CONT'D)

4.4 ONLINE 800 Service

4.4.1 From origination to termination, the maximum rates are the same as the underlying service contracted for plus: A monthly \$20.00 exclusive 800 number charge.

4.5 Nonnumbering Charges

- 4.5.1 Residential and/or Business Service
Service Origination: \$50.00
- 4.5.2 800 Service
Service Origination: \$50.00
- 4.5.3 Travel Service
Service Origination: \$50.00
- 4.5.4 Accounting Code Charges
Set-up and/or change: \$20.00

4.6 Directory Assistance

4.6.1 There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge \$0.65 for every call in excess of fifty (50) within a billing cycle.

4.7 Discounts for Hearing Impaired Customers

4.7.1 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

4.8 Telecommunications Relay Service

4.8.1 For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the other wise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: November 15, 1997

Effective Date: _____

Issued By:

Richard J. Ribas
ONLINE TELECOMMUNICATIONS, INC.
200 Division Street
Ansonia, Connecticut 06401
(800) 364-7037

SECTION IV - RATES, (CONT'D)

4.9 Time of Day Rate Periods

4.9.1 The appropriate rates apply for day, evening and night/weekend calls based on the following chart:

	MON	TUES	WED	THUR	FRI	SAT	SUN		
8:00 AM TO 5:00 PM*									
5:00 PM TO 11:00*									
11:00 PM TO 8:00 AM*									

* to but not including.

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Telecom Tariff Consultants

Kett Enterprises, Inc.

PO Box 14062, Ft. Lauderdale, Florida 33302
Tel: (954) 764-6093 Fax: (954) 764-0840

Cynthia D. Kett, President
Loren R. Kett, Vice President
Alison Kacurov, Administrative Assistant

November 10, 1997

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

DEPOSIT

DATE

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NOV 17 1997

RE: Online Telecommunications, Inc.

Dear Sir / Madam:

Enclosed please find an original and six (6) copies of the Application to Provide Interexchange Telecommunications Service within the State of Florida and Tariff on behalf of the above referenced long distance reseller.

You will also find enclosed, Online's check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

Any inquiries regarding this application and its contents may be directed to the undersigned.

For purposes of verification of receipt I have enclosed an additional copy of this transmittal letter as well as a SASE. Please date stamp and return to me.

ONLINE TELECOMMUNICATIONS
GENERAL/1000
P. O. BOX 160
ANSONIA, CT 06401
PH. 203-736-6888

WEBSTER BANK

3117

10/8/97

PAY TO THE ORDER OF FLPSC

\$ **250.00

Two Hundred Fifty and 00/100..... DOLLARS

FLPSC

MEMO

DOCUMENT NUMBER-DATE

11754 NOV 17 1997

FPSC-RECORDS/REPORTING