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Of Counsel

March 9, 1998

980350-TI  
MAIL ROOM  
58 MAR 10 AM 11:08  
RECEIVED  
FLORIDA PUBLIC  
SERVICE COMMISSION

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

RE: GNET TELECOM, INC.

Dear Sirs:

Enclosed herewith for filing please find an original and six (6) copies of the application for authority to provide interexchange telecommunications service submitted on behalf of GNet Telecom, Inc.

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. If you should have any questions, please do not hesitate to contact this office.

Sincerely

  
Benjamin W. Bronston

Enclosure

DOCUMENT NUMBER-DATE

03048 MAR 10 88

FPSC-RECORDS/REPORTING

ORIGINAL

**\*\* FLORIDA PUBLIC SERVICE COMMISSION \***

**DIVISION OF COMMUNICATIONS**  
**BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM**  
**for**  
**AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE**  
**WITHIN THE STATE OF FLORIDA**

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**Instructions**

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:
- 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 Communications  
Bureau of Service Evaluation  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6600

Florida Public Service Commission  
Division of Administration  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6251

FORM PSC/CMU 31 (11/95)

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

DOCUMENT NUMBER-DATE

03048 MAR 10 88

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 Rebiller - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. This is an application for (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:

*GNet Telecom, Inc.*

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

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

*333 St. Charles Avenue, Suite 1007  
New Orleans LA 70130*

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

*None*

7. Structure of organization;

- Individual
- Corporation
- Foreign Corporation
- Foreign Partnership
- General Partnership
- Limited Partnership
- 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:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

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

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F98000000441

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

526 E. Park Avenue  
Tallahassee, Florida 32301

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

Fictitious name registration number: \_\_\_\_\_

- (c) 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.

(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.



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

- (a) The application; Benjamin W. Bronston  
Nowalsky, Bronston & Gothard, L.L.P.  
3500 N. Causeway Blvd. #1442  
Metairie LA 70002 (504) 832-1984
- (b) Official Point of Contact for the ongoing operations of the company; Roy Alston, Jr.  
President  
333 St. Charles Ave. #1007  
New Orleans LA 70130  
(504) 558-0630

- (c) Tariff; Benjamin W. Bronston  
3500 N. Causeway #1442  
Metairie LA 70002 (504) 832-1984
- (d) Complaints/Inquiries from customers; Roy Alston, Jr., President  
333 St. Charles Ave. #1007  
New Orleans LA 70130 (504) 558-0630

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.

Louisiana

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

None

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

Louisiana

- (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.  Operators.  
 Billing and Collection.  Sales.  
 Maintenance.  
 Other: None

13. Do you have a marketing program? *The Company will market its services through in-house sales representatives.*

14. Will your marketing program:

- Pay commissions?  
 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.).

*Each in-house sales representative will receive a base salary plus commissions based on volume.*

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

- Residential customers.  Business customers.  
 PATS providers.  PATS station end-users.  
 Hotels & motels.  Hotel & motel guests.  
 Universities.  Univ. dormitory residents.  
 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. A toll free 800 number will appear on the bill for purposes of customer inquiries.*

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

*Bell South will provide LEC billing services.*

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

A. Financial capability. *See Exhibit A.*

Regarding the showing of financial capability, the following applies:

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

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

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

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

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

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

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

If available, the financial statements should be audited financial statements.



If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability. See Exhibit B.

C. Technical capability. See Exhibit C.

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 Exhibit D.

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 is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access is FGA  
 Method of access is FGB  
 Method of access is FGD  
 Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Florida, Ring America, etc.).

800 Service (Toll free)

WATS type service (Bulk or volume discount)  
 Method of access is via dedicated facilities  
 Method of access is via switched facilities

Private Line services (Channel Services)  
(For ex. 1.544 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 + 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:

Roy L. Alston, Jr.  
Signature

3/9/98  
Date

Roy L. Alston, Jr.  
President, GNet Telecom, Inc.  
Title

(504) 558-0630  
Telephone No.

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

**CERTIFICATE TRANSFER STATEMENT**

I, (TYPE NAME),  
(TITLE) \_\_\_\_\_, of (NAME OF COMPANY) \_\_\_\_\_,  
and current holder of certificate number \_\_\_\_\_, have reviewed  
this application and join in the petitioner's request for a  
transfer of the above-mentioned certificate.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title

\_\_\_\_\_  
Telephone No.



**\*\* APPENDIX B \*\***

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

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:**

Roy L. Alston, Jr.  
Signature

2/17/98  
Date

Roy L. Alston, Jr.  
President, GNet Telecom, Inc.  
Title

(504) 558-0630  
Telephone No.

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

**INTRASTATE NETWORK**

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

1) 2)

3) 4)

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

1) 2)

3) 4)

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

1) POP-to-POP                      TYPE                      OWNERSHIP

2)

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

*All.*

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).

*The Company will utilize only Commission certificated underlying carriers which are in compliance with EAEA requirements.*

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:

*Roy L. Alston, Jr.*  
Signature

*2/17/98*  
Date

*Roy Alston, Jr.*

*President, GNet Telecom, Inc. (504) 558-0630*  
Title Telephone No.

**\*\* APPENDIX D \*\***

**FLORIDA TELEPHONE EXCHANGES**

**AND**

**EAS ROUTES**

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate. *All.*

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**\*\* FLORIDA EAS FOR MAJOR EXCHANGES \*\***

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, 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-Captiva Islands.

**NAPLES:**

Marco Island and North Naples.

**WEST PALM BEACH:**

Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs,  
Deerfield Beach and Ft.  
Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,  
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and  
Perrine

**\*\* 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 end 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 interstate service arrangements in the operating territory of the 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, in which local exchange companies are responsible for providing 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 rate 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 subscription.



**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, except this service is charged back to the customer based on first minute plus additional minute usage.

**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

FORM PSC/CMU 31 (11/95)

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

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

**EXHIBIT A**



GNET TELECOM, INC.

Balance Sheet as of 3/1/98

**Assets**

Cash	\$ 3,000
Equipment & Supplies	6,850
Research & Development	65,000
Organizational Costs	<u>340,000</u>
<b>Total Assets</b>	<b>\$ <u>414,850</u></b>

**Liabilities**

Accounts Payable	\$ 51,350
Notes Payable (1)	12,000
Deferred Compensation (2)	330,000

**Stockholder Equity**

Common Stock	1,000
Additional Paid In Capital	<u>29,500</u>

**Total Liabilities** \$ 414,850

HEREBY CERTIFIED TO BE TRUE AND CORRECT:

  
-----  
Roy L. Alston, Jr. CEO

  
-----  
Nadir Hasan CFO

**EXHIBIT B**

## MANAGEMENT

### MANAGEMENT TEAM

The initial management of the company has been by MVL Holdings, the principal investor in GNet.

MVL Holdings and its principals have other interests in the telecommunications industry and have committed intellectual and start-up capital, and resources, and developed an opportunity which will define the success of GNet. The Company relies on its seasoned board of directors and key shareholders to charter the direction of the business. The Company has retained the services of John R. Rivenburgh, III as project director. Recently, Mr. Rivenburgh served as vice-president of acquisition and development for Fiberlink, Inc. (now Nextlink, Inc.) a Kirkland, Washington based multi-city competitive access provider. In addition, Mr. Rivenburgh was the co-founder of Electric Lightwave, a competitive access provider in Seattle, Washington now owned by Citizens Utilities. The Company will add key personnel and/ or consultants to implement the Company business plan.

### DIRECTORS AND EXECUTIVE OFFICERS

The following persons are Directors and Executive Officers of The Company. All Officers and Directors are elected annually to serve for one year or until their successors are elected and qualified.

### BOARD OF DIRECTORS

Roy Alston - 31, is Chairman and Chief Executive Officer of GNet Telecom and is a founding Director since GNet's incorporation in February, 1995. In addition, Mr. Alston serves as President of MVL Holdings and is a co-founder of GulfNet Communications, a wireless telecommunications firm based in Louisiana. He is a founding member of the Emerging Telecommunications Entrepreneurs Association, a Washington-based trade association which assists upstart entrepreneurs in the telecommunications industry. In addition, Mr. Alston is recognized for his success as a training and market development consultant and has been responsible for assisting government, education, business, and non-profit organizations in developing, implementing and institutionalizing change as they approach the 21st century.

Nadir Hasan - 44, is Vice-President and co-founder of GNet Telecom. Mr. Hasan has been involved in the tourism, entertainment and communications industries for over 20 years. In 1994, Mr. Hasan co-founded MVL Holdings, Inc., a holding company with equity interest in telecommunications, entertainment, training, and market development entities. Additionally, Mr. Hasan is co-founder of GulfNet Communications and is a founding board member of Emerging Telecommunications Entrepreneurs Association. Mr. Hasan also has served for 18 years as a Director and is former Treasurer of the New Orleans Jazz and Heritage Foundation, producers of the 28th Annual New Orleans Jazz and Heritage Festival.

Roger M. Edmunds - 47, recently joined the GNet Telecom as a Director. Mr. Edmunds is President and founder of ECOM Technologies Inc., (ETI), a business development and consulting company which functions as an integrator and developer of system solutions to communications companies. Prior to founding ECOM Technologies, Mr. Edmunds worked as National Account Manager with U.S. West Communications Inc. in sales, marketing, and strategic niche market development. He also has served as Account Manager for Dun & Bradstreet and was General Cost Accountant and MIS Analyst for Combustion Engineers-Refraactories Division.

Norman Burtis - 51, serves as Director of GNet Telecom. Burtis is an information and business process re-engineering consultant. Mr. Burtis has over 25 years of experience in business development and project management in the public and private sectors. Mr. Burtis has served as the U.S. Patent and Trademark Office (PTO) Contract Manager for Business Process Reengineering. Prior to this position, Mr. Burtis participated in the design of the Nationwide Consolidated Data Network(CDN) Project, a Treasury Department Initiative managed by the U. S. Customs Service and the Navy's Crisis Management and Information Program. Mr. Burtis also has 15 years experience in technology transfer from federal government laboratories and agencies to the private sector.

Tyrone James - 45, serves as a Director of GNet Telecom. James is a Certified Public Accountant with 15 years experiences in accounting, accounting education, auditing, tax and business consulting. He has performed reviews and evaluations on accounting textbooks for Paramount Publishing and also for local, state, and federal government agencies on financial analysis, cost proposals and quality control. He is an Assistant Professor of Accounting at Southern University of New Orleans and has provided expert testimony in state and federal court proceeding on business valuation approaches. He received his undergraduate degree from Southern University of New Orleans and a Masters in Accounting from the University of Florida in Gainesville. James is a Certified Public Accountant - Louisiana # 177715, a member of the Society of Louisiana CPAs and a member of the American Institute of Certified Public Accountants.

Tom Hackett Antrum - 39, is a Director of GNet Telecom. Ms. Antrum is co-founder and principal of Washington Hackett & Company, a full service pension fund consulting firm founded in 1987 with offices in New Orleans and Tallahassee. After serving as a Financial Analyst with the Louisiana World Exposition she joined the firm of Howard, Well, Labouisse, & Friedrichs as a broker, specializing in advising regional banks and insurance companies on investment policies. Also, Antrum was employed as a Business Officer for the City of New Orleans implementing development strategies for small and emerging businesses and providing technical assistance to ethnic and women-owned ventures. Ms. Antrum has an undergraduate degree in government from Harvard-Radcliffe College and an MBA from Columbia University Graduate School of Business in Finance and Public Management.

Billy J. Parrott - 53, is a Director of GNet Telecom. Mr. Parrott is widely recognized as one of the pioneering entrepreneurs in the wireless telecommunications industries of cellular, wireless cable, and land mobile satellite. Mr. Parrott was the founder of Roanoke Valley Cellular Telephone Company in Roanoke, VA. In addition, he co-founded Private Networks, Inc., a



wireless cable system operator, and is a founder of American Mobile Satellite Corporation which completed a \$175 million Initial Public Offering. Parrott is recognized for his marketing and creative production successes. His client list has included AT&T, Sharp, JVC, Proctor & Gamble, and Nabisco. Mr. Parrott has a Bachelor's of Science Degree in Business Technology from Oregon State University.

**EXHIBIT C**

## MANAGEMENT

### MANAGEMENT TEAM

The initial management of the company has been by MVL Holdings, the principal investor in GNet.

MVL Holdings and its principals have other interests in the telecommunications industry and have committed intellectual and start-up capital, and resources, and developed an opportunity which will define the success of GNet. The Company relies on its seasoned board of directors and key shareholders to charter the direction of the business. The Company has retained the services of John R. Rivenburgh, III as project director. Recently, Mr. Rivenburgh served as vice-president of acquisition and development for Fiberlink, Inc. (now Nextlink, Inc.) a Kirkland, Washington based multi-city competitive access provider. In addition, Mr. Rivenburgh was the co-founder of Electric Lightwave, a competitive access provider in Seattle, Washington now owned by Citizens Utilities. The Company will add key personnel and/ or consultants to implement the Company business plan.

### DIRECTORS AND EXECUTIVE OFFICERS

The following persons are Directors and Executive Officers of The Company. All Officers and Directors are elected annually to serve for one year or until their successors are elected and qualified.

#### BOARD OF DIRECTORS

Roy Alston - 31, is Chairman and Chief Executive Officer of GNet Telecom and is a founding Director since GNet's incorporation in February, 1995. In addition, Mr. Alston serves as President of MVL Holdings and is a co-founder of GulfNet Communications, a wireless telecommunications firm based in Louisiana. He is a founding member of the Emerging Telecommunications Entrepreneurs Association, a Washington-based trade association which assists upstart entrepreneurs in the telecommunications industry. In addition, Mr. Alston is recognized for his success as a training and market development consultant and has been responsible for assisting government, education, business, and non-profit organizations in developing, implementing and institutionalizing change as they approach the 21st century.

Nadir Hasan - 44, is Vice-President and co-founder of GNet Telecom. Mr. Hasan has been involved in the tourism, entertainment and communications industries for over 20 years. In 1994, Mr. Hasan co-founded MVL Holdings, Inc., a holding company with equity interest in telecommunications, entertainment, training, and market development entities. Additionally, Mr. Hasan is co-founder of GulfNet Communications and is a founding board member of Emerging Telecommunications Entrepreneurs Association. Mr. Hasan also has served for 18 years as a Director and is former Treasurer of the New Orleans Jazz and Heritage Foundation, producers of the 28th Annual New Orleans Jazz and Heritage Festival.

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**EXHIBIT D**

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**TITLE SHEET****GNET TELECOM, INC.**

This tariff contains the description, regulations, and rates applicable to the provision of telecommunications service by GNET TELECOM, INC. ("GNet") with principal offices located at 333 St. Charles Ave., Suite 1007, New Orleans, Louisiana 70130. This tariff is on file with the Florida Public Service Commission (the "Commission") and copies may be inspected during normal business hours at the Company's principal place of business.

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**ISSUED:** March 10, 1998**EFFECTIVE:**

**ISSUED BY:** Roy L. Alston, Jr., President  
GNet Telecom, Inc.  
333 St. Charles Ave., Suite 1007  
New Orleans, LA 70130

**CHECK SHEET**

All sheets of this tariff are effective as 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>	<u>Sheet</u>	<u>Revision</u>
1	Original *	21	Original *
2	Original *	22	Original *
3	Original *	23	Original *
4	Original *	24	Original *
5	Original *	25	Original *
6	Original *	26	Original *
7	Original *	27	Original *
8	Original *	28	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 *		

\* Indicates original or revised sheet included in the most recent tariff filing.

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**SYMBOLS**

The following are the only symbols used for the purposes indicated below:

- D - Deleted or Discontinued Material
- I - Change Resulting In A Rate Increase
- M - Moved From Another Tariff Location
- N - New Material
- R - Change Resulting In A Rate Reduction
- T - Change In Text or Regulation Only

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**TARIFF FORMAT**

- A. Sheet Numbering - Sheet numbers appear in the upper-right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between existing sheets with whole numbers, a decimal is added. For example, a new sheet added between Sheets 14 and 15 would be Sheet 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 14 cancels 3rd Revised Sheet 14.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level of coding.
- 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).I.(i)
  - 2.1.1.A.1.(a).I.(i).(1)
- D. Check Sheets - When a tariff filing is made with the Commission, 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 sheets 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 sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current sheet on file with the Commission.

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**SECTION 1 - DEFINITIONS AND ABBREVIATIONS****1.1 Definitions:**

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Cancellation of Order - A customer-initiated request to discontinue processing a service order, in part or in whole, prior to its completion.

Carrier/Company - GNet Telecom, Inc., unless otherwise specified or clearly indicated by the context.

Completed Calls - Completed calls are answered calls on the distance end.

Customer - The person, firm, corporation, or other entity which orders or uses service and is responsible for the payment of charges and compliance with tariff regulations.

Customer Provided Equipment - Terminal equipment provided by a customer.

Day Rate Period - 8:00 a.m. to 4:59 p.m. Monday through Friday.

Directory Assistance - Directory Assistance Service consists of supplying or attempting to supply listed telephone numbers to persons who call the Directory Assistance Bureau.

Disconnection - The disconnection of a circuit, dedicated access line or port connection being used for existing service.

Evening Rate Period - 5:00 p.m. to 10:59 p.m. Sunday through Friday.

Holidays - Carrier's recognized holidays are New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

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**1.1 Definitions:** (continued)

Holiday Rate Period - The Evening Rate will apply to calls made on Carrier recognized Holidays listed herein, provided, however, that calls made on Holidays during the Night/Weekend Rate Period shall be billed at the lower of the Evening Rate and the Night/Weekend Rate.

Night/Weekend Rate Period - 11:00 p.m. to 7:59 a.m. every day; 8:00 a.m. to 10:59 p.m. Saturday; and 8:00 a.m. to 4:59 p.m. Sunday.

Normal Business Hours - Normal business hours are 8:00 a.m. to 5:00 p.m., Monday through Friday excluding holidays.

Premises - The space designated by a customer as its place or places of business for termination of service (whether for its own communications needs or for its resale customers). In the case of a non-profit sharing group, this term includes space at each sharer's place or places of business as well as space at the customer's place(s) of business.

Terminal Equipment - All telephone instruments, large and small key PBX systems and other devices and apparatus, and associated wiring, which are intended to be connected electrically, acoustically or inductively to the telecommunication system of the telephone utility.

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1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

NSF - Non-Sufficient Funds

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

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**SECTION 2 - RULES AND REGULATIONS****2.1 Carrier Undertaking**

Carrier provides long distance message toll telephone service to customers for their direct transmission of voice, data, and other types of telecommunications.

Communications originate when the customer accesses Carrier directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. Carrier may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Carrier network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services are provided on a monthly basis unless otherwise stated in this tariff, and are available twenty-four (24) hours per day, seven (7) days per week.

**2.2 Limitations on Service**

- 2.2.1 Carrier reserves the right to provide services to and from locations where the necessary facilities and/or equipment are available and subject to the provisions of this tariff.
- 2.2.2 Carrier reserves the right to discontinue furnishing service upon 5 working days written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.
- 2.2.3 Title to any equipment provided by Carrier under these regulations remains with Carrier. Carrier's prior written permission is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to any such assignee or transferee.

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**2.3 Use of Service**

Service may not be used for any unlawful purposes.

The minimum period for service is one month (30 days), unless otherwise noted in the service description.

**2.4 Limitation of Liability**

2.4.1 Carrier shall not be liable to any person, firm or entity for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or for any lost profits, arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions, and not caused by the negligence of the Carrier, commencing upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which mistakes, accidents, errors, omissions, interruptions, delays or defects in transmission occur. Carrier makes no warranty, whether express, implied or statutory, as to the description, quality, merchantability, completeness or fitness for any purpose of the service or local access, or as to any other matter, all of which warranties by Carrier are hereby excluded and disclaimed.

2.4.1 Carrier will indemnify the customer and hold it harmless in respect to any loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by the negligent or willful misconduct of Carrier or its agents or representatives arising out of performance by Carrier of any testing or other activities on the customer's premises pursuant to this tariff. Carrier's obligations under the immediately preceding sentence shall be subject to the customer's full performance of this tariff and subject further to the customer's duty to take reasonable precautions in the location, construction, maintenance and operation of all activities, facilities and equipment for the protection against hazard or injury and so as to not interfere with the services provided by Carrier.

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**2.4 Limitation of Liability (continued)**

- 2.4.2 Carrier shall be indemnified and held harmless by the customer against:
- A. Claims for libel, slander, infringement of patent or copyright, or unauthorized use of any trademark, trade name, or service mark arising out of the material, data information, or other content transmitted over the carrier's facilities; and
  - B. All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.
- 2.4.3 Carrier shall not be liable for, and the customer indemnifies and holds Carrier harmless from, any and all loss, claims, demands, suits, or other actions, or any liability whatsoever, whether suffered, made, instituted, or asserted by the customer or by any party or persons, for 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, condition, location, or use that is not the direct result of the carrier's negligence. No agents or employees or other carriers shall be deemed to be agents or employees of Carrier.
- 2.4.4. With respect to the routing of calls by Carrier to public safety answering points or municipal Emergency Service providers, Carrier's liability, if any, will be limited to the lesser of: (a) the actual monetary damages incurred and proved by the Customer as the direct result of Carrier's action, or failure to act in routing the call, or (b) the sum of \$1,000.00.

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**2.5 Interruption of Service**

A credit allowance for interruptions of service which are not due to Carrier's testing or adjusting, to the negligence of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the general liability provisions set forth herein. It shall be the obligation of the customer to notify Carrier of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the customer's control and is not in wiring or equipment connected to Carrier's terminal.

**2.6 Restoration of Service**

The use and restoration of service in emergencies shall be in accordance with the Part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

**2.7 Customer Responsibility**

2.7.1 All customers assume general responsibilities in connection with the provisions and use of Carrier's service. All customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by the Carrier and complying with all regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
  - 1. The name(s) and address(es) of the person(s) responsible for the payment of service charges.
  - 2. The name(s), telephone number(s), and address(es) of the customer contact person(s).

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**2.7 Customer Responsibility (continued)**

- C. The customer must pay Carrier for the replacement or repair of Carrier's equipment when the damage results from:
1. The negligence or willful act of the customer or user;
  2. Improper use of service; or
  3. Any use of equipment or service provided by others.
- D. After receipt of payment for the damages, Carrier will cooperate with the customer in prosecuting a claim against any third party causing damage.

**2.7.2 Maintenance, Testing, and Adjustment**

Upon reasonable notice, the equipment provided by Carrier shall be made available for any testing and adjustment which may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for the time during which such tests and adjustments are made.

**2.7.3 Deposits and Advance Payments****A. Deposits**

The Company does not require a deposit from the customer.

**B. Advance Payments**

For customers whom the Company feels an advance payment is necessary, Carrier reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This amount will be applied against the next month's charges and, if necessary, a new advance payment will be collected for the next month.

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**2.7.4**      Credit Allowances

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in equipment owned, provided and billed for, by Carrier.

- A. Credit allowances for failure of service or equipment starts when the customer notifies Carrier of the failure or when Carrier becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify the customer.
- B. The customer shall notify Carrier of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.
- C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:
  - 1. Interruptions of service resulting from Carrier performing routine maintenance;
  - 2. Interruptions of service for implementation of a customer order for a change in the service;
  - 3. Interruption caused by the negligence of the customer or his authorized user;
  - 4. Interruptions of service due to customer or authorized user provided facilities.

**2.7.5**      Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, the customer will be charged for all non-recoverable portions of expenditures or liabilities incurred by Carrier on behalf of the customer.

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**2.7.6      Application of Charges**

The charge for service are those in effect for the period that service is furnished.

**2.7.7      Payment and Charges for Services**

- A. Charges for service are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis. Service continues to be provided until disconnection is requested by the customer.
- B. In the event of a dispute concerning a bill, Customer must pay a sum equal to the amount of the undisputed portion of the bill and proceed with complaint procedures set forth in this tariff.
- C. Payment will be considered timely if paid within 15 days after the bill is rendered. The bill shall be considered rendered when deposited in the U.S. mail with postage prepaid. Interest as stated in this tariff will accrue on any unpaid amount commencing on the twenty-first day after rendition of the bill.
- D. The customer is responsible for payment of all charges for service furnished to the customer under this tariff. The initial billing may consist of one months estimated usagr billed in advance. Thereafter, charges based on actual usage during a month will be billed monthly in arrears.

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**2.7.8      Taxes**

Customer is responsible for payment of any state and local taxes (i.e. gross receipts tax, sales tax, municipal utilities tax) which will be listed as separate line items and which are not included in the quoted rates.

**2.7.9      Customer Complaint Procedure**

Carrier will resolve any disputes brought to its attention as promptly and effectively as possible. Customer Service Representatives can be reach via the toll free telephone number set forth on all monthly invoices.

Customers have the right to refer any unresolved dispute or complaint to the Florida Public Service Commission at 1-800-342-3552.

In the event of a dispute concerning an invoice, the customer must pay a sum equal to the amount of the undisputed portion of the bill and notify the Company of the disputed portion.

**2.8      Carrier Responsibility****2.8.1      Calculation of Credit Allowance**

Pursuant to limitations set forth in Section 2.7.4, when service is interrupted the credit allowance will be computed on the following basis:

- A. No credit shall be allowed for an interruption of less than two hours.
- B. The customer shall be credited for each hour or major fraction thereof that an interruption continues beyond two hours.
- C. When a minimum usage charge is applicable and the customer fails to meet a usage minimum, credit for the outage shall be applied against that minimum equal to 1/360th of the monthly minimum charges associated with the portion of service disabled beyond two hours.

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**2.8.2**      Cancellation of Credit

Where Carrier cancels a service or the provision of equipment and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered or the equipment was provided. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

**2.8.3**      Disconnection of Service by Carrier

Carrier, upon 5 working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- A. Non-payment of any sum due to Carrier for regulated service for more than fifteen (15) days beyond the date of rendition of the bill for such service;
- B. A violation of any regulation governing the service under this tariff;
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over the service; or
- D. Carrier is prohibited from furnishing services by order of a court or other government authority having jurisdiction.

**2.8.4**      Fractional Charges

Charges for a fractional part of a month are calculated by counting the number of days remaining in the billing period after service is furnished or discontinued beginning with the day after service was furnished or discontinued. Divide the number of days by thirty days and multiply the resultant fraction by the monthly charge.

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**ISSUED BY:** Roy L. Alston, Jr., President  
GNet Telecom, Inc.  
333 St. Charles Ave., Suite 1007  
New Orleans, LA 70130



**2.9 Exclusion Requirements**

The Carrier does not have any exclusion requirements regarding provision of services to customers.

**2.10 Employee Concessions**

The Company will not offer employee concessions.

**2.11 Use of Service**

Customers reselling or rebilling the Company's telecommunications services must have a Certificate of Public Convenience and Necessity to operate as an interexchange carrier issued by the Florida Public Service Commission.

**2.12 Time of Day Rate Periods**

2.12.1 For time-of-day sensitive services, the following rate periods apply:

	MON	TUE	WED	THUR	FRI	SAT	SUN	
8:00 AM TO 5:00 PM*	DAYTIME RATE PERIOD							
5:00 PM TO 11:00 PM*	EVENING RATE PERIOD (Non-Day)							EVE
11:00 PM TO 8:00 AM*	NIGHT/WEEKEND RATE PERIOD (Non-Day)							

\* Up to, but not including

2.12.2 Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rates in effect in that boundary for each portion of the call, based on the time of day at the Customer location.

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES****3.1 Timing of Calls**

The customer's monthly usage charges are based upon the total number of minutes use by the customer and the service options subscribed to. Usage begins when the called party picks up the receiver, (i.e. When two-way communications, often referred to as "conversation time," is possible.). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to sixty (60) seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up. There are no charges incurred for uncompleted calls.

**3.2 Start of Billing**

For billing purposes, the start of service is the day following acceptance by the customer of Carrier's service or equipment. The end of service date is the day on which service was discontinued.

**3.3 Interconnection**

Service furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Interconnection with the facilities or services of other carriers shall be under the applicable terms and conditions of other carriers' tariffs.

**3.4 Terminal Equipment**

Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the customer. The Customer is responsible for all costs at his premises, including customer personnel, wiring, electrical power, and the like incurred in his use of carrier's service. Carrier may, upon written notice, require the use of protective equipment at the customer's expense. If this fails to produce satisfactory quality and safety, Carrier may, upon written notice, terminate the customer's service.

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### 3.5 Calculation of Distance

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

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. The company uses the rate centers and associated vertical and horizontal coordinates currently used within the telephone industry.

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

### 3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% of calls attempted during peak use periods for all Feature Group D (1+) services.

### 3.7 Usage Charges and Billing Increments

#### 3.7.1 Usage Charges

Unless flat rated, usage charges are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the customer's location.

#### 3.7.2 Billing Increments

Usage is billed in the increments stated in the individual product rate sections.

#### 3.7.3 Rounding

Partial usage will be rounded up to the next highest billing interval. Any partial cents will be rounded up to the next highest whole cent.

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**3.8 Services Offerings**

The Company provides the following services:

**3.8.1 Message Toll Service (MTS)**

1+ Dialing, Calling Card and 800 services are available from Feature Group D end offices within the State.

**3.8.2 Inbound 800 Service**

Inbound Service is virtual banded inbound toll service which permits calls to be completed at the customer's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. Inbound services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

Carrier will accept a prospective customer's request for up to ten (10) 800 telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The Inbound services telephone number(s) so requested, if found to be available, will be reserved for and furnished to the eligible customer.

If a customer who has received an 800 number does not subscribe to Inbound service within 90 days, the company reserves the right to make the assigned number available for use by another customer.

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3.8.3 Travel Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the network via an 800 number and personal identification number issued by the Company.

3.8.4 Directory Assistance

Directory assistance is the provision of listed telephone numbers to requesting customers at a per call charge.

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**SECTION 4 - RATES AND CHARGES****4.1 Hearing or Speech Impaired Persons**

4.1.1 Rates for calls are reduced for residence or single-line business customers who meet the following requirements:

- A. The customer is certified to the Company as having a hearing or speech impairment that prevents telephone voice communications.
- B. The customer uses a telecommunications device for the deaf (TDD) or other non-voice equipment for telecommunications.
- C. The customer provides a written application to the Company for reduced rates.
- D. The customer designates to the Company one telephone number associated with that customer's service and telecommunications device.

4.1.2 Intrastate toll message rates for hearing and speech impaired persons meeting the above requirements shall be Evening rates for daytime calls and Night rates for evening and night calls.

**4.2 Outbound MTS Rates****4.2.1 Program A:**

- A. Intrastate Rate Per Minute: \$0.165
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.
- D. Two year term requirement.

**4.2.2 Program B:**

- A. Intrastate Rate Per Minute: \$0.175
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.

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- 
- C. Monthly Recurring Charge: \$5.00 per location.
  - D. One year term requirement.

4.2.3 **Program C:**

Allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.129
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.
- D. Two year term requirement.

4.2.4 **Program D:**

Allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.134
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.
- D. One year term requirement.

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**4.3 Inbound 800/888 Rates****4.3.1 Program E:**

- A. Intrastate Rate Per Minute: \$0.165
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per 800/888 number.
- D. Two year term requirement.
- E. Calls made from pay phones: \$0.30 additional charge per call.

**4.3.2 Program F:**

- A. Intrastate Rate Per Minute: \$0.175
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per 800/888 number.
- D. One year term requirement.
- E. Calls made from pay phones: \$0.30 additional charge per call.

**4.3.3 Program G:**

This program allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.135
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per 800/888 number.
- D. Two year term requirement.
- E. Calls made from pay phones: \$0.30 additional charge per call.

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4.3.4 Program H:

This program allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.14
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per 800/888 number.
- D. One year term requirement.
- E. Calls made from pay phones: \$0.30 additional charge per call.

4.4 Travel Card Rates

- A. Rate Per Minute: \$0.25
- B. Usage is billed in one (1) minute increments.
- C. Per Call Surcharge: \$0.30.

4.5 Directory Assistance

Customers will be billed the following per call charge to be connected to the local exchange company directory assistance service for directory assistance calls within the state. All verified handicapped customers will be allowed fifty (50) free Directory Assistance calls per month.

Directory Assistance Charge per call.....\$0.85

4.6 Late Payment Penalty

Customers will be charged 1.5% of any amounts owed to the Company beyond the due date as set forth within this tariff.

4.7 Dishonored Check Charge

Any person submitting a check to the Carrier as payment for services, which is subsequently returned by the issuing institution, shall be charged the greater of 5% of the amount of the check or \$20.00.

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**4.8 Restoration of Service Charge**

The Company does not charge for restoration of services.

**4.9 Special Promotions**

Carrier will receive Commission approval prior to offering any Special Promotions. Any reduced rates offered under a Special Promotion will in no event last for more than 90 days per 12 month period.

**4.10 Discounts for Hearing Impaired Customers**

4.10.1 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 will receive, upon request, credit on charges for certain intrastate toll calls placed between TDDs. Discounts do not apply to surcharges or per call add-on charges for operator services when the call is placed by a method that would normally incur the surcharge.

4.10.2 The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period.

4.10.3 The credit to be given on a subsequent bill for such calls placed by TDDs with the assistance of the relay center will be equal to 50% of the rate for the applicable rate period. If either party is both hearing and visually impaired, the call shall be discounted at 60% of the applicable rate.

**4.11 Directory Assistance for Handicapped Persons**

Handicapped customers are entitled to 50 free directory assistance calls per billing cycle in accordance with FAC 25-4.115(3).

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**4.12 Operation of Telecommunications Relay Service**

For intrastate toll calls received from the relay service, the Company shall 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 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 credit card surcharges.

**4.13 Rate Adjustments**

Carrier may adjust its rates and charges or impose additional rates to recover amounts it is required by government or quasi-governmental authorities to collect from or pay to others, for such things as PIC changes and compensation to payphone service providers. Carrier will submit all such rates and charges to the Commission for approval prior to implementing such rates and charges.

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Roy L. Alston, Jr., President  
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**EXHIBIT E**



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

**January 26, 1998**

**NOWALSKY BRONSTON & GOTHARD LLP**  
3500 N. CAUSEWAY BLVD, SUITE 1442  
METAIRIE, LA 70002

Qualification documents for GNET TELECOM, INC. were filed on January 22, 1998 and assigned document number F98000000441. Please refer to this number whenever corresponding with this office.

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

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

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

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

Hart Collins  
Senior Corporate Section Administrator  
Division of Corporations

Letter Number: 898A00004144



APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

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

1. GNet Telecom, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present.)

2. Louisiana 3. 72-1289737  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/15/95 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 333 St. Charles Avenue, #1007  
New Orleans, LA 70130  
(Current mailing address)

8. The provision of telecommunications and other enhanced services.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: NRAI Services, Inc.  
Office Address: 526 E. Park Avenue  
Tallahassee, Florida, 32301  
(Zip Code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 22 AM 9:38

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated  
corporation at the place designated in this application, I hereby accept the appointment as  
registered agent and agree to act in this capacity. I further agree to comply with the provisions  
of all statutes relative to the proper and complete performance of my duties, and I am familiar  
with and accept the obligations of my position as registered agent.

NRAI Services, Inc.  
By: Charles A. Coyle  
(Registered agent's signature)  
Charles A. Coyle - Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to  
delivery of this application to the Department of State, by the Secretary of State or other official  
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: Roy L. Alston, Jr.

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

Vice Chairman: Nadir Hasan

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

Director: Roy L. Alston, Jr.

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

Director: Nadir Hasan

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

B. OFFICERS

President: Roy L. Alston, Jr.

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

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

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

Secretary: Nadir Hasan

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

Treasurer: Roy L. Alston, Jr.

Address: 333 St. Charles Ave., Ste. 1007

New Orleans, LA 70130

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

13.

Roy L. Alston, Jr.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Roy L. Alston, Jr., President  
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA  
State of Louisiana

**Jox McKeithen**  
SECRETARY OF STATE

*As Secretary of State, of the State of Louisiana, I do hereby Certify that*

GNET TELECOM, INC.

A LOUISIANA corporation domiciled at GRETNA,

Filed charter and qualified to do business in this State on  
February 15, 1995,

I further certify that the records of this Office indicate  
the corporation has paid all fees due the Secretary of  
State, and so far as the Office of the Secretary of State is  
concerned is in good standing and is authorized to do  
business in this State.

I further certify that this Certificate is not intended to  
reflect the financial condition of this corporation since  
this information is not available from the records of this  
Office.

*In testimony whereof, I have hereunto set  
my hand and caused the Seal of my Office  
to be affixed at the City of Baton Rouge on.*

January 20, 1998

*Jox McKeithen*

CBU

*Secretary of State*