

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
Alison Kacurov, Administrative Assistant

DEPOSIT

DATE

D7404

MAR 30 1998

March 24, 1998

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

980446-TI

RE: Telecom Network System International, 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.

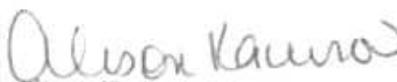
You will also find enclosed, TNS' check made payable to the Florida Public Service Commission in the amount of \$250.00 to cover the filing fee costs.

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,


Alison Kacurov

AK:ak
encl.

DOCUMENT NUMBER DATE

03676 MAR 30 1998

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

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

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:

Telecom Network System International, Inc.

4. Name under which the applicant will do business (fictitious name, etc):
TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

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

**100 N. Biscayne Boulevard, Suite 703
Miami, FL 33132**

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

**100 N. Biscayne Boulevard, Suite 703
Miami, FL 33132**

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 Florida 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: _____

(b) Name and address of the company's Florida registered agent.
**AmeriLawyer
343 Almeria Avenue
Coral Gables, FL 33134**

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

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 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**

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. Kott
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093**

(c) Official Point of contact for the ongoing operations of the company;
**Aleksander Kylikhes
(305) 358-5052**

(d) Tariff;
**Cynthia D. Kott
Regulatory Consultant
PO Box 14062
Ft. Lauderdale, FL 33301
(954) 764-5093**

(e) Complaints / Inquiries from customers;
**Aleksander Kylikhes
(888) 476-5752**

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.
NONE
- (c) Is certified to operate as an interexchange carrier.
NONE
- (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 Telecom Network System International, 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 if FGA

Method of access is FGB

Method of access id 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 A. Kett

Signature For

*Telecom Network
System International, Inc*

Regulatory Consultant

Title

3/20/98

Date

954 764 5013

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 Alcott
Signature
For: Telecom Network
System International, Inc.

3/24/98
Date

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 M Kott
Signature

3/20/98
Date

For: Telecom Network
System International, Inc
Regulatory Consultant
Title

951-764 5093
Phone

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 Kott
Signature

3/20/98
Date

for Telecom Network
System International 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:	<table> <tbody> <tr> <td>Central</td> <td>None</td> </tr> <tr> <td>East</td> <td>Plant City</td> </tr> <tr> <td>North</td> <td>Zephyrhills</td> </tr> <tr> <td>South</td> <td>Palmetto</td> </tr> <tr> <td>West</td> <td>Clearwater</td> </tr> </tbody> </table>	Central	None	East	Plant City	North	Zephyrhills	South	Palmetto	West	Clearwater
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 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

LIST OF EXHIBITS

- Exhibit A Articles of Incorporation
- Exhibit B Management Backgrounds
- Exhibit C Financials
- Exhibit D Tariff

EXHIBIT

A

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TELECOM NETWORK SYSTEM INTERNATIONAL, INC.**

Pursuant to the provisions of Florida Statutes Section 607.1006, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First: Article Five of the Articles of Incorporation provides:

President: **LESZEK LADOWSKI**

Secretary: **ALEKSANDER KEYLIKHES**

Treasurer: **ALEKSANDER KEYLIKHES**

whose addresses shall be the same as the principal office of the Corporation.

Second: Article Five shall be amended to read:

President: **LESZEK LADOWSKI**

Vice-President: **ALEKSANDER KEYLIKHES**

Secretary: **ALEKSANDER KEYLIKHES**

Treasurer: **PAOLO PUCCI**

Third: Article Six of the Articles of Incorporation provides:

The Directors of the Corporation shall be:

LESZEK LADOWSKI

ALEKSANDER KEYLIKHES

whose addresses shall be the same as the principal office of the Corporation.

Fourth: Article Six shall be amended to read:

The Directors of the Corporation shall be:

U. J.

LESZEK LADOWSKI

ALEKSANDER KEYLIKES

PAOLO FUCCI

whose addresses shall be the same as the principal office of the corporation.

Fifth: The date of the adoption of this amendment is February 27, 1998.

Sixth: The Amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 27 day of February, 1998.



LESZEK LADOWSKI
President/Director



ALEKSANDER KEYLIKES
Vice-President/Director

10/14

**ARTICLES OF INCORPORATION
OF**

TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **TELECOM NETWORK SYSTEM INTERNATIONAL, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 14742 Southwest 43 Way, Miami, Florida 33185 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Leszek Ladowski
Secretary:	Aleksander Keylikhes
Treasurer:	Aleksander Keylikhes

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Leszek Ladowski
Aleksander Keylikhes

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this AUG 23 1996.

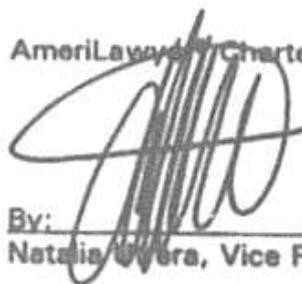

Elsie Sanchez, Incorporator

ES: 8/23/96 2:12:02

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered



By: _____
Natalia Myers, Vice President



EXHIBIT

B

Aleksander Keylikhes

Objective: Management Background

Education: 1977-1983 Institute of Cinematography Engineers in Leningrad (Saint-Petersburg), Russia, major in Acoustic and Video Engineer.

1992-1993 Main Trade School. Major in Marketing. Warsaw, Poland.

Experience:

1996-Present time-TNS, V/Pres.

1993- 1996; Golan Imports, import-export manager, Miami, Fl.

1989-1993 WAD-Company, export-import, consulting. Director. Warsaw, Poland.

1988-1989 Russian-Polish joint-venture. Incombank-Pol. Commercial Director. Warsaw, Poland.

1987-1988 Wood Industrial Plant "Dzierzynski". Trade Representative to the Soviet Union. Warsaw, Poland.

1986-1987 Auto-Insurance Company "Warta". Technical Translator. Olsztyn, Poland.

1979-1985 Central Institute of Physical Education. Engineer, Senior Engineer, Manager of Video Lab., Moskow, Russia.

References: Available upon request.

Leszek Ladowski

14742 SW 43 Way
Miami, Florida 33185

Phone: (305) 229-9687
Fax: (305) 227-0558
E-mail: leszek@ptswintl.com

Objective**Management Background****Experience**

1996-Present Telecom Network System International, Inc.
Miami, Florida

President

1995-1996 PABC of the Americas, Inc.
Miami, Florida

Vice-President

1992-1995 TLC Leather Co.
Miami, Florida

President

1988-1992 Elle Pi Due C.A.
Caracas, Venezuela

Director-Gerente

1988-1992 Inversiones Ferratini S.R.L.
Caracas, Venezuela

Director-Gerente

1986-1988 Comercial Santorum, S.R.L.
Caracas, Venezuela

Operations Manager

1982-1986 Creaciones Slak S.R.L.
Caracas, Venezuela

Sales Manager

1980-1982 Creaciones Slak S.R.L.
Caracas, Venezuela

Sales Executive

1979-1982 Creaciones Slak S.R.L.
Caracas, Venezuela

Sales Executive

Education

1977-1979 Professional Institute of Technology
Gorzow Wlkp, Poland

- ◆ Automotive Industry Technician

1973-1977 High School of Tadeusz Kosciuszko
Gorzow Wlkp, Poland

- ◆ Graduated

Languages

- ◆ English
- ◆ Spanish
- ◆ Russian
- ◆ Polish
- ◆ Italian

EXHIBIT

C

TELECOM NETWORK SYSTEM INTERNATIONAL, INC
INCOME STATEMENT
for the period ended December 31, 1997

	<u>Year to Date</u>
Revenue	
Fee Income	\$ 96,882
Sales	309,110
Total Revenue	<u>405,992</u>
Cost of Sales	
Cost of Goods Sold	169,417
Total Cost of Sales	<u>169,417</u>
Operating Expenses	
Telephone Cost	66,565
Bank Service Charges	7,596
Depreciation	35,358
Equipment Rental	217
Insurance	486
Office Expenses	7,179
Parking Fees	543
Postage and Delivery	699
Professional Fees	4,451
Repairs	8,856
Rent	33,156
Taxes & Licenses	2,156
Telephone	15,743
Travel & Ent	620
Total Operating Expense	<u>183,625</u>
Net Income (Loss)	<u>\$ 52,950</u>

SEE ACCOUNTANT'S COMPILATION REPORT

TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
BALANCE SHEET
as of December 31, 1997

ASSETS

Current Assets

Cash	\$ 6,260	
Accounts Receivable	14,350	
Shareholder Loan	107,184	

Total Current Assets \$ 127,794

Property and Equipment

Equipment	204,400	
Accumulated Depreciation	(35,358)	

Total Property and Equipment 169,042

Other Assets

Deposits	43,230	
License	2,500	

Total Other Assets 45,730

Total Assets \$ 342,566

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	\$ 90,350	
Shareholder Loan Payable	91,399	

Total Current Liabilities \$ 181,749

Total Liabilities 181,749

Shareholders' Equity

Common Stock	300	
Paid in Capital	45,863	
Retained Earnings	61,704	
Current Year Income (loss)	52,950	

Total Shareholders' Equity 160,817

Total Liabilities & Shareholders' Equity \$ 342,566

SEE ACCOUNTANT'S COMPILATION REPORT

SHELDON D. DAGEN, P.A.
Certified Public Accountant

2699 Stirling Road, C-404
Ft. Lauderdale, Florida 33312
Telephone: (954) 964-9160
Telecopier: (954) 964-7771

ACCOUNTANT'S COMPILATION REPORT

To the Shareholders
Telecom Network System Int'l., Inc.

I have compiled the accompanying balance sheet of Telecom Network System Int'l., Inc. as of December 31, 1997 and the related statement of income for the twelve months then ended, in conformity with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. I have not audited or reviewed the accompanying financial statements and, accordingly, I do not express an opinion or any other form of assurance on them.

Substantially all of the disclosures and the statement of cash flows required by generally accepted accounting principles have been omitted. If the omitted disclosures and the statement of cash flows were included in the financial statements, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Sheldon D. Dagen, P.A.

Ft. Lauderdale, Florida
March 7, 1998

EXHIBIT

D

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff applies to the intrastate resale telecommunication services furnished by Telecom Network System International, 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 100 N. Biscayne Blvd., Suite 703, Miami, FL 33132.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5652

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>
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: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

TABLE OF CONTENTS

Check Sheet	2
Table of Contents.....	3
Concurring, Connecting or Other Participating Carriers.....	4
Explanations of Symbols, Reference Marks, and Abbreviations of Technical Terms.....	4
Tariff Format.....	5
Section I - Technical Terms and Abbreviations.....	6
Section II - Rules and Regulations.....	8
Authorization to Obtain Credit Information.....	4
Customer Service.....	16
Customer's Liability in the Event of Denial or Disconnection of Service.....	13
Deposit.....	15
Description of Payment and Billing Periods.....	14
Discontinuance of Service.....	11
Emergency Calls.....	16
Initial Contract Period and Termination of Service by Customer.....	8
Interruption of Service.....	12
Liability of Carrier / Use.....	9
Limitations.....	9
Obligation of Customer.....	9
Promotional Offerings.....	16
Reinstitution of Service.....	13
Responsibilities of the Customer.....	10
Restoration of Service.....	11
Advanced Payments.....	14
Returned Checks / Taxes.....	15
Right to Backbill for Improper Use of Carrier's Services.....	15
Termination by Customer.....	13
Undertaking of TNS.....	18
Section III - Description of Services.....	17
Service Options.....	17
General Description of Service.....	17
Minimum Call Completion Rate.....	18
Service Area.....	18
Timing of Calls.....	18
Calculation of Distance.....	18
Section IV - Rates.....	19
Directory Assistance / Telecommunications Relay.....	21
Discounts for Hearing Impaired Customers.....	21
Nonrecurring Charges.....	21
TNS 800 Service.....	21
TNS Business Service.....	20
TNS Residential Service.....	19
TNS Travel Service.....	20
Time of Day Rate Periods.....	22

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

CONCURRING, CONNECTING OR OTHER PARTICIPATING CARRIERS

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

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 from.
- (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.
TNS	Used throughout this tariff to mean Telecom Network System International, 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: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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 Sheets 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).I.(i)
 - 2.1.1.A.1.(a).I.(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 page 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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

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 TNS 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 -	Telecom Network System International, 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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

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 TNS 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.

Issued: March 23, 1998**Effective Date:** _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

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

- 2.1.1 TNS'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 TNS is a resale common carrier. TNS'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. TNS 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 TNS 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 TNS 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 TNS.

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 line or Point-to-Point services may cancel service on not less than thirty (30) days prior written notice to Carrier.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

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 TNS 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 TNS 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 assignees or transferees, 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 mistake, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.6.2 TNS shall be indemnified and held harmless by the customer against
(A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
(B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by TNS.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

SECTION II - RULES AND REGULATIONS (CONT'D)**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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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 TNS's facilities or services, that the signals emitted into TNS'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 TNS 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 TNS 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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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 TNS'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 TNS 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 TNS 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 TNS's network in such a manner as to cause a hazard or to interfere with TNS's service to others.

2.9.2B If a Customer or user uses TNS'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, TNS 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 TNS is not prepared to accept payment of the amount due and to reconnect service.

2.10 Interruption of Service

2.10.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set for in 2.6.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any furnished by the customer and connected to the Company's facilities.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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

2.10 Interruption of Service, (cont'd)

- 2.10.2 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.10.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.10.4 The customer shall be credited for an interruption of two hours or more at the rate of $1/720^{\text{th}}$ of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = A/720 \times B$$

"A" - outage time in hours

"B" - total monthly charge for affected facility

2.11 Termination by Customer

- 2.11.1 Customer may cancel service by phone call or in writing to the Company.

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 Reinstiution of Service

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

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

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 TNS. Questions regarding billing can also be directed to TNS's Customer Service Department in Salem, Utah by dialing their toll free number, (888) 211-7587. Credits to customer accounts will be applied on the next TNS 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.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

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

- 3.1.1 TNS resells facilities-based interexchange (IXC) carrier services including, but not limited to, access, switching, transport, termination, Feature Group D 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 TNS's services are offered to Customers on a monthly basis.
- 3.1.4 TNS'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 TNS's underlying carriers include, but are not limited to AT&T Communications of New England, Inc., US Sprint Communications Company, L.P., WorldCom and National Tel.
- 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 **TNS 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 **TNS Business Service:** A one-way multi-point service whereby the user originates and terminates calls via business telephone lines.
- 3.2.3 **TNS Travel Service:** Customers may request from TNS a Travel Card for use in accessing the TNS network of carrier services when away from business telephones. Customer dials the appropriate carrier access number sequence specified on the Customer's TNS Travel Card.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

SECTION III - DESCRIPTION OF SERVICES. (CONT'D)

3.2 Service Options. (cont'd)

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

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. TNS 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.

Issued: March 23, 1998

Effective Date _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

SECTION IV - RATES

4.1 TNS 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)

	Plan "A"	Plan "B"	Plan "C"	Plan "D"	Plan "E"
Flat Rate	Per Minute - Initial and Additional				
All Times	\$0.2030	\$0.1830	\$0.1620	\$0.1420	\$0.1320

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

4.2 TNS 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)

	Plan "A"	Plan "B"	Plan "C"	Plan "D"	Plan "E"
Flat Rate	Per Minute - Initial and Additional				
All Times	\$0.2030	\$0.1830	\$0.1620	\$0.1420	\$0.1320

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

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

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.

100 N. Biscayne Blvd., Suite 703

Miami, Florida 33132

(305) 358-5052

SECTION IV -- RATES, (CONT'D)

4.3 TNS 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.

4.4 TNS 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 Nonrecurring 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 Intrastate toll message rates for IDD users shall be evening rates for daytime calls and night rates for evening and night time calls.

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 otherwise 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: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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*	Daytime Rate Period						
5:00 PM TO 11:00*	Evening Rate Period						Eve.
11:00 PM TO 8:00 AM*	Night/Weekend Rate Period						

* to but not including.

Issued: March 23, 1998

Effective Date: _____

Leszek Ladowski

Issued By: TELECOM NETWORK SYSTEM INTERNATIONAL, INC.
100 N. Biscayne Blvd., Suite 703
Miami, Florida 33132
(305) 358-5052

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
Alison Kocurov, Administrative Assistant

DEPOSIT

DATE

D740

MAR 30 1998

March 24, 1998

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

RE: Telecom Network System International, 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, TNS' 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.

TELECOM NETWORK SYSTEM
INTERNATIONAL, INC.
PH. (305) 225-3525

CITIBANK, F.S.B.
CORP. BANK BLDG. FL 33134

1389

3/6/98

PAY TO THE
ORDER OF

FL PSC

\$ 250, —
DOLLARS

two hundred fifty only

MEMO LEGAL fee