

MAXWELL, BAKER & McFATRIDGE, P.C.
ATTORNEYS AT LAW
176511 CAMINO REAL, SUITE 300
HOUSTON, TEXAS 77058

KYLE DICKSON

HOUSTON (281) 286-1040
AUSTIN (512) 437-1277
DALLAS (214) 766-1043

September 1, 1998

VIA FEDERAL EXPRESS

DEPOSIT DATE
D 0 0 3 SEP 04 1998

Florida Public Service Commission
Secretary
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

981098-TX

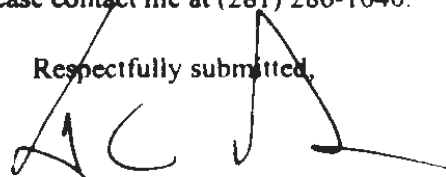
Re: *Application of DPI-TELECONNECT, INC. for Authority to Provide Alternative Local Exchange Service Within the State of Florida.*

Dear Sir or Madam:

Enclosed herewith for filing on behalf of *DPI-TELECONNECT, INC.*, please find an original and six (6) copies of its Application for Authority to Provide Alternative Local Exchange Services within the State of Florida. Also, please find our firm check in the amount of \$250.00 made payable to the Florida Public Service Commission to cover filing fees.

Please date-stamp the extra copy and return to the undersigned in the self-addressed stamped envelope provided. If you have any questions, please contact me at (281) 286-1040.

Respectfully submitted,



Kyle L. Dickson

Enclosures

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

**APPLICATION FORM
for**

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices, If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

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

-
1. This is an application for (check one):
- (X) Original authority (new company)
 - () Approval of transfer (to another certificated company)
Example. a certificated company purchases an existing company and desires to retain the original certificate authority.
 - () Approval of assignment of existing certificate (to a noncertificated company)
Example. a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.
 - () Approval for transfer of control (to another certificated company)
Example. a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of Applicant:
DPI-TELECONNECT, INC.

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

**1290 Gulf Blvd., Suite 2007
Clearwater, FL 33767
(813) 596-7310**

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

**1200 South Pine Island Road
Plantation, Florida 33324
(305) 473-5503**

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

4. Structure of organization:

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

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

Corporate charter number: _____

A copy of Applicant's Certificate of Authority to do Business in Florida is attached hereto as Exhibit "A".

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

DPI-TELECONNECT, INC.

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

Fictitious name registration number: N/A. _____

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

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

None

-
10. Please provide the name, title, address, telephone number, Internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

Ongoing Operations:

David M. Pikoff
Vice President
1290 Gulf Blvd. Suite 2007
Clearwater, FL 33767
(813) 596-7310

Application

Kyle L. Dickson
Maxwell, Baker & McFatridge, P.C.
17625 El Camino Real, Ste. 310
Houston, Texas 77058
(281) 286-1040 (Phone)
(281) 286-1043 (Fax)

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.
Texas, Arkansas, Arizona, Illinois, Kentucky, Louisiana, Massachusetts, New York, and Tennessee.
12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.
No.
13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.
No.
14. Please indicate how a customer can file a service complaint with your company.
Customers can either call the Company's toll-free telephone number (800) 999-4194 or write to the Company directly.

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

A. Financial capability. See Exhibit "B".

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

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 "C".

C. Technical capability. See Exhibit "C".

Respectfully submitted,

MAXWELL, BAKER & McFATRIDGE, P.C.

By: 

Kyle L. Dickson

TBA No. 05841310

17625 El Camino Real, Suite 310

Houston, Texas 77058

(713) 480-3137 - Direct

(281) 286-1040 - Main


(281) 286-1043 - Fax

Attorney for Applicant

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in §775.082 and §775.083."

Official:  8-13-98
Signature Date
David M. Pikoff

Title: Vice-President (813) 596-7310
Telephone Number

Address: DPI-TELECONNECT, INC.
1290 Gulf Blvd., #2007
Clearwater, FL 33767

EXHIBIT "A"

**CERTIFICATE OF AUTHORITY TO DO
BUSINESS IN THE STATE OF FLORIDA**

CT CORPORATION SYSTEM

701 Brazos Street
Suite 430 July 23, 1998
Austin, TX 78701
Tel 512 472 3660
Fax 512 472 7747

Mr. Kyle Dickson
Maxwell Baker & McPatridge PC
17625 El Camino Real, Suite 310
Houston, Texas 77058

RE: **DPI-TELECONNECT, INC**
Order #: 1362044

Dear Mr. Dickson:

As instructed, we enclose the following document(s), as issued by the State of Texas.

Certificate of Incorporation filed July 23, 1998

If you have any questions concerning this order, please contact Denise Singleton in our Houston office. Thank you for this opportunity to be of service.

Very truly yours,

CT-AUSTIN

Enclosure(s)

MR

Via: Federal Express



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

DPI-TELECONNECT, INC.
CHARTER NUMBER 01499537

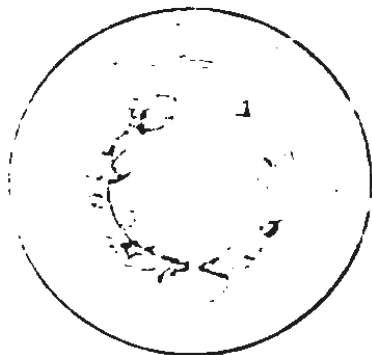
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JULY 23, 1998

EFFECTIVE JULY 23, 1998



A handwritten signature in cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

**ARTICLES OF INCORPORATION
OF
DPI-TELECONNECT, INC.**

FILED
In the Office of the
Secretary of State of Texas
JUL 23 1998
Corporations Section

The undersigned natural person of the age of eighteen years or more acting as incorporator does hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is DPI-TELECONNECT, INC.

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is ten million (10,000,000) shares of common stock, each share having no par value and having the right to vote and being identical with all other shares of common stock.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office of the Corporation is 811 Dallas, Suite 1500, Houston, Texas 77002, and the name of the initial registered agent of the Corporation is CT Corporation.

ARTICLE SEVEN

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is:

David M. Pflotf

17625 El Camino Real, Suite 310

Houston, Texas 77058

ARTICLE EIGHT

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and in the shareholders entitled to vote for the election of directors.

ARTICLE NINE

No director and no officer of the Corporation shall be disqualified by reason of his office from dealing with or contracting with the Corporation, either as vendor, seller, purchaser, vendee, buyer, mortgagee, mortgagee, or otherwise; and no transaction of this Corporation shall be void or voidable by reason of the fact that the director or officer or any firm in which a director or officer of this Corporation is a member, or any corporation of which a director or officer of this Corporation is a shareholder or a director or officer, is in any way interested in such transaction.

ARTICLE TEN

Provisions limiting or denying shareholders the presumptive right to acquire additional or treasury shares of the Corporation are:

No shareholder shall be entitled, as a matter of right, to subscribe for, purchase or receive any shares of stock or any rights or options of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the stock of the Corporation acquired by it after the issuance thereof, nor shall any shareholder be entitled, as a matter of right, to subscribe for, purchase or receive any bonds, debentures or other securities which the Corporation may issue or sell that shall be convertible into, exchangeable for, stock or to which shall be attached or appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligations the right to subscribe for, purchase or receive from the Corporation any shares of its authorized capital stock; but all such additional issues of stock, rights and options or of bonds, debentures or other securities convertible into, or exchangeable for, stock or to which warrants shall be

attached or appertain or which shall confer upon the holder the right to subscribe for, purchase or receive any shares of stock, may be issued, optioned for, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors to such persons, firms or corporations and upon such terms as may be lawful and may to such Board of Directors seem proper and advisable, without first offering such stock or securities or any part thereof to the shareholder. The acceptance of stock in the Corporation shall be a waiver of any preemptive rights or preferential rights which, in the absence of this provision might otherwise be asserted by shareholders of the Corporation or any of them.

ARTICLE ELEVEN

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in a director's capacity as a director, except that this Article Eleven does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (b) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (d) an act or omission for which the liability of a director is expressly provided for by statute; or
- (e) an act related to an unlawful stock repurchase or payment of a dividend.

ARTICLE TWELVE

A. The Corporation shall indemnify its directors and its former directors and the Corporation may indemnify its officers and its former officers against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of being or having been an officer or director, and shall advance to them or reimburse them for expenses incurred in connection therewith, to the maximum extent permitted by law. The Corporation may indemnify other employees, agents or persons against any losses, damages, claims or liabilities to which they may become subject or which they may incur as a result of having been an employee or agent or having acted for the Corporation and may advance to them or reimburse them for expenses incurred in connection therewith to the maximum extent permitted by law.

B. A person may be indemnified under this Article Twelve against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by

the person in connection with a proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding and (2) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

C. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by its counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

D. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, sole proprietorship, trust, other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Texas Business Corporation Act.

E. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation (1) create a trust fund, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation, or (4) establish a letter of credit, guaranty or surety arrangement.

ARTICLE THIRTEEN

The name and address of the Incorporator of the Corporation is:

David R. Baker
17625 El Camino Real, Suite 310
Houston, Texas 77058

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of July, 1998.



DAVID R. BAKER



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1998

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

Qualification documents for DPI-TELECONNECT, INC. were filed on August 5, 1998 and assigned document number F9800004446. 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.

Agnes Lunt
Document Specialist
Division of Corporations

Letter Number: 298A00040954

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. DPI-TELECONNECT, 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. Texas (State or country under the law of which it is incorporated) 3. 75-2773953 (FEI number, if applicable)

4. July 23, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. repair qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))

7. 1290 Gulf Blvd., Ste. 2007, Clearwater, Florida 33767 (Current mailing address)

8. Provide telecommunications 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: C T Corporation System Office Address: c/o C T Corporation System, 1200 South Pine Island Road Plantation, Florida, 33324 (Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System Victor Alfano (Registered agent's signature) (Officer)

Victor Alfano, Asst. Secy. (Type Name and Title of Officer)

FILED 98 AUG - 5 PM 2: 25 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: David Britton Dorwart

Address: 1000 Woodridge

Wichita, Kansas 67206

Vice President: David Michael Pikoff

Address: 1290 Gulf Blvd. #2007

Clearwater, Florida 33767

Secretary: David Britton Dorwart

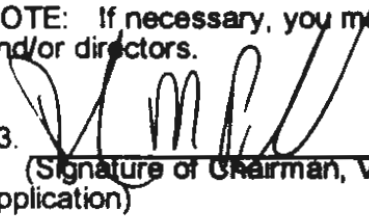
Address: 1000 Woodridge

Wichita, Kansas 67206

Treasurer: _____

Address: _____

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

13.  7-30-98

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David Michael Pikoff, Vice President

(Typed or printed name and capacity of person signing application)

FILED

98 AUG -5 PM 2:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "B"

BALANCE SHEET

INCOME STATEMENT

STATEMENT OF RETAINED EARNINGS FOR 3 YEARS

DPI-Teleconnect, Inc.

Average Bill \$64.50
 Additional Features \$10.00
 Average Total Bill \$74.50

Month	1	2	3	4	5	6	7	8	9	10	11	12
New Customers	25	50	100	100	100	100	100	100	100	100	100	100
Total Customers	25	75	171	263	350	432	510	585	656	723	787	847
Customer Attrition (5%)	0	4	9	13	17	22	26	29	33	36	39	42
Net Customers	25	71	163	250	332	410	485	556	623	687	747	805
Revenue from Operations												
Local Exchange	\$1,863	\$5,308	\$12,120	\$18,592	\$24,740	\$30,580	\$36,129	\$41,400	\$46,407	\$51,164	\$55,684	\$59,977
Long Distance (40% of local)	\$745	\$2,123	\$4,848	\$7,437	\$9,896	\$12,232	\$14,451	\$16,560	\$18,563	\$20,466	\$22,273	\$23,991
Gross Revenue	\$2,608	\$7,431	\$16,968	\$26,028	\$34,635	\$42,812	\$50,580	\$57,960	\$64,970	\$71,630	\$77,957	\$83,968
Expenses												
Cost of Services												
Local Exchange	\$1,460	\$4,162	\$9,502	\$14,576	\$19,396	\$23,975	\$28,325	\$32,457	\$36,383	\$40,113	\$43,656	\$47,022
Long Distance	\$320	\$913	\$2,085	\$3,198	\$4,255	\$5,260	\$6,214	\$7,121	\$7,982	\$8,800	\$9,578	\$10,316
Gross Profit	\$827	\$2,357	\$5,381	\$8,255	\$10,984	\$13,578	\$16,041	\$18,381	\$20,605	\$22,717	\$24,724	\$26,630
Additional Administrative Expenses												
Customer Service Rep.(s)	\$2,500	\$2,500	\$2,500	\$2,500	\$3,321	\$4,105	\$4,849	\$5,557	\$6,229	\$6,868	\$7,474	\$8,051
Agent Commission	\$196	\$557	\$1,273	\$1,952	\$2,598	\$3,211	\$3,794	\$4,347	\$4,873	\$5,372	\$5,847	\$6,298
Additional Office Supplies	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750
Administrative	\$26	\$74	\$170	\$260	\$346	\$428	\$506	\$580	\$650	\$716	\$780	\$840
Accounting/Legal	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250
ILEC Interface	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
Advertising	\$5,000	\$5,000	\$2,500	\$2,500	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Total Expenses	\$8,722	\$9,132	\$7,442	\$8,212	\$8,265	\$9,744	\$11,149	\$12,484	\$13,752	\$14,956	\$16,101	\$17,188
Net Income-Before Taxes	-\$7,895	-\$6,775	-\$2,061	\$42	\$2,720	\$3,834	\$4,892	\$5,898	\$6,853	\$7,761	\$8,623	\$9,442

DPI-Teleconnect, Inc.

Average Bill \$64.50
 Additional Features \$10.00
 Average Total Bill \$74.50

Month	13	14	15	16	17	18	19	20	21	22	23	24
New Customers	100	100	100	100	100	100	150	150	150	150	150	150
Total Customers	905	960	1012	1061	1108	1153	1245	1333	1416	1495	1571	1642
Customer Attrition (5%)	45	48	51	53	55	58	62	67	71	75	79	82
Net Customers	860	912	961	1008	1053	1095	1183	1266	1345	1421	1492	1560
Revenue from Operations												
Local Exchange	\$64,056	\$67,930	\$71,611	\$75,108	\$78,430	\$81,586	\$88,123	\$94,333	\$100,233	\$105,838	\$111,162	\$116,220
Long Distance (40% of local)	\$25,622	\$27,172	\$28,645	\$30,043	\$31,372	\$32,635	\$35,249	\$37,733	\$40,093	\$42,335	\$44,465	\$46,488
Gross Revenue	\$89,678	\$95,102	\$100,256	\$105,152	\$109,802	\$114,221	\$123,373	\$132,067	\$140,326	\$148,173	\$155,627	\$162,708
Expenses												
Cost of Services												
Local Exchange	\$50,220	\$53,257	\$56,143	\$58,885	\$61,489	\$63,964	\$69,089	\$73,957	\$78,583	\$82,977	\$87,151	\$91,117
Long Distance	\$11,018	\$11,684	\$12,317	\$12,919	\$13,490	\$14,033	\$15,157	\$16,225	\$17,240	\$18,204	\$19,120	\$19,990
Gross Profit	\$28,441	\$30,161	\$31,795	\$33,348	\$34,823	\$36,224	\$39,127	\$41,884	\$44,503	\$46,992	\$49,356	\$51,602
Additional Administrative Expenses												
Customer Service Rep.(s)	\$8,598	\$9,118	\$9,612	\$10,082	\$10,528	\$10,951	\$11,829	\$12,662	\$13,454	\$14,206	\$14,921	\$15,600
Agent Commission	\$6,726	\$7,133	\$7,519	\$7,886	\$8,235	\$8,567	\$9,253	\$9,905	\$10,524	\$11,113	\$11,672	\$12,203
Additional Office Supplies	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750
Administrative	\$897	\$951	\$1,003	\$1,052	\$1,098	\$1,142	\$1,234	\$1,321	\$1,403	\$1,482	\$1,556	\$1,627
Accounting/Legal	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250
ILEC Interface	\$0	\$0	\$0	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500
Advertising	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Total Expenses	\$18,221	\$19,202	\$20,134	\$24,520	\$25,361	\$26,160	\$27,815	\$29,388	\$30,882	\$32,301	\$33,649	\$34,930
Net Income-Before Taxes	\$10,220	\$10,959	\$11,661	\$8,829	\$9,462	\$10,064	\$11,311	\$12,496	\$13,622	\$14,691	\$15,707	\$16,672

DPI-Teleconnect, Inc.

Average Bill \$64.50
 Additional Features \$10.00
 Average Total Bill \$74.50

Month	25	26	27	28	29	30	31	32	33	34	35	36
New Customers	150	150	150	150	150	150	150	150	150	150	150	150
Total Customers	1710	1775	1836	1894	1949	2002	2052	2099	2144	2187	2228	2266
Customer Attrition (5%)	86	89	92	95	97	100	103	105	107	109	111	113
Net Customers	1625	1686	1744	1799	1852	1902	1949	1994	2037	2078	2116	2153
Revenue from Operations												
Local Exchange	\$121,025	\$125,590	\$129,927	\$134,047	\$137,961	\$141,679	\$145,211	\$148,567	\$151,755	\$154,783	\$157,660	\$160,394
Long Distance (40% of local)	\$48,410	\$50,236	\$51,971	\$53,619	\$55,184	\$56,672	\$58,085	\$59,427	\$60,702	\$61,913	\$63,064	\$64,157
Gross Revenue	\$169,435	\$175,826	\$181,898	\$187,666	\$193,145	\$198,351	\$203,296	\$207,994	\$212,457	\$216,697	\$220,725	\$224,551
Expenses												
Cost of Services												
Local Exchange	\$94,884	\$98,463	\$101,863	\$105,093	\$108,161	\$111,076	\$113,846	\$116,477	\$118,976	\$121,350	\$123,606	\$125,749
Long Distance	\$20,816	\$21,602	\$22,347	\$23,056	\$23,729	\$24,369	\$24,976	\$25,554	\$26,102	\$26,623	\$27,118	\$27,588
Gross Profit	\$53,735	\$55,762	\$57,688	\$59,517	\$61,255	\$62,905	\$64,474	\$65,964	\$67,379	\$68,724	\$70,001	\$71,215
Additional Administrative Expenses												
Customer Service Rep.(s)	\$16,245	\$16,858	\$17,440	\$17,993	\$18,518	\$19,017	\$19,491	\$19,942	\$20,370	\$20,776	\$21,162	\$21,529
Agent Commission	\$12,708	\$13,187	\$13,642	\$14,075	\$14,486	\$14,876	\$15,247	\$15,600	\$15,934	\$16,252	\$16,554	\$16,841
Additional Office Supplies	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750	\$750
Administrative	\$1,694	\$1,758	\$1,819	\$1,877	\$1,931	\$1,984	\$2,033	\$2,080	\$2,125	\$2,167	\$2,207	\$2,246
Accounting/Legal	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250
ILEC Interface	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$3,500	\$4,500	\$4,500	\$4,500	\$4,500
Advertising	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Total Expenses	\$36,147	\$37,303	\$38,401	\$39,444	\$40,436	\$41,377	\$42,272	\$43,121	\$44,929	\$45,696	\$46,424	\$47,116
Net Income-Before Taxes	\$17,588	\$18,459	\$19,286	\$20,072	\$20,819	\$21,528	\$22,202	\$22,842	\$22,451	\$23,028	\$23,577	\$24,099

Cash Flow

	1	2	3	4	5	6	7	8	9	10	11	12
Month Beginning Balance	\$50,000	\$42,105	\$35,330	\$33,270	\$33,312	\$36,031	\$39,865	\$44,758	\$50,656	\$57,509	\$65,269	\$73,892
Sources of Cash Operations*	\$2,608	\$7,431	\$16,968	\$26,028	\$34,635	\$42,812	\$50,580	\$57,960	\$64,970	\$71,630	\$77,957	\$83,968
Uses of Cash Operating Expenses	\$10,502	\$14,206	\$19,029	\$25,986	\$31,916	\$38,978	\$45,688	\$52,062	\$58,117	\$63,869	\$69,334	\$74,526
Ending Cash Balance	\$42,105	\$35,330	\$33,270	\$33,312	\$36,031	\$39,865	\$44,758	\$50,656	\$57,509	\$65,269	\$73,892	\$83,334

Cash Flow

Month	13	14	15	16	17	18	19	20	21	22	23	24
Beginning Balance	\$83,334	\$93,554	\$104,513	\$116,175	\$125,003	\$134,466	\$144,530	\$155,841	\$168,338	\$181,959	\$196,650	\$212,357
Sources of Cash												
Operations*	\$89,678	\$95,102	\$100,256	\$105,152	\$109,802	\$114,221	\$123,373	\$132,067	\$140,326	\$148,173	\$155,627	\$162,708
Uses of Cash												
Operating Expenses	\$79,458	\$84,143	\$88,594	\$96,323	\$100,340	\$104,156	\$112,061	\$119,571	\$126,704	\$133,482	\$139,920	\$146,037
Ending Cash Balance	\$93,554	\$104,513	\$116,175	\$125,003	\$134,466	\$144,530	\$155,841	\$168,338	\$181,959	\$196,650	\$212,357	\$229,028

Cash Flow

	25	26	27	28	29	30	31	32	33	34	35	36
Month Beginning Balance	\$229,028	\$246,616	\$265,075	\$284,362	\$304,434	\$325,253	\$345,782	\$368,984	\$391,826	\$414,277	\$437,305	\$460,882
Sources of Cash Operations*	\$169,435	\$175,826	\$181,898	\$187,666	\$193,145	\$198,351	\$203,296	\$207,994	\$212,457	\$216,697	\$220,725	\$224,551
Uses of Cash Operating Expenses	\$151,847	\$157,367	\$162,611	\$167,593	\$172,326	\$176,822	\$181,094	\$185,151	\$190,006	\$193,668	\$197,148	\$200,453
Ending Cash Balance	\$246,616	\$265,075	\$284,362	\$304,434	\$325,253	\$346,782	\$368,984	\$391,826	\$414,277	\$437,305	\$460,882	\$484,981

CERTIFICATE OF DEPOSIT

GOLDCERTIFICATE CD ACCOUNT

Thank you for establishing an MENA Certificate of Deposit account. This certificate confirms your investment.

CERTIFICATE NUMBER:	420584367	PRINCIPAL AMOUNT:	\$50,788.55
TERM:	81 DAYS	INTEREST RATE:	5.60%
ISSUE DATE:	08/04/98	ANNUAL PERCENTAGE YIELD:	5.79%
MATURITY DATE:	10/24/98	COMPOUNDING:	DAILY COMPOUNDING
INTEREST:	CREDIT MONTHLY	TAXPAYER ID:	732773953
HOME PHONE:	NOT ON FILE	BUSINESS PHONE:	NOT ON FILE

ACCOUNT REGISTRATION:

DFI TELE CONNECT INC
1440 BETHEL CHURCH RD.
MIDDLETOWN DE 19709

MENA INVESTOR SERVICES:
(800)414-6643
Monday through Friday 8 a.m. to 8 p.m.,
and Saturday 8 a.m. to 5 p.m. (Eastern time)
P.O. BOX 18183
WILMINGTON, DE 19888-6183

Principal Amount of Your Account	Minimum Opening Balance Requirement
\$10,000 - \$49,999	\$10,000
\$50,000+	\$25,000

Refer to the confirmation above to determine minimum opening balance requirement and applicable Annual Percentage Yield for this account. Minimum opening balance requirement for Individual Retirement Accounts (IRAs) and renewals is \$1,000.

Wire Transfer Fee	Outgoing wire transfer	\$15
Foreign Wire Transfer Fee	Outgoing foreign wire transfer	Billed at bank's cost
Copy Fee	Statement copies older than the most recent statement	\$2 per copy

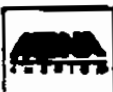


EXHIBIT "C"

MANAGERIAL AND TECHNICAL CAPABILITIES

***DPI-TELECONNECT, INC.
MANAGEMENT RESUMES***

DAVID B. DORWART

Prior to beginning his Telecom career, Mr. Dorwart was Vice President of Strategic Initiatives for Thorn Americas, which did business as Rent A Center, Remco and Advantage Edge. He began his career with Thorn Americas in 1987, and was promoted from entry level management to Vice President and prior to his departure in July of 1998 was General Manager of their AdvantEdge Quality Car Division.

Prior to his employ with Thorn Americas, Mr. Dorwart spend nearly ten years in management positions with various food corporations including Pillsbury and Richards Restaurant Corp.

Mr. Dorwart received a Bachelor of Science Degree from the University of Delaware.

DAVID M. PIKOFF

David Pikoff began his career in Telecom with Multitechnology Services, a large shared tenant service provider. Mr. Pikoff served as the regional manager for the Houston area. With the passing of the Telecommunications Act of 1996, Mr. Pikoff was quick to understand and seize the opportunity that this act presented. Mr. Pikoff founded and served as President of U.S. Telco, based in Dallas, Tx., a prepaid "reseller" with revenues of over \$400,000/month. Mr. Pikoff founded U.S. Telco in 1995, and incorporated it in 1996. Along with Mr. Pikoff's technical expertise, he has developed strategic alliances with major national businesses that will act as DPI-Teleconnect agents in the future. As President of U.S. Telco, Mr. Pikoff developed an operating system that will drive the initial operations of DPI-Teleconnect.

After successfully guiding U.S. Telco through an acquisition by one of its competitors, Mr. Pikoff accepted a position as General Manager with Tel Com Plus based in Clearwater, Florida. While there, Mr. Pikoff expanded the operations to span over an eight state area in addition to automating operating systems and significantly reducing the work force.

Mr. Pikoff earned a Business Degree in Marketing from St. Edwards University in Austin, Tx. He was awarded high honors, Maga Cum Laude.

JASON PICK

Jason Pick began his Telecom career with COLCOM, Inc., a provider of voice and integrated data systems. He served as a staff accountant, and wrote several custom business solution applications.

Mr. Pick served as Director of IT with US Telco. At US Telco, Mr. Pick designed and wrote the software that US Telco used to provision service, handle Customer Service, and bill their customers with. Mr. Pick utilized his accounting background to integrate sophisticated management reports into the software that he wrote. Mr. Pick also designed and implemented payment interface systems that were used to transmit customer payment and order information.

After US Telco was acquired by a competitor, Mr. Pick accepted a position as IT Director with Tel Com Plus based in Clearwater, Fl. Mr. Pick designed and developed automated payment interfaces between Tel Com Plus and its agents, as well as call tracking and management reporting software. Mr. Pick also designed the schematics for an integrated voice response system, and was instrumental in its implementation and refinement.

Mr. Pick earned a Business Degree in Accounting from The University of Texas, Austin, Tx.

MAXWELL, BAKER & McFATRIDGE, P.C.

ATTORNEYS AT LAW
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058

KYLE DICKSON

HOUSTON (281) 286-1040
AUSTIN (512) 457-1277
FACSIMILE (281) 286-1043

September 1, 1998

VIA FEDERAL EXPRESS

DEPOSIT DATE
D003TM SEP 04 1998

Florida Public Service Commission
Secretary
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866

981098-TX

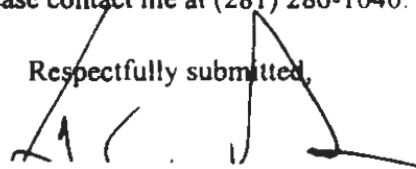
Re: *Application of DPI-TELECONNECT, INC., for Authority to Provide Alternative Local Exchange Service Within the State of Florida.*

Dear Sir or Madam:

Enclosed herewith for filing on behalf of *DPI-TELECONNECT, INC.*, please find an original and six (6) copies of its Application for Authority to Provide Alternative Local Exchange Services within the State of Florida. Also, please find our firm check in the amount of \$250.00 made payable to the Florida Public Service Commission to cover filing fees

Please date-stamp the extra copy and return to the undersigned in the self-addressed stamped envelope provided. If you have any questions, please contact me at (281) 286-1040.

Respectfully submitted,



MAXWELL, BAKER & McFATRIDGE, P.C.
17625 EL CAMINO REAL, SUITE 310
HOUSTON, TEXAS 77058-3052

FIRST PROSPERITY BANK
CLEAR LAKE
P.O. BOX 35560
HOUSTON, TEXAS 77235-5560
88-2265/1131

11677

9/2/98

PAY TO THE ORDER OF

Florida - PSC

\$ **250.00

Two Hundred Fifty and 00/100*****

DOLLARS

Florida - PSC

MEMO Filing fee - DPI01



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Security Features Details on Back