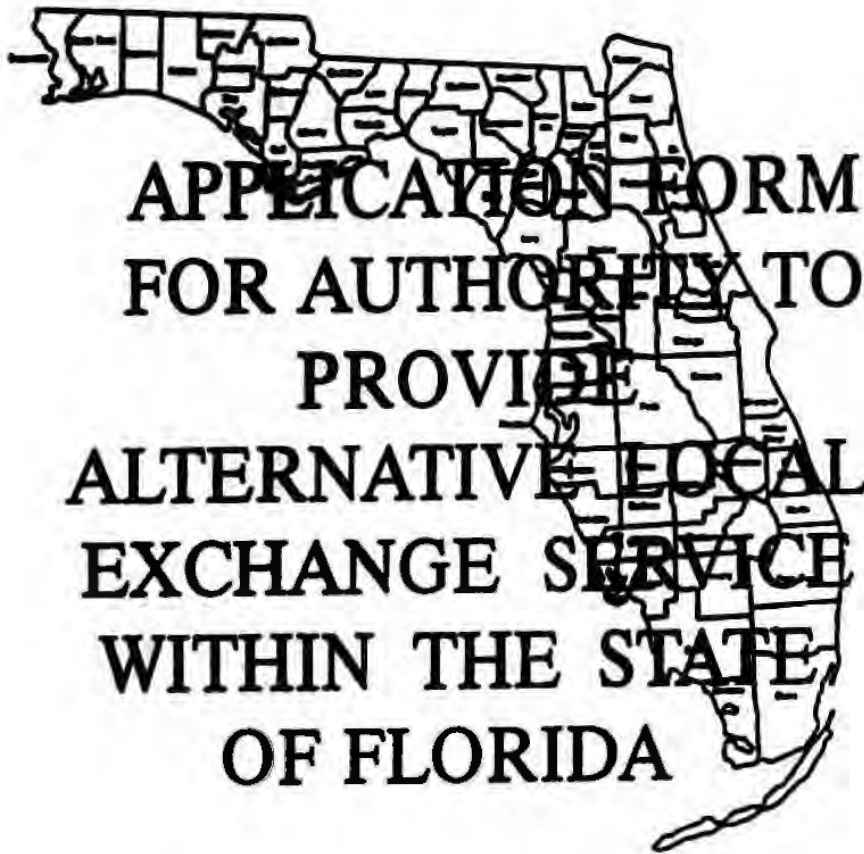


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REGG. AND REPORTING

981215-TX



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[Signature]
 FPSC-BUREAU OF RECORDS

Check received with filing and
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 Fiscal to forward a copy of check
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[Signature]

DOCUMENT NUMBER-DATE
 10523 SEP 23 8
 FPSC-RECORDS/REPORTING

1. This is an application for (check one):

Original authority (new company)

Approval of transfer (to another certificated company)

Example. a certificated company purchases an existing company and desires to retain the original certificate authority.

Approval of assignment of existing certificate (to a noncertificated company)

Example. a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval for transfer of control (to another certificated company)

Example. a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant: Pro Telecom, Inc.

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

32 Rock Landing Rd.

P.O. Box 1440

Panacea, FL 32346

850/984-0050

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

Same as #3

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

Same as #3

4. Structure of organization:

- | | | | |
|------------------|---|------------------|--|
| {
{
{
{ | Individual
Foreign Corporation
General Partnership
Joint Venture | {
{
{
{ | Corporation
Foreign Partnership
Limited Partnership
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: 003555

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

Pro Telecom, Inc.

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

N/A
Fictitious name registration number: _____

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

N/A

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.

Michael L. Jett-President
P.O. Box 970
Panacea, FL 32346
850/984-0050; Fax 850/984-4767

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

None

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.

Dialing 211(Free call) at the payphone

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

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, 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.** Mr. Jett has over ten years experience as an Owner/Operator of the pay telephone industry. He has been personally involved in all aspects of the industry from management, service, installation and collections.
- C. Technical capability.** Prior to the pay telephone industry, Mr. Jett operated a paging company in N. FL.
- See above.

AFFIDAVIT

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

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

Official:

[Handwritten Signature]
Signature

8/12/98
Date

Title:

President

(850) 984-0050
Telephone Number

Address:

Pro Telecom, Inc.

P.O. Box 1440

Panacea, FL 32346

PRO TELECOM, INC.
PANACEA, FLORIDA

COMPILED
FINANCIAL STATEMENTS—INCOME TAX BASIS
DECEMBER 31, 1997

Robert S. Jett, Jr.
Certified Public Accountant
Tallahassee, Florida 32303

Robert S. Jett, Jr.
Certified Public Accountant
Tallahassee, Florida 32303

Michael L. Jett, President
Pro Telecom, Inc.
Panacea, Florida


The accompanying statement of assets and liabilities-income tax basis of Pro Telecom, Inc. as of December 31, 1997, and the related statement of income and expenses and statement of cash flows for the year then ended have been compiled by me.

The Company's policy is to prepare its financial statements on the accounting basis used for income tax purposes; consequently, certain revenue and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

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, do not express an opinion or any other form of assurance on them.

Management has elected to omit substantially all of the disclosures and the statement of changes in financial position required by generally accepted accounting principles. If the omitted disclosures were included and the statement of changes in financial position were presented, they might influence the user's conclusions about the Company's financial position, results of operations, and changes in financial position. Accordingly, these financial statements are not designed for those who are not informed about such matters.

June 4, 1998


Robert S. Jett, Jr.
Certified Public Accountant

PRC TELECOM, INC.
STATEMENT OF ASSETS AND LIABILITIES-INCOME TAX BASIS
DECEMBER 31, 1997

ASSETS

CURRENT ASSETS

Cash in Banks	\$ 9,192	
Due From Employees	<u>500</u>	\$ 9,692

PROPERTY AND EQUIPMENT

Office Building and Land	\$ 87,308	
Furniture and Fixtures	15,350	
Automotive Equipment	32,743	
Other Equipment	8,334	
Telephone Equipment	<u>404,686</u>	\$848,209
Less Accumulated Depreciation		<u>285,860</u> 109,729

OTHER ASSETS

Deposits and Prepaids	4,220	
Loans to Officers	<u>18,237</u>	<u>22,161</u>

<u>TOTAL ASSETS</u>		<u>\$222,584</u>
----------------------------	--	-------------------------

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Notes Payable, Open	\$ 30,187	
Taxes Payable	3,621	
Current Portion of Long-Term Debt	<u>25,101</u>	\$ 58,879

LONG-TERM DEBT

Installment Notes and Mortgages Payable	249,143	
Less Current Maturities	<u>25,101</u>	224,042

STOCKHOLDERS' EQUITY

Capital Stock	8,000	
Paid-In Capital in Excess of Par	8,000	
Retained Earnings (-Deficit)	<u>-60,337</u>	<u>-60,337</u>

<u>TOTAL LIABILITIES AND EQUITY</u>		<u>\$222,584</u>
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"Read Accountant's Compilation Report"

Robert S. Jett Jr.

PRO TELECOM, INC.
STATEMENT OF INCOME AND EXPENSES-INCOME TAX BASIS
FOR THE YEAR ENDED DECEMBER 31, 1977

REVENUE		
Net Sales		\$702,947
COST OF SALES		
Line Costs	\$191,072	
Royalties	104,184	
Commissions	4,745	
Maintenance	88,174	
Depreciation	36,438	
Other Costs	<u>62,528</u>	<u>466,971</u>
GROSS MARGIN		237,976
OTHER INCOME		
		<u>533</u>
		238,499
OPERATING COSTS		
Officers Salaries	87,250	
Administrative Salaries	62,526	
Advertising	3,629	
Automotive Expense	12,483	
Depreciation	12,809	
Dues and Subscriptions	9,675	
Employee Benefits	7,164	
Entertainment and Meals	2,879	
Insurance	6,824	
Interest Expense	25,007	
Legal and Accounting	12,032	
Office and Administrative Expenses	8,188	
Repairs and Maintenance	2,981	
Payroll Taxes	10,462	
Taxes and Licenses	5,204	
Telephone and Communications	11,532	
Travel	16,170	
Utilities	<u>2,247</u>	<u>270,064</u>
NET INCOME (-LOSS)		<u>\$-31,565</u>

Based Accountant's Compilation Report

PRO TELECOM, INC.
STATEMENT OF CASH FLOWS-INCOME TAX BASIS
FOR THE YEAR ENDED DECEMBER 31, 1997

<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>	
Net Income (-Loss)	\$ -31,565
Adjustments:	
Depreciation	49,247
Due From Employees	830
Deposits and Prepaids	-1,147
Taxes Payable	<u>821</u>
NET CASH PROVIDED BY OPERATIONS	<u>20,500</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>	
Purchase of Property and Equipment	<u>-32,141</u>
NET CASH PROVIDED (-USED) BY INVESTING ACTIVITIES	<u>-32,141</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>	
Open Notes Repaid	-109,382
Installment Notes Repaid	-71,078
Mortgage Note Net Proceeds	65,078
Lease/Purchase Equipment Notes	-544
Loans to Stockholders Repaid	<u>112,248</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>-3,427</u>
<u>NET INCREASE (-DECREASE) IN CASH</u>	<u>-15,078</u>
<u>CASH AT BEGINNING OF YEAR, JANUARY 1, 1997</u>	<u>24,279</u>
<u>CASH AT END OF YEAR, DECEMBER 31, 1997</u>	<u>\$ 9,201</u>

"Read Accountant's Compilation Report"

PRO TELECOM, INC.
PANACEA, FLORIDA

COMPILED
FINANCIAL STATEMENTS—INCOME TAX BASIS
DECEMBER 31, 1996

Robert S. Jett, Jr.
Certified Public Accountant
Tallahassee, Florida 32303

Robert S. Jett, Jr.
Certified Public Accountant
Tallahassee, Florida 32303

Michael L. Jett, President
Pro Telecom, Inc.
Panacea, Florida

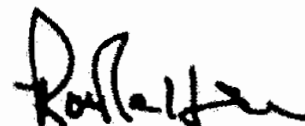
The accompanying statement of assets and liabilities-income tax basis of Pro Telecom, Inc. as of December 31, 1996, and the related statement of income and expenses and statement of cash flows for the year then ended have been compiled by me.

The Company's policy is to prepare its financial statements on the accounting basis used for income tax purposes; consequently, certain revenue and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

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Management has elected to omit substantially all of the disclosures and the statement of changes in financial position required by generally accepted accounting principles. If the omitted disclosures were included and the statement of changes in financial position were presented, they might influence the user's conclusions about the Company's financial position, results of operations, and changes in financial position. Accordingly, these financial statements are not designed for those who are not informed about such matters.

February 20, 1997


Robert S. Jett, Jr.
Certified Public Accountant

PRO TELECOM, INC.
STATEMENT OF ASSETS AND LIABILITIES-INCOME TAX BASIS
DECEMBER 31, 1986

ASSETS

CURRENT ASSETS

Cash in Banks	\$ 24,270	
Due From Employees	<u>1,320</u>	\$ 25,590

PROPERTY AND EQUIPMENT

Office Building and Land	\$ 86,441	
Furniture and Fixtures	12,250	
Automotive Equipment	32,763	
Other Equipment	8,334	
Telephone Equipment	<u>373,360</u>	\$513,148
Less Accumulated Depreciation	<u>306,372</u>	206,776

OTHER ASSETS

Deposits and Prepaids	5,373	
Loans to Officers	<u>131,426</u>	<u>136,799</u>

TOTAL ASSETS

\$369,165

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Notes Payable, Open	\$139,539	
Taxes Payable	2,770	
Current Portion of Long-Term Debt	<u>44,203</u>	\$186,512

LONG-TERM DEBT

Installment Notes and Mortgages Payable	245,602	
Less Current Maturities	<u>44,203</u>	201,399

STOCKHOLDER'S EQUITY

Capital Stock	5,000	
Paid-In Capital in Excess of Par	5,000	
Retained Earnings (-Deficit)	<u>-28,746</u>	<u>-18,746</u>

TOTAL LIABILITIES AND EQUITY

\$369,165

"Bad Accountants Compilation Report"

PRO TELECOM, INC.
 STATEMENT OF INCOME AND EXPENSES-INCOME TAX BASIS
 FOR THE YEAR ENDED DECEMBER 31, 1996

REVENUE		
Net Sales		\$635,485
COST OF SALES		
Line Costs	\$214,315	
Royalties	94,959	
Commissions	5,385	
Maintenance	138,515	
Depreciation	40,916	
Other Costs	<u>11,207</u>	<u>505,297</u>
GROSS MARGIN		130,188
OTHER INCOME		
		<u>39,480</u>
		169,668
OPERATING COSTS		
Officers Salaries	22,000	
Administrative Salaries	48,581	
Advertising	586	
Automotive Expense	9,523	
Depreciation	10,320	
Dues and Subscriptions	3,286	
Employee Benefits	5,207	
Entertainment and Meals	5,195	
Insurance	10,478	
Interest Expense	31,724	
Legal and Accounting	17,281	
Office and Administrative Expenses	10,434	
Repairs and Maintenance	4,909	
Payroll Taxes	5,762	
Taxes and Licenses	4,551	
Telephone and Communications	10,802	
Travel	4,409	
Utilities	<u>1,392</u>	<u>208,440</u>
NET INCOME (-LOSS)		<u>\$-38,772</u>

"Read Accountants Compilation Report"

**STATEMENT OF CASH FLOWS-INCOME TAX BASIS
FOR THE YEAR ENDED DECEMBER 31, 1996**

<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>	
Net Income (-Loss)	\$ -38,772
Adjustments:	
Depreciation	51,236
Due From Employees	859
Deposits and Prepaids	-5,373
Taxes Payable	<u>1,484</u>
NET CASH PROVIDED BY OPERATIONS	<u>2,434</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>	
Purchase of Property and Equipment	<u>-43,053</u>
NET CASH PROVIDED (-USED) BY INVESTING ACTIVITIES	<u>-43,053</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>	
Credit Line Repayments	-83,500
Open Notes	129,539
Installment Notes	99,543
Mortgage Note	30,728
Lease/Purchase Equipment Notes	-43,290
Loans to Stockholders	<u>-67,012</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>66,008</u>
<u>CASH FLOWS-OTHER ACTIVITIES</u>	
Distributions to Stockholders	-10,025
NET CASH PROVIDED (-USED) BY OTHER ACTIVITIES	<u>-10,025</u>
<u>NET INCREASE (-DECREASE) IN CASH</u>	22,364
<u>CASH AT BEGINNING OF YEAR, JANUARY 1, 1996</u>	<u>1,896</u>
<u>CASH AT END OF YEAR, DECEMBER 31, 1996</u>	<u>\$ 24,270</u>

Read Accountant's Compilation Report

Robert S. Jett, Jr.

PRO TELECOM, INC.
PANACEA, FLORIDA

COMPILED
FINANCIAL STATEMENTS—INCOME TAX BASIS
DECEMBER 31, 1995

Robert S. Jett, Jr.
Certified Public Accountant
Tallahassee, Florida 32303

Robert S. Jett, Jr.
Certified Public Accountant
Tallahassee, Florida 32303

Michael L. Jett, President
Pro Telecom, Inc.
Panacea, Florida

The accompanying statement of assets and liabilities-income tax basis of Pro Telecom, Inc. as of December 31, 1985, and the related statement of income and expenses and statement of cash flows for the year then ended have been compiled by me.

The Company's policy is to prepare its financial statements on the accounting basis used for income tax purposes; consequently, certain revenue and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

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July 8, 1986


Robert S. Jett, Jr.
Certified Public Accountant

PRO TELECOM, INC.
STATEMENT OF ASSETS AND LIABILITIES-INCOME TAX BASIS
DECEMBER 31, 1995

ASSETS

CURRENT ASSETS

Cash in Banks	\$ 1,906	
Due From Employees	<u>2,179</u>	\$ 4,085

PROPERTY AND EQUIPMENT

Office Building and Land	\$ 72,642	
Furniture and Fixtures	11,361	
Automotive Equipment	25,109	
Other Equipment	8,151	
Telephone Equipment	<u>352,832</u>	\$470,095
Less Accumulated Depreciation		<u>267,621</u> 202,474

OTHER ASSETS

Loans to Officers		<u>64,414</u>
-------------------	--	---------------

TOTAL ASSETS

\$270,973

LIABILITIES AND EQUITY

CURRENT LIABILITIES

Credit Line Payable	\$ 83,500	
Taxes Payable	1,286	
Notes Payable	10,000	
Current Portion of Long-Term Debt	<u>39,509</u>	\$134,295

LONG-TERM DEBT

Installment Note-Automotive	\$ 15,248	
Installment Notes-Other	62,713	
Mortgage Payable-Office Building	34,367	
Lease/Purchase Notes-Telephone Equipment	<u>43,834</u>	156,162
Less Current Maturities		<u>39,509</u> 116,653

STOCKHOLDER'S EQUITY

Capital Stock	5,000	
Paid-In Capital in Excess of Par	5,000	
Retained Earnings	<u>10,023</u>	<u>20,023</u>

TOTAL LIABILITIES AND EQUITY

\$270,973

"Read Accountants Compilation Report"

PRO TELECON, INC.
STATEMENT OF INCOME AND EXPENSES-INCOME TAX BASIS
FOR THE YEAR ENDED DECEMBER 31, 1995

REVENUE		
Net Sales		\$578,517
COST OF SALES		
Line Costs	\$184,492	
Royalties	69,392	
Commissions	25,306	
Maintenance	106,122	
Depreciation	40,613	
Other Costs	<u>8,764</u>	<u>434,689</u>
GROSS MARGIN		143,828
OTHER INCOME		<u>67,301</u>
		191,129
OPERATING COSTS		
Officers Salaries	56,000	
Administrative Salaries	34,698	
Advertising	965	
Automotive Expense	834	
Depreciation	13,715	
Dues and Subscriptions	1,094	
Entertainment and Meals	5,389	
Insurance	7,678	
Interest Expense	13,464	
Legal and Accounting	11,677	
Office Supplies and Expenses	9,580	
Repairs and Maintenance	1,079	
Payroll Taxes	7,984	
General Supplies	2,587	
Taxes and Licenses	2,220	
Telephone and Communications	7,645	
Travel	13,674	
Utilities	<u>4,386</u>	<u>194,662</u>
NET INCOME (-LOSS)		<u>\$ -3,540</u>

"Read Accountants Compilation Report"

PRO TELECOM, INC.
 STATEMENT OF CASH FLOWS-INCOME TAX BASIS
 FOR THE YEAR ENDED DECEMBER 31, 1995

<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>	
Net Income (-Loss)	\$ -3,540
Adjustments:	
Depreciation	54,328
Due From Employees	-1,229
Taxes Payable	-1,024
Other Payables	<u>-6,742</u>
 NET CASH PROVIDED BY OPERATIONS	 <u>41,793</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>	
Purchase of Property and Equipment	<u>-45,433</u>
 NET CASH PROVIDED (-USED) BY INVESTING ACTIVITIES	 <u>-45,433</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>	
Credit Line Advances	68,286
Open Notes	10,000
Installment Notes	33,863
Mortgage Note Reduction	-1,659
Lease/Purchase Equipment Notes	-42,642
Loans to Stockholders	<u>-64,434</u>
 NET CASH PROVIDED BY FINANCING ACTIVITIES	 <u>3,434</u>
<u>CASH FLOWS-OTHER ACTIVITIES</u>	
Distributions to Stockholders	-3,941
 NET CASH PROVIDED (-USED) BY OTHER ACTIVITIES	 <u>-3,941</u>
 <u>NET INCREASE (-DECREASE) IN CASH</u>	 <u>-4,147</u>
 <u>CASH AT BEGINNING OF YEAR, JANUARY 1, 1995</u>	 <u>6,053</u>
 <u>CASH AT END OF YEAR, DECEMBER 31, 1995</u>	 <u>\$ 1,906</u>

Read Accountant's Compilation Report

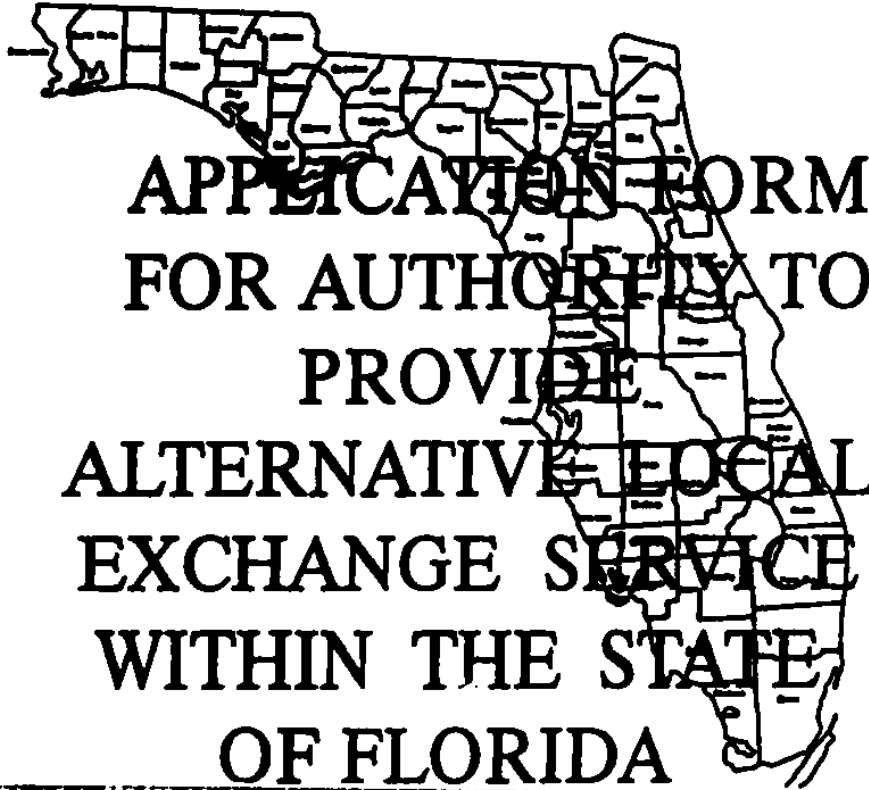
ORIGINAL

DEPOSIT

D011 SEP 24 1998

PAY TO THE ORDER OF

981215-TX



10523-98
Sept 23

FOR SECURITY PURPOSES THE BORDER OF THIS DOCUMENT CONTAINS MICROPRINTING

PRO TELECOM, INC.
PHONE 904-4757
P.O. BOX 1440
PANACEA, FL 32348

THE CITIZENS BANK OF WAKULLA
CRAWFORDVILLE, FL 32327

21356

NUMBER
21356

63-1312631

DATE
08/20/98

AMOUNT
\$*****250.00

PAY *** Two Hundred Fifty & 00/100 Dollars

VOID AFTER 90 DAYS

TO THE ORDER OF
FLORIDA PUBLIC SERVICE
COMMISSION
2540 SHUMARD OAK BLVD.
TALLAHASSEE, FL 32399-0850

[Signature]

FOR SECURITY PURPOSES THE BORDER OF THIS DOCUMENT CONTAINS MICROPRINTING