

WIGGINS & VILLACORTA, P.A.

ATTORNEYS AT LAW

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RECEIVED - FPSC
50 DEC - 1 PM 4:44
RECORDS AND REPORTING

December 1, 1998

VIA HAND DELIVERY

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

981782-TI

Re: AirTIME Technologies, Inc.

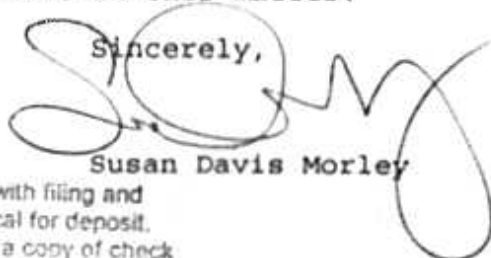
Dear Commission:

Enclosed for filing are the original and six (6) copies of AirTIME Technologies, Inc.'s Application Form for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with the \$250.00 filing fee.

Please acknowledge receipt of this transmittal by returning a date-stamped copy of the enclosed cover letter duplicate in the return envelope provided for that purpose.

Thank you for your assistance in this matter.

Sincerely,



Susan Davis Morley

Enclosures

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

W.S.

DOCUMENT NUMBER-DATE

13483 DEC-1 98

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.
Gerald Gunter Building
Tallahassee, Florida 32399-0850
(850) 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.
Gerald Gunter Building
Tallahassee, Florida 32399-0850
(850) 413-6251

DOCUMENT NUMBER-DATE

13483 DEC-18

FPSC-RECORDS/REPORTING

1. Select what type of business your company will be conducting (check all that apply):

- () **Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- () **Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- (x) **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.
- (x) **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 a uncertificated company).
- Approval for transfer of control (To another certificated company).

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

AirTIME Technologies, Inc. ("AirTIME")

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

AirTIME Technologies, Inc.

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

5019 80th Terrace South
Lake Worth, FL 33467

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

5019 80th Terrace South
Lake Worth, FL 33467

7. Structure of organization; check which applies.

- | | |
|--|---|
| <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:

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

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

9. If incorporated, please give:

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

Corporate charter number: P98000017085

Attached as Exhibit 1.

(b) Name and address of the company's Florida registered agent.

N/A.

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

Fictitious name registration number: N/A.

(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. N/A.

(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. N/A.

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

(a) The application;

Susan Davis Morley
Attorney for AirTIME Technologies, Inc.
Wiggins & Villacorta, P.A.
2145 Delta Boulevard, Suite 200
Post Office Drawer 1657
Tallahassee, Florida 32302
(850) 385-6007

(b) Official Point of Contact for the ongoing operations of the company;

Dean S. Keil
President of AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467
(888) 995-7099

(c) Tariff;

Susan Davis Morley
Attorney for AirTIME Technologies, Inc.
Wiggins & Villacorta, P.A.
2145 Delta Boulevard, Suite 200
Post Office Drawer 1657
Tallahassee, Florida 32302
(850) 385-6007

(d) Complaints/Inquiries from customers;

Dean S. Keil
President of AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467
(888) 995-7099

11. List the states in which the applicant:

a) Has operated as an interexchange carrier.

N/A.

14. Will your marketing program:
- Pay commissions?
 - Offer sales franchises?
 - Offer multi-level sales incentives?
 - Offer other sales incentives?
15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).
16. Who will receive the bills for your service? (Check all that apply)

- Residential customers.
- PATS providers.
- Hotels & motels.
- Universities.
- Business customers
- PATS station end-users.
- Hotels & motel guests.
- Univ. dormitory residents.
- Other: (specify)

N/A - The Company will offer prepaid calling.

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?

N/A. The Company will offer prepaid calling. Customers may contact the company with questions at (888) 995-7099, and may also view their call detail online at the Company's website.

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

N/A.

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

A. Financial capability.

Attached as Exhibit 2. No audited financial statements are available.

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.

Attached as Exhibit 3.

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

Attached as Exhibit 3.

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

Attached as Exhibit 3.

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

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

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

B. Managerial capability

Attached as Exhibit 4.

C. Technical capability.

Attached as Exhibit 4.

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).

Attached as Exhibit 5.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

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

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS for pay telephone service providers

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

800 Service (Toll free)

WATS type service (Bulk or volume discount)

Method of access is via dedicated facilities

Method of access is via switched facilities

Private Line services (Channel Services)

(For ex. 1.544 mbs., DS-3, etc.)

- ___ **Travel Service**
- ___ Method of access is 950
- ___ Method of access is 800

___ **900 service**

___ **Operator Services**

- ___ Available to presubscribed customers
- ___ Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals)
- ___ Available to inmates

Services included are:

- ___ Station assistance
- ___ Person to Person assistance
- ___ Directory assistance
- ___ Operator verify and interrupt
- ___ Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

10 xxx + 1+

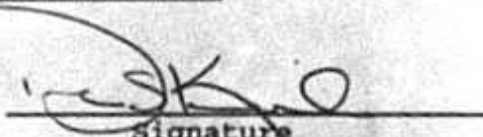
22. ___ Other:

****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 337.06, 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:



Signature

11-3-98

Date

Dean S. Keil, President

(888) 995-7099

AirTIME Technologies, Inc.

Title

Telephone No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

- (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:


Signature

11-3-98
Date

Dean S. Keil, President
AirTIME Technologies, Inc.
Title

(888) 995-7099
Telephone No.

*The Company does not require prepayment for service more than one month in advance, however, Customers are free to prepay in any amount, at their discretion.

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

AirTIME intends to provide originating service throughout the State of Florida.

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).

AirTIME will comply with the requirements of Commission Rule 25-24.471(4) (a) as modified by Order No. PSC-95-0203-FOF-TP.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (x) previously provided intrastate telecommunications in Florida. If the answer is no, 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:


Signature

11-3-98
Date

Dean S. Keil, President

(888) 995-7099
Telephone No.

AirTIME Technologies, Inc.
Title

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

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

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

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

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

OCALA:	Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Oklawaha, Orange Springs, Salt Springs and Silver Springs Shores.
DAYTONA BEACH:	New Smyrna Beach.
TAMPA:	Central None East Plant City North Zephyrhills South Palmetto West Clearwater
CLEARWATER:	St. Petersburg, Tampa-West and Tarpon Springs.
ST. PETERSBURG:	Clearwater.
LAKELAND:	Bartow, Mulberry, Plant City, Polk City and Winter Haven.
ORLANDO:	Apopka, East Orange, Lake Buena Vista, Oviedo, Windermere, Winter Garden, Winter Park, Montverde, Reedy Creek, and Oviedo-Winter Springs.
WINTER PARK:	Apopka, East Orange, Lake Buena Vista, Orlando, Oviedo, Sanford, Windermere, Winter Garden, Oviedo-Winter Springs, Reedy Creek, Geneva and Montverde.
TITUSVILLE:	Cocoa and Cocoa Beach.
COCOA:	Cocoa Beach, Eau Gallie, Melbourne and Titusville.
MELBOURNE:	Cocoa, Cocoa Beach, Eau Gallie, and Sebastian.
SARASOTA:	Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach,
North Cape Coral, North Ft.
Myers, Pine Island, Lehigh
Acres and Sanibel-Captiva
Islands.

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

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

FT. LAUDERDALE:

Coral Springs, Deerfield
Beach, Hollywood and Pompano
Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and
Perrine.

EXHIBIT 1

State of Florida



Department of State

I certify from the records of this office that AIRTIME TECHNOLOGIES, INC. is a corporation organized under the laws of the State of Florida, filed on February 23, 1998.

The document number of this corporation is P98000017085.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of February, 1998



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State

EXHIBIT 2

Acct. Num. Description Balance Balance
This Month Year/Date

ASSETS

Current Assets

1101	Cash	0.00	0.0	0.00	0.0
1102	Cash in Banks	993.81	20.7	-2253.31	-25.2
1103	Investment - Securities	0.00	0.0	0.00	0.0
1104	Accounts Receivable- Trade	0.00	0.0	0.00	0.0
1105	Accounts Receivable - Others	0.00	0.0	0.00	0.0
1106	Inventory	0.00	0.0	0.00	0.0
1110	Prepaid Expenses	0.00	0.0	0.00	0.0
	Total Current Assets	993.81	20.7	-2253.31	-25.2

Fixed Assets

120101	Autos & Trucks	0.00	0.0	0.00	0.0
120201	Furniture & Fixtures	0.00	0.0	0.00	0.0
120301	Office Equipment	3809.00	79.3	11204.86	125.2
120401	Building	0.00	0.0	0.00	0.0
120901	Other Fixed Assets	0.00	0.0	0.00	0.0
	Total Original Value	3809.00	79.3	11204.86	125.2
	minus: Accum. Depreciation	0.00	0.0	0.00	0.0
	Property & Equipment Net Value	3809.00	79.3	11204.86	125.2
1301	Organizational Expense - Net	0.00	0.0	0.00	0.0
1302	Leasehold Improvements - Net	0.00	0.0	0.00	0.0
1303	Patents/Marks/Copyrights - Net	0.00	0.0	0.00	0.0
1304	Goodwill Purchased - Net	0.00	0.0	0.00	0.0
1401	Security Deposits	0.00	0.0	0.00	0.0
1402	Long Term Investments	0.00	0.0	0.00	0.0
	Total Fixed Assets	3809.00	79.3	11204.86	125.2
	Total ASSETS	4802.81	100.0	3951.55	100.0

[Signature]
DEAN S. Keil, PRES 11/6/98

Acct. Num. Description Balance Balance
This Month Year/Date

LIABILITIES AND EQUITY

Short Term Liabilities

2101	Accounts Payable - Trade	0.00	0.0	0.00	0.0
2102	Accrued Payable	0.00	0.0	0.00	0.0
2103	Notes Payable	0.00	0.0	0.00	0.0
2104	Taxes Payable	0.00	0.0	0.00	0.0
2105	Other Payroll Payables	0.00	0.0	0.00	0.0
2106	Dividends Payable	0.00	0.0	0.00	0.0
2109	Others Payable	0.00	0.0	0.00	0.0
	Total Short Term Liabilities	0.00	0.0	0.00	0.0

Long Term & Other Liabilities

2201	Mortgage Payable	0.00	0.0	0.00	0.0
2202	Notes Payable	0.00	0.0	0.00	0.0
2203	Bonds Payable	10981.60	228.6	18867.82	210.8
2209	Other Long Term Payable	0.00	0.0	0.00	0.0
22	Deferred Liability	0.00	0.0	0.00	0.0
	Total Long Term & Other Liab.	10981.60	228.6	18867.82	210.8
	Total LIABILITIES	10981.60	228.6	18867.82	210.8

EQUITY

31	Capital Stock	0.00	0.0	500.00	5.6
32	Retained Earnings	0.00	0.0	0.00	0.0
	Current Earnings	-6178.79	-128.6	-10410.27	-116.4
	Total EQUITY	-6178.79	-128.6	-9910.27	-110.8
	Total LIABILITIES + EQUITY	4802.81	100.0	8957.55	100.0

DISK OX
Initial

Acct. No.	Description	Balance This Month	Balance Year/Date
-----------	-------------	-----------------------	----------------------

GENERAL & ADMINISTRATIVE
 EXPENSES

(Detail per Account)

5501	Payroll		
5502	Maintenance		195.00 0.0
5503	Depreciation		
5504	Amortization		
5505	Leases		
5506	Insurance	752.33 0.0	752.33 0.0
5507	Travel	1600.00 0.0	1600.00 0.0
5508	Meals		
5509	Entertainment		
5510	Shipping	116.49 0.0	311.52 0.0
5511	Rail/Postage		
5512	Phone		389.28 0.0
5513	Utilities		116.87 0.0
5514	Legal Fees		75.00 0.0
5515	Accounting Fees		
5516	Other Professional Fees		
5517	Office Supplies	174.31 0.0	713.87 0.0
5518	Donations		
5519	Licenses/Permits		
5520	Taxes-Other		
5521	Income Tax		
5522	Memberships/Dues/Subscrip.		90.20 0.0
5523	Contract Labor		265.00 0.0
5524	Bad Debt Reserve		
5525	Rent		
	Other General Expenses Total	3359.66 0.0	4991.65 0.0
	Total General & Administrative Expenses	6002.79 0.0	5822.82 0.0

[Handwritten Signature]
 Initial

EXHIBIT 3

EXPLANATION OF FINANCIAL CAPABILITY

The Applicant has sufficient financial capability to provide and maintain the proposed service throughout the state of Florida, and to meet its lease or ownership obligations. In addition to the items attached to this application as Exhibit 2, the Applicant also offers the financial statements of its affiliate, Complete Control Technologies, Inc., as proof of the adequacy of its financial resources. If necessary, the Applicant will draw upon the financial resources of Complete Control Technologies for funding required for its Florida telecommunications services. Also attached are letters of reference for Airtime Technologies and Complete Control Technologies from the following:

First Union Bank
Southwest Cellular, Inc.
Prepaid Cellular Services
Comm/Sure

FIRST
UNION

September 22, 1998

To whom it may concern:

It is with pleasure that we offer this letter as a Letter of Reference for Autome Technologies, Inc and/or Complete Control Technologies, Inc.

Our banking relations with the above firms and the principal of same have been very professional and businesslike. We have known Mr. Dean Kail for more than five years. His success in previous business ventures affords him a good "Track Record" in our opinion. We are currently handling other substantial business and personal accounts for Mr. Kail.

Therefore, we welcome the opportunity to provide this Letter of Reference.

Sincerely,


Matt Maurilio
Manager154 468 2826
MM/ck

SOUTHWEST CELLULAR, INC.

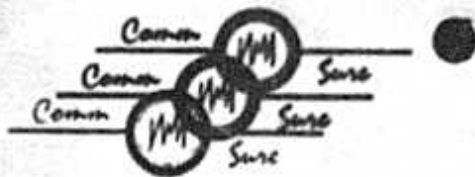


September 22, 1998

To Whom It May Concern

RE: Complete Control Technologies/Airtime Technologies

DATE ACCOUNT OPENED:	August 1997
CREDIT LIMIT	\$5,000 - \$10,000
AMOUNT OWING:	\$0
AMOUNT PAST DUE:	\$0
DATE OF LAST SALE	July 1998
CREDIT TERMS:	Net 30
AVERAGE NUMBER DAYS TO PAY:	20
COMMENTS:	Good customer; pays on or before due date
COMPLETED BY:	SWC Accounting Dept



9/21/98

Complete Control Technologies, Inc /
AirTIME Technologies, Inc.
5019 - 80th Terrace South
Lake Worth, FL 33467

Re: Established Credit Position

To Whom It May Concern:

This will confirm that a business relationship with Complete Control Technologies, Inc /AirTIME Technologies, Inc. was established with Comm/Sure in December of 1997 for the purposes of purchasing prepaid cellular airtime and prepaid cellular phones.

Complete Control Technologies, Inc /AirTIME Technologies, Inc. has an established revolving credit between \$6,000 and \$8,000 and net 30 payment approval.

I consider Complete Control Technologies, Inc./AirTIME Technologies, Inc. to be a valued customer.

Sincerely,

A handwritten signature in cursive script that reads "Wyant R. McAvoy".

Wyant R. McAvoy
General Manager/Owner

Wyant R. McAvoy

Securing The Best In Communication Products And Services Since 1972

COMPLETE CONTROL TECHNOLOGIES
 BALANCE SHEET
 AS OF AUGUST 31, 1998
 UNAUDITED

Description	Balance Year/Date	Balance Year/Date	Balance Year/Date	Balance Year/Date
A S S E T S				
Current Assets				
Cash	0	0.0	0	0.0
Cash in Banks	148	0.1	148	0.1
Investment - Securities	0	0.0	0	0.0
Accounts Receivable- Trade	16878	8.8	16878	8.8
Accounts Receivable - Others	0	0.0	0	0.0
Inventory	7009	3.6	7009	3.6
Prepaid Expenses	0	0.0	0	0.0
Total Current Assets	24035	12.5	24035	12.5
Fixed Assets				
Autos & Trucks	0	0.0	0	0.0
Furniture & Fixtures	0	0.0	0	0.0
Office Equipment	68390	25.5	68390	25.5
Building	0	0.0	0	0.0
Other Fixed Assets	100000	52.0	100000	52.0
Total Original Value	168390	87.5	168390	87.5
minus: Accum. Depreciation	0	0.0	0	0.0
Property & Equipment Net Value	168390	87.5	168390	87.5
Organizational Expense - Net	0	0.0	0	0.0
Leasehold Improvements - Net	0	0.0	0	0.0
Patents/Marks/Copyrights - Net	0	0.0	0	0.0
Goodwill Purchased - Net	0	0.0	0	0.0
Security Deposits	0	0.0	0	0.0
Long Term Investments	0	0.0	0	0.0
Total Fixed Assets	168390	87.5	168390	87.5
Total ASSETS	192425	100.0	192425	100.0


 DEAN S. KEIL, PRES

11/6/98
 DATE

.....
 Description Balance Balance
 Year/Date Year/Date

LIABILITIES AND EQUITY

Short Term Liabilities

Accounts Payable - Trade	0	0.0	0	0.0
Accrued Payable	0	0.0	0	0.0
Notes Payable	0	0.0	0	0.0
Taxes Payable	0	0.0	0	0.0
Other Payroll Payables	0	0.0	0	0.0
Dividends Payable	0	0.0	0	0.0
Others Payable	0	0.0	0	0.0

Total Short Term Liabilities 0 0.0 0 0.0

Long Term & Other Liabilities

Mortgage Payable	0	0.0	0	0.0
Notes Payable	0	0.0	0	0.0
Due Stockholders	54786	28.5	54786	28.5
Other Long Term Payable	0	0.0	0	0.0
Deferred Liability	0	0.0	0	0.0

Total Long Term & Other Liab. 54786 28.5 54786 28.5

Total LIABILITIES 54786 28.5 54786 28.5

EQUITY

Capital Stock	128109	66.6	128109	66.6
Retained Earnings	-157	-0.1	-157	-0.1
Current Earnings	9687	5.0	9687	5.0

Total EQUITY 137638 71.5 137638 71.5

Total LIABILITIES + EQUITY 192425 100.0 192425 100.0

[Handwritten Signature]
 Initial

COMPLETE CONTROL TECHNOLOGIES
 STATEMENT OF OPERATIONS
 FOR 08 MONTHS ENDING 08/31/99
 UNAUDITED

Description	Balance Year/Date	Balance Year/Date
REVENUES		
Sales:		
Sales Department 001	18079 100.0	18079 100.0
Sales Department 002		
Total Sales	18079 100.0	18079 100.0
Fees:		
Fees Department 001		
Fees Department 002		
Total Fees	0 0.0	0 0.0
Other Revenues:		
Other Trade Revenues		
Total REVENUES	18079 100.0	18079 100.0
COST OF GOODS SOLD		
Cost of Goods Sold:		
COGS-Dept 001	3848 21.3	3848 21.3
COGS-Dept 002		
Total Direct COGS	3848 21.3	3848 21.3
Purchasing Costs		
Total COST OF GOODS SOLD	3848 21.3	3848 21.3
GROSS PROFIT (LOSS)	14231 78.7	14231 78.7
GENERAL & ADMINISTRATIVE EXPENSES		
General & Adm. Expenses	3665 20.3	3665 20.3
Marketing Expense	200 1.1	200 1.1
Total EXPENSES	3865 21.4	3865 21.4
Net Income from Operations	10366 57.3	10366 57.3
OTHER INCOME AND EXPENSE		
Other Income:		
Financial Revenues		
Other Non-Trade Revenues		
Total Other Income	0 0.0	0 0.0
Other Expenses:		
Financial Expenses	679 3.8	679 3.8
Net Other Income - Expense	-679 -3.8	-679 -3.8
NET INCOME		
Net Income	9687 53.5	9687 53.5

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 Partial

.....
 Description Balance Balance
 Year/Date Year/Date

GENERAL & ADMINISTRATIVE
 EXPENSES

(Detail per Account)

Automobile & Truck				
Payroll				
Maintenance				
Depreciation				
Amortization				
Leases				
Insurance				
Travel	200	1.1	200	1.1
Meals				
Entertainment				
Shipping	45	0.3	45	0.3
Rail/Postage				
Phone	1516	8.4	1516	8.4
Utilities	496	2.7	496	2.7
Legal Fees				
Accounting Fees				
Other Professional Fees				
Office Supplies	747	4.1	747	4.1
Donations				
Licenses/Permits				
Taxes-Other				
Income Tax				
Memberships/Dues/Subscrip.				
Contract Labor	661	3.7	661	3.7
Bad Debt Reserve				
Rent				
Other General Expenses Total				

Total General & Administrative Expenses	3665	20.3	3665	20.3
.....				

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 Initial

STATEMENT OF OPERATIONS
 FOR 08 MONTHS ENDING 08/31/30
 UNAUDITED

.....
 Description Balance Balance
 Year/Date Year/Date

MARKETING EXPENSES

(Detail per Account)

Advertising				
Promotions				
Public Relations				
Marketing Research				
Trade Shows/Exhibitions				
Commissions	200	1.1	200	1.1
Customer Relations				
Mailing List				
Co-operative Advertising				
Shipping				
Mail/Postage				
Other Marketing Cost				

Total Marketing Cost	200	1.1	200	1.1
			

[Handwritten Signature]
 United

.....
 Description Balance Balance
 Year/Date Year/Date

ASSETS

Current Assets

Cash	0	0.0	0	0.0
Cash in Banks	280	0.2	280	0.2
Investment - Securities	0	0.0	0	0.0
Accounts Receivable- Trade	15102	8.3	15102	8.3
Accounts Receivable - Others	0	0.0	0	0.0
Inventory	7009	3.8	7009	3.8
Prepaid Expenses	0	0.0	0	0.0
<hr/>				
Total Current Assets	22391	12.3	22391	12.3

Fixed Assets

Autos & Trucks	0	0.0	0	0.0
Furniture & Fixtures	0	0.0	0	0.0
Office Equipment	59938	32.9	59938	32.9
Building	0	0.0	0	0.0
Other Fixed Assets	100000	54.8	100000	54.8
<hr/>				
Total Original Value	159938	87.7	159938	87.7
minus: Accum. Depreciation	0	0.0	0	0.0
<hr/>				
Property & Equipment Net Value	159938	87.7	159938	87.7
Organizational Expense - Net	0	0.0	0	0.0
Leasehold Improvements - Net	0	0.0	0	0.0
Patents/Marks/Copyrights - Net	0	0.0	0	0.0
Goodwill Purchased - Net	0	0.0	0	0.0
Security Deposits	0	0.0	0	0.0
Long Term Investments	0	0.0	0	0.0
<hr/>				
Total Fixed Assets	159938	87.7	159938	87.7
<hr/>				
Total ASSETS	182329	100.0	182329	100.0


 DEAN S. KEIL PRES

11/6/98
 DATE

COMPLETE CONT TECHNOLOGIES
 BALANCE SHEET
 AS DECEMBER 31, 1997
 UNAUDITED

.....
 Description Balance Balance
 Year/Date Year/Date

LIABILITIES AND EQUITY

Short Term Liabilities

Accounts Payable - Trade	0	0.0	0	0.0
Accrued Payable	0	0.0	0	0.0
Notes Payable	0	0.0	0	0.0
Taxes Payable	0	0.0	0	0.0
Other Payroll Payables	0	0.0	0	0.0
Dividends Payable	0	0.0	0	0.0
Others Payable	0	0.0	0	0.0
<hr/>				
Total Short Term Liabilities	0	0.0	0	0.0

Long Term & Other Liabilities

Mortgage Payable	0	0.0	0	0.0
Notes Payable	0	0.0	0	0.0
Due Stockholders	54377	29.8	54377	29.8
Other Long Term Payable	0	0.0	0	0.0
Deferred Liability	0	0.0	0	0.0
<hr/>				
Total Long Term & Other Liab.	54377	29.8	54377	29.8
<hr/>				
Total LIABILITIES	54377	29.8	54377	29.8

EQUITY

Capital Stock	128109	70.3	128109	70.3
Retained Earnings	0	0.0	0	0.0
Current Earnings	-157	-0.1	-157	-0.1
<hr/>				
Total EQUITY	127952	70.2	127952	70.2
<hr/>				
Total LIABILITIES + EQUITY	182329	100.0	182329	100.0

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D. J. K. G.
 INITIAL

COMPLETE CONTROL TECHNOLOGIES
 STATEMENT OF OPERATIONS
 FOR 9 MONTHS ENDING 12/31/97
 UNAUDITED

Page 1

Description	Balance Year/Date	Balance Year/Date
REVENUES		
Sales:		
Sales Department 001	15102 100.0	15102 100.0
Sales Department 002		
Total Sales	15102 100.0	15102 100.0
Fees:		
Fees Department 001		
Fees Department 002		
Total Fees	0 0.0	0 0.0
Other Revenues:		
Other Trade Revenues		
Total REVENUES	15102 100.0	15102 100.0
COST OF GOODS SOLD		
Cost of Goods Sold:		
COGS-Dept 001	2790 18.5	2790 18.5
COGS-Dept 002		
Total Direct COGS	2790 18.5	2790 18.5
Purchasing Costs		
Total COST OF GOODS SOLD	2790 18.5	2790 18.5
GROSS PROFIT (LOSS)	12313 81.5	12313 81.5
GENERAL & ADMINISTRATIVE EXPENSES		
General & Adm. Expenses	12003 79.5	12003 79.5
Marketing Expense	217 1.4	217 1.4
TOTAL EXPENSES	12219 80.9	12219 80.9
Net Income from Operations	93 0.6	93 0.6
OTHER INCOME AND EXPENSE		
Other Income:		
Financial Revenues		
Other Non-Trade Revenues		
Total Other Income	0 0.0	0 0.0
Other Expenses:		
Financial Expenses	251 1.7	251 1.7
Net Other Income - Expense	-251 -1.7	-251 -1.7
NET INCOME		
Net Income	-157 -1.0	-157 -1.0

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 INITIAL

COMPLETE CONTROL TECHNOLOGIES
 STATEMENT OF OPERATIONS
 FOR 9 MONTHS ENDING 12/31/97
 UNAUDITED

Description	Balance Year/Date	Balance Year/Date	Balance Year/Date	Balance Year/Date
GENERAL & ADMINISTRATIVE EXPENSES				
(Detail per Account)				
Automobile & Truck	196 1.3	196 1.3		
Payroll				
Maintenance				
Depreciation				
Amortization				
Leases				
Insurance				
Travel	501 3.3	501 3.3		
Meals				
Entertainment	1009 6.7	1009 6.7		
Shipping	1123 7.4	1123 7.4		
Mail/Postage	62 0.4	62 0.4		
Phone	3067 20.3	3067 20.3		
Utilities	435 2.9	435 2.9		
Legal Fees				
Accounting Fees				
Other Professional Fees				
Office Supplies	2273 15.1	2273 15.1		
Donations				
Licenses/Permits	169 1.1	169 1.1		
Taxes-Other				
Income Tax				
Memberships/Dues/Subscrip.	503 3.3	503 3.3		
Contract Labor	2664 17.6	2664 17.6		
Bad Debt Reserve				
Rent				
Other General Expenses Total				
Total General & Administrative Expenses	12003 79.5	12003 79.5		

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 1/2/98

COMPLETE CONTROL TECHNOLOGIES
STATEMENT OF OPERATIONS
FOR 9 MONTHS ENDING 12/31/97
UNAUDITED

Description	Balance	Balance		
	Year/Date	Year/Date		
MARKETING EXPENSES				
(Detail per Account)				
Advertising	217	1.4	217	1.4
Promotions				
Public Relations				
Marketing Research				
Trade Shows/Exhibitions				
Commissions				
Customer Relations				
Mailing List				
Co-operative Advertising				
Shipping				
Mail/Postage				
Other Marketing Cost				
Total Marketing Cost	217	1.4	217	1.4

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INITIAL

EXHIBIT 4

TECHNICAL AND MANAGERIAL CAPABILITY

AirTime will provide its intrastate telecommunications services over resold facilities. As a reseller, the Company will rely on the technical expertise of its underlying carriers for maintenance and supervision of the network. Additional technical support and managerial expertise will be provided by its officers, as follows:

Dean S. Keil, President - Mr. Keil has been involved in the communications field since 1991 when he founded and operated the world's largest information dissemination company for the transportation industry. International Fax Service, Inc. was started in 1991 with 1 employee and 1 owner, and currently has 50 employees. The company was sold to its current owner in 1993.

Shortly before the sale of IFS, Mr. Keil became involved in the implementation of a new (patented) process of off-line electronic checking and check replacement, with ChequeMark Systems, Inc., based in St. Augustine, FL. All of the major check card companies and many major credit card companies utilize its patented technology.

As a result of his interest in prepaid technologies, Mr. Keil started Complete Control Technologies, Inc., a network of distributors dealing with new and existing technology of the major manufacturers of phones and cards. Mr. Keil also owns and operates Encompass Graphics, a Minneapolis, MN firm producing plastic cards for other corporations such as 3M, Means Telecomm (a 60-company co-op), Talk and Toss Global House and others.

EXHIBIT 5

TITLE PAGE
FLORIDA TELECOMMUNICATIONS TARIFF
OF
AirTIME Technologies, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by AirTIME Technologies, Inc. ("AirTIME") within the State of Florida. This tariff is on file with the Florida Public Service Commission. Copies may be inspected during normal business hours at the Company's principal place of business at 5019 80th Terrace South, Lake Worth, Florida 33467.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

CHECK SHEET

Sheets 1 through 17, inclusive, 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.

SHEET	REVISION
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

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

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TABLE OF CONTENTS

Title Page 1
Check Sheet 2
Table of Contents 3
Section 1 - Technical Terms and Abbreviations 6
Section 2 - Rules and Regulations 7
Section 3 - Description of Service 14
Section 4 - Rates 16

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SYMBOLS

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

- D - Delete or discontinue.
- I - Change resulting in an increase to a customer's bill.
- M - Moved from another tariff location.
- N - New.
- R - Change resulting in a reduction to a customer's bill.
- T - Change in text or regulation.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

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 FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC 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 the 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 FPSC, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on file with the FPSC.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to an AirTIME Technologies, Inc. switching center or point of presence.

AirTIME - Used throughout this tariff to mean AirTIME Technologies, Inc. unless clearly indicated otherwise by the text.

Authorized User - A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Carrier's service.

Carrier or Company - Whenever used in this tariff, "Carrier," "Company," or "AirTIME" refers to AirTIME Technologies, Inc. unless otherwise specified or clearly indicated by the context.

Commission - The Florida Public Service Commission.

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

FPSC - The Florida Public Service Commission.

LEC - Local Exchange Company.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 2 - RULES AND REGULATIONS, CONT.

2.2 Limitations, cont.

2.2.4 (cont.)

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.

2.2.5

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.

2.3 Use

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

2.4 Liabilities of the Company

2.4.1

AirTIME's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.

2.4.2

The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility, or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 2 - RULES AND REGULATIONS, CONT.

2.4 Liabilities of Company, cont.

- 2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, tradename, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.
- 2.4.4 No agent or employee of any other carrier shall be deemed to be an agent or employee of the Company.
- 2.4.5 The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.
- 2.4.6 The Company shall not be liable for any claim, loss or refund as a result of loss or theft of prepaid calling cards or receipts, or Personal Identification Numbers issued for use with the Company's services.

2.5 Deposits

The Company does not require a deposit from the Customer.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 2 - RULES AND REGULATIONS, CONT.

2.6 Taxes and Regulatory Charges

All state and local taxes and regulatory charges (i.e., gross receipts tax, sales tax, municipal utilities tax, universal service charges, etc.) are listed as separate line items and are not included in the quoted rates.

2.7 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls by the Company. This includes payment for all calls or services originating from the Customer's number(s), as well as calls placed using the Company's prepaid calling account and appropriate PIN from any location, by any party. The Customer is responsible for all prepaid calling calls placed by any party as a result of Customer's intentional or negligent disclosure of his or her PIN.

Any objections to billed charges or depletion of prepaid calling cards or accounts must be promptly reported to the Company or its billing agent. Adjustments to Customer's prepaid account balances shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

All charges to commercial credit cards, including prepaid account renewals, are subject to the terms and conditions of the issuing commercial credit card company and those of the Company's credit card processing agent.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 2 - RULES AND REGULATIONS, CONT.

2.8 Refusal or Discontinuance by Company, cont.

- 2.8.8 Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, AirTIME may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- 2.8.9 Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Carrier from furnishing such services.
- 2.8.10 For extended periods of inactivity.
- 2.8.11 With live or automated verbal notification when the available prepaid calling account balance is depleted to a level insufficient to place a one-minute call to the location of least cost.
- 2.8.12 Without notice when the expiration date of a prepaid calling account issued by the Company is reached.

2.9 Returned Check Charges

A fee of \$20.00, or five percent of the amount of the check, may be charged for each check returned for insufficient funds.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 2 - RULES AND REGULATIONS, CONT.

2.10 Interruption of Service

Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.4 herein. It shall be the obligation of the Customer to notify Carrier immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to Carrier's terminal. Interruptions caused by Customer-provided or Carrier-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

2.11 Restoration of Service

The use and restoration of service shall be in accordance with the rules and regulations of the FPSC.

2.12 Cost of Collection and Repair

The Customer is responsible for any and all costs incurred in the collection of monies due the Carrier including legal and accounting expenses. Customer is also responsible for recovery costs of Carrier-provided equipment and any expenses required for repair or replacement of damaged equipment.

Issued: December 1, 1998
by: Dean S. Kell, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

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

- 3.1.1 Long distance usage charges are based on the actual usage of AirTIME's network. The Company will determine that a call has been established through industry standard answer detection methods including, where available, by signal from the local telephone company.
- 3.1.2 Minimum billed call duration and billing increments differ from product to product. Product specific information is included in Section 4 of the Rate Schedules.
- 3.1.3 Usage is measured and rounded to the next higher billing increment for billing purposes.
- 3.1.4 Chargeable time ends when either party "hangs up" thereby releasing the network connection. Incomplete calls are not billed.

3.2 AirTIME Prepaid Long Distance Services

AirTIME's Prepaid Long Distance service is a resold switched outbound long distance service accessed by the Customer through 10-XXX access or direct 1+ dialing. Calls are billed in one minute increments, with a one minute minimum call duration. Rates are not time of day or mileage sensitive. Service is offered in conjunction with interstate and international long distance service.

AirTIME Prepaid Long Distance service is a switched service that enables an end user to place calls against a predetermined dollar amount associated with a PIN and prepaid account.

Calls are originated by dialing an access telephone number, followed by a PIN. The prepaid account balance is depleted on a real-time basis as calls are placed. Calls are billed in one (1) minute increments, with a one (1) minute minimum call duration. A per call surcharge also applies.

Issued: December 1, 1998
by: Dean S. Keil, President
AirTIME Technologies, Inc.
5019 80th Terrace South
Lake Worth, FL 33467

Effective:

SECTION 3 - DESCRIPTION OF SERVICE, CONT.

3.2 AirTIME Prepaid Long Distance Services (cont.)

All calls must be charged against a prepaid account that has sufficient available balance. A Customer's call will be interrupted with an announcement one (1) minute before the balance is about to be depleted. Calls in progress will be terminated by the Company if the prepaid account balance is not sufficient to continue the call.

Prepaid Long Distance Service may be accessed through touchtone telephones only. Calls to 700, 800, 900 and 976 numbers and calls requiring operator assistance and the quotation of time and charges cannot be completed using this service. Air to ground and high seas service may not be completed.

AirTIME is not liable or responsible for theft, loss or unauthorized use of cards or PINs. AirTIME will not refund or issue credit on the unused balance of the prepaid account.

Customers may access, at their option, call detail and billing information for AirTIME's long distance service on an electronic basis, through the Company's World Wide Web home page. Customers access their confidential account information by entering a proprietary identification number (PIN).

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by:	Dean S. Keil, President AirTIME Technologies, Inc. 5019 80th Terrace South Lake Worth, FL 33467	

SECTION 4 - RATES, CONT.

4.4 Exemptions and Special Rates, cont.

4.4.2 Telecommunications Relay Service (cont.)

hearing and visually impaired, the call shall be discounted sixty percent (60%) off of the otherwise applicable rate for a voice nonrelay call. The discount applies to the time sensitive element of a charge for the call and does not apply to per call charges such as a credit card surcharge.

4.4.3 Directory Assistance for Handicapped Persons

Should the Company undertake to provide directory assistance, there will be no charge for Directory Assistance for calls from handicapped persons, with a maximum of 50 inquiries per monthly billing cycle. Such persons must contact the Company for credit on their directory assistance calls.

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