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January 5, 1999

Louis J. Yambor
Public Service Commission
2540 Shumard Oak Boulevard
Capital Circle Office Center
Tallahassee, Florida 32399

Re: Interexchange Telecommunications Carrier application
Ref: 225166L

990026-TI

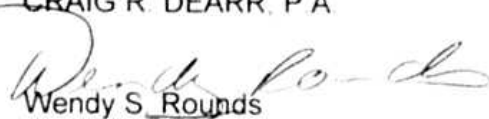
Dear Mr. Yambor,

This firm represents May Systems, Inc. Our client is applying for certification as an Interexchange Telecommunications Carrier. Enclosed is the application with the required attachments.

If you have any questions or need further clarification regarding any of the information provided, please do not hesitate to contact our office.

Very truly yours,

~~CRAIG R. DEARR, P.A.~~


Wendy S. Rounds
For the firm

WSR/bhs
Enclosures as stated.

1. This is an application for (check one): 990026-TI
- Original certificate (new company).
- Approval of transfer of existing certificate:
Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.
- Approval of assignment of existing certificate:
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 of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

MAY Systems, Inc

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

4. Official mailing address (including street name & number, post office box, city, state, zip code).

MAY Systems, Inc.

1339 14 TERRACE

MIAMI BEACH, FL 33139

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

MAY SYSTEMS, INC.

1339 14 TERRACE

MIAMI BEACH, FL 33139

FORM PSC/CMU 31 DOCS 1981 NUMBER-DATE-

00283 JAN-78

FPSC-RECORDS/REPORTING

to be filed with filing and

deposit.

Initials of person who deposited check:

Initials of person who received check:

JA

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

- () **Facilities-based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- () **Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- () **Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- () **Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- () **Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers, then offers resold service by enrolling unaffiliated customers.
- (✓) **Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

7. Structure of organization;

- () Individual () Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other _____

8. If individual, provide:

Name : _____
Title : _____
Address: _____
City/State/Zip: _____
Telephone No.: _____ Fax No.: _____
Internet E-Mail Address: _____
Internet Website Address: _____

9. If incorporated in Florida, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State Corporate
Registration number: P916000031482

10. If foreign corporation, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State Corporate
Registration number: _____

11. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

- (a) The Florida Secretary of State fictitious
name registration number: _____

12. If a limited liability partnership, provide proof of registration to operate in Florida.

- (a) The Florida Secretary of State registration
number: _____

13. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement.

Name : _____

Title : _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

14. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: _____

15. Provide FEID Number (if applicable): _____

16. Provide the following (if applicable):

(a) Will the name of your company appear on the ~~bill for your services?~~ Yes () No
prepaid debt card

(b) If not, who will bill for your services?

Name : _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

(c) How is this information provided?

printed on back of
card

17. Who will serve as liaison to the Commission with regard to the following?

(a) The application;

Name : Mohammad YEKTAJI
Title : President
Address: 1339 14th Terrace
City/State/zip: MIAMI BEACH, FL 33139
Telephone No.: 305 604-9001 Fax No.: 305 604-9919
Internet E-Mail Address: MAYSOFT@BELLSONYA.NET
Internet Website Address: _____

(b) Official point of contact for the ongoing operations of the company:

Name : Mohammad YEKTAJI
Title : President
Address: 1339 14th Terrace
City/State/zip: MIAMI BEACH, FL 33139
Telephone No.: 305 604-9001 Fax No.: 305 604 9919
Internet E-Mail Address: MAYSOFT@BELLSONYA.NET
Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name : OSCAR ADANA
Title : V.P.
Address: 1339 14th Terrace
City/State/zip: MIAMI BEACH, FL 33139
Telephone No.: 1800 565 6073 Fax No.: _____
Internet E-Mail Address: 1305 702044 MAYSOFT@BELLSONYA.NET
Internet Website Address: _____

18. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

none

(b) has applications pending to be certificated as an interexchange telecommunications company.

none

(c) is certificated to operate as an interexchange telecommunications company.

none

(d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

none

(e) has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

none

(f) has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

none

19. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) 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

(b) an 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.

none

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

a. 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

b. 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

c. 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

d. MTS for pay telephone service providers

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

f. 800 service (toll free)

g. WATS type service (bulk or volume discount)

- Method of access is via dedicated facilities
- Method of access is via switched facilities

h. Private line services (Channel Services)
(For ex. 1.544 mbs., DS-3, etc.)

i. Travel service

- Method of access is 950
- Method of access is 800

j. 900 service

k. 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

l. Services included are:

- Station assistance
- Person-to-person assistance
- Directory assistance
- Operator verify and interrupt
- Conference calling

21. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

22. Submit the following:

A. Financial capability.

The application must contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements must be signed by the applicant's chief executive officer and chief financial officer affirming that the financial statements are true and correct and must include:

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

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.

Further, the following (which includes supporting documentation) must be provided:

1. A written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. A written explanation that the applicant has sufficient financial capability to maintain the requested service.
3. A written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

B. Managerial capability; give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.

C. Technical capability; give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**** 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 the 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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

X Mohamed H. H.
Signature

1/5/1999
Date

President
Title

305 604-9001
Telephone No.

Address: 1339 14th TERRACE
MIAMI BEACH, FL
33139

305 604-9919
Fax No.

ATTACHMENTS:

- A - CERTIFICATE TRANSFER OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - CURRENT FLORIDA INTRASTATE SERVICES
- E - AFFIDAVIT
FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
GLOSSARY

** APPENDIX A **

CERTIFICATE TRANSFER OR ASSIGNMENT STATEMENT

I, (Name) _____,
(Title) _____ of
(Name of Company) _____

_____ and current holder of Florida Public Service Commission
Certificate Number _____, have reviewed this
application and join in the petitioner's request for a

transfer

assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

** APPENDIX B **

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

- The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month. (The bond must accompany the application.)

UTILITY OFFICIAL:

X Michael G. Gentry
Signature

1/5/1999
Date

President
Title

305 604-9001
Telephone No.

Address: 1339 141st TERRACE
MIAMI BEACH, FL
33139

305 604-9919
Fax No.

** APPENDIX C **

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** (✓) previously provided intrastate telecommunications in Florida.

If the answer is has, fully describe the following:

- a) What services have been provided and when did these services begin?

- b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:

X Michael H. Harty
Signature

1/5/1999
Date

President
Title

305 604-9001
Telephone No.

Address:

1339 144th Terrace
Miami Beach, FL
33139

305 604-9919
Fax No.

**** APPENDIX D ****

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 interexchange telecommunications 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."

UTILITY OFFICIAL:

X Mohamed N. Ghazal
Signature

1/15/1999
Date

President
Title

305 604-9001
Telephone No.

Address: 1339 14TH TERRACE
MIAMI BEACH, FL
33139

305 604-9919
Fax No.

PROPOSED

MAY SYSTEMS, INC.

Florida Tariff No. 1
Original Sheet 1

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by MAY SYSTEMS, INC., with principal offices at 1339 14th Terrace, Miami Beach, FL 33139. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

ISSUED: _____

EFFECTIVE: _____

By: _____

Mohammad A. Yektayi, President
1339 14th Terrace

C/A

CHECK SHEET

The sheets listed below, which are 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 of 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 |
| 18 | Original |

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

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Section 2 - Rules and Regulations.....7
Section 3 - Description of Service.....12
Section 4 - Rates.....15

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SYMBOLS SHEET

[NOTE: THESE ARE THE ONLY APPROVED SYMBOLS TO BE USED IN YOUR TARIFF AND THIS LIST OF SYMBOLS MUST BE COPIED VERBATIM.]

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 But No Change In Rate Or Charge

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

TARIFF FORMAT SHEETS

- 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 their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i).
 - 2.1.1.A.1.(a).I.(i).(1).
- D. **Check Sheets** - When a tariff filing is made with the 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. remains 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: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the Company's network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Company or Carrier - MAY SYSTEMS, INC.

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

Day - From 8:00 AM up to but not including 5:00 PM local time Sunday through Friday.

Evening - From 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

Holidays - The Company's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents Day, Ground Hog Day, St. Patrick's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

Night/Weekend - From 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

The Company installs, operates, and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. It may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Company's network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a prepaid basis and are available twenty-four hours per day, seven days per week. The selling of IXC telecommunication service to uncertificated IXC resellers is prohibited.

2.2 Limitations.

2.2.1 Service is offered subject to the availability of facilities and provisions of this tariff.

2.2.2 The Company's reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control: or when the customer is using service in violation of the law or the provisions of this tariff.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

2.2.3

All facilities provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with 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.

2.2.4

Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.2.5

Customers reselling or reselling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier for the Florida Public Service Commission.

2.3 Liabilities of the Company.

2.3.1

The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.3.2

The Company shall be indemnified and held harmless by the customer against:

(A)

Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.

(B)

All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 2 - RULES AND REGULATIONS continued

2.4 Interruption of Service.

2.4.1

Credit allowance for the interruption of service which is not due to The Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.

2.4.2

No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

2.4.3

The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

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

"A" - outage time in hours

"B" - total days in month

"C" - total monthly charge for affected facility

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier.

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

2.5.1

Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.

2.5.2

A violation of any regulation governing the service under this tariff .

2.5.3

A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.

2.5.4

The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 2 - RULES AND REGULATIONS continued

2.6 Deposits

The Company does not require a deposit from the customer.

2.7 Advance Payments

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

2.8 Taxes

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

2.9 Billing of Calls

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and End For Phone Calls

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver, (i.e. when 2 way communication, often referred to as "conversation time" is possible.). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

The minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1 minute increments.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 3 - DESCRIPTION OF SERVICE continued**3.2 Calculation of Distance**

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

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square root of:
$$\frac{\sqrt{(V_1 - V_2)^2 + (H_1 - H_2)^2}}{10}$$

3.3 Minimum Call Completion Rate

A customer can expect a call completion rate **[EXPRESSED AS A PERCENTAGE]** (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all FG D services ("1+" dialing).

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 3 - DESCRIPTION OF SERVICE continued

3.4 Service Offerings

3.4.1 MAY SYSTEMS, INC. Calling Card Service

MAY SYSTEMS, INC. is a calling card service offered to residential and business customers who subscribe to the MAY SYSTEMS, INC. Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a 1-800 number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls are billed in one (1) minute increments after the initial minimum period of one (1) minute. There are no nonrecurring or monthly recurring charges. No calling card surcharge applies.

Describe ALL SERVICES

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

SECTION 4 - RATES**4.1 Determining Applicable Rate in Effect.**

For the initial minute, the rate applicable at the start of chargeable time at the calling station applies. For additional minutes, the rate applicable is that rate which is in effect at the calling station when the additional minute(s) begin. That is, if chargeable time begins during the Day Period, the Day Rate applies to the initial minute and to any additional minutes that the call continues during the rate period. If the call continues into a different rate period, the appropriate rates from that period apply to any additional minutes occurring in that rate period. If an additional minute is split between two rate periods, the rate period applicable at the start of the minute applies to the entire minute.

4.2 Payment of Calls**4.2.1 Late Payment Charges**

Interest charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.2.2 Return Check Charges

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, whichever is greater.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

MAY SYSTEMS, INC

Florida Tariff No. 1
Original Sheet 16

SECTION 4 - RATES continued

4.3 MAY SYSTEMS, INC. Calling Card Service

For rates see attached pages 1 through 5.

ISSUED: _____

EFFECTIVE: _____

By:

Mohammad A. Yektayi, President
1339 14th Terrace

MOY SYSTEM TARIFF
11/10/1978

| PANAMERICAN LOCAL ACCESS AND TOLL FREE MINUTES AND RATES | | | | | |
|--|--------------|-------|-----------|-------|------|
| Country | LOCAL ACCESS | | TOLL FREE | | Bang |
| | Mins | RATE | Mins | RATE | |
| ARGENTINA | 22 | 36.36 | 19 | 41.36 | 2.00 |
| ARGENTINA BUENOS AI | 35 | 0.220 | 30 | 0.270 | 2.00 |
| ARUBA | 30 | 0.266 | 25 | 0.316 | 2.00 |
| AUSTRALIA | 115 | 0.078 | 70 | 0.128 | 1.00 |
| AUSTRIA | 60 | 0.141 | 45 | 0.191 | 1.50 |
| BAHAMAS | 81 | 0.098 | 54 | 0.148 | 2.00 |
| BANGLADESH | 8 | 1.000 | 8 | 1.050 | 2.00 |
| BARBADOS | 21 | 0.380 | 19 | 0.430 | 2.00 |
| BELGIUM | 80 | 0.112 | 56 | 0.162 | 1.00 |
| BELIZE | 12 | 0.666 | 11 | 0.716 | 2.00 |
| BERMUDA | 66 | 0.121 | 47 | 0.171 | 2.00 |
| BOLIVIA | 15 | 0.533 | 14 | 0.583 | 2.00 |
| BRAZIL | 28 | 0.285 | 24 | 0.335 | 2.00 |
| BRAZIL SAO PAULO | 40 | 0.200 | 32 | 0.250 | 2.00 |
| CANADA | 230 | 0.039 | 101 | 0.089 | 1.00 |
| CAYMAN ISLANDS | 33 | 0.242 | 27 | 0.292 | 2.00 |
| CHILE | 60 | 0.133 | 44 | 0.183 | 2.00 |
| CHINA | 18 | 0.444 | 16 | 0.494 | 2.00 |
| COLOMBIA | 26 | 0.307 | 22 | 0.357 | 2.00 |
| COLOMBIA BOGOTA | 100 | 0.080 | 62 | 0.130 | 2.00 |
| COLOMBIA CALI | 90 | 0.088 | 58 | 0.138 | 2.00 |
| COLOMBIA MEDELLIN | 60 | 0.133 | 44 | 0.183 | 2.00 |
| COSTA RICA | 28 | 0.285 | 24 | 0.335 | 2.00 |
| CUBA | 15 | 0.533 | 14 | 0.583 | 2.00 |
| DENMARK | 110 | 0.081 | 69 | 0.131 | 1.00 |
| DOMINICA | 18 | 0.472 | 16 | 0.522 | 1.50 |
| DOMINICAN REPUBLIC | 42 | 0.238 | 35 | 0.288 | 0.00 |
| ECUADOR | 31 | 0.258 | 26 | 0.308 | 2.00 |
| ECUADOR QUITO | 40 | 0.200 | 32 | 0.250 | 2.00 |

| | | | | | |
|-------------------|-----|-------|----|-------|------|
| ECUADOR GUAYAQUIL | 40 | 0.200 | 32 | 0.250 | 2.00 |
| ECUADOR CELLULAR | 12 | 0.666 | 11 | 0.716 | 2.00 |
| EL SALVADOR | 28 | 0.285 | 24 | 0.335 | 2.00 |
| FINLAND | 110 | 0.077 | 67 | 0.127 | 1.50 |
| FRANCE | 100 | 0.085 | 63 | 0.135 | 1.50 |
| GABON | 12 | 0.708 | 11 | 0.758 | 1.50 |
| GAMBIA | 15 | 0.533 | 14 | 0.583 | 2.00 |
| GERMANY | 150 | 0.056 | 80 | 0.106 | 1.50 |
| GHANA | 18 | 0.444 | 16 | 0.494 | 2.00 |
| GREECE | 32 | 0.265 | 27 | 0.315 | 1.50 |
| GRENADA | 15 | 0.533 | 14 | 0.583 | 2.00 |
| GUATEMALA | 34 | 0.250 | 28 | 0.300 | 1.50 |
| GUYANA | 11 | 0.727 | 10 | 0.777 | 2.00 |
| HAITI | 20 | 0.400 | 18 | 0.450 | 2.00 |
| HONDURAS | 23 | 0.347 | 20 | 0.397 | 2.00 |
| HONG KONG | 80 | 0.100 | 53 | 0.150 | 2.00 |
| HUNGARY | 55 | 0.150 | 41 | 0.200 | 1.75 |
| INDIA | 12 | 0.666 | 11 | 0.716 | 2.00 |
| INDIA-BOMBAY | 15 | 0.533 | 14 | 0.583 | 2.00 |
| INDIA-MADRAS | 14 | 0.571 | 13 | 0.621 | 2.00 |
| INDIA-NEW DELHI | 17 | 0.470 | 15 | 0.520 | 2.00 |
| INDONESIA | 18 | 0.444 | 16 | 0.494 | 2.00 |
| ISRAEL | 50 | 0.200 | 40 | 0.250 | 0.00 |
| ISRAEL - CELLULAR | 45 | 0.222 | 37 | 0.272 | 0.00 |
| IRELAND | 90 | 0.094 | 59 | 0.144 | 1.50 |
| ITALY | 85 | 0.100 | 57 | 0.150 | 1.50 |
| JAMAICA | 18 | 0.444 | 16 | 0.494 | 2.00 |
| JAPAN | 60 | 0.141 | 45 | 0.191 | 1.50 |
| JAPAN - CELLULAR | 40 | 0.200 | 32 | 0.250 | 2.00 |
| KOREA SOUTH | 53 | 0.155 | 40 | 0.205 | 1.75 |
| LAOS | 12 | 0.666 | 11 | 0.716 | 2.00 |
| LEBANON | 13 | 0.615 | 12 | 0.665 | 2.00 |

| | | | | | |
|--------------------|-----|-------|----|-------|------|
| LITHUANIA | 25 | 0.320 | 22 | 0.370 | 2.00 |
| LIBERIA | 18 | 0.500 | 16 | 0.550 | 1.00 |
| LUXEMBOURG | 60 | 0.133 | 44 | 0.183 | 2.00 |
| MALAYSIA | 40 | 0.200 | 32 | 0.250 | 2.00 |
| MEXICO | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND1 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND2 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND3 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND4 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND5 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND6 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND7 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MEXICO BAND8 | 45 | 0.177 | 45 | 0.177 | 2.00 |
| MONTSERRAT | 16 | 0.500 | 15 | 0.550 | 2.00 |
| MONACO | 70 | 0.121 | 50 | 0.171 | 1.50 |
| MOROCCO | 24 | 0.333 | 21 | 0.383 | 2.00 |
| NAMIBIA | 22 | 0.386 | 19 | 0.436 | 1.50 |
| NETHER ANTILLES | 35 | 0.228 | 29 | 0.278 | 2.00 |
| NEVIS | 21 | 0.380 | 19 | 0.430 | 2.00 |
| NETHERLANDS | 100 | 0.090 | 64 | 0.140 | 1.00 |
| NEW ZEALAND | 100 | 0.090 | 64 | 0.140 | 1.00 |
| NICARAGUA | 22 | 0.363 | 19 | 0.413 | 2.00 |
| NIGERIA | 11 | 0.727 | 10 | 0.777 | 2.00 |
| NORWAY | 90 | 0.094 | 59 | 0.144 | 1.50 |
| PAKISTAN | 12 | 0.666 | 11 | 0.716 | 2.00 |
| PANAMA | 15 | 0.533 | 14 | 0.583 | 2.00 |
| PARAGUAY | 15 | 0.533 | 14 | 0.583 | 2.00 |
| PERU | 19 | 0.421 | 17 | 0.471 | 2.00 |
| PERU LIMA | 30 | 0.266 | 25 | 0.316 | 2.00 |
| PHILIPPINES | 27 | 0.296 | 23 | 0.346 | 2.00 |
| PHILIPPINES MANILA | 27 | 0.296 | 23 | 0.346 | 2.00 |
| POLAND | 37 | 0.216 | 30 | 0.266 | 2.00 |

| | | | | | |
|----------------------|-----|--------|-----|-------|------|
| PORTUGAL | 40 | 0.212 | 32 | 0.262 | 1.50 |
| PUERTO RICO | 200 | 0.0460 | 96 | 0.096 | 0.75 |
| ROMANIA | 27 | 0.296 | 23 | 0.346 | 2.00 |
| RUSSIA | 20 | 0.400 | 18 | 0.450 | 2.00 |
| RUSSIA MOSCOW | 45 | 0.177 | 35 | 0.227 | 2.00 |
| RUSSIA ST PETERSBUR | 35 | 0.228 | 29 | 0.278 | 2.00 |
| RWANDA | 12 | 0.666 | 11 | 0.716 | 2.00 |
| SAUDI ARABIA | 11 | 0.727 | 10 | 0.777 | 2.00 |
| SINGAPORE | 45 | 0.177 | 35 | 0.227 | 2.00 |
| SOMALIA | 11 | 0.727 | 10 | 0.777 | 2.00 |
| SENEGAL REPUBLIC | 10 | 0.800 | 9 | 0.850 | 2.00 |
| SOUTH AFRICA | 24 | 0.333 | 21 | 0.383 | 2.00 |
| ST KITTS | 23 | 0.347 | 20 | 0.397 | 2.00 |
| ST LUCIA | 17 | 0.470 | 15 | 0.520 | 2.00 |
| ST PIERRE/MIQUELON | 35 | 0.228 | 29 | 0.278 | 2.00 |
| ST VINCENT/GRENADIN | 16 | 0.500 | 15 | 0.550 | 2.00 |
| SUDAN | 19 | 0.421 | 17 | 0.471 | 2.00 |
| SPAIN | 50 | 0.170 | 39 | 0.220 | 1.50 |
| SURINAME | 9 | 0.888 | 9 | 0.938 | 2.00 |
| SWEDEN | 115 | 0.078 | 70 | 0.128 | 1.00 |
| SWITZERLAND | 75 | 0.113 | 52 | 0.163 | 1.50 |
| TAIWAN | 40 | 0.200 | 32 | 0.250 | 2.00 |
| THAILAND | 18 | 0.444 | 16 | 0.494 | 2.00 |
| TRINIDAD/TOBAGO | 16 | 0.500 | 15 | 0.550 | 2.00 |
| TURKEY | 26 | 0.307 | 22 | 0.357 | 2.00 |
| TURKS AND CAICOS ISL | 20 | 0.400 | 18 | 0.450 | 2.00 |
| UGANDA | 18 | 0.444 | 16 | 0.494 | 2.00 |
| UKRAINE | 26 | 0.307 | 22 | 0.357 | 2.00 |
| UNITED ARAB EMIRATE | 18 | 0.444 | 16 | 0.494 | 2.00 |
| UNITED KINGDOM | 300 | 0.0300 | 113 | 0.080 | 1.00 |
| UNITED KINGDOM-CELL | 300 | 0.0283 | 109 | 0.078 | 1.50 |
| URUGUAY | 14 | 0.571 | 13 | 0.621 | 2.00 |

| | | | | | |
|-----------------------|-----|--------|-----|-------|------|
| USA | 320 | 0.0296 | 200 | 0.080 | 0.50 |
| US VI | 320 | 0.0296 | 119 | 0.080 | 0.50 |
| VENEZUELA | 28 | 0.285 | 24 | 0.335 | 2.00 |
| VENEZUELA | 40 | 0.200 | 32 | 0.250 | 2.00 |
| YUGOSLAVIA, FED. REP. | 25 | 0.320 | 22 | 0.370 | 2.00 |
| ZIMBABWE | 25 | 0.320 | 22 | 0.370 | 2.00 |

Price subject to change without notice.

Most countries have an additional first minute charge (per table stated above).

A 49¢ monthly service will apply 30 days after first use. ~~file~~

All service provided in accordance with tariff on file.

All minutes are calculated based on one single call call.

All calls are subject to local, state, and federal Taxes

the minutes stated will be decremented per rate plus taxes.

Calls from pay phone have an additional 50¢ call

Call using toll free connection are subject to 5¢ per minute additional charge.

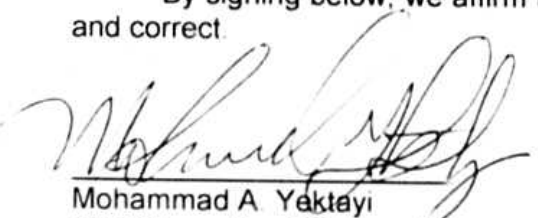
MAY SYSTEMS, INC.
1339 14TH TERRACE
MIAMI BEACH, FL 33139

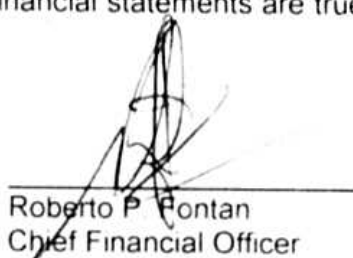
December 29, 1998

To Whom It May Concern:

The attached financial statements were prepared from the information provided by the management of May Systems, Inc. The statements of assets and liabilities and stockholder's equity were prepared as of December 31, 1997. The statements of income and expenses were prepared for the period ending December 31, 1997. These financial statements have not been audited by a certified public accountant nor do we have audited financial statements

By signing below, we affirm that the attached financial statements are true and correct.


Mohammad A. Yaktayi
Chief Executive Officer


Roberto P. Fontan
Chief Financial Officer

MAY SYSTEMS, INC.
Balance Sheet
As of December 31, 1997

Assets

Current Assets

| | | | |
|----------------------|----|-----------------|--|
| REGULAR BANK ACCOUNT | \$ | 1,746.15 | |
| ACCOUNT RECEIVABLE | | 16,381.24 | |
| INVENTORIES | | <u>9,428.21</u> | |

Total Current Assets

27,555.60

Fixed Assets

| | | | |
|----------------------|--|-------------------|--|
| EQUIPMENT | | 34,818.14 | |
| FURNITURE & FIXTURES | | 4,728.18 | |
| SOFTWARE DEVELOPMENT | | <u>312,000.00</u> | |

Total Fixed Assets

351,546.32

Other Assets

Total Assets

\$ 379,101.92

MAY SYSTEMS, INC.
Balance Sheet
As of December 31, 1997

Liabilities

Current Liabilities

ACCOUNTS PAYABLE

\$ 34,121.20

Total Current Liabilities

34,121.20

Long-term Liabilities

LOAN FROM STOCKHOLDER

246,782.72

Total Long-term Liabilities

246,782.72

Total Liabilities

280,903.92

Equity

COMMON STOCK

500.00

PAID IN CAPITAL

100,000.00

RETAINED EARNINGS

(13,648.93)

Net Income (Loss)

11,346.93

Total Equity

98,198.00

Total Liabilities and Equity

\$ 379,101.92

MAY SYSTEMS, INC.
Statement of Operations

| | 1 Month Ended | | 12 Months Ended | |
|---------------------------|---------------------|---------------|---------------------|---------------|
| | Dec. 31, 1997 | Pct | Dec. 31, 1997 | Pct |
| Income | | | | |
| INCOME | \$ 185,124.10 | 100.00 | \$ 185,124.10 | 100.00 |
| TOTAL INCOME | <u>185,124.10</u> | <u>100.00</u> | <u>185,124.10</u> | <u>100.00</u> |
| Cost of Sales | | | | |
| INVENTORY, BEGINNING | 10,728.03 | 5.80 | 10,728.03 | 5.80 |
| PURCHASES | 115,757.64 | 62.53 | 115,757.64 | 62.53 |
| CARGO EXPENSE | 4,061.71 | 2.19 | 4,061.71 | 2.19 |
| LESS: INVENTORY, ENDING | <u>(9,428.21)</u> | <u>(5.09)</u> | <u>(9,428.21)</u> | <u>(5.09)</u> |
| TOTAL COSTS OF GOODS SOLD | <u>121,119.17</u> | <u>65.43</u> | <u>121,119.17</u> | <u>65.43</u> |
| GROSS PROFIT | <u>64,004.93</u> | <u>34.57</u> | <u>64,004.93</u> | <u>34.57</u> |
| Operating Expenses | | | | |
| SALARIES OTHERS | 21,905.00 | 11.83 | 21,905.00 | 11.83 |
| MAINTENANCE - REPAIRS | 2,172.25 | 1.17 | 2,172.25 | 1.17 |
| RENT | 6,065.40 | 3.28 | 6,065.40 | 3.28 |
| OTHER DEDUCTIONS | <u>22,515.35</u> | <u>12.16</u> | <u>22,515.35</u> | <u>12.16</u> |
| TOTAL OPERATING EXPENSES | <u>52,658.00</u> | <u>28.44</u> | <u>52,658.00</u> | <u>28.44</u> |
| Net income (loss) | <u>\$ 11,346.93</u> | <u>6.13</u> | <u>\$ 11,346.93</u> | <u>6.13</u> |

MAY SYSTEMS, INC.
Statement of Operations

| | 1 Month Ended | | 12 Months Ended | |
|------------------------|----------------------|--------------|----------------------|--------------|
| | <u>Dec. 31, 1997</u> | <u>Pct</u> | <u>Dec. 31, 1997</u> | <u>Pct</u> |
| Other Deductions | | | | |
| AUTO & TRUCK EXPENSE | 1,073.66 | 0.58 | 1,073.66 | 0.58 |
| MISCELLANEOUS EXPENSE | 572.60 | 0.31 | 572.60 | 0.31 |
| SERVICE - BANK | 646.45 | 0.35 | 646.45 | 0.35 |
| TRAVEL & PROMOTIONS | 8,845.00 | 4.78 | 8,845.00 | 4.78 |
| TELEPHONE-TELEX-BEEPER | 3,407.45 | 1.84 | 3,407.45 | 1.84 |
| UTILITIES | 2,495.29 | 1.35 | 2,495.29 | 1.35 |
| FEES - PROFESSIONAL | 3,115.90 | 1.68 | 3,115.90 | 1.68 |
| INSURANCE | <u>2,359.00</u> | <u>1.27</u> | <u>2,359.00</u> | <u>1.27</u> |
| OTHER DEDUCTIONS | <u>22,515.35</u> | <u>12.16</u> | <u>22,515.35</u> | <u>12.16</u> |

MAY SYSTEMS, INC.

STATEMENT OF RETAINED EARNINGS

December 31, 1997

| | |
|--------------------------|--------------------------|
| Beginning | (13,648.93) |
| Net Income (Loss) | <u>11,346.93</u> |
| Ending Retained Earnings | <u><u>(2,302.00)</u></u> |

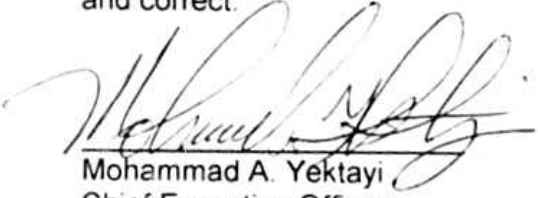
MAY SYSTEMS, INC.
1339 14TH TERRACE
MIAMI BEACH, FL 33139

December 29, 1998

To Whom It May Concern:

The attached financial statements were prepared from the information provided by the management of May Systems, Inc. The statements of assets and liabilities and stockholder's equity were prepared as of August 31, 1998. The statements of income and expenses were prepared for the period ending August 31, 1998. These financial statements have not been audited by a certified public accountant nor do we have audited financial statements.

By signing below, we affirm that the attached financial statements are true and correct.


Mohammad A. Yektayi
Chief Executive Officer


Roberto P. Fontan
Chief Financial Officer

MAY SYSTEMS, INC.
Balance Sheet
As of August 31, 1998

Assets

Current Assets

| | | |
|----------------------|----|-----------|
| REGULAR BANK ACCOUNT | \$ | 2,616.37 |
| SAVINGS ACCOUNT | | 4,747.62 |
| ACCOUNT RECEIVABLE | | 27,315.71 |
| LOAN TO STOCKHOLDER | | 9,400.00 |
| INVENTORIES | | 11,234.25 |

Total Current Assets

55,313.95

Fixed Assets

| | | |
|----------------------|--|------------|
| EQUIPMENT | | 68,863.51 |
| FURNITURE & FIXTURES | | 7,735.88 |
| SOFTWARE DEVELOPMENT | | 312,000.00 |
| TELEPHONE SOFTWARE | | 91,432.27 |

Total Fixed Assets

480,031.66

Other Assets

| | | |
|--------------------|--|-----------|
| TELEPHONE HARDWARE | | 54,622.36 |
| CARRIER DEPOSITS | | 25,000.00 |

Total Other Assets

79,622.36

Total Assets

\$ 614,967.97

MAY SYSTEMS, INC.
Balance Sheet
As of August 31, 1998

Liabilities

Current Liabilities

| | | | |
|----------------------------------|----|---------------|-----------|
| ACCOUNTS PAYABLE | \$ | 9,467.59 | |
| FICA MD | | 66.62 | |
| SOCIAL SECURITY | | 282.72 | |
| WITHHOLDING TAX | | <u>204.00</u> | |
| Total Current Liabilities | | | 10,020.93 |

Long-term Liabilities

| | | | |
|------------------------------------|--|-------------------|-------------------|
| LOAN FROM STOCKHOLDER | | <u>429,155.99</u> | |
| Total Long-term Liabilities | | | <u>429,155.99</u> |

| | | | |
|--------------------------|--|--|------------|
| Total Liabilities | | | 439,176.92 |
|--------------------------|--|--|------------|

Equity

| | | | |
|---------------------|--|------------------|-------------------|
| COMMON STOCK | | 500.00 | |
| PAID IN CAPITAL | | 100,000.00 | |
| RETAINED EARNINGS | | (2,302.00) | |
| Net Income (Loss) | | <u>77,593.05</u> | |
| Total Equity | | | <u>175,791.05</u> |

| | | | |
|-------------------------------------|--|--|----------------------|
| Total Liabilities and Equity | | | <u>\$ 614,967.97</u> |
|-------------------------------------|--|--|----------------------|

MAY SYSTEMS, INC.
Statement of Operations

| | <u>1 Month Ended</u> | | <u>8 Months Ended</u> | |
|---------------------------|----------------------|---------------|-----------------------|---------------|
| | <u>Aug. 31, 1998</u> | <u>Pct</u> | <u>Aug. 31, 1998</u> | <u>Pct</u> |
| Income | | | | |
| INCOME | \$ 849,550.90 | 100.00 | \$ 849,550.90 | 100.00 |
| TOTAL INCOME | <u>849,550.90</u> | <u>100.00</u> | <u>849,550.90</u> | <u>100.00</u> |
| Cost of Sales | | | | |
| INVENTORY, BEGINNING | 9,428.21 | 1.11 | 9,428.21 | 1.11 |
| PURCHASES | 81,024.86 | 9.54 | 81,024.86 | 9.54 |
| OTHER SERVICES | 567,771.12 | 66.83 | 567,771.12 | 66.83 |
| CARRIER CHARGES | 19,093.98 | 2.25 | 19,093.98 | 2.25 |
| PURCHASES (TELEPHONE) | 10,975.62 | 1.29 | 10,975.62 | 1.29 |
| LESS: INVENTORY, ENDING | (11,234.25) | (1.32) | (11,234.25) | (1.32) |
| TOTAL COSTS OF GOODS SOLD | <u>677,059.54</u> | <u>79.70</u> | <u>677,059.54</u> | <u>79.70</u> |
| GROSS PROFIT | <u>172,491.36</u> | <u>20.30</u> | <u>172,491.36</u> | <u>20.30</u> |
| Operating Expenses | | | | |
| SALARIES OTHERS | 32,016.00 | 3.77 | 32,016.00 | 3.77 |
| MAINTENANCE - REPAIRS | 9,773.74 | 1.15 | 9,773.74 | 1.15 |
| RENT | 8,087.20 | 0.95 | 8,087.20 | 0.95 |
| TAX - FICA EXPENSE | 2,449.72 | 0.29 | 2,449.72 | 0.29 |
| REAL PROPERTY TAX | 2,333.47 | 0.27 | 2,333.47 | 0.27 |
| TAX - FINES & PENALTY | 132.88 | 0.02 | 132.88 | 0.02 |
| OTHER DEDUCTIONS | 40,105.30 | 4.72 | 40,105.30 | 4.72 |
| TOTAL OPERATING EXPENSES | <u>94,898.31</u> | <u>11.17</u> | <u>94,898.31</u> | <u>11.17</u> |
| Net income (loss) | <u>\$ 77,593.05</u> | <u>9.13</u> | <u>\$ 77,593.05</u> | <u>9.13</u> |

MAY SYSTEMS, INC.

STATEMENT OF RETAINED EARNINGS

August 31, 1998

| | |
|--------------------------|-------------------------|
| Beginning | (2,302.00) |
| Net Income (Loss) | <u>77,593.05</u> |
| Ending Retained Earnings | <u><u>75,291.05</u></u> |

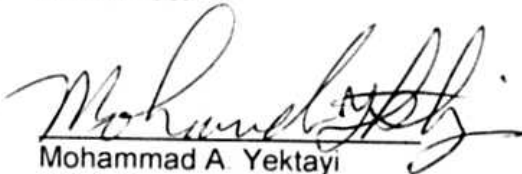
MAY SYSTEMS, INC.
1339 14TH TERRACE
MIAMI BEACH, FL 33139

December 29, 1998

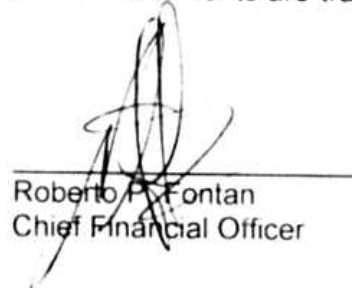
To Whom It May Concern:

The attached financial statements were prepared from the information provided by the management of May Systems, Inc. The statements of assets and liabilities and stockholder's equity were prepared as of December 31, 1996. The statements of income and expenses were prepared for the period ending December 31, 1996. These financial statements have not been audited by a certified public accountant nor do we have audited financial statements

By signing below, we affirm that the attached financial statements are true and correct.



Mohammad A. Yektayi
Chief Executive Officer



Roberto P. Fontan
Chief Financial Officer

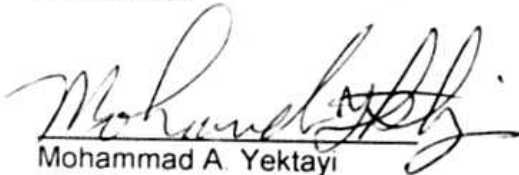
MAY SYSTEMS, INC.
1339 14TH TERRACE
MIAMI BEACH, FL 33139

December 29, 1998

To Whom It May Concern:

The attached financial statements were prepared from the information provided by the management of May Systems, Inc. The statements of assets and liabilities and stockholder's equity were prepared as of December 31, 1996. The statements of income and expenses were prepared for the period ending December 31, 1996. These financial statements have not been audited by a certified public accountant nor do we have audited financial statements.

By signing below, we affirm that the attached financial statements are true and correct.



Mohammad A. Yektayi
Chief Executive Officer



Roberto P. Fontan
Chief Financial Officer

MAY SYSTEMS, INC.
Balance Sheet
As of December 31, 1996

Assets

Current Assets

| | | | |
|----------------------|----|------------------|--|
| REGULAR BANK ACCOUNT | \$ | 1,620.22 | |
| ACCOUNT RECEIVABLE | | 23,518.14 | |
| INVENTORIES | | <u>10,728.03</u> | |

Total Current Assets

35,866.39

Fixed Assets

| | | | |
|----------------------|--|-------------------|--|
| EQUIPMENT | | 32,527.01 | |
| FURNITURE & FIXTURES | | 3,241.00 | |
| SOFTWARE DEVELOPMENT | | <u>312,000.00</u> | |

Total Fixed Assets

347,768.01

Other Assets

Total Assets

\$ 383,634.40

MAY SYSTEMS, INC.
Balance Sheet
As of December 31, 1996

Liabilities

Current Liabilities

ACCOUNTS PAYABLE

\$ 21,716.15

Total Current Liabilities

21,716.15

Long-term Liabilities

LOAN FROM STOCKHOLDER

275,067.18

Total Long-term Liabilities

275,067.18

Total Liabilities

296,783.33

Equity

COMMON STOCK

500.00

PAID IN CAPITAL

100,000.00

Net Income (Loss)

(13,648.93)

Total Equity

86,851.07

Total Liabilities and Equity

\$ 383,634.40

MAY SYSTEMS, INC.
Statement of Operations

| | 1 Month Ended | | 12 Months Ended | |
|---------------------------|-----------------------|----------------|-----------------------|----------------|
| | Dec. 31, 1996 | Pct | Dec. 31, 1996 | Pct |
| Income | | | | |
| INCOME | \$ 95,499.22 | 100.00 | \$ 95,499.22 | 100.00 |
| TOTAL INCOME | <u>95,499.22</u> | <u>100.00</u> | <u>95,499.22</u> | <u>100.00</u> |
| Cost of Sales | | | | |
| PURCHASES | 74,472.56 | 77.98 | 74,472.56 | 77.98 |
| SHOP PAYROLL-LABOR | 6,461.52 | 6.77 | 6,461.52 | 6.77 |
| TOTAL COSTS OF GOODS SOLD | <u>80,934.08</u> | <u>84.75</u> | <u>80,934.08</u> | <u>84.75</u> |
| GROSS PROFIT | <u>14,565.14</u> | <u>15.25</u> | <u>14,565.14</u> | <u>15.25</u> |
| Operating Expenses | | | | |
| MAINTENANCE - REPAIRS | 1,790.00 | 1.87 | 1,790.00 | 1.87 |
| RENT | 7,076.30 | 7.41 | 7,076.30 | 7.41 |
| OTHER DEDUCTIONS | 19,347.77 | 20.26 | 19,347.77 | 20.26 |
| TOTAL OPERATING EXPENSES | <u>28,214.07</u> | <u>29.54</u> | <u>28,214.07</u> | <u>29.54</u> |
| Net income (loss) | <u>\$ (13,648.93)</u> | <u>(14.29)</u> | <u>\$ (13,648.93)</u> | <u>(14.29)</u> |

MAY SYSTEMS, INC.
Statement of Operations

| | 1 Month Ended | | 12 Months Ended | |
|------------------------|----------------------|--------------|----------------------|--------------|
| | <u>Dec. 31, 1996</u> | <u>Pct</u> | <u>Dec. 31, 1996</u> | <u>Pct</u> |
| Other Deductions | | | | |
| AUTO & TRUCK EXPENSE | 1,050.00 | 1.10 | 1,050.00 | 1.10 |
| RENTAL AUTO | 5,452.10 | 5.71 | 5,452.10 | 5.71 |
| SUPPLIES | 1,126.29 | 1.18 | 1,126.29 | 1.18 |
| PRINTING OFFICE SUPPLY | 123.00 | 0.13 | 123.00 | 0.13 |
| SERVICE - BANK | 188.75 | 0.20 | 188.75 | 0.20 |
| TRAVEL & PROMOTIONS | 3,715.00 | 3.89 | 3,715.00 | 3.89 |
| TELEPHONE-TELEX-BEEPER | 2,618.16 | 2.74 | 2,618.16 | 2.74 |
| UTILITIES | 2,391.47 | 2.50 | 2,391.47 | 2.50 |
| FEES - PROFESSIONAL | 1,120.00 | 1.17 | 1,120.00 | 1.17 |
| INSURANCE | 1,563.00 | 1.64 | 1,563.00 | 1.64 |
| OTHER DEDUCTIONS | <u>19,347.77</u> | <u>20.26</u> | <u>19,347.77</u> | <u>20.26</u> |

MAY SYSTEMS, INC.

STATEMENT OF RETAINED EARNINGS

December 31, 1996

| | |
|--------------------------|---------------------------|
| Beginning | - |
| Net Income (Loss) | <u>(13,648.93)</u> |
| Ending Retained Earnings | <u><u>(13,648.93)</u></u> |

MOHAMMAD A. YEKTAI
1339 14th Terrace
Miami Beach, Fl 33139
(305) 604-9001

EDUCATION: HARVARD UNIVERSITY CAMBRIDGE, MA
1975-1979 Bachelor of Arts in mathematics with strong emphasis on physics and computer sciences; President of International Development Table, vice president of Kirkland House Film Society, member of Kirkland House Committee (oversees students' activities).

1982-1985 COMPUTER SCIENCE AND TELECOMMUNICATIONS AT&T
Have spent about sixteen months in seminars and classes in telecommunications and computer courses both on hardware and software.

1971-1975 LAKEWOOD HIGH SCHOOL LAKEWOOD, OHIO
Seltzer Mathematics Award (highest award); National Honor Society.

EMPLOYMENT

HISTORY: Dealer Support/Trainer AT&T, Morristown, NJ
1984-1985 National Trainer for AT&T's Retail Division of Business. Trained AT&T personnel, computer stores such as ComputerLand, and end users on MS-DOS and UNIX base computers. Products consisted of AT&T 3B5, 3B2, UNIX PC, and PC 6300; IBM PC, PC XT, PC AT, and System 36.

1984-1983 Technical Consultant AT&T, Miami, Fl
Analyzed, designed, sold and installed telecommunications products to the Federal Government. Customers consisted of Air Force Bases, Naval Air Stations, CEA, FBI, IRS, and Merlin products.

1982-1983 Communications System Representative AT&T, Miami, Fl
Designed voice and data communications systems for commercial industries such as airlines, travel agencies, and hospitals. Products consisted of Dimensions, Horizons, and 1A2 Key systems.

1979-1982 Customer Order Manager Westinghouse Electric, Pittsburgh, PA
Organized, shipped and coordinated extremely complex projects for Nigerian Paper Mill and Taiwan Aluminum Company. Was involved in the development of one of the most advanced techniques used in handling small to medium size orders. The system was based on efficiency and customer satisfaction.

1977-1979 Marketing Research Harvard University, Cambridge, MA
Worked as a consultant and programmer doing research on the people who had attended Harvard and especially those who had donated bequests.

ACTIVITIES skiing, golfing, skating, varsity soccer, varsity wrestling, excellent Frisbee player, swimming, weight lifting, track, backgammon, chess.

SPECIAL SKILLS Computers, Development of interactive computer software:
-Using Macro 11 on PDP 11/75 developed BASIC language with editor option.
-Using BASIC Language wrote a bulletin board for a USERS GROUPE.
-Using FORTRAN wrote a DATABASE Manager.
-Used time sharing systems for negotiations data management.
-Wrote a COLOR GRAPHICS demonstration program for AT&T PC 6300.

Adept at UNIX, C, Pascal, FORTRAN, Macro BASIC, CMS, COBOL, LISP, MS-WORD, Word Star, Frame Work, Symphony, LOTUS 1-2-3. Used AT&T 3B5, 3B2.

UNIX PC, and OC 6300, IBM systems 36, 370, PC XT, PC AT, DEC VAX 780, PDP 11/75, Sigma 9; and many other Micros such as APPLE II's Commodore, Atari, Radio Shack, Panasonic, HP 85.

Languages, Fluent in French. Acted as host and translator to French diplomats.

Other, President of a computer users group, champion backgammon player, knowledge of all fields of mathematics, understanding electrical circuitry.

References available upon request.

Oscar Arana B.Sc.

Btree - A multi-user and multi-key Btree was developed to manage records in data base. DataFiles are provided for up to 128 different indexes with an eight key combination per index for maximum efficiency. Record Definition -Assists the user in creating and modifying free tables, Database tables, fields and indexes.

Form Maker - Allows the user to create visually and modify forms and formsets. The formset, in this description, is an object comprising one or more forms that the user can manipulate as a unit. Forms and formsets have their own properties, events and methods. Form Runner - An event driven program that runs form-files defined by using the Form Maker program. The concept of the event driven application allows the user to apply embedded code to have additional control on field calculations and data management. Most of the internal local functions and objects are available during design time. (Embedded code is written in C++ language).

Report Writer - A non-complex grammar compiler was developed to run reports. Its libraries include most of the functions used in CBASE and BASIC languages and as any other procedural languages. Report Writer offers arrays, loops, procedures and user defined functions. (The grammar definition was developed in YACC language followed by its functionality which was written in C). Terminal Definition - The package was designed to be terminal independent and the application was developed to set terminal escape sequences. Menu Runner -It is a program developed in YACC to run menufiles. The menufiles are written in ASCII which follows certain grammar (scripts). Extensive libraries were developed for execution along with a rich stock of applications for maintenance and data conversion. Also, since this package was designed machine independent, a helpful application was developed to set the ideal environment for different operating systems. Customer Service: Conducted custom programming for multi-user environments. These programs were written in various languages including C, C++, dBase, CBASE, FOXPRO.

Education:

Bachelor Degree in Computer Engineering.
National University of Engineering
Managua, Nicaragua.

>>

Oscar Arana B.Sc.
530 NW 114 Avenue, Apt 203
Miami, FL 33153
Phone (305) 485-9854
Cel (305) 321-0889
SS#: 622-70-7138
Vice-President

Skill Summary

Oscar is a highly talented C/C++ developer with particular experience in Interactive Voice Response (IVR) Systems and writing to Application Program Interfaces for the integration of Dialogic Telephony Products using multi-service telephony systems on multi-circuit telecommunication lines. He has also developed database engines for custom applications.

Languages

C (7 years), C++(5 years), Visual 4.2++(3 years), Pascal, YACC (compiler construction), FOXPRO, Visual FOXPRO, dBase, CBASE, CodeBase, Shell (Kernel script language) and others.

Programming Environments:

Windows NT (4+ years), UNIX (6 +years) System 5, DOS (7+years)

Experience

MAY SYSTEMS, INC.
Vice President

April 1996 to Present

Latin American Enterprises, Inc.
Head Programmer/Analyst

March 1996 to January 1998

- Developing and maintaining telephony systems which are C Multi-Documnet-Interface programs working in the WindowsNT environment. Each document reflects actual occurrences in the resources for administration management.
- The telephony systems use Dialogic Products. Development includes several multi-service telephony systems for multi-circuit telecommunication lines. Most recent project involved the development of a hybrid telecommunication system that combines Debit Card , Call Back, One Plus and Voice Messaging platforms, all of which featured with Voice Recognition, Least Cost Routing and Real Time Billing.
- Development of a DataBase Server was crucial for this project. This server plays the roll of the main brain of the whole system. Its job is to make decisions about given situations and notify the system about all of the transactions carried out from any point. It also controls the System Security and all the Customer Service stations which are plugged into by means of a virtual network that works underneath the operating system network protocol.
- Developed a tool package for system maintenance including an Event Handler tool to monitor the events all over the system, this tool works as a black box recording all the transactions and event logs from any source, any user and of any type and category. (Developed for error tracking purposes)
- Developed a custom setup program that governs the behavior of the main system and helps manage the system for optimal performance.

Caribe Technologies Corp.

May 1993 to March 1996

Programming/Analyst, Project Leader Lead the development of a DataBase package as described below:

Roberto P. Fontan
1564 SW 12 Avenue
Miami, Fl. 33129
305-859-6071

SSN# 594-31-4076

- Objective:** To use my educational and technical skills in an entry position that provides Growth potencial
- Education:** University of Havana, Attended from 1962 to 1967

Degree: Bachelor on Business Administration in Accounting
Curriculum: General Accounting, Cost Accounting, Auditing, Organization And Management of Economic Units, Statistics, Mathematics, Accounting Systems
- Other Trainings:** Attended in 1993 at Feinberg/Fisher Adult School and Community Education Center, Miami Beach, Florida

Computer training in WordPerfect, Lotus, and D'Base

Attended from 1948 to 1952 Special school for languages, Public School System in Cuba English as a second language

Self studies: Windows 3.0 to 98, Word 7.0, Excel 7.0, Peachtree Accounting, Produce Wholesale Accounting, Quick Books Pro Accounting, Yardi Real State Accounting System
- Work experience:** February 98 to date May Systems Inc as Computer Technician and Controller

August 97 to January 98, Accounting at Investments Equity Associates

April to June 1997 at Auto Tires, Inc as Manager

April 1994 to April 1998 Part Time teacher at Feinberg Fischer Adult education And Community Center Miami Beach on Off Campus ABE program and On Campus as Introduction to Computers teacher

At the school system I continue to work as teacher substitute during the evenings teaching English, Computer Labs, Typewriter, & others Also I have License to work as teacher substitute at Elementary Schools from K to 12 & Vocational

June 94 to 97 Teacher at Saint Thomas University at the computer lab During Summer Camp (6 weeks from June to August)

October 93 to June 97 as Computer technician, at Caribe Technologies Corp

1987 to 1993 Senior Auditor, Secretary of State for the Basic Industry, Havana
Cuba

Examine and analyze accounting records, and prepare reports concerning its
Financial Status and checking operative procedures. Review data regarding
Material assets, liabilities, equity or capital stocks, incomes and expenses,
inspect items in books of original entries to determine if proper procedures in
Recording transactions was followed. Count cash in hand, inspect note
receivable and payable, canceled checks and bank reconciliation.
Verify journal and ledger entries of cash and checks payments, purchases and
Trial balances by examining and authenticating inventory items. Also working
With peoples when necessary. Report to management concerning scope of audit
Financial conditions found, an sources and application of funds

1967 to 1987 Head Accountant at Cuban Book Publishing Institute, and Asso-
ciation of Glass Manufacturing Industries, Havana, Cuba

Direct and coordinate activities of worker engaged in general accounting, an
Apply principles of accounting to devise and implement systems for general
Accounting. Direct and coordinate activities of workers engaged in keeping
Accounts and records, or performing such bookkeeping activities as recording,
Disbursement, expenses and others payments

Prepare individual or consolidated balance sheet to reflect company assets,
Liabilities and capital. Prepare profit or loss statements for specific accounting
Periods. Audit contracts, orders, vouchers and prepare report to substantiated
Individual transactions prior to settlement. Represent the company before
Superior instances of government agencies upon certification

Special Skills:

Read, write and speak English/Spanish, Electrical, Data Installations and
Handyman activities

References:

Will be furnished upon request

DEPOSIT

DATE

D058

JAN 08 1999

1. This is an application for (check one):
- Original certificate (new company).
 - Approval of transfer of existing certificate:
Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.
 - Approval of assignment of existing certificate:
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 of transfer of control: *Example*, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

MAY SYSTEMS, INC.

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

4. Official mailing address (including street name & number, post office box, city, state, zip code).

MAY SYSTEMS, INC.

1339 14 TERRACE

MIAMI BEACH, FL 33139

MAY SYSTEMS INC.
TELEPHONY ACCOUNT
1339 14TH TERR.
MIAMI BEACH, FL 33139

1107

PAY TO THE ORDER OF

Florida Public Service Commission

\$250.00

two hundred fifty

00/100

DOLLARS

Barnett

037-006
1414 Altam Road
Miami Beach, Florida 33139

FOR

Application fee.