

Technology Law Group, L.L.C.SM

5335 Wisconsin Avenue, N.W.
Suite 440
Washington, D.C. 20015

202-895-1707
FACSIMILE 202-244-8257
EMAIL tlgdc@aol.com

RECEIVED

MAR 12 10 10 AM '99

ADMINISTRATION
MAIL ROOM

DEPOSIT	DATE
D103	MAR 12 1999

GREGORY L. FICKLING, ESQ.
Not Admitted in DC

March 11, 1999

Via Facsimile

Florida Public Service Commission
Division of Records and Recording
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
(850) 413-6770

To Whom It May Concern:

Enclosed please find Ultimate Communications, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida. Also find enclosed all supporting documentation required for this Application and a check for the \$250.00 filing fee.

Please return a date stamped copy of the duplicate cover letter in the self-addressed, stamped envelope attached.

Please notify me at the above telephone number if you have any questions or require further information.

Sincerely,



Gregory L. Fickling

Enclosure

DOCUMENT NUMBER-DATE

03182 MAR 12 99

FPSC-RECORDS/REPORTING

Technology Law Group, L.L.C.SM

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Suite 440
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Please return a date stamped copy of the duplicate cover letter in the self-addressed, stamped envelope attached.

Please notify me at the above telephone number if you have any questions or require further information.

UCI

ULTIMATE COMMUNICATIONS, INC.
12000 WESTHEIMER STE. 215
HOUSTON, TEXAS 77077

Feb 24, 199

SOUTHWEST BANK
OF TEXAS, N.A.
HOUSTON, TX
35-1125/1130

2155

*****250.00

Memo: APPLICATION FEE
PAY Two Hundred Fifty and 0/100 Dollars

DATE AMOUNT

TO THE ORDER OF: Florida Public Service Comm.
Div of Records & Reporting
2540 Shumard Oak Blvd
Tallahassee, FL 32399-0850

DOCUMENT NUMBER-DATE

03182 MAR 12 1999



AUTHORIZED SIGNATURE

1. This is an application for $\sqrt{\quad}$ (check one):

(X) **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:

ULTIMATE COMMUNICATIONS, INC.

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

ULTIMATE COMMUNICATIONS, INC.

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

ULTIMATE COMMUNICATIONS, INC.

10400 WESTOFFICE DRIVE, SUITE 112

HOUSTON, TX 77042

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

N/A

6. Select type of business your company will be conducting \checkmark (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 Reseller** - 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:

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other _____ | |

8. If individual, provide:

Name: N/A _____

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:**
_____ N/A

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

(a) **The Florida Secretary of State Corporate Registration number:**
_____ F99000000883

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:** _____ N/A

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

(a) **The Florida Secretary of State registration number:** _____ N/A

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

Name: _____ N/A

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: N/A

15. Provide **F.E.I. Number** (if applicable): 760496279

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

Ultimate Communications, Inc. provides prepaid calling card services only.

The Company will bill its distributors directly under the company name, but will not bill end-users.

17. Who will receive the bills for your service?

- () Residential Customers
 - () PATs providers
 - () Hotels & motels
 - () Universities
 - () Business Customers
 - () PATs station end-users
 - () Hotel & motel guests
 - () Universities dormitory residents
- () Other: (specify) see response to 16 (c) above.

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

(a) The application:

Name: Gregory L. Fickling, Esq.

Title: Associate Attorney

Address: Technology Law Group, L.L.C., 5335 Wisconsin Avenue, NW, Suite 440

City/State/Zip: Washington, DC 20015

Telephone No.: 202-895-1707 **Fax No.:** 202-244-8257

Internet E-Mail Address: tlgdc@aol.com

Internet Website Address: tlgdc.com

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

Name: Claudio Roman

Title: President

Address: 10400 Westoffice Drive, Suite 112

City/State/Zip: Houston, TX 77042

Telephone No.: 713-917-0440 **Fax No.:** 713-917-0499

Internet E-Mail Address: uci@ucicomcommunications.com

Internet Website Address: ucicomcommunications.com

(c) Complaints/Inquiries from customers:

Name: Elizabeth Garcia

Title: Customer Service Manager

Address: 10400 Westoffice Drive, Suite 112

City/State/Zip: Houston, TX 77042

Telephone No.: 713-917-0440 **Fax No.:** 713-917-0499

Internet E-Mail Address: customerservice@ucicomcommunications.com

Internet Website Address: ucicomcommunications.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

Ultimate Communications, Inc. is currently seeking certification in the states
in which it provides prepaid services.

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

Ultimate Communications, Inc. does not presently have applications pending in any state.

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

Ultimate Communications, Inc. is not presently certificated to operate as an IXC in any state.

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

Ultimate Communications, Inc. has never been denied authority to operate as an IXC in any state.

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

Ultimate Communications, Inc. has never had such penalties imposed in any state.

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

Ultimate Communications, Inc. has never been involved in any such civil litigation.

20. 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.

No.

Four horizontal lines for providing an answer to question 20(a).

(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.

No.

Three horizontal lines for providing an answer to question 20(b).

21. The applicant will provide the following interexchange carrier services \checkmark (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. X _____ **Travel service**

- _____ Method of access is 950
- X _____ 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

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

23. Submit the following:

A. Financial capability.

The application **should 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 should be signed by the applicant's chief executive officer and chief financial officer **affirming that the financial statements are true and correct** and should 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) should 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 ACKNOWLEDGMENT 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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

	3-10-99
Signature	Date
President	(713) 917-0440
Title	Telephone No.
Address: 10400 Westoffice Drive, Suite 112	(713) 917-0499
Houston, TX 77042	Fax No.

ATTACHMENTS:

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

**** APPENDIX A ****

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) N/A

(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 the customer's deposits and advance payments may be provided 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:

	3-10-99
Signature	Date
President	(713) 917-0440
Title	Telephone No.
Address: 10400 Westoffice Drive, Suite 112	(713) 917-0499
Houston, TX 77042	Fax No.

**** APPENDIX C ****

CURRENT FLORIDA INTRASTATE SERVICES

Applicant **has** () or **has not** () previously provided intrastate telecommunications in Florida. * Ultimate Communications, Inc. does not hold itself out as a provider of intrastate telecommunications services 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:

<u>Signature</u>	<u>Date</u>
<i>Charles W</i>	<i>3-10-99</i>
<u>Title</u>	<u>Telephone No.</u>
President	(713) 917-0440
<u>Address:</u>	<u>Fax No.</u>
10400 Westoffice Drive, Suite 112	(713) 917-0499
Houston, TX 77042	


**** 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 alternative local exchange company 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:

	<u>3-10-99</u>
Signature	Date
President	(713) 917-0440
Title	Telephone No.
Address: 10400 Westoffice Drive, Suite 112	(713) 917-0499
Houston, TX 77042	Fax No.

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the provision of services and facilities for telecommunications services provided by Ultimate Communications, Inc. ("UCI"), with principal offices at 10400 Westoffice, Suite 112, Houston, TX 77042. This tariff applies for services provided 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: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive, Suite 112
Houston, TX 77042

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 shown at 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

ISSUED: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

TABLE OF CONTENTS

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Section 4 - Rates 14

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10400 Westoffice Drive , Suite 112
Houston, TX 77042

SYMBOLS SHEET

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

- D - Delete or Discontinue
- I - Change Resulting In An Increase In 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

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Houston, TX 77042

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 the 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 recent 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.

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10400 Westoffice Drive, Suite 112
Houston, TX 77042

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 or PIN - A numerical code, one or more of which are available to the customer to enable the customer 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 - Ultimate Communications, Inc. d/b/a UCI.

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 Monday 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, Memorial Day, Independence 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: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of Ultimate Communications, Inc.

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

The Company 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 are provided on a prepaid basis only and are available twenty-four hours per day, seven days per week.

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 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: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 2 - RULES AND REGULATIONS (Cont'd)

- 2.2.3 All services provided under this Tariff are directly controlled by the Company and the customer may not transfer or assign the use of service, except with the express written consent of the Company.
- 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.

2.3 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, 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 provided by the Company.

ISSUED: MARCH 12, 1999

EFFECTIVE: _____

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10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 2 - RULES AND REGULATIONS (Cont'd)

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 of 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 obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities.
- 2.4.2 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" - outage time in hours

"B" - total monthly charge for affected facility

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Houston, TX 77042

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.5 Deposits

The Company does not require a deposit from the customer.

2.6 Advance Payments

The Company does not require advanced payments from the customer.

2.7 Taxes

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax, etc.) are deducted from the customers prepaid calling card at the time the call is completed.

2.8 Billing Procedures

All services of the Company are provided on a prepaid basis only. The Company bills the wholesale distributors of its prepaid calling cards directly.

ISSUED: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and Terminate 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

Unless otherwise specified in this tariff, the minimum call duration for billing purposes is 1 minute for a connected call. Calls beyond 1 minute are billed in 1 minute increments, with each charged minute beginning after six (6) seconds of conversation time has elapsed.

3.1.3 Per Call Billing Charges

Charged usage 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: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 3 - DESCRIPTION OF SERVICE (Cont'd)

3.2 Billing of Calls

The Company's services are provided on a prepaid basis only. Therefore, the Company does not bill the customer for usage of the Company's services, but rather debits the appropriate charges from any amount remaining on the customer's prepaid calling card in accordance with the rate plans set forth in 4.1 herein. Any objection to the amounts debited from the customer's prepaid calling card should be promptly reported to the Company. Adjustments to the amount of such debit 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. No other billing services are applicable to the provision of the Company's services as set forth in this tariff.

3.3 Payment of Calls

3.3.1 Late Payment Charges

Not applicable.

3.3.2 Return Check Charges

Not applicable.

3.4 Calculation of Distance

The Company's charges do not vary depending upon the distance of the call.

3.5 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for prepaid calling card services.

ISSUED: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 3 - DESCRIPTION OF SERVICE (Cont'd)

3.6 Service Offerings

Prepaid Calling Card

Prepaid calling card service allows customers to access long distance service on a prepaid basis by purchasing a calling card of a designated value (for example, \$10.00 or \$20.00). The customer then uses the card by dialing, first, a 1-800 number, second, the customer's PIN, and, third, the number of the party the customer is attempting to reach. If the call is completed, the Company's system debits the calling card according to the applicable rate plan. The card may be used until its prepaid value has been depleted.

ISSUED: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

SECTION 4 - RATES

4.1 Prepaid Calling Card

A) Dime Card Plan A:

\$ 0.10/ minute

Connection Charge

\$ 0.29/ call

Pay Phone Surcharge

\$ 0.50/ call

B) Nickel Card Plan B:

\$ 0.05/ minute

Connection Charge

\$ 0.35/ call

Pay hone Surcharge

\$ 0.50/ call

4.2 Special Promotions

The Company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

ISSUED: MARCH 12, 1999

EFFECTIVE: _____

By:

Claudio R. Roman, President
10400 Westoffice Drive , Suite 112
Houston, TX 77042

Financial Capability

The attached materials are submitted by Ultimate Communications, Inc. in order to demonstrate that the company has sufficient financial resources to provide the services listed in this application. Ultimate Communications, Inc. does not have audited financial statements and, therefore, submits the attached unaudited financial statements signed by the CEO and CFO of the company.

Ultimate Communications, Inc. maintains cash reserves of \$1,200,000.00 at all times which combined with a projected net income of \$4,800,000 for fiscal year 1999 will give the company ample resources to provide and maintain prepaid calling (travel) card services in the State of Florida.

Ultimate Communications, Inc. has purchased and paid for its switching solution as well as all of its office and telephone equipment, is not burdened by excessive debt or liabilities and the company's lease obligations have always been met on time.

Ultimate Communications Inc.
Balance Sheet
February 28, 1999

ASSETS

Current Assets		
Ck Acct-SW BankTX	\$	1,627,058.90
Accounts Receivable		1,127,700.00
Inventory Nickel Card		21,109.60
		<u>2,775,868.50</u>
Total Current Assets		2,775,868.50
Property and Equipment		
Furniture and Fixtures		6,003.27
Equipment		531,725.96
		<u>537,729.23</u>
Total Property and Equipment		537,729.23
Other Assets		
Deposits-A-1		22,000.00
Deposit-Bergen Lease		1,783.00
Deposit-Network Enhanced		100,000.00
Deposits-Reprints, Inc.		25,000.00
		<u>148,783.00</u>
Total Other Assets		148,783.00
Total Assets	\$	<u><u>3,462,380.73</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable	\$	258,240.05
Liability Long Distance Servic		1,831,072.00
Federal Payroll Taxes Payable		1,684.24
3% Face Value Sales Fee		160,155.00
		<u>2,251,151.29</u>
Total Current Liabilities		2,251,151.29
Long-Term Liabilities		
Notes Payable-WDR Capital Inc		190,000.00
		<u>190,000.00</u>
Total Long-Term Liabilities		190,000.00
Total Liabilities		2,441,151.29
Capital		
Paid-in Capital		1,000.00
Retained Earnings		89,035.50
Net Income		931,193.94
		<u>1,021,229.44</u>
Total Capital		1,021,229.44
Total Liabilities & Capital	\$	<u><u>3,462,380.73</u></u>

Ultimate Communications Inc.
Income Statement
For the Two Months Ending February 28, 1999

	Current Month		Year to Date	
Revenues				
Sales #1	\$ 0.00	0.00	\$ 0.00	0.00
Sales Nickel Card	2,141,850.00	99.97	3,546,450.00	99.98
Sales #2	0.00	0.00	0.00	0.00
Sales #3	0.00	0.00	0.00	0.00
Interest Income	574.48	0.03	574.48	0.02
Other Income	0.00	0.00	0.00	0.00
Finance Charge Income	0.00	0.00	0.00	0.00
Shipping Charges Reimbursed	32.05	0.00	32.05	0.00
Sales Returns and Allowances	0.00	0.00	0.00	0.00
Sales Discounts	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Revenues	2,142,456.53	100.00	3,547,056.53	100.00
	<hr/>		<hr/>	
Cost of Sales				
Cost of Sales-#1	0.00	0.00	0.00	0.00
Cost of Sales-Shipping	12,655.11	0.59	18,519.20	0.52
Cost of Sales-WhouseSupplies	0.00	0.00	0.00	0.00
Cost of Sales-CardsPrinting	39,837.31	1.86	65,661.97	1.85
Cost of Sales Network Enhanced	1,188,972.30	55.50	2,396,928.52	67.58
Cost of SalesCommissions Costs	0.00	0.00	0.00	0.00
Cost of Sales- Salary & Wage	0.00	0.00	0.00	0.00
Cost of Sales- Other	0.00	0.00	0.00	0.00
Inventory Adjustments	0.00	0.00	0.00	0.00
Purchase Returns and Allowance	0.00	0.00	0.00	0.00
Purchase Discounts	0.00	0.00	0.00	0.00
	<hr/>		<hr/>	
Total Cost of Sales	1,241,464.72	57.95	2,481,109.69	69.95
	<hr/>		<hr/>	
Gross Profit	900,991.81	42.05	1,065,946.84	30.05
	<hr/>		<hr/>	
Expenses				
Advertising Expense	0.00	0.00	0.00	0.00
Amortization Expense	0.00	0.00	0.00	0.00
Auto Expenses	0.00	0.00	0.00	0.00
Bad Debt Expense	0.00	0.00	0.00	0.00
Bank Charges	151.54	0.01	151.54	0.00
Cash Over and Short	0.00	0.00	0.00	0.00
Charitable Contributions Exp	0.00	0.00	0.00	0.00
Clerical	0.00	0.00	0.00	0.00
Commissions and Fees Exp	0.00	0.00	0.00	0.00
Computer Software	0.00	0.00	383.90	0.01
Depreciation Expense	0.00	0.00	0.00	0.00
Dues and Subscriptions Exp	0.00	0.00	0.00	0.00
Employee Benefit Programs Exp	1,756.26	0.08	2,176.26	0.06
Employment Ad	0.00	0.00	468.36	0.01
Freight Expense	0.00	0.00	0.00	0.00
Gifts Expense	0.00	0.00	0.00	0.00
Income Tax Expense	0.00	0.00	0.00	0.00
Insurance Expense	286.72	0.01	286.72	0.01
Internet Expense	341.19	0.02	1,830.78	0.05
Interest Expense	0.00	0.00	0.00	0.00
Laundry and Cleaning Exp	93.21	0.00	93.21	0.00
Legal and Professional Expense	5,053.00	0.24	8,480.00	0.24
Licenses Expense	0.00	0.00	0.00	0.00
Loss on NSF Checks	0.00	0.00	0.00	0.00
Maint Expense-Office	777.54	0.04	957.54	0.03
Maint Agree-Copier	0.00	0.00	0.00	0.00

For Management Purposes Only

Ultimate Communications Inc.
Income Statement
For the Two Months Ending February 28, 1999

	Current Month		Year to Date	
Maint Expense-Computer	1,205.91	0.06	2,559.96	0.07
Maint Expense-Telephone	1,098.74	0.05	1,638.74	0.05
Marketing Expense	25,289.22	1.18	25,289.22	0.71
Meals and Entertainment Exp	0.00	0.00	0.00	0.00
Office Equipment	1,000.00	0.05	2,012.51	0.06
Office Expense	138.78	0.01	1,357.60	0.04
Office Supplies	1,620.04	0.08	6,638.12	0.19
Other Taxes	0.00	0.00	0.00	0.00
Payroll Tax Expense	0.00	0.00	9,574.71	0.27
Payroll Maint Expense	286.38	0.01	286.38	0.01
Penalties and Fines Exp	0.00	0.00	0.00	0.00
Pension/Profit-Sharing Plan Ex	0.00	0.00	0.00	0.00
Postage Expense	8.50	0.00	299.40	0.01
Printing Expense	0.00	0.00	2,757.13	0.08
Rent/Lease Expense-Office	0.00	0.00	1,864.00	0.05
Rent/Lease Expense-Equipment	0.00	0.00	0.00	0.00
Repairs Expense	0.00	0.00	514.19	0.01
Salaries Expense	0.00	0.00	24,344.42	0.69
Security Expense	37.83	0.00	75.66	0.00
Computer Software Expense	0.00	0.00	0.00	0.00
Telephone Exp-Office	3,187.49	0.15	6,489.73	0.18
Telephone Exp-LA	0.00	0.00	0.00	0.00
Telephone Exp-Cell	106.04	0.00	106.04	0.00
Temp Service	0.00	0.00	0.00	0.00
Travel Expense	0.00	0.00	2,524.73	0.07
Utilities Expense	273.37	0.01	493.15	0.01
Wages Expense	29,790.95	1.39	29,790.95	0.84
Warehouse Expense	0.00	0.00	1,307.95	0.04
Other Expense	0.00	0.00	0.00	0.00
Purchase Disc- Expense Items	0.00	0.00	0.00	0.00
Gain/Loss on Sale of Assets	0.00	0.00	0.00	0.00
Total Expenses	72,502.71	3.38	134,752.90	3.80
Net Income	\$ 828,489.10	38.67	\$ 931,193.94	26.25

Ultimate Communications Inc.
Statement of Cash Flow
For the two Months Ended February 28, 1999

Current Month Year to Date

Cash Flows from operating activities

Net Income	\$ 828,489.10	\$ 931,193.94
Adjustments to reconcile net income to net cash provided by operating activities		
Accum. Depreciation-Furniture	0.00	0.00
Accum. Depreciation-Equipment	0.00	0.00
Accum. Depreciation-Automobil	0.00	0.00
Accum. Depreciation-Other	0.00	0.00
Accum. Depreciation-Leasehold	0.00	0.00
Accum. Depreciation-Buildings	0.00	0.00
Accum. Depreciation-Bldg Imp	0.00	0.00
Accounts Receivable	<225,675.00>	<904,050.00>
Other Receivables	0.00	0.00
Allowance for Doubtful Account	0.00	0.00
Inventory	0.00	0.00
Inventory Nickel Card	13,297.81	10,674.97
Prepaid Expenses	0.00	0.00
Employee Advances	0.00	0.00
Notes Receivable-Current	0.00	0.00
Other Current Assets	0.00	0.00
Accounts Payable	38,826.60	<232,600.14>
Liability Long Distance Servic	705,017.00	1,831,072.00
Accrued Expenses	0.00	0.00
Sales Tax Payable	0.00	0.00
Wages Payable	0.00	0.00
401 K Deductions Payable	0.00	0.00
Federal Payroll Taxes Payable	0.00	0.00
FUTA Tax Payable	0.00	0.00
Medicare	0.00	0.00
State Payroll Taxes Payable	0.00	0.00
SUTA Tax Payable	0.00	0.00
Local Payroll Taxes Payable	0.00	0.00
Income Taxes Payable	0.00	0.00
3% Face Value Sales Fee	89,925.00	149,505.00
Other Taxes Payable	0.00	0.00
Current Portion Long-Term Debt	0.00	0.00
Core Deposits	0.00	0.00
Commissions Payable	0.00	0.00
Other Current Liabilities	0.00	0.00
Suspense - Clearing Account	0.00	0.00
	<hr/>	<hr/>
Total Adjustments	621,391.41	854,601.83
	<hr/>	<hr/>
Net Cash provided by Operations	1,449,880.51	1,785,795.77

Cash Flows from investing activities

Used For		
Furniture and Fixtures	0.00	<4,111.06>
Equipment	<32,811.60>	<46,091.84>
Automobiles	0.00	0.00
Other Depreciable Property	0.00	0.00
Leasehold Improvements	0.00	0.00
Buildings	0.00	0.00
Building Improvements	0.00	0.00
Land	0.00	0.00
Deposits	0.00	0.00

Unaudited - For Internal Use Only.

Ultimate Communications Inc.
Statement of Cash Flow
For the two Months Ended February 28, 1999

	Current Month	Year to Date
Deposits-A-1	0.00	<22,000.00>
Deposit-Bergen Lease	0.00	0.00
Deposit-Network Enhanced	0.00	0.00
Deposits-Reprints, Inc.	<25,000.00>	<25,000.00>
Organization Costs	0.00	0.00
Accum Amortiz - Organiz Costs	0.00	0.00
Deposits-Reprints, Inc.	0.00	0.00
Notes Receivable- Noncurrent	0.00	0.00
Other Noncurrent Assets	0.00	0.00
	<hr/>	<hr/>
Net cash used in investing	<57,811.60>	<97,202.90>
	<hr/>	<hr/>
Cash Flows from financing activities		
Proceeds From		
Notes Payable-Noncurrent	0.00	0.00
Notes Payable-Claudio Roman	0.00	0.00
Notes Payable-WDR Capital Inc	0.00	120,000.00
Other Long-Term Liabilities	0.00	0.00
Common Stock	0.00	0.00
Paid-in Capital	0.00	1,000.00
Dividends Paid	0.00	0.00
Used For		
Notes Payable-Noncurrent	0.00	0.00
Notes Payable-Claudio Roman	0.00	<9,500.00>
Notes Payable-WDR Capital Inc	<40,000.00>	<80,000.00>
Other Long-Term Liabilities	0.00	0.00
Common Stock	0.00	0.00
Paid-in Capital	0.00	0.00
Dividends Paid	0.00	0.00
	<hr/>	<hr/>
Net cash used in financing	<40,000.00>	31,500.00
	<hr/>	<hr/>
Net increase <decrease> in cash	\$ 1,352,068.91	\$ 1,720,092.87
	<hr/> <hr/>	<hr/> <hr/>
Summary		
Cash Balance at End of Period	\$ 1,627,058.90	\$ 1,627,058.90
Cash Balance at Beginning of P	<273,983.26>	94,040.70
	<hr/>	<hr/>
Net Increase <Decrease> in Cash	\$ 1,353,075.64	\$ 1,721,099.60
	<hr/> <hr/>	<hr/> <hr/>

Ultimate Communications Inc.
 Projected Income Statement
 For the Year Ending December 31, 1999

Revenues

Sales #1	0.00
Sales Nickel Card	26,174,700.00
Sales #2	0.00
Sales #3	0.00
Interest Income	6,893.76
Other Income	0.00
Finance Charge Income	0.00
Shipping Charges Reimbursed	384.60
Sales Returns and Allowances	0.00
Sales Discounts	0.00
Total Revenues	<u>\$ 26,181,978.36</u>

Cost of Sales

Cost of Sales-#1	0.00
Cost of Sales-Shipping	151,861.32
Cost of Sales-WhouseSupplies	0.00
Cost of Sales-CardsPrinting	486,607.32
Cost of Sales Network Enhanced	14,267,667.60
Cost of SalesCommissions Costs	0.00
Cost of Sales- Salary & Wage	0.00
Cost of Sales- Other	0.00
Inventory Adjustments	0.00
Purchase Returns and Allowance	0.00
Purchase Discounts	0.00
Total Cost of Sales	<u>\$ 14,906,136.24</u>

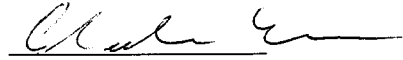
Gross Profit **\$ 11,275,842.12**

Expenses

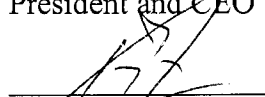
Advertising Expense	0.00
Amortization Expense	0.00
Auto Expenses	0.00
Bad Debt Expense	0.00
Bank Charges	1,818.48
Cash Over and Short	0.00
Charitable Contributions Exp	0.00
Clerical	0.00
Commissions and Fees Exp	0.00
Computer Software	0.00
Depreciation Expense	0.00
Dues and Subscriptions Exp	0.00
Employee Benefit Programs Exp	21,075.12
Employment Ad	0.00
Freight Expense	0.00
Gifts Expense	0.00

Income Tax Expense	0.00
Insurance Expense	3,440.28
Internet Expense	4,094.28
Interest Expense	0.00
Laundry and Cleaning Exp	1,118.52
Legal and Professional Expense	60,636.00
Licenses Expense	0.00
Loss on NSF Checks	0.00
Maint Expense-Office	11,130.48
Maint Agree-Copier	0.00
Maint Expense-Computer	14,470.92
Maint Expense-Telephone	13,184.88
Marketing Expense	303,470.64
Meals and Entertainment Exp	0.00
Office Equipment	12,000.00
Office Expense	1,665.36
Office Supplies	10,981.44
Other Taxes	0.00
Payroll Tax Expense	0.00
Payroll Maint Expense	3,436.56
Penalties and Fines Exp	0.00
Pension/Profit-Sharing Plan Ex	0.00
Postage Expense	102.00
Printing Expense	0.00
Rent/Lease Expense-Office	21,816.00
Rent/Lease Expense-Equipment	0.00
Repairs Expense	0.00
Salaries Expense	0.00
Security Expense	453.96
Computer Software Expense	0.00
Telephone Exp-Office	42,611.88
Telephone Exp-LA	0.00
Telephone Exp-Cell	1,272.48
Temp Service	0.00
Travel Expense	0.00
Utilities Expense	3,280.44
Wages Expense	357,491.40
Warehouse Expense	0.00
Other Expense	0.00
Purchase Disc- Expense Items	0.00
Gain/Loss on Sale of Assets	0.00
Total Expenses	\$ 889,551.12
Net Income	\$ 10,386,291.00

We hereby certify and affirm that the foregoing financial statements of Ultimate Communications, Inc. are true and correct as of February 22, 1999.



Claudio R. Roman
President and CEO



Jorge Moreno
Chief Financial Officer

Financial References

Credit References

The Bergen Company
1616 W. Sam Houston Pkwy. N.
Houston, TX 77043
Tel. (713) 461-1055

Network Enhanced Telecom, LLP
119 West Tyler, Suite 168
Longview, TX 75601
Tel. (903) 323-4525

Simplified Telesys, Inc.
5000 Plaza On the Lake, Suite 170
Austin, TX 78746
Tel. (512) 425-9700

Simplified Telesys, Inc.
5444 Westheimer, Suite 1970
Houston, TX 77056
Tel. (713) 985-4700

A-1 Products, Inc.
755 Wythe Avenue
Brooklyn, NY 11211
Tel. (718) 802-0300

Reprints, Inc.
177 Vallecitos De Oro
San Marcos, CA. 92069
Tel. (760) 752-9500

Banking References

Southwest Bank of Texas
4400 Post Oak Pkwy.
Houston, TX 77027
Contact: Beverly Muguerza
Tel. (713) 235-8881, ext. 1114
Account #: 0003119653

Managerial Capability

Claudio R. Roman, President and Chief Executive Officer

Mr. Roman received his Doctor of Jurisprudence degree from the University of Houston College of Law in 1984 and was admitted to the Bar of the State of Texas in the same year. In 1985 he was admitted to the Bar of Washington, D.C. and to practice in the Federal Courts for the Southern District of Texas as well as the Fifth Circuit Court of Appeals. His practice was focused on the representation of several major multinational corporations in all aspects of corporate and commercial law, from representation regarding corporate structures and governance to the development and negotiation of major transactions and related documents. He has represented several telecommunications companies including some specializing in prepaid phone cards.

Jorge Moreno, Chief Financial Officer

Mr. Moreno received a Masters Degree in Business Administration from the University of Houston. In addition, he has three years of experience as business development manager for a large prepaid calling card company and four years of experience as a credit officer and financial analyst for several large banks.

Susanne D. Bickham, Comptroller

Ms. Bickham has three years of experience as a staff accountant for an oil company and five years of experience as a treasury analyst and cash manager for a large hospital in Houston, Texas.

Technical Capability

Ultimate Communications, Inc. contracts with Simplified Telesys, Inc. for software online management of its switching solution. Ultimate Communications, Inc. contracts with Network Enhanced Telecom, LLP for the technical support of its hardware.

Ultimate Communications, Inc. takes advantage of an online application developed and provided by Simplified Telesys, Inc., to automate and centralize the management of report systems, billing systems, and customer service activities. Simplified Telesys, Inc. provides a flexible, fault-tolerant, scalable and programmable switching system for multiple brands. Its feature-rich system includes Security Socket 7, allows unlimited growth, and provides Web-based control of all operations.

Network Enhanced Telecom, LLP utilizes the most advanced prepaid platform (Nortel) available today, ensuring the most reliable and highest quality prepaid phone cards available. They offer complete turnkey fulfillment and inventory management programs along with 24-hour-a-day customer service & technical support.