

SCANNED

LEIBOWITZ & ASSOCIATES, P.A.

BRAULIO L. BAEZ
JOSEPH A. BELISLE
ILA L. FELD
ALLISON K. HIFT
MATTHEW L. LEIBOWITZ

SUITE 1450
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1715

TELEPHONE (305) 530-1322
TELECOPIER (305) 530-9417
E-MAIL Broadlaw@aol.com

April 1, 1999

Via Federal Express

990429-77

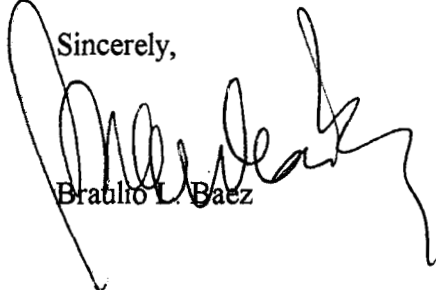
Ms. Blanca Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

RE: IXC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:

Enclosed please find an original and six (6) copies of an Application for Authority to Provide Interexchange Telecommunication Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24.471, Florida Administrative Code.. A check in the amount of \$250.00 is also enclosed in satisfaction of the application fee.

Kindly direct all notices and information regarding this application to the undersigned at the address above. Thank you for your attention to this matter.

Sincerely,

Braulio L. Baez

Check received with filing and forwarded to Fiscal for deposit.
File _____ and a copy of check to _____ as proof of deposit.
Initials of person who forwarded check:
MB

DOCUMENT NUMBER-DATE
04313 APR 2 8
FPSC-RECORDS/REPORTING

LEIBOWITZ & ASSOCIATES, P.A.

BRAULIO L. BAEZ
JOSEPH A. BELISLE
ILA L. FELD
ALLISON K. HIFT
MATTHEW L. LEIBOWITZ

SUITE 1450
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1715

TELEPHONE (305) 530-1322
TELECOPIER (305) 530-9417
E-MAIL Broadlaw@aol.com

DEPOSIT DATE
April 1, 1999
D119 APR 02 1999

Via Federal Express

Ms. Blanca Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

990429-TT

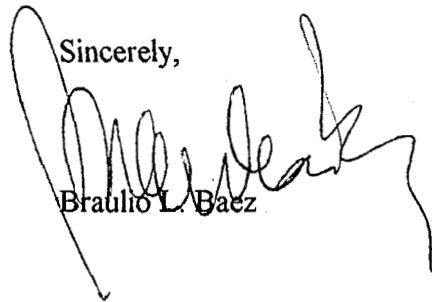
RE: IXC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:

Enclosed please find an original and six (6) copies of an Application for Authority to Provide Interexchange Telecommunication Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24.471, Florida Administrative Code.. A check in the amount of \$250.00 is also enclosed in satisfaction of the application fee.

Kindly direct all notices and information regarding this application to the undersigned at the address above. Thank you for your attention to this matter.

Sincerely,



Braulio L. Baez

WORLDNET FIBER, INC. 03-99		252
1299 E. COMMERCIAL BLVD. FORT LAUDERDALE, FL 33334		63-27/631 FL 806
Pay to the Order of	Florida Public Serv. Com.	\$ 250. -
	Two Hundred fifty and 00/100	Dollars
NationsBank		Security features are included. Details on back.
Nations Bank, N.A. ACH # 06310 277		
For	IXC	Paula Garza

DOCUMENT NUMBER - DATE

04313 APR-28

FPSC-RECORDS/REPORTING

LEIBOWITZ & ASSOCIATES, P.A.

BRAULIO L. BAEZ
JOSEPH A. BELISLE
ILA L. FELD
ALLISON K. HIFT
MATTHEW L. LEIBOWITZ

SUITE 1450
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131-1715

TELEPHONE (305) 530-1322
TELECOPIER (305) 530-9417
E-MAIL Broadlaw@aol.com

April 1, 1999

DEPOSIT

DATE

D119

APR 02 1999

Via Federal Express

Ms. Blanca Bayo
Director, Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

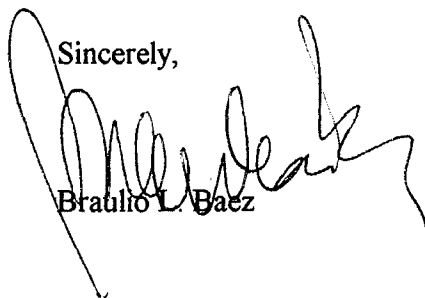
RE: IXC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:

Enclosed please find an original and six (6) copies of an Application for Authority to Provide Interexchange Telecommunication Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24.471, Florida Administrative Code.. A check in the amount of \$250.00 is also enclosed in satisfaction of the application fee.

Kindly direct all notices and information regarding this application to the undersigned at the address above. Thank you for your attention to this matter.

Sincerely,



Braulio L. Baez

Check received with filing and
for the amount of \$250.00
to the Florida Public Service Commission.
Initials of person who forwarded check

Exhibit 1
IXC Application for
WorldNetFiber, Inc.

**FLORIDA TELECOMMUNICATIONS TARIFF
OF
WORLDNETFIBER, INC.**

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of result telecommunication services provided by WorldNetFiber, Inc. ("WNF") with principal offices located at 1299 E. Commercial Boulevard, Fort Lauderdale, Florida, 33334. This tariff applies to 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: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

CHECK SHEET

This tariff contains Sheets 1 through 19, inclusive, each of which is effective as of the date shown on each sheet. Original and revised pages as named below comprise all changes from the original tariff.

<u>Sheet</u>	<u>Revision</u>
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
19	Original

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

SYMBOLS

The following are the only symbols used for the purpose 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

When changes are made in any tariff sheet, a revised sheet will be issued canceling the tariff sheet affected. Changes will be identified on the revised sheet(s) through the use of the above-mentioned symbols.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

TARIFF FORMAT

A. Sheet Numbering. Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers. Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised sheet 14 cancels the 3rd revised sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff pages in effect. Consult the check sheet for sheet currently in effect.

C. Paragraph Numbering Sequent. 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 the check sheet 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: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS

1.1 Abbreviations.

The following abbreviations are used herein only for the purposes indicated below:

- C.O. - Central Office
- Corp. - Corporation
- FCC - Federal Communications Commission
- FPSC - Florida Public Service Commission
- IXC - Interexchange Carrier
- LATA - Local Access and Transport Area
- LEC - Local Exchange Carrier
- MTS - Message Telecommunications Service
- PBX - Private Branch Exchange
- WNF - WorldNetFiber, Inc.

1.2 Definitions.

Access Line - An arrangement which connects the Subscriber's or Customer's location to the Carrier's designated point of presence or network switching center.

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

Carrier or Company - WorldNetFiber, Inc. unless otherwise indicated by the context.

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

Customer Premises Equipment - Terminal equipment, as defined herein, which is located on the Customer's premises.

Day Rate Period - After 8:00 a.m. to, but not including, 5:00 p.m. Monday through Friday.

Evening Rate Period - After 5:00 p.m. to, but not including, 11:00 p.m. Sunday through Friday.

Holiday - One of the following federally recognized holidays: New years Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day, and Christmas Day (December 25).

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

Night/Weekend Rate Period - After 11:00 p.m. to, but not including, 8:00 a.m. Sunday through Friday, and all day Saturday.

Non-Peak Period - All times which are not Peak Period times.

Peak Period - Interchangeable with Daytime Rate Period. After 8:00 a.m. to, but not including, 5:00 p.m. Monday through Friday.

Special Access - Where access between the Subscriber or Customer and the interexchange carrier is provided on dedicated circuits. The cost of Special Access is billed to the Customer by the local exchange carrier.

Subscriber - The person, firm, corporation, or other legal entity which arranges for services of the Company on behalf of itself or Authorized Users. The Subscriber is responsible for compliance with the terms and conditions of this tariff. A Subscriber may also be a Customer when the Subscriber uses services of the Company.

Switched Access - Where access between the Customer and the Carrier is provided on local exchange company Feature Group circuits. The cost of switched Feature Group access is billed to the Carrier.

Terminal Equipment - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

V&H Coordinates - Geographic points which define the originating and terminating points of all call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

SECTION 2.0 - RULES AND REGULATIONS

2.1 Undertaking of WNF. WorldNetFiber, Inc. is a resale common carrier providing intrastate direct dialed long distance telecommunications services to Customers within the State of Florida.

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

WNF provides for the installation, operation, and maintenance of the communications services provided herein in accordance with the terms and conditions set forth under this tariff. WNF 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 WNF services. The Customer shall be responsible for all charges due to such service arrangement.

The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week).

WNF provides for the installation, operation, and maintenance of the communications services provided herein in accordance with the terms and conditions set forth under this tariff. WNF 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 WNF services. The Customer shall be responsible for all charges due to such service arrangement.

The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week).

2.3.2 Deposits. The Company does not require a deposit from the Customer or Subscriber.

2.3.3 Advance Payments. For Customer whom the Company determines an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimates charges as an advance payment for service. This will be applied against the next month's charges and a new advance payment may be collected for the next month.

2.3.4 Taxes. Company reserves the right to bill any and all applicable taxes in addition to normal long distance usage charges, including, but not limited to: Federal Excise Tax, State Sales Tax, Municipal Taxes, and Gross Receipts Tax. Such taxes will be itemized separately on Customer invoices.

2.4 Refunds or Credits for Service Outages or Deficiencies.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

2.4.1 Interruption of Service. Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer or Subscriber, or to the failure of channels, equipment and/or communications systems provided by the Customer or Subscriber, are subject to the general liability provisions set forth in this tariff. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer. Interruptions caused by Customer-provided, Subscriber-provided or Company provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via LEC access. For purposes of credit computation every month shall be considered to have 30 days. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than twenty-four hours. For message rated toll services, credits will be limited to, at maximum, the price of the initial period of individual call that was interrupted.

The Customer shall be credited for an interruption of one day (24 hours) or more at the rate of 1/30th of the monthly charge for the services affected for each day that the interruption continues.

Credit Formula:

$$\text{Credit} = A/30 \times B$$

A = outage time in days

B = total monthly charge for affected service.

2.4.2 Inspection, Testing and Adjustment. Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for such tests and adjustments as may be deemed necessary for maintenance in a condition satisfactory to the Company. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.4.3 Liability.

(A) The liability of the Company for any claim or loss, expense or damage (including indirect, special, or consequential damage) for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff shall not exceed an amount equivalent to the proportionate charges to the Customer for the period of service or the facility provided during which such interruption, delay, error, omission, or defect occurs.

(B) The Company shall not be liable for any claim or loss, expense, or damage (including indirect, special, or consequential damage), for any interruption, delay, error, omission,

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrell, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

or other defect in any service facility, or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by any act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

(C) The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer and Subscriber against any claim or loss, expense or damage, (i) for defamation, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark, trade name, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property, or entity arising from the material data, information, or content revealed to, transmitted, processed, handled, or used by Company under this tariff, or (ii) for connecting, combining, or adapting Company's facilities with Customer's or Subscriber's apparatus or systems, or (iii) for any act or omission of the Customer or Subscriber, or (iv) for any personal injury or death of any person, or for any loss of or damage to Subscriber's or Customer's premises or any other property, whether owned by Customer, Subscriber or others, caused directly or indirectly by the installation, maintenance, location, condition, operation, failure or removal of equipment or wiring provided by the Company if not directly caused by negligence of the Company.

(D) The Company will provide credit on charges disputed by Customer in writing that are verified as incorrect by Company. If objection in writing is not received by Company within a reasonable period of time after bill is rendered (as determined by current law and regulatory policy), the account shall be deemed correct and binding upon the Customer.

2.5 Minimum Service Period. The minimum service period is one month (30 days).

2.6 Cancellation by Customer. Unless otherwise specified elsewhere in this tariff or by mutually accepted contract between the Customer and the Company, service may be canceled by the Subscriber or Customer on not less than 30 days prior written notice to the Company.

2.7 Refusal or Discontinuance by Company.

2.7.1 Service may be suspended by the Company, without notice to the Customer, by blocking traffic to certain cities or NXX exchanges when the Company deems it necessary to take such action to prevent unlawful use of its service. WNF will restore services as soon as it can be provided without undue risk.

2.7.2 WNF may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given 15 days notice to comply with any rule or remedy any deficiency:

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

(A) For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.

(B) For use of telephone service for any purpose other than that described in the application.

(C) For neglect or refusal to provide reasonable access to WNF or its agents for the purpose of inspection and maintenance of equipment owned by WNF or its agents.

(D) For noncompliance with or violation of Commission regulation or WNF's rules and regulations on file with the Commission, provided five (5) working days' written notice is given before termination.

(E) For nonpayment of bills, provided that suspension or termination of service shall not be made without five (5) days written notice to the Customer, except in extreme cases. Such notice will be provided in a mailing separate from the customer's regular monthly bill for service.

(F) Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect WNF's equipment or service to others.

(G) Without notice in the event of tampering with the equipment or services owned by WNF or its agents.

(H) Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, WNF may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.

(I) Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.

(J) For periods of inactivity over sixty (60) days.

2.8.1 Service will be furnished subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.8.2 WNF reserves the right to discontinue furnishing service, upon written notice, when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this tariff, or in violation of law.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

2.8.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

2.8.4 WNF reserves the right to discontinue the offering of service or deny an application for service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

2.9 Use of Service. Service may be used for any lawful purpose for which it is technically suited. Customers or Subscribers reselling or rebilling WNF's Florida intrastate service must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

2.10 Terminal Equipment. Company's facilities and service may be used with or terminated in Customer-provided or Subscriber-provided terminal equipment or systems, such as PBXs, key systems, multiplexers, repeaters, signaling sets, teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the Customer or Subscriber, except as otherwise provided. Subscriber or Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of Company's service.

2.11 Applicable Law. This tariff shall be subject to and construed in accordance with Florida law.

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

2.13 Tests, Pilots, Promotional Campaigns and Contests. The Company may conduct special tests or pilot programs and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. The Company may also waive a portion or all processing fees or installation fees for winner of contests and other occasional promotional events sponsored or endorsed by the Company. From time to time the Company may waive all processing fees for a Customer.

These promotions will be approved by the FPSC with specific starting and ending dates with promotions running under no circumstances longer than 90 days in any twelve month period.

2.14 Restoration of Service. The use and restoration of service in emergencies shall be in accordance with Part 64, Subpart D of the Federal Communications Commission's Rules and Regulations, which specifies the priority system for such activities.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

2.15 Other Rules.

2.15.1 WNF reserves the right to validate the credit worthiness of Customers or Authorized Users through available verification procedures.

2.15.2 The Company reserves the right to discontinue service, limit service, or to impose requirements on Subscribers or Customers as required to meet changing regulations, rules or standards of the FPSC.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

SECTION 3.0 - DESCRIPTION OF SERVICE

3.1 Quality and Grade of Service Offered. Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 90% during peak use periods for Feature Group D 1+ dialing. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

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

The serving wire centers of a call are determined by the area codes and exchanges of the origination and destination points.

The distance between the Wire Center of the Customer's equipment and that of the destination point is calculated by using the "V" and "H" coordinates found in BellCore's V&H Tape and NECA FCC Tariff No. 4.

Step 1 - Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.

Step 2 - Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.

Step 3 - Square the differences obtained in Step 2.

Step 4 - Add the squares of the "V" difference and "H" difference obtained in Step 3.

Step 5 - Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.

Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

Formula:

$$\frac{\sqrt{(V_1 - V_2)^2 + (H_1 - H_2)^2}}{10}$$

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

EXAMPLE: Distance between Miami and New York City -

Miami:	8,351	529
New York:	<u>4,997</u>	<u>1,406</u>
Difference:	3,354	-877
Square and add:	$11,249,316 + 769,129 = 12,018,445$	
Divide by 10:	$12,018,445 / 10 = 1,201,844.5$	
Round up:	1,201,845	
Take square root:	$\sqrt{1,201,845} = 1,096.3$	
Round up:	1,097 miles	

3.3 Timing of Calls. Billing for calls placed over the network is based in part on the duration of the call. Timing of each call begins when the called party answers the call (i.e. when two way communications are established.) Timing begins when the called station is answered. Answer detection is based on standard industry answer detection methods, including hardware and software answer detection. Call timing ends when either party hangs up.

3.3.1 Minimum call duration for billing purposes is one minute unless otherwise specified in the rate schedule section of this tariff.

3.3.2 Calls are measured and billed in one minute increments unless otherwise indicated in the individual rate schedules of this tariff.

3.3.3 There is no billing applied for incomplete calls.

3.3.4 When a call is established in one rate period and ends in another rate period, the rate in effect at the calling station applies to the portion of the call occurring within that rate period. When a unit of time is split between two rate periods, the rate applicable to that unit of time is based on the rate period in which it began.

3.4 Rate Periods. Unless otherwise indicated elsewhere in this tariff, all usage-based rates in Section 4.0 are subject to the following time-of-day, day-of-week, and holiday rate periods:

3.4.1 Day (Peak) Rate Period - Applies to that portion of a call occurring from 8:00 AM to, but not including, 5:00 PM Monday through Friday.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

3.4.2 Evening (Non-Peak) Rate Period - Applies to that portion of a call occurring from 5:00 PM to, but not including, 11:00 PM Sunday through Friday.

3.4.3 Night/Weekend (Non-Peak) Rate Period - Applies to that portion of a call occurring from 11:00 PM to, but not including 8:00 AM all days, 8:00 AM to, but not including, 11:00 PM Saturday; 8:00 AM to, but not including, 5:00 PM Sunday.

3.4.4 Holiday Rates - Apply to that portion of a call occurring on Company acknowledged Holidays. The rate is equivalent to the Evening Rate unless a lower rate would normally apply. Holiday rates apply on New Year’s Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

3.4.5 Peak Rate Period - Applies to that portion of a call occurring from 8:00 AM to, but not including, 6:00 PM Monday through Friday.

3.5.6 Non-Peak Period - All times which are not Peak Period times.

3.4.7 When a call is established in one rate period and ends in another rate period, the rate in effect at the calling station applies to the portion of the call occurring within that rate period. When a unit of time is split between two rate periods, the rate applicable to that unit of time is based on the rate period in which it began.

3.5 Service Offerings.

3.5.1 WNF Switched Outbound Long Distance Service. WNF Switched outbound Long Distance Service is available to residential and business Customers within the State of Florida. Calls are terminated over the customer’s local business lines. No monthly fees or nonrecurring charges apply and no minimum commitments are required. Calls are billed individually and rated by time of day, duration, and day of week.

3.6 Directory Assistance. Long Distance Directory Assistance is available to all WNF Customers for the purpose of obtaining telephone numbers. Charges for Directory Assistance are not applicable to inquiries received from handicapped persons who have to rely on Directory Assistance as the only practical means of obtaining a telephone number. Such persons must contact the Company for credit on directory assistance calls.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrell, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

SECTION 4.0 - RATES

4.1 General. Each Customer is charged individually for each call placed through the Company. Charges may vary by service offering, mileage band, class of call, time of day, day of week and/or call duration.

Customers are billed based on their use of WNF’s service. No installation charges or fixed monthly recurring charges apply.

4.2 Exemptions and Special Rates.

4.2.1 Discounts for Hearing Impaired Customers. A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, credit on charges for certain intrastate toll calls placed between TDDs. Discounts do not apply to surcharges or per call add-on charges for operator services when the call is placed by a method that would normally incur the surcharge.

(A) The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period.

(B) The credit to be given on a subsequent bill for such calls placed by TDDs with the assistance of the relay center will be equal to 50% of the rate for the applicable rate period. If either party is both hearing and visually impaired, the call shall be discounted at 60% of the applicable rate.

4.2.2 Emergency Call Exemptions. The following calls are exempted from all charges: Emergency calls to recognizable authorized civil agencies including police, fire, ambulance, bomb squad and poison control. WNF will only handle these calls if the caller dials all of the digits to route and bill the call. Credit will be given for any billed charges pursuant to this exemption on a subsequent bill after verified notification by the billed Customer within thirty (30) days of billing.

4.3 Late Payment Charge. A late fee of 1.5% per month will be charged on any past due balance.

4.4 Return Check Charge. A return check charge of \$15.00 or 5% of the balance due (whichever is greater) will be assessed for checks returned for insufficient funds. Any applicable return check charges will be assessed according to the terms and conditions of the billing entity (i.e. local exchange company and/or commercial credit card company) and pursuant to Florida law and FPSC regulations.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

4.5 WNF Long Distance Service - Option A. WNF Long Distance Service Option A is an outbound service offered in conjunction with a comparable interstate service and intended for residential and small business Customers. Pricing is postalized throughout the state. Billing is in whole minute increments following a minimum billing period of one minute. Customer lines are presubscribed to the WNF network.

Per Minute Rates

Mileage	Peak Period	Non-Peak Period
All miles	\$0.1250	\$0.1250

4.6 WNF Long Distance Service - Option B. WNF Long Distance Service Option B is an outbound service offered in conjunction with a comparable interstate service and intended for business Customers spending over \$1,000 per month. Pricing is postalized throughout the state. Billing is in six (6) second increments following a minimum billing period of thirty (30) seconds. Customer lines are presubscribed to the WNF network.

Per Minute Rates

Mileage	Peak Period	Non-Peak Period
All miles	\$0.1250	\$0.1250

4.6 Directory Assistance. Directory Assistance is available to Customers of WNF Message Telecommunications Service. A Directory Assistance charge applies to each call to the Directory Assistance Bureau, with the exception of calls received from services furnished for the primary use by handicapped persons who are unable to use the telephone directory, such exception not to exceed fifty (50) calls per billing month per customer. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

Directory Assistance, Per Call \$0.70

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrell, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

4.6 Presubscribed Interexchange Carrier Charge (PICC)

A monthly Federal PICC shall be charged to each telephone number that is presubscribed to carrier per the following:

Effective January 1, 1999:

Primary residential line	\$1.03/line
Additional or secondary residential line	\$2.50/line.
Single line business line	\$1.03/line
Multi-line business line	\$4.25/line
Centrex line	\$0.51/line
Minimum monthly charge for centrex	\$4.25
ISDN BRI	\$2.50/BRI
ISDN PRI	\$21.21/PRI

4.6 Pay Telephone (Payphone) Surcharge. A surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix -in the form 101XXXX. Although collected on your bill, this charge is reimbursed to pay telephone service provider. The surcharge is \$0.35 per call.

4.7 Universal Service Fund Charge. A monthly Federal Universal Service Fund tax shall be added to each bill based upon the total billed revenues. This charge shall be between 3.9 percent and 6.0 percent but in no event shall it exceed the amount of the Federal assessment.

4.8 Pay Telephone (Payphone) Surcharge. A surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXX. Although collected on your bill, this charge is reimbursed to pay telephone service provider. The initial charge is \$0.35 per call, but may vary from time to time as the Federal Communications Commission or payphone service providers change the rate for pay telephone compensation.

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

(Reserved for future use)

ISSUED: _____

EFFECTIVE: _____

ISSUED BY: Paula Gambrill, CEO
1299 E. Commercial Blvd.
Fort Lauderdale, FL 33334

FLORIDA PUBLIC SERVICE COMMISSION

**DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM
for
AUTHORITY TO PROVIDE
INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA**

A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).

B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.

C. Use a separate sheet for each answer which will not fit the allotted space.

D. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd., Gerald Gunter Building
Tallahassee, FL 32399-0850
(850) 413-6600

E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd., Gerald Gunter Building
Tallahassee, FL 32399-0850
(850) 413-6251

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 for transfer of control:**
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

WorldNetFiber, Inc.

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

WorldNetFiber, Inc.

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

**1299 East Commercial Boulevard
Fort Lauderdale, Florida 33334**

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

Same as above

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

8. **If 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:
- _____
10. **If foreign corporation**, provide proof of authority to operate in Florida:
- (a) The Florida Secretary of State Corporate Registration number:
- Florida corporate registration is pending. WNF is a Nevada corporation currently registered under File No. C1235-1999**
11. **If using a fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09, F.S.) To operate in Florida:
- (a) The Florida Secretary of State Corporate fictitious name registration number:
- _____
12. **If a limited liability partnership**, provide proof of registration to operate in Florida:
- (a) The Florida Secretary of State Corporate 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 F.E.I. Number (if applicable): **65-0901444**

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?

The Company will handle its billing and collections directly. The Company's name shall appear on the bill for its services, along with all other required information in accordance with Commission Rule 25-24, F.A.C.

17. Who will receive the bills for your service? (Check all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Residential customers. | <input type="checkbox"/> Business customers. |
| <input type="checkbox"/> PATS providers. | <input type="checkbox"/> PATS station end-users. |
| <input type="checkbox"/> Hotels & motels. | <input type="checkbox"/> Hotel & motel guests. |
| <input type="checkbox"/> Universities. | <input type="checkbox"/> Univ. dormitory residents. |
| <input checked="" type="checkbox"/> Other: (specify) <u>All of the above</u> | |

The Company's service will not be restricted to any part of the market.

18. Who will serve as liaison with the Commission in regard to (please give name, title,

address and telephone number):

- (a) The application;

Braulio L. Baez, Esq.
Leibowitz & Associates, P.A.
Suntrust Internatioinal Plaza
1 Southeast 3rd Avenue, Suite 1450
Miami, Florida 33133
(305)530-1322 Fax No.:(305)530-9417
Broadlaw@AOL.Com

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

Brian Morgan
WorldNetFiber, Inc.
1299 E. Commercial Blvd.
Ft. Lauderdale, FL 33334
(954)453-6000 ext. 238 Fax No.:(954)453-6014
brian@lauderdale.net
<http://www.worldnetfiber.com>

- (c) Complaints/Inquiries from customers;

Same as (b) above

19, List the states in which the applicant:

- (a) Has operated as an interexchange carrier.

The Company has never operated as an interexchange carrier in any other jurisdiction.

- (b) Has applications pending to be certificated as an interexchange carrier.

The Company has no pending applications to be certificated as an interexchange carrier in any other jurisdiction.

- (c) Is certificated to operate as an interexchange carrier.

The Company holds no certifications as an interexchange carrier in any jurisdiction.

- (d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

The Company has never been denied authority to operate as an interexchange carrier in any jurisdiction.

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

The Company has never had regulatory penalties imposed upon it for violation of any telecommunications statute.

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

The Company has never been involved in civil court proceedings with an interexchange carrier, local exchange carrier, or other telecommunications company.

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.

No officer, director, nor any of the ten largest stockholders of the Company has previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or any crime. No such action may result from any pending proceeding against any officer, director or any of the ten largest stockholders.

- (b) 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 officer, director, nor any of the ten largest stockholders of the Company has previously been officer, director, partner or stockholder in any other Florida certificated telephone company.

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

- ☒ MTS with distance sensitive per minute rates
- ☒ Method of access is FGA
- ☒ Method of access is FGB
- ☒ Method of access is FGD
- ☒ Method of access is 800

- ☒ MTS with route specific rates per minute
- ☒ Method of access is FGA
- ☒ Method of access is FGB
- ☒ Method of access is FGD
- ☒ Method of access is 800

- ☒ MTS with statewide flat rates per minute (i.e. not distance sensitive)
- ☒ Method of access is FGA
- ☒ Method of access is FGB
- ☒ Method of access is FGD
- ☒ Method of access is 800

- ☒ MTS for pay telephone service providers

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

- ☒ 800 Service (Toll free)

- ☒ WATS type service (Bulk or volume discount)
- ☒ Method of access is via dedicated facilities
- ☒ Method of access is via switched facilities

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

- ☒ Travel Service
- ☒ Method of access is 950
- ☒ Method of access is 800

- ☒ 900 service

- ☒ Operator Services
- ☒ Available to presubscribed customers
- ☒ Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals.
- ☒ Available to inmates

Services included are:

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

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

See Exhibit 1 attached

23. Submit the following:

A. Financial capability.

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

The Company was formed in 1999. Developmental phases of the Company were performed within two corporations, Fort Lauderdale Network and PG&C Leasing, both Florida corporations. Applicant does not yet have audited financial statements. A copy of the unaudited Balance Sheet through December 30, 1998 is attached hereto as Exhibit 2.

The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct 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. If available, the financial statements should be audited financial statements.*

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.

See Company information attached hereto as Exhibit 3

2. **A written explanation** that the applicant has sufficient financial capability to maintain the requested service.

See Company information attached hereto as Exhibit 3

3. **A written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

See Company information attached hereto as Exhibit 3

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

See Exhibit 3 attached

- 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.

See Exhibit 3 attached

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 - on all intra and interstate business.
- 3. SALES TAX: I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE: A non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Shelley Gambrell
Signature

3/23/99
Date

Pres.
Title

(954) 453-6000
Telephone No.

Address: _____

(954) 453-6014
Fax No.

1299 E. Commercial Blvd.
 Ft. Lauderdale, Fl 33334

ATTACHMENTS:

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

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:

Sheela Sundell

Signature

3/23/99

Date

Pres.

Title

(954) 453-6000

Telephone No.

(954) 453-6033

Address:

1299 E. Commercial Blvd.
H. Lauderdale, Fl 33334

Fax No.

CURRENT FLORIDA INTRASTATE SERVICES

Applicant has () or has not (x) 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:

Shella Gambrell

Signature

3/23/99
Date

Pres.

Title

(954) 453-6000
Telephone No.

Address:

(954) 453-6033
Fax No.

*1299 E. Commercial Blvd.
St. Lauderdale, Fl 33334*

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 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

Dee Gambill
Signature

3/23/99
Date

Pre.
Title

(954) 453-6000
Telephone No.

Address: _____

(954) 453-6033
Fax No.

1299 E. Commercial Blvd.
Lauderdale, FL 33334

**Exhibit 2
IXC Application for
WorldNetFiber, Inc.**

**WorldNetFiber
(Unaudited)
Balance Sheet**

December 30, 1998

Assets

Current Assets:

Cash	\$136,846
Accounts Receivable	\$138,041
Intercompany Receivables	\$596,125
Prepaid Expenses	\$2,946
Total Current Assets	<u>\$873,958</u>

Property, Plants & Equipment:

Leasehold Improvements	\$116,041
Furniture & Fixtures	\$133,086
Computers & Peripherals	\$6,791,622
Machinery & Equipment	<u>\$23,087</u>
Total Property, Plant & Equipment	\$6,973,796
Accumulated Depreciation	<u>\$1,294,121</u>
Net Plant, Property & Equipment	<u>\$5,679,675</u>

Other Assets

Other Assets	\$2,173
Total Assets	<u>\$6,555,806</u>

Liabilities & Equity

Current Liabilities:

Accounts Payable:	\$217,186
Accrued Payroll Taxes	\$2,986
Current Portion of Long Term Debt	\$0
Total Current Liabilities	<u>\$220,172</u>

Long Term Debt

Shareholder Loans	\$1,933,790
Notes Payable	\$1,197,621
Total Long Term Debt	<u>\$3,131,411</u>
Total Liabilities	<u>\$3,351,583</u>

Equity

Stockholder's Equity:

Common Stock	\$10,000
Current Income	\$1,223,123
Additional Paid In Capital	\$1,971,100
Retained Earnings	(\$0)
Total Stockholder's Equity	\$3,204,223
Total Liabilities & Stockholder's Equity	\$6,555,806

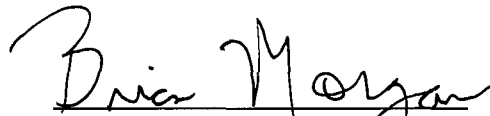


CERTIFICATION

The undersigned officers of WorldNetFiber, Inc. hereby certify that the financial information provided herein is true and correct. The information is being provided as evidence of financial capability for the provision of telecommunications services within the State of Florida.

WorldNetFiber Inc.


Paula Gambrell
Chief Executive Officer


Brian Morgan
Chief Financial Officer

**Exhibit 3
IXC Application for
WorldNetFiber, Inc.**

COMPANY OVERVIEW

Thank you for your interest in WorldNetFiber.

Please select a subject's link below.

- Company Business Plan**
- Company Financials**
- Management**
- CaTelco Partners**
- SaTelco Partners**
- * Institutional Investment Information**
- * Private Investment Information**



WorldNetFiber Company Business Plan

Table of Contents:

1. [Executive Summary](#)
2. [The Company](#)
3. [Company Vision And Goals](#)
4. [Products, Services, Locations](#)
5. [Market Analysis](#)
6. [Marketing Plan](#)
7. [Management And Organization](#)
8. [Operations](#)
9. [Financial Information](#)



1. Executive Summary

1.1 Executive Summary

WorldNetFiber recently purchased the assets of Fort Lauderdale Network Corp. and PG&C Leasing of South Florida, Inc., which opened in June of 1995. WorldNetFiber is the largest privately held Internet Provisional Company in the world in terms of bandwidth capacity. This capacity is sold to our clients at one third to one half the cost of our closest competitor additionally, this capacity is used to power our other WorldNet companies. Although we offer many services in the United States, our primary market is Latin America. Most of the countries in South and Central America experience difficulties with Voice/Internet capacity, caused by monopolistic and antiquated control over the actual phone companies that operate there. From this problem comes great opportunity.

Today we have ten (10) CaTelco & SaTelco Partners in ten (10) countries (CaTelco/SaTelco are divisions of WorldNetFiber). These Partners will bring 75,000 Internet Access customers and 100 Million minutes of phone access by the second quarter of '99'. Additional Partners are being interviewed everyday. It is our goal to have WorldNetPartners in all of the countries in Central and South America by the new millennium. Once the infrastructure is in place in these countries, which we direct, then our Master Marketing plan takes effect:

Great Service + Redundant Circuits at a Better Price = Profit.

WorldNet Fiber (WNF) is building a large Earth Station in Davie, Florida. With five large satellite dishes, 1-18.5Meters, 2-13Meters and 2-9.3Meters, this Teleport will be bi-directional, broadcasting, Internet, Data, Internet Telephony, Frame Relay, POTS (Plain Old Telephone Service), and Video/Sound. These high orbit satellites will be tied into a huge SONET ring utilizing our Ocean-Land lines contracted from AT&T and Qwest making us the largest independent telecommunication company in Latin America honed back to the US into our huge Internet Backbone capacity.

WNF has interviewed and examined a number of Solution Providers, primarily Cisco and Lucent, and has decided to contract Cisco. Cisco has granted contractually to allow us an unlimited line of credit starting at \$10,000,000. The contract guarantee's the Company the necessary hardware and support that is required to move forward at Internet speed. Cisco has worldwide representatives who have already been in touch with our Partners. Cisco has already announced that we have been granted 'CPN' (Cisco Powered Network) status. WNF is proud to be one of the 17 CPN's worldwide. As a CPN member we are able to share in a

cooperative marketing plan second to none.

WorldNetFiber over the last two years has negotiated long term contracts for service totaling over \$92,600,000 with companies such as:

- BellSouth, (OC-48 DS-3's)
- TCG/AT&T (OC-12 DS-3's)
- AT&T (2-T-3's 45Megs/Internet)
- UUNet (2-T-3's 45Megs/Internet)
- Qwest (OC-3 135Megs/Internet)
- SatNet (2-Transponders-90Meg)
- AT&T/Columbus I (11-T-1's 17Meg landlines)

With this capacity WNF can produce the following activity; 2.5 million Internet Access customers and 1.5 billion minutes of voice traffic per month.

Before being offered a WorldNetPartners contract an in-depth screening process taking 60 days is activated. It is the Companies position to align ourselves with only the best Partners available in their respective countries. This Partnership is predicated on the following criteria:

1. Substantial net worth
2. Influence. Both political and industrial.
3. Character

Once the process is completed we close the contract based on the following strict guidelines:

1. Spend whatever money's necessary to obtain the proper licenses to do business, build the infrastructure, i.e. Satellite dishes, landlines, Multiplexors, Servers, Access Ports, Switches, etc.
2. Hire competent employee's, screened by us
3. Finally do the necessary marketing to bring on clients.

It is WorldNetFiber's goal, with it's powerful contracts and presence to deliver to our many WorldNetPartners the confidence and ability to offer the best service and support ever in these countries. Thereby guaranteeing both WorldNetFiber and WorldNetPartners success.

1.2 Purpose for Business Plan

This Business Plan is offered in support of the opportunity described in detail below.

Welcome to "The Future of Fiber" and what a future it brings. Finally, a company dedicated to the principals of old

while utilizing the technology of tomorrow and then integrating our crazy philosophy "Buy more equipment than you can use, hire more people than you need and spend more money than you have". Yep, we threw the basic principals of running a business out the window, but think about it, the Internet itself was never planned, it was not intended for it's present use. The fact is it was never planned, it just happened.

Did we succeed? Yes we did and after all these years we are a profitable company. However, do not consider success in dollars and cents. Success itself is not measured by profit alone as all can attest. No, we consider success on a different level. We took old-fashioned basic principals and applied them: Hard Work, Integrity, Pride and Honesty.

"The Future of Fiber" and what it means to you. What it will bring to your personal life I cannot say, but I assure you, on a broader scale...

- It will allow the world to communicate in every language
- It will allow cultures to be understood
- It will enhance and enrich the standard of living
- It will be the deciding factor in many elections
- It will bring down dictators

Yes, this is "The Future of Fiber"

1.2.1 Business Opportunity

The Company intends to raise funds in an amount sufficient to finance the ongoing and continuing development of the Company. This Business Plan is intended to apprise the investment and lending communities of this opportunity. It is projected that the cash flow derived from our US operations, with the assistance of an ongoing line of credit facility, will enable the Company to proceed with all haste in this fast moving environment called the Internet.

Presently we have ten WorldNetPartners in the following countries.

SaTelco (South American Telco)

- Brazil
- Argentina
- Colombia
- Peru
- Paraguay

CaTelco (Central American Telco)

- Mexico
- Guatemala

- Honduras
- Costa Rica
- Dominican Republic

WorldNetPartners are expending millions of dollars in their respective countries building the necessary Telco infrastructure to connect to our facilities in the US. Full site details are set forth in the Topic entitled Future products/Services/Locations. The full proforma financial effect of connecting our Partners and adding new one's, is set forth in the Financial Information Topic at the end of this Business Plan. A brief summary is included at the end of this Executive Summary.

1.2.2 Funds Sought, Terms and Conditions

The total amount projected to be necessary to continue to develop the Company is \$30,000,000. The Company has expended to date over \$10,000,000 and has accumulated \$5,000,000 additional in cash to invest and seeks an additional \$25,000,000, as follows:

Equity:

The Company intends to raise \$25,000,000 in equity by selling membership interests in the company representing 10% of the total outstanding interests. Each 1% interest would be sold for \$2,500,000. The membership interests would have the same terms and conditions as all other membership interests. All membership interests will be subject to a Buy-Sell agreement, pursuant to which the Company shall have a first right of refusal to purchase any membership interests proposed to be sold by any member.

Debt:

In addition to the needed equity, the company has obtained a \$10,000,000 line of credit per year with Cisco Capital. This line of credit will be secured by hardware.

1.2.3 Projected Uses of Funds

Total proceeds of the \$25,000,000, plus the Company's \$5,000,000, would be used to finance the Earth Station, (Teleport), continue to purchase and install our own Fiber where needed, hardware and software. SatNet will be contracting full and partial transponders on various satellites to ensure redundancy and bandwidth over-capacity. The following is the list of items in the order of acquisition:

SattNet (Earth Station/Teleport)

Inventory

Five main satellite dishes

Purchase/Install/Hardware/Software: \$5,000,000

Fiber (Laying/Installing/Purchasing)

Continuing our Fiber Ring from Guatemala and connecting to Mexico to Quest.

\$3,000,000 Hardware/Software

The necessary Hardware/Software that is not supported or sold by our main providers: **\$2,000,000**

Working capital to finance start-up losses: **\$20,000,000**

1.2.4 Exit Strategy

Equity:

Restricted securities, issued through this plan, can be convertible to shares issued through the Public Offering, after compliance with terms as outlined in the offering document.

If for any reason a Public Offering does not take place within the first 12 months of operations, a professional appraisal of the operations of the company will be done to determine a valuation. Investor at that time will offer the company right of first refusal for the securities before liquidating them.

Debt:

WNF's cash flow projections indicate that the line of credit will reach its maximum draw down at a level of approximately \$10,000,000. This will occur about 60 days after the Teleport is complete along with the additional constructed fiber. Over the next 6 months, it is projected that the outstanding balance of the line of credit will be reduced gradually to a level of \$ZERO

1.3 The Company

WorldNetFiber Inc. was formed in the State of Nevada in 1999. The developmental phases of the company were performed within two corporations, Fort Lauderdale Network and PG&C Leasing of South Florida. The two predecessor companies were formed in the State of Florida in 1995. Ms. Paula J. Gambrill is the sole shareholder of all three companies. For tax purposes WNF has chosen to report as a "C" corporation.

WNF, through its predecessor organizations, has been operating in the telecommunications industry since 1995 domestically and mid 1997 internationally.

1.4 Company Vision and Goals

Vision:

Core Purpose:

To offer fast reliable, seamless Internet and Voice services to all of Latin America.

Goals:**Intermediate Goals: 1-5 years**

1. Develop WorldNetPartners for all the countries in Latin America.
2. Continue to Acquire/Contract/Build Fiber throughout the Americas.
3. Take the company public.
4. Provide service to all of Europe.

Near-Term Goals: First year

1. Complete SatNet, Earth/Teleport Station.
2. Complete Initial Fiber contracts and activate.
3. Build an experienced management/tech team, anticipating the company's growth.

1.5 Products, Services and Locations

WorldNetFiber has pioneered a purchasing relationship with many backbone Internet Provider, companies such as AT&T, BellSouth, TCG/AT&T, UUNet, Qwest, Espire to mention a few. This arrangement, i.e. long term contracts and good pricing, allows the Company to resell this bandwidth at 1/3 to 1/2 the retail price in the US market, plus utilization for it's own use.

About one year ago the Company took it's successful U.S. business model and decided to broadcast it's bandwidth to Central and South America via Land Lines and Satellite circuits. Unlike the US market, the demand for fast and efficient Internet service in these countries is overwhelming and they are willing to pay royalty prices, as much as double the US market, for access.

Competition in these countries is poor or non-existent based on their antiquated public utilities, which are normally state owned. With our powerful circuits and our state of the art equipment we will have no problem being a dominant player in this market. Our Internet access will be the best, our Telephony, (Voice over Private and Internet Network) will be second to none. Our data transmission with the largest Frame Relay cloud extending throughout all the Americas will allow our business clients the finest service imaginable.

Our future products will include the largest Spanish language search engine, (LatinSearch.com), the largest Internet Auction House, (AuctionNet.com), and Free hosting of business sites for people who purchase our access services. These sites will be hosted directly on our racks located in Fort Lauderdale, Florida. We expect to have

millions of registered users for the above-described services creating one of the largest databases in existence.

1.6 Market Analysis

The WTO agreement to liberalize international trade in basic telecommunications services came into effect on 5 February 1998. The 72 WTO member governments, which have agreed to open their domestic markets to foreign companies, account for nearly 93 per cent of the total domestic and international revenue of US\$600 billion generated in this sector annually.

Examples of the services covered by this agreement include voice telephony, data transmission, telex, telegraph, facsimile, private leased circuit services (i.e. the sale or lease of transmission capacity), fixed and mobile satellite systems and services, cellular telephony, mobile data services, paging and personal communications systems.

1.7 Marketing Plan

WNF intends to let its WorldNetPartners, within their respective countries, handle the local marketing. As a partner WNF does reserve the right to review this marketing and become involved when appropriate. WNF's real role in terms of marketing will be done through the Internet. WNF, through its marketing arm SiteAds, will negotiate and create banners and links between significant sites that will draw traffic to the WorldNetFiber Partner, as well as insure that the respective entities appearing in the top listings of all the major search engines. Outside the Internet, WNF will do exclusive marketing with airlines, taking full-page in-flight magazines and use the traditional mediums of communication. Our research determined this is the best way to get total penetration to our market niche.

1.8 Management and Organization

Its Chairman and Chief Executive Officer, Paula Gambrill founded the company. The company employs Brian A. Morgan as its Chief Financial Officer, Mr. Matthew Schulman as Vice President of Marketing and Mr. David Kim as Chief Technology officer. WNF has engaged the law firm of Keith Mack LLP to handle the legal affairs and the firm of Mallah, Furman and Company P.A. as Certified Public Accountants to audit the books and records of the corporation. The Advisory Board includes Mr. Brian C. Clark and Ms. Kelly Arruda.

Ms. Gambrill before starting current operations in 1995 was the co-owner, officer and corporate director of Lustre-Coate manufacturing company of Rochester New York. Lustre-Coate was the largest privately owned and successful vacuum metalizer manufacturing company in the industry. Mr. Morgan since 1995 has been President of an Internet

company as well as Chief Operating Officer of a software development company. Mr. Morgan founded and operated his own accounting firm for 8 years and has been an active participant in dozens of start up ventures and currently sits on the Board of Directors of several companies.

Resumes of the key members of WNB are attached.

1.9 Operations

WNF provides telecommunications services both domestically and internationally. Domestically WNF has concentrated on the sale of T-1 access and co-location services. An application (ALEC) has been filed with the Florida Public Utility Commission to provide other intrastate services.

Internationally WNF will use existing services to provide voice, voice over IP and data transmissions services as authorized by local regulation.



2. The Company

2.1 The Company

WNF is the parent organization for Fort Lauderdale Network, CaTelco (Central American Telephone) and SaTelco (South American Telephone). WNF currently provides telecommunications services to Florida, Central and South America. WNF was incorporated in January of 1999 and is a fully operational entity. The developmental phase of WNF's operation was completed between 1995 and 1998 as PG&C Leasing of South Florida, Inc.. WNF provided super fast bandwidth to the world. With 4 T-3's (a T-3 has the ability to communicate at 45 megs per second) WNF provides fast, efficient, reliable and redundant telecommunication services to the world.

WNF's founders tested several business models during the developmental stage to maximize the use of their valuable T-3's. It was determined why compete against the biggest telecommunications

The ideal market would be Central and South America. Fairly close to Florida headquarters, inferior existing service at notoriously high rates. Partnerships in each country were forged and WorldNetFiber became a reality.

2.2 Financial History, Banking Relationships

Ms. Gambrell contributed over \$250,000 and personally guaranteed over \$1,000,000 in loans and leases to initially capitalize the company. WNF has established several sources of funding for capital acquisition including Cisco Capital for \$10,000,000 per year. The company presently does all of its banking with NationsBank.

2.3 Location and Facilities

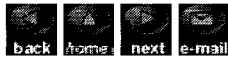
WorldNetFiber's corporate headquarters are located in Fort Lauderdale Florida. CaTelco's operations for Central American operations are headquartered in Guatemala City Guatemala and SaTelco's South American operations are headquartered in Colombia.

Each of the CaTelco and SaTelco partners have operational

headquarters located within their respective countries

2.4 Legal Status and Ownership

WorldNetFiber was formed as a corporation in 1999 under the laws of the State of Nevada. Ms. Gambrill is the sole shareholder of the corporation.



3. Company Vision and Goals

3.1 Company Vision and Goals

Develop Strategic Alliances (Partners) to establish the most prominent and influential telecommunications operations in this hemisphere.

3.2 Vision

WNF will always be at the forefront as the most prominent and influential provider and developer (with the aid of strategic alliances such as Cisco) of telecommunications services.

3.3 Core Ideology

Core ideology is a combination of the company's core purpose and its core values

3.3.1 Core Purpose

By forming Strategic Alliances, provide the best possible service and offer our customers the best possible value.

3.3.2 Core Values

- Be selective in choosing partners
- Do not upgrade technology but pioneer it
- Operate with honesty and integrity
- Recruit and hire the best people
- Be the dominant source for establishing policy and procedures within the industry

3.4 Envisioned Future: 10-20 Years

Be the most dominant and influential telecommunications operations within Central and South America

3.5 Goals

The following goals are stepping-stones to the companies envisioned future, and are consistent with its vision.

3.6 Near-Term Goals: Up to 1 Year

Develop Strategic Alliances with individuals or

**organizations to start operations in every country within
Central and South America
Continue to strengthen infrastructure and management
team
A customer base of 2 million users
Contracts negotiated for additional fiber into Central and
South America**



4. Products, Services, Locations

4.1 Current Products, Services, Locations

Products and services available:

- Internet access
- Private Networks
- Web Site Hosting
- E-Commerce
- Telephony

The services are now available in:

- United States
- Colombia
- Guatemala *
- Costa Rica *
- Dominican Republic *
- Honduras *

* Awaiting approval for telephony licenses.

4.2 Competitive Comparison

IP Telephony services are being re-sold by only one major carrier, GTE, who has invested in Cisco AS-5300 IP Telephony equipment. This is the same equipment that WNF will be installing throughout its network. This will enable WNF and GTE to exchange minutes between their IP telephony networks. AT&T currently handles millions of minutes of voice calls over the Internet each month for callers in Japan through its AT&T @phone service, introduced in August of 1997. AT&T Connect N Save service is providing IP Telephony to customers in three U.S. cities.

The current market leaders globally for IP Telephony are IDT, AT&T, and Delta Three with VIP calling a not to distant fourth as per Hilary Mine, executive vice president of Probe Research, Inc.

4.3 Future Products, Services, Locations

Future products include:

- Cellular
- Paging
- Search Engines
- E-Fax
- Calling Cards
- Video Broadcast
- Videoconferencing

Future locations include:

- Venezuela
- Peru
- Argentina
- Ecuador
- Brazil
- Nicaragua
- Bolivia
- Chile
- Paraguay
- Uruguay
- Guyana
- French Guyana
- Caribbean Countries



5. Market Analysis

5.1 Market Analysis

The company's industry, target market, competitive situation and market risks are described in detail below

5.2 Industry Overview

The effect of the fundamental forces driving demand and supply has been amplified by the worldwide trend to liberalize markets for telecommunications and information technology goods and services. As a result to this trend, the majority of telecommunication networks are now privately owned and operated. Significant developments have also taken place to introduce competition at the national, regional and international levels. Of particular importance is the World Trade Organization (WTO) agreement to liberalize trade in basic telecommunication service which was concluded in February 1997 by 69 countries which together account for more than 90% of global telecommunication revenues. This agreement went into force on February 5, 1998.

5.2.1 Size, Growth, Trends and Maturity

The planning period for globalization by the WTO was between 1995 and 1999. This was a period that refers to alliances between major operators to provide end-to-end services for multinational enterprises. Public Networks and residential customers were relatively unaffected by this kind of globalization, although various forms of alternative calling procedures provided consumers in countries which allowed such practices a "poor mans version" of the benefits enjoyed by big business users.

Between 1999 - 2003 globalization is likely to become much more of a reality. The WTO agreement will make it possible for foreign operators to have direct access through interconnection and interoperability to public networks in most of the world's major telecommunication markets, as well as to make direct investments in the development of those networks.

5.2.2 Competition Within Industry

All the major carriers are studying the potential market for Voice over IP, but only GTE has implemented a program

geared towards reselling service to Carriers. AT&T, ICG, IDT and VIP are offering Voice over IP services to end-users, but on a limited scale. WNF is installing equipment compatible with GTE's infrastructure and will be able to exchange domestic and international services (buying and selling).

5.2.4 Barriers to Entry

Communications licenses must be acquired in each country. CaTelco/SaTelco Partners must have these licenses or be able to procure them quickly. Certain countries will allow CaTeleco/SaTelco Partners to provide only Internet access and Private data circuits, leaving voice and telephony traffic exclusively to the national carriers. Most countries are moving towards liberalization.

5.3 Target Market

WNF has performed extensive market surveys. It has identified three market segments:

Voice

Voice over IP

Data

Depending on local regulations WNF is prepared to offer these services throughout Central and South America. Since the standard "line" does not distinguish between any of the three services mentioned above, services can be implemented upon request.

Although for economic reasons it will require that services be implemented in the more densely occupied areas of the countries, WNF intends to make service a reality to everyone within the countries serviced.

WNF further intends to provide Internet Access to the Universities at no cost to show its commitment to the community.

5.5 Market Risks

Market Risks are directed to the local WNF Partner. As in any business the industry is dynamic as long as management recognizes changes the overall strength of the company should remain strong. Risk Factors at the local level include:

Possible instability in foreign countries including nationalization

Foreign currency fluctuations

Entry into market by multinational entity with intent of destroying competition

Tax law changes



6. Marketing Plan

6.1 Marketing Programs

The company's specific marketing programs are set forth in detail below.

6.1.1 Pricing and Quality

WNF intends to price its services at significantly below market rates. WNF's operating costs are significantly lower than its competitors so that it can charge half the price and maintain a margin equivalent to its competitors. Offering dependable quality, high-speed telecommunications services with superior equipment and personnel ensures quality.

6.1.2 Customer Service

WNF plans on offering the highest level of support and quality possible within each country. The fact is that sooner or later something will fail. WNF supports the concept that the best way to judge a company is by how fast and well they solve problems when they occur. Customer service will always be of the highest priority for WNF.

6.1.3 Internet

WNF has its roots in the Internet and telecommunications. WNF is not just a provider of Internet Services (ISP) it will also be a consumer of those same services. WNF will offer traditional Internet Services to its customers on a for fee basis as well as use the services as a marketing tool to acquire other client services. WNF will also use the Internet to promote its products and acquire new business.

6.1.4 Advertising

The company plans on using all traditional and electronic forms of advertising to market its services. Based on cultural differences, the strategic partners will bear primary responsibility for traditional advertising within their own countries. Radio, TV, as well as print media will all be used to blend the right mix to make sure that the entire market is reached. Because of the tremendous quality of service provided by the WNF Partners most of this advertising will be on a barter basis.

WNF will through an affiliated company, SiteAds, Inc.,

Internet specialists, will be responsible for the Internet Marketing, Websites, banners and links as well as placement in any and all significant search engines

6.1.5 Public Relations

At the heart of the company's public relations is the desire to improve the quality of life for those individuals within the markets we can access. Quality of life included:
Free Internet access to Universities for the Research that the Internet allows.
Better quality of service in terms of dependability access and speed
Lower cost so that it becomes possible to communicate with those far away.

6.1.6 Bundling, Co-op, Strategic Alliances

As indicated in the Executive Summary, the success of WNF will, in part, be the result of the strategic alliances formed over the past years. Let us explain:

Cisco

By being a member of the Cisco Powered Network we have access to all the developmental resources of Cisco. Our projects become the Beta projects for Cisco. We are a tool for the next generation of technology.

Qwest / AT&T / UUNet

As Fiber or technology becomes available we are one of the first to learn of the availability and have access to it.

No Company can expand without the aid of experts. We have established relationships with those experts over the past 4 years.

6.2 Sales Strategy

The sales strategy is quite simple. Try us at no cost. If you like us sign on, we would love to provide you service. If you feel that you have better service already, thank you for trying us. No long-term commitments. No high powered sales pitches. We KNOW that there is no one within our partner's borders that can provide better service or pricing. We have built the better mousetrap and they will come.

Although not necessary we will also offer free web site hosting to our traditional customers. Since we have the tremendous bandwidth available to us we will sweeten the offer to our customers.

6.3 Marketing Goals

WNF and its CaTelco / SaTelco partners will be established as a Premier Supplier of Internet Access throughout the Americas. WNF will surpass the competition with Value Added Services such as Telephony, Banking, Commerce, Search Engines and Private Networks. Telephony services will provide seamless connectivity between traditional phones, network phones, computers, e-mail, fax, voice-mail and cellular networks with a variety of billing options.

6.4.1 Pricing and Quality

WNF's strategy is to enter a specific market at similar pricing levels. Clients will find that significantly improved Internet Access is available for the same price they are currently paying. If new clients are slow to convert, marketing plans may include free trial periods, discounts, Value Added Service promotions, and Bundled Product Promotions. WNF's basic cost of service will be very low, so discounted pricing levels are not an obstacle to profitability.



7. Management and Organization

7.1 Management and Organization

WNF's management and organization is on two levels, Corporate and Local. At the Corporate level we have assembled the finest people available at the Administrative, Sales and Marketing as well as Technology fields. All of these individual resumes are attached to this business plan.

At the local level, we have partnered with only the most influential business and political figures within each country. These individuals have proven track records for success. They too understand that the key to success is by recruiting only the finest minds.

A well-organized local team supported by strong corporate presence is a clear formula for success.

7.1.1 Key Executives

Ms. Paula Gambrill is the Chief Executive Officer and the founder of the company. She has over 20 years of executive experience in the general operations of companies. Mr. Brian Morgan is the Chief Financial Officer of WNF. Mr. Morgan also has over 20 years of senior management experience. Mr. Matthew Schulman is Vice President of Marketing for Central and South American Operations. Mr. Schulman is an expert with over 10 years experience in satellite and wireless communications and has lived in South America. Mr. David Kim is Chief Technology Officer and responsible for the development and expansion of the network. Mr. Kim has over 10 years experience is a Certified Cisco instructor.

Paula Gambrill as Chief Executive Officer. Ms. Gambrill has over 20 years of experience in operations with a B.S. in Business Administration. Ms. Gambrill is a founder of the corporation and is one of the pioneers in e-commerce tracing her start in the Internet back to early 1995. Ms. Gambrill helped build an affiliated company to the status of the "Largest Provisional Internet Company in the World". Ms. Gambrill previously was the co-owner, officer and director of a manufacturing company located in upstate New York. The company was the largest privately owned vacuum metalizer within the industry,

Brian A. Morgan as Chief Financial Officer. Mr. Morgan has over 20 years of financial and management experience and a BBA in accounting. Mr. Morgan has been an active participant in the Internet since 1995. He served as President of an Internet company, which primarily marketed the Internet and as the Chief Operating Officer of a software development house. Before that Mr. Morgan owned and

operated his own accounting and consulting practice. The practice exposed him to over 400 corporate clients in which he played an active role. He currently sits on the Board of Directors of several other companies.

Matthew Schulman as VP International Marketing. Mr. Schulman has 15 years of marketing and distribution experience throughout Latin America and the Caribbean. Mr. Schulman has been involved in distribution and design of Wireless Computer and Voice over IP Networks and Products since 1995. Mr. Schulman worked as a Chemical Engineer performing Technical Services including Troubleshooting, Instruction, Commissioning, Start-Up and Optimization of Refineries and Petrochemical complexes in China, Brazil, E. Germany, Venezuela, Canada and the USA.

David Kim is the Chief Technology Officer. Mr. Kim has over 10 years experience in transmission media systems such as fiber optics, coaxial cable, copper twisted pair wire, digital backbone networking, orbital satellite (VSAT) and RF/microwave transmission facilities. Mr. Kim founded a technology consulting firm specializing in LAN/WAN technologies and enterprise-wide network management. Mr. Kim has been a Cisco Certified instructor since 1993.

7.1.2 Board of Directors

The Board of Directors includes:

- Paula Gambrill - Chairperson
- Brian Morgan
- Dwayne Sigler
- Geraldo Parker
- Carlos LaCasa
- Richard Morgan

Mr. Sigler has a Masters Degree from Wharton and has been Vice President in charge of Marketing for Nordic Track as well as General Nutrition Centers (GNC). Mr. Sigler was also an account manager for BBD&O and a product manager for General Mills.

Mr. Parker is the founder of the largest telecommunication, cable, satellite company in Peru. Mr. Parker recently sold this company to Bell South.

Carlos LaCasa is a member of the House of Representatives in the State of Florida and Chairman of the House Appropriations committee.

Mr. Richard Morgan is a partner in the law firm of Keith Mack, LLP. Mr. Morgan has 15 years of corporate and litigation experience.

7.1.3 Professional Advisors and Consultants

At the corporate level WNF engages the services Keith, Mack LLP for legal and Mallah, Furman and Company P.A. as their Certified Public Accountants for auditing, tax and consulting work.

Each individual country will be responsible for their own representation. Both Keith, Mack and Mallah, Furman have a substantial presence in Central and South America and will be able to work with the WNF Partners.

7.2 Company Personnel

At the corporate level the WNF employs over 50 staff members. This includes, network, programming, accounting, administrative and sales staff to aid in the support of the WNF Partners.

At the local level a ramp up from 25 to 100 staff members will be required to support the expansion of the operation.

7.3 Management Style and Corporate Culture

At the corporate level, management style is best defined as decentralized and informal. After overall corporate, decision-making at all operational levels provide direction is encouraged. A relaxed and friendly culture has developed among management and employees. Each of the WNF Partners needs to operate within the boundaries of the own countries. We hope that the training time spent at corporate will have a positive influence.

7.4 Compensation and Incentives

All employees are salaried. WNF corporate compensation plan can be defined as aggressive. Its compensation is at or above market across all departments. Employees involved in the start up phase of the operation have stock set aside from the IPO for their efforts. Stock options for all employees are being made available. Demands are high for skilled programmers and network personnel. A strong benefits plan including stock, stock options and performance incentives particularly for new concepts and ideas

An environment based on the following criteria has been established for employee relations.

- An employee must love what they do for a living
- An employee must be comfortable and enjoy were they work
- An employee must be paid a fair and reasonable salary and or benefits



8. Operations

8.1 Operations

WNF operations are fairly typical of any ISP/Telecommunications company. Since WNF acts as a "wholesaler" of services to its partners the customer service department and the number of accounting transactions just happens to be much smaller. At the heart of the operations is the company's T-3 backbone. Upgrading and maintenance to the network and satellite equipment is the key to continued growth and success.

Administratively the company in terms of marketing and new products and services is extremely active. Awareness to the constant changes in technology and the needs of our customers is paramount. With partners such as Cisco we have access to the latest in technology. Furthermore, our unique needs become the developmental projects for the Cisco Engineers. The Marketing department is charged with the task of always providing the customer with more than expected. More services and the finest quality service will describe our operations.

8.3 Research and Development

WNF has a strong research and development program. In order to lead in the field WNF is always attempting new technologies. Under current review is a means of sending up to 8 separate phone calls over copper and very low voltage bi-directional. Being successful takes some help. As a Cisco partner all of our projects now come with the entire support of the Cisco worldwide operations. Factoring in for expenditures by our "partners" R&D is estimated to be approximately 8.5% of sales.



9. Financial Information

9.1 Financial Information

See Company Financials

9.2 Notes, Assumptions and Definitions

Revenues

- Selling price to CaTelco/Satelco Customers is approximately \$.20/minute
- Partners will sell internet Access @ \$25.00 per month
- Partners will sell 64K lines to customers for \$1,000/month

Traffic Routing

- Approximately 70% of traffic shall go via satellite and 30% via ground lines.
- An E1 ground line is budget to handle 2 million minutes per month at a 35% utilization rate
- An additional E1 is required at each 6 million minutes of ground traffic per month
- Average cost per E1 is \$45,000 which includes both sides of the circuit



CaTelco Partners

Dominican Republic

West Indies Wireless International, S.A. (WIWI): a recently formed corporation formed by, our partners, Trydatos Transmision Y Datos a 5 year old company which supervises the national Lottery and Racetrack point of sale Network. WIWI has permits to operate as a Satellite Operator, an Internet Provider and to provide Private Data Network services. WIWI has a valid UHF license for wireless transmissions.

WIWI is currently installing Internet equipment, a satellite teleport and a wireless access system for dedicated, high speed circuits to clients. Future plans will include dial-up modem banks, dedicated circuits and wireless access equipment at multiple sites. WIWI has applied for permits for domestic and international telephony.

Honduras

Catelco S.A. which has permits for Satellite, Internet, Broadcast, Paging, Data Transmission and Telephony applications. Catelco currently is installing infrastructure equipment to operate as an Internet Provider and is installing teleports in various locations in Honduras to provide the services listed above. The company has formed joint ventures with established local telecommunications corporations specializing in Microwave, Wireless and Fiber communications. Catelco has several communications engineers and technicians with more than 20 years of experience each.

Guatemala

CableNet: Has permits for satellite, fiber and telephony services for domestic and international circuits. CableNet over the past ten years has built a 80 km fiber ring in Guatemala city with 5 communications nodes to provide a wide range of services including Telephony, Internet, video and data applications. Cablenet has a service fleet of over 100 vehicles already in place to service its network.

Costa Rica

Bonsai Imbobila: The company landed its first E-1 in

1998. It has permits for Internet access, Website hosting as well as Domestic and International Data Circuits. Management has a combined experience of over 50 years in telecommunications. The company operates with strong political and economic contacts within the country..



SaTelco Partners

Colombia

Ultracom Telecomunicaciones, S.A. (ULT): has a Value Added license from the Colombian Government for domestic and international satellite circuits. ULT's license includes rights to operate as an Internet Provider and to provide Private Data Networks. ULT has exclusive rights with several Cable TV operators for providing Internet Access over their networks to include Telephony, Commerce, Website Hosting, messaging and other services.

ULT owns Internet and Cable TV infrastructure in Bogota, including a 30 mile fiber ring which will be completed by April 1999. Additional operating centers in Medellin, Cali, Barranquilla and Armenia are being established to include Satellite Teleports, Dial-up Modem Banks, Dedicated High Speed circuits and Wireless Access equipment. Actual subscribers on the Cable TV networks are: 85,000 in Bogota, 60,000 in Medellin, 45,000 in Cali and 38,000 users in Barranquilla. Long distance telephone service will be offered over the private Cable TV network as soon as permits are obtained.

Brazil

CGGI: Is led by Leandro Klein a member of one of the most influential families in all of Brazil. CGGI has already established itself as a major reseller of telephony circuits to Brazil and is currently operating prepaid, call-back, Internet and traditional telephony platforms.

Venezuela

CVNET Holding S.A.;; Has valid licenses for Internet, Telephony, Private Data Network and Satellite services. Mr. Andres Mendez was the International Communications Manager for a leading telecommunications company within the country. He has put together a group representing banking and telecommunications to manage our Venezuelan partners.

