

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

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

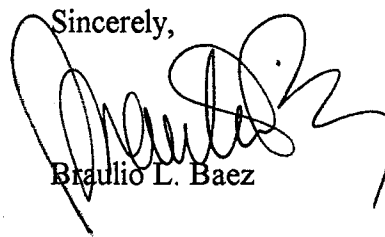
990426-TX

RE: ALEC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:

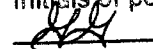
Enclosed please find an original and six (6) copies of an Application for Authority to Provide Alternative Local Exchange Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24.805, Florida Administrative Code. A check in the amount of \$250.00 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. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:



MAIL ROOM

99 APR -2 AM 10:20

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
D119 APR 02 1999
April 1, 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

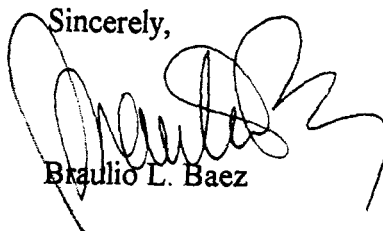
RE: ALEC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:

Enclosed please find an original and six (6) copies of an Application for Authority to Provide Alternative Local Exchange Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24.805, 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.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check:

99 APR 2 11 00 AM '99

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) 630-1322
TELECOPIER (305) 630-8417
E-MAIL Brazilian@aol.com

April 1, 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: ALEC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:

Enclosed please find an original and six (6) copies of an Application for Authority to Provide Alternative Local Exchange Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24 805, 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.

Securely.

[Signature]
Braulio L. Baez

WORLDNET FIBER, INC. 03-99		251
1299 E. COMMERCIAL BLVD. FORT LAUDERDALE, FL 33334		63-27/631 FL 806
Pay to the Order of	<i>Florida Public Service Commission</i>	Date <u>3/24/99</u>
<i>Two Hundred Fifty and 00/100</i>		\$ 250. -
		Dollars
NationsBank		
NationsBank, N.A.		
ACH R/T 083100277		
For <u>ALEC</u>		
<i>[Signature]</i>		

****FLORIDA PUBLIC SERVICE COMMISSION****

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- ◆ 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).
- ◆ Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ 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 Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
(850)413-6770

- ◆ If you have questions about completing the form, contact:

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

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

- Original certificate** (new company).
- Approval of transfer of existing certificate:**
Example, a non-certificated company purchases an existing certificated company and desires to retain the original certificate of authority.
- Approval of assignment of existing certificate:**
Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- 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. Official mailing 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. 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 _____ | |

7. **If individual**, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

9. **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

10. **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:

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

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

12. **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: _____

13. **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: _____

14. Provide **F.E.I. Number** (if applicable): **65-0901444**

15. 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.

16. 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

17. List the states in which the applicant:

- (a) Has operated as an alternative local exchange company.

The Company has never operated as an alternative local exchange company in any other jurisdiction.

- (b) Has applications pending to be certificated as an alternative local exchange company.

The Company has no pending applications to be certificated as an alternative local exchange company in any other jurisdiction.

- (c) Is certificated to operate as an alternative local exchange company.

The Company holds no certifications as an alternative local exchange company in any jurisdiction.

- (d) Has been denied authority to operate as an alternative local exchange

company and the circumstances involved.

The Company has never been denied authority to operate as an alternative local exchange company 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.

18. 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 1.

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 2

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

See Company information attached hereto as Exhibit 2

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 2

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

See Exhibit 2 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 2 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 percent on all intra and interstate business.
3. SALES TAX: I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. APPLICATION FEE: A non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL

Charles Gambill
Signature

3/23/99
Date

Off.
Title

(954) 453-6000
Telephone No.

Address: _____

(954) 453-6033
Fax No.

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

ATTACHMENTS:

- A- CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B- INTRASTATE NETWORK
- C- AFFIDAVIT
- GLOSSARY

INTRASTATE NETWORK (if available)

Chapter 25-24.825(5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

1. POP: Addresses where located, and indicate if owned or leased.
1) Fort Lauderdale (leased) 2) Davie (leased)
2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.
1) Fort Lauderdale (leased) 2) Davie (leased)
3. Pop-to-pop facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

POP-to-POP	OWNERSHIP
1) Fort Lauderdale (mw, fiber, copper)	leased
2) Davie (mw, fiber, copper, satellite)	leased

AFFIDAVIT

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

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

UTILITY OFFICIAL:

Luella Gambrell
Signature

3/23/99
Date

Pre.
Title

(954) 453-6000
Telephone No.

Address: _____

(954) 453-6033
Fax No.

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

Exhibit 1
ALEC 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	<u>\$2,946</u>
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	<u>\$0</u>
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>

EquityStockholder'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	<u>\$3,204,223</u>
Total Liabilities & Stockholder's Equity	<u>\$6,555,806</u>



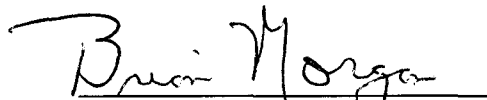
CERTIFICATION

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 2
ALEC 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. Gambrell 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.



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.



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 Gambrell - 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



LEIBOWITZ & ASSOCIATES, P.A.

SUITE 1450

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

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
D119 APR 02 1999

April 1, 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

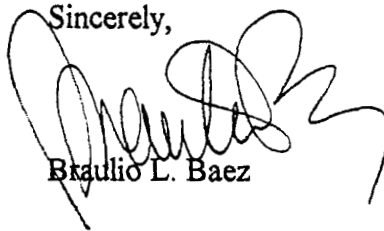
RE: ALEC Application for WorldNet Fiber, Inc.

Dear Ms. Bayo:


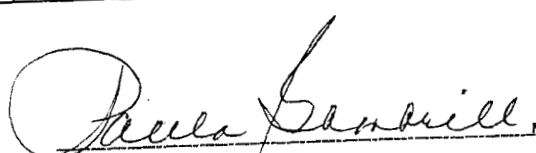
Enclosed please find an original and six (6) copies of an Application for Authority to Provide Alternative Local Exchange Services within the State of Florida, to be filed on behalf of WorldNet Fiber, Inc., pursuant to Chapter 25-24.805, Florida Administrative Code. A check in the amount of \$250.00 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. 1299 E. COMMERCIAL BLVD. FORT LAUDERDALE, FL 33334	03-99	Date <u>3/24/99</u>	251 63-27/631 FL 806
Pay to the Order of <u>Florida Public Service Commission</u>	\$ <u>250.00</u>		
<u>Two Hundred fifty and 00/100</u>	Dollars		
NationsBank NationsBank, N.A. ACH R/T 066 20277	For <u>ALEC</u>		
			

ling and deposit.
y of check
posit.
forwarded check:

DOCUMENT NUMBER - DATE
04314 APR-28
FPSC-RECORDS/REPORTING