

May 10, 1999

Talk Too Communications
8829 Lem Turner Rd.
Jacksonville, Florida 32208

ORIGINAL

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

990394-TX

Dear Ms. Nancy Pruitt,

This letter is in reference to our conversation on April 29, I was not able to retrieve the applications from the Internet as we had previously anticipated. I have enclosed another applications that will need to replace the previous one. All the corrections have been made and a copy of the partnership agreement is attached. Since I was unable to re review your sample rates format, I made some changes to the one that I sent with the original applications. I hope that this will be sufficient and adequate enough. Please feel free to contact me if there is any additional information requested at (904)766-3829. I thank you for your time and patience.

Sincerely yours,

Devette "Monique" McCain
Devette "Monique" McCain, President

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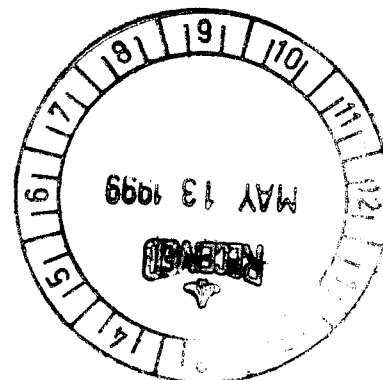
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Done 5/26/99

DOCUMENT NUMBER-DATE

08553 MAY 25 99

FPSC-RECORDS/REPORTING



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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses 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, Florida 32399-0850
(850) 413-6770

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

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

APPLICATION

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

() **Original certificate** (new company).

() **Approval of transfer of existing certificate:** Example, a non-certificated company purchases an existing 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 of transfer of control:** Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

Talk Too Communications

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

Talk Too Communications

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

8829 Lem Turner Rd. Jacksonville Florida 32208

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

8829 Lem Turner Rd. Jacksonville, Florida 32208

6. Structure of organization:

- Individual Corporation
- Foreign Corporation Foreign Partnership
- General Partnership Limited Partnership
- 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:**

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

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

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

(a) The Florida Secretary of State registration number:

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

Name: M. Devett McCain

Title: President

Address: 8829 Lem Turner Rd.

City/State/Zip: Jacksonville, Florida 32208

Telephone No.: (904) 766-3829 **Fax No.:** (904) 766-3038

Internet E-Mail Address: Shabriki@aol.com

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): _____

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. Provide explanation.

None

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

None

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

(a) The application:

Name: Devette McCain

Title: President

Address: 8829 Lem Turner Rd. Jacksonville, Florida 32208

City/State/Zip: Jacksonville, Florida 32208

Telephone No.: (904) 766-3829 **Fax No.:** (904) 766-3038

Internet E-Mail Address: Shabriki @ aol.com

Internet Website Address: _____

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

Name: Devette McCain

Title: President

Address: 8829 Lem Turner Rd

City/State/Zip: Jacksonville, Fl 32208

Telephone No.: (904) 766-3829 **Fax No.:** (904) 766-3038

Internet E-Mail Address: Shabriki @ aol.com

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Devette McCain

Title: President

Address: 8829 Lem Turner Rd.

City/State/Zip: Jacksonville, Fl 32208

Telephone No.: (904)766-3829 **Fax No.:** (904)766-3038

Internet E-Mail Address: Shabriki@aol.com

Internet Website Address: _____

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

None

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

Tennessee, South Carolina, Georgia, Alabama, Kentucky

North Carolina, Louisiana, Mississippi

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

None

(d) has been denied authority to operate as an alternative local exchange company and the circumstances involved.

None

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

N/A

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

N/A

18. Submit the following:

A. Financial capability.

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

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

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

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

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

1. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
 2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
 3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability: give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

- 1. REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Walter McLean _____
Signature Date *May 13, 1999*

President _____
Title Telephone No. *(904) 766-5829*

Address: *8829 Ken Turner Rd (904) 766-3238* _____
Fax No. *766-3208*

ATTACHMENTS:

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

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) Y. J. A.

(Title) _____ of (Name of Company) _____

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

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

James W. McLean
Signature

Date

(904) 766 3829

President
Title

Telephone No.

Address: 8829 Ben Turner Rd.
Jay M. 33208

(904) 766 3838

Fax No.

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) <u>NA</u>	2) _____
_____	_____
3) _____	4) _____
_____	_____

2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

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:

Signature

Christie "Morgan" S. [Signature]

Date

May 12, 1996

Title

President

Telephone No.

766 3829

Address:

*8829 Lem Turner Rd
Jacksonville, FL 32208*

Fax No.

766 3039

Partnership Agreement

Agreement by and between the undersigned:

M.Devette McCain

Candia & Christopher Williams

Raymond Jones

Name of Company : Talk Too Communications

Place of business: 8829 Lem Turner Rd.
Jacksonville, Fl 32208

Nature of Business: Telecommunications Center

Durartion. The partnership shall commence business on April 1, 1999 and shall contiuue until terminated by this agreement, or by operartion of law.

Allocations of Depreciation or Gain or Loss on Contributed Property. The partners understand that , for incom tax purposes, the partnership's adjusted basis of some of the contributed property differs from fair market values at which the property was accepted by the partnership. However, the partners inted that the geneal allocation ruel of the Internal Revenue Code shall appy, and that the depreciation or gain or loss arising with respect to the property shall be allocated proportionately between the partners. In determinting the taxable income or loss of the partnership and the distributive share of each partner in the same manner as if such property had neeb purchased by the partnership at the cost equal to the adjusted tax basis.

Capital Accounts. An individual capital account shall be maintained for each partner. The capitalof each partner shall consist of that partner's original contributions of capital. ans increases by addtionsl capital contributions and decreases by distributions in reductions of partnership capital and reduced by his/her share of partnership losses, if these losses are charged to the capital accounts.

Drawing Account. An individual drawing account shall be maintained for each partner. All withdrawals by a partner shall be charged to his drawing account. Withdrawals shall be limited to amounts unanimously agrees to by the partners.

Salaries. No partner shall receive any salary for services rendered to the partnership except as specifically and first approved by each of the partners.

Loan by Partners. If a majority of partners consent, any partner may lend money to the partnership at an interest and terms rate agreed in writing, at the time said loan is made.

Profit and Losses. Net profits of the partnership shall be divided proportionately between the partners, and the net losses shall be borne proportionately as followed:

M. Devette McCain 30%

Candia & Christopher Williams 60%

Raymond Jones 10%

Management. The partners shall have equal rights and control in the management of the partnership.

Books and Accounting. The partnership shall maintain adequate accounting record. All books, records, and accounts of the partnership shall be open at all times to inspection by all partners, or their designated representative.

Accounting Basis. The books of account shall be kept on a cash basis.

Fiscal Year. The books of account shall be kept on a fiscal year basis, commencing April 1 and ending March 31, and shall be closed and balanced at the end of each fiscal year.

Annual Audit. The books of account shall be audited as of the close of each fiscal year by an accountant chosen by the partners.

Banking. All funds of the partnership shall be deposited in the name of the partnership into such checking or savings accounts as designated by the partners.

Death or Incapacity. The death or incapacity of a partner shall cause an immediate dissolution of the partnership.

Election of Remaining Partners to Continue Business. In the event of the retirement, death, incapacity, or of a partner, the remaining partners shall have the right to continue the business of the partnership, either by themselves or in conjunction with any other person or persons they may select, but they shall pay to the retiring partner, or to the legal representatives of the deceased or incapacitated partner, the value of the interest of a retiring, incapacitated partner, the value of his or her interest in the partnership.

Valuation of Partner's Interest. The value of the interest of a retiring, incapacitated, deceased or insane partner shall be the sum of (a) the partner's capital account, (b) any unpaid loans due the partner, and (c) the partner's proportionate share of the accrued net profits remaining undistributed in his drawing account. No value for goodwill shall be included in determining the value of a partner's interest, unless specifically agreed in advance by the partners.

Payment of Purchase Price. The value of the partner's interest shall be paid without interest to the retiring partner, or to the legal representative of the deceased, incapacitated or insane partner, in 12 monthly installments, commencing from the first day of the second month after the effective date of the purchase.

Termination. In the event that the remaining partner does not elect to purchase the interest of the retiring, deceased, incapacitated, or insane partner, or in the event the partners mutually agree to dissolve, the partnership shall terminate and the partners shall proceed with reasonable promptness to liquidate the business of the partnership. The assets of the partnership shall first be used to pay or provide for all debts of the partnership. Thereafter, all money remaining undistributed in the drawing accounts shall be paid to the partners. Then the remaining assets shall be divided proportionately as followed.

Devette M. McCain 30%

Candia & Christophe Williams 60%

Raymond Jones 10%

This agreement shall be binding upon and inure to the benefit of the parties, their successors, assigns and personal representatives.

Signed this 12th day of May, 1999.

[Signature]
Partner
[Signature]
Partner
[Signature]
Witness

Candia V. Williams
Partner
Devette M. McCain
Partner

