



DEPOSIT
D159

DATE
JUN 28 1999

June 24, 1999
Overnight

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Mr. Walter D'Haeseleer
Director of Communications
Florida Public Service Commission
2450 Shumard Oak Boulevard
Gerald L. Gunter Building, Room 270
Tallahassee, FL 32399-0850

990828-TX

RE: Initial Alternative Local Exchange Carrier Application of CCCFL, Inc., d/b/a Connect!

Dear Mr. D'Haeseleer:

Enclosed for filing are the original and six copies of the above referenced application of CCCFL, Inc., d/b/a Connect!.

Also enclosed is a check in the amount of \$250 for the filing fee. Questions pertaining to this application should be directed to my attention at (407) 740-8575.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Carey Roesel
Consultant to CCCFL, Inc., d/b/a Connect!

Enclosures

cc: Carole Hamon - CCC
File: CCC - FL Local

RECEIVED
JUN 28 1999

DOCUMENT NUMBER-DATE

07782 JUN 28 99

FPSC-RECORDS/REPORTING



DEPOSIT
D150

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Overnight

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Winter Park, FL
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Gerald L. Gunter Building, Room 270
Tallahassee, FL 32399-0850

990828-7X

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Also enclosed is a check in the amount of \$250 for the filing fee. Questions pertaining to this application should be directed to my attention at (407) 740-8575.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Carey Roesel
Consultant to CCCFL, Inc. d/b/a Connect!

TECHNOLOGIES MANAGEMENT, INC.

P.O. BOX 200
210 N. PARK AVE.
WINTER PARK, FL 32789-0200
(407) 740-8575

NATIONSBANK
WINTER PARK, FL 32789

23121

5/21/1999

PAY TO THE ORDER OF Florida Public Service Commission

\$ **250.00

Two Hundred Fifty and 00/100*****

Florida Public Service Commission
Records & Reporting
2540 Shumard Oaks Blvd.
Tallahassee, FL 32302-1500

DOCUMENT NUMBER - DATE

07782 JUN 28 99

TECHNOLOGIES MANAGEMENT, INC.

MEMO florida Public Service Commission

|| 0 2 3 1 2 1 ||

DOLLARS
Security features included.
Details on back.

FLORIDA PUBLIC SERVICE COMMISSION
Division of Communications, Certification & Compliance Section
2450 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850
(850) 413-6600

APPLICATION FORM

for

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment, or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. Any questions regarding completion, contact above.
5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.

DOCUMENT NUMBER-DATE

07782 JUN 28 88

FPSC-RECORDS/REPORTING

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

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

- Original authority (new company)
- Approval of transfer (to another certificated company)
Example: a certificated company purchases an existing company and desires to retain the original certificate authority.
- Approval of assignment of existing certificate (to a noncertificated company)
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 (to another certificated company)
Example: a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

CCCFL, Inc.

3. A. National Mailing Address including street name, number, post office box, city, state, zip code and phone number.

Street: 124 West Capitol, Suite 250
PO Box
City: Little Rock
State: Arkansas
Zip: 72201
Phone: (501) 401-7700

B. Florida Mailing Address including street name, number, post office box, city, state, zip code and phone number.

Street: 124 West Capitol, Suite 250
PO Box
City: Little Rock
State: Arkansas
Zip: 72201
Phone: (501) 401-7700

C. Physical Address of alternative local exchange service in Florida including street name, number, post office box, city, state, zip code and phone number.

Street: 124 West Capitol, Suite 250
PO Box
City: Little Rock
State: Arkansas
Zip: 72201
Phone: (501) 401-7700

4. 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"/> Joint Venture | <input type="checkbox"/> Other |

5. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: 99000011306
Taxpayer Identification # 73-1560000

Please see Exhibit I for a copy of the Articles of Incorporation.

6. Name under which the applicant will do business (d/b/a):

Connect!

7. If applicable, please provide proof of fictitious name: (d/b/a) registration.

Please see Exhibit I for a copy of the documentation from the Secretary of State.

8. If applicant is an individual, partnership, or joint venture, please give name and address of each legal entity.

Not applicable

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

No officer, director or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No such action may result from a pending proceeding.

10. **Please provide the title, address, telephone number, internet address and facsimile number of the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application:**

Application contact:

Name: Carey Roesel
 Title: Consultant
 P.O. Box: P.O. Drawer 200
 City: Winter Park
 State: Florida
 Zip: 32790-0200
 Phone: (407) 740-8575
 Fax: (407) 740-0613
 Internet Address: croesel@tminc.com

Ongoing Liaison:

Name: Carole Hamon
 Title: Regulatory Specialist
 Street: 124 West Capitol, Suite 250
 PO Box
 City: Little Rock
 State: Arkansas
 Zip: 72201
 Phone: (501) 401-7711
 Fax: (501) 401-7799
 Internet Address: chamon@cnct.net

11. **Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.**

CCCFL, Inc., d/b/a Connect! is not certificated in other jurisdictions. The Company's affiliates, however, have CLEC certification, or other operating authority, in Arkansas, California, Colorado, Idaho, Kansas, Montana, Nevada, Oregon, Pennsylvania, Rhode Island, Texas, Utah, and Washington. The Company's affiliates are in the process of expanding coverage for both local and long distance services. CCCFL's affiliates are in good standing in these states.

12. **Has the applicant been denied certification in any other state?**

Yes() No(X)

If so, please list the state and reason for denial.

13. **Have penalties been imposed against the applicant in any other state:**

Yes() No(X)

If so, please list the state and reason for penalty.

14. Please indicate how a customer can file a service complaint with your company.

Customers may reach the company at the toll-free customer service number, (877) 200-5022, which will be provided on each invoice for service. In addition, customers may contact the company in writing at 124 West Capitol, Suite 250, Little Rock, Arkansas 72201. Customer service will be provided 24 hours a day, seven (7) days a week.

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

A. Financial capability (Exhibit II)

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statement should then be signed by the applicant's chief executive officer and chief financial officer. The signature should affirm that the financial statements are true and correct.

B. Managerial capability

See Exhibit III

C. Technical capability

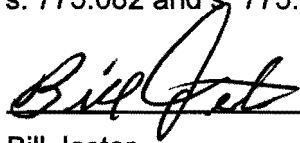
See Exhibit IV

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 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.

Official:



Bill Jester

Date:

9 Jun 99

Title:

Vice President

Address:

124 West Capitol, Suite 250
Little Rock, Arkansas 72201

Phone:

(501) 401-7700

**CCCFL, INC., D/B/A CONNECTI
EXHIBIT I**

ARTICLES OF INCORPORATION

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CCCFL, INC., a corporation organized under the laws of the State of Florida, filed on February 4, 1999, as shown by the records of this office.

The document number of this corporation is P99000011306.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-fifth day of February, 1999



CR2E022 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
CCCFL, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

- FIRST: The name of the corporation is: CCCFL, Inc.
- SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 124 W Capitol Ave Ste 250 Little Rock, AR 72201.
- THIRD: The number of shares the corporation is authorized to issue is: 100
- FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C.T Corporation System.
- FIFTH: The names of addresses of the persons who are to serve as initial directors are: Ted L. Snider, Jr. 124 W Capitol Ave Ste 250 Little Rock, AR 72201.
- SIXTH: The name and address of each incorporator is: Ted L. Snider, Jr. 124 W Capitol Ave Ste 250 Little Rock, AR 72201
- SEVENTH: Any other provision required or permitted by law is: _____

Ted L. Snider, Jr.
Ted L. Snider, Jr.

January 12, 1999
Date

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

1/27/99
Date

M.S. Green
M.S. Green, Asst. Secy

99 FEB -4 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**FLORIDA DEPARTMENT OF STATE****Katherine Harris
Secretary of State**

February 4, 1999

CT CORPORATION SYSTEM

The Articles of Incorporation for CCCFL, INC. were filed on February 4, 1999 and assigned document number P99000011306. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.

A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.

SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.

Should you have any questions regarding corporations, please contact this office at the address given below.

Tracy Smith, Document Specialist
New Filing Section

Letter Number: 399A00005045

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OF
CCCFL, Inc.

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SIXTH: The name and address of each incorporator is:

Ted L. Snider, Jr. 124 W Capitol Ave Ste 250 Little Rock, AR 72201

SEVENTH: Any other provision required or permitted by law is: _____

Ted L. Snider, Jr.
Ted L. Snider, Jr.

January 12, 1999
Date

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

1/27/99
Date

By *M.S. Green*
M.S. Green, Asst. Secy

FILED
99 FEB -4 PM 2:32
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

May 11, 1999

cc: Justell, J. (cc) (encl)
all documents 5/11/99
tel: 850 222 1077
fax: 850 222 3611

Ms. Beth Montgomery
Connect Communications Corporation
124 West Capitol Avenue
Suite 200
Little Rock, AR 72201

RE: **Connect!LD, Inc.**
Order #: 1707199

Dear Ms. Montgomery:

As instructed, we enclose the following document(s), as issued by the Secretary of the State of Florida:

Evidence of Qualification filed 5/10/99

If you have any questions concerning this order, please contact Marjie Green in our Clayton office. Thank you for this opportunity to be of service.

Very truly yours,

CT-Tallahassee

Enclosure(s)

Via: Regular Mail
/jn



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Qualification documents for CONNECT!LD, INC. were filed on May 10, 1999 and assigned document number F99000002399. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 899A00025653

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

FILED
SECRETARY OF STATE
CORPORATIONS
99 MAY 10 AM 9:34

- 1. Connect!D, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
- 2. Nevada (State or country under the law of which it is incorporated)
- 3. 91-1935140 (FBI number, if applicable)
- 4. August 12, 1998 (Date of Incorporation)
- 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
- 6. Not doing business in Florida at this time. (upon qualification)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
- 7. Connect!D, Inc. 121 W Capitol Ave Suite 250, Little Rock, AR 72201

(Current mailing address)

8. long distance service provider
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
 (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

M. S. Green (Registered agent's signature), M. S. Green Asst. Secy

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Ted L. Snider, Jr.

Address: 124 W Capitol Ave Suite 250
Little Rock, AR 72201

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Ted L. Snider, Jr.

Address: 124 W Capitol Ave Suite 250
Little Rock, AR 72201

Vice President: _____

Address: _____

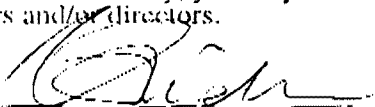
Secretary: Ted L. Snider, Jr.

Address: 124 W Capitol Ave Suite 250
Little Rock, AR 72201

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ted L. Snider, Jr. President
(Typed or printed name and capacity of person signing application)

RECEIVED BY THE CLERK OF THE DIVISION OF CORPORATIONS
99 MAY 10 AM 9:34



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 1999

CONNECT!
124 W CAPITOL AVE, STE.250
LITTLE ROCK, AR 72201

Subject: **CONNECT!**

REGISTRATION NUMBER: **G99112900189**

This will acknowledge the filing of the above fictitious name registration which was registered on April 22, 1999. This registration gives no rights to ownership of the name.

Each fictitious name registration must be renewed every five years between July 1 and December 31 of the expiration year to maintain registration. Three months prior to the expiration date a statement of renewal will be mailed.

IT IS THE RESPONSIBILITY OF THE BUSINESS TO NOTIFY THIS OFFICE IN WRITING IF THEIR MAILING ADDRESS CHANGES. Whenever corresponding please provide assigned Registration Number.

Should you have any questions regarding this matter you may contact our office at (850) 488-9000.

Reinstatement Section
Division of Corporations

Letter No. 099A00021225

REGISTRATION OF FICTITIOUS NAME

FILED

99 APR 22 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1

1. Connect!
Fictitious Name to be Registered

2. 124 W Capitol Ave Ste 250
Mailing Address of Business
Little Rock AR 72201
City State Zip Code

3. Florida County of principal place of business: Volusia

4. FEI Number: Pending

This space for office use only

Section 2

A. Owner(s) of Fictitious Name If Individual(s): (Use an attachment if necessary):

1. Last First M.I. Address City State Zip Code SS#

2. Last First M.I. Address City State Zip Code SS#

B. Owner(s) of Fictitious Name If other than an individual: (Use an attachment if necessary):

1. CCCFL, Inc. Entity Name
124 W Capitol Ave Ste 250 Address
Little Rock, AR 72201 City State Zip Code
Florida Registration Number P99000011306
FEI Number: _____
 Applied for Not Applicable

2. _____ Entity Name
_____ Address
_____ City State Zip Code
Florida Registration Number _____
FEI Number: _____
 Applied for Not Applicable

Section 3

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. I (we) further certify that the fictitious name shown in Section 1 of this form has been advertised at least once in a newspaper as defined in chapter 50, Florida Statutes, in the county where the applicant's principal place of business is located. I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At Least One Signature Required)

Ted L. Snider, Jr. April 5, 1999
Signature of Owner Date
Ted L. Snider, Jr. Phone Number: 501-401-7700

Signature of Owner Date
Phone Number: _____

Section 4

**FOR CANCELLATION COMPLETE SECTION 4 ONLY:
FOR FICTITIOUS NAME OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:**

I (we) the undersigned, hereby cancel the fictitious name _____, which was registered on _____ and was assigned registration number _____

Signature of Owner Date

Signature of Owner Date

Mark the applicable boxes Certificate of Status-- \$10 Certified Copy-- \$30
FILING FEE: \$50

Note: Acknowledgments/certificates will be sent to the address in Section 1 only. CR4E-001 (5/96)

CCCFL, INC., D/B/A CONNECT!

EXHIBIT II

FINANCIAL CAPABILITY

CCCFL, INC., D/B/A CONNECT!
Supplemental Financial Information

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

CCCFL, Inc., d/b/a Connect! has sufficient financial capability to provide the requested telecommunication services in the State of Florida, the financial capability to maintain these services, and the financial capability to meet its lease and ownership obligations.

CCCFL, Inc. is a wholly owned subsidiary of Connect Holding Corporation (CHC). CHC does not operate in any jurisdiction and has no independent source of income. CHC has the same ownership and management as Connect Communications Corporation (CCC). CCCFL is relying upon the financial resources of its affiliate, CCC. Monthly financial information for CCC is attached. CCC is a relatively new enterprise itself, with financial data that only includes 1998 because that is the only year it was in existence. Although CCC is not yet profitable, the company clearly has assets that can sustain the relatively modest investments required of CCCFL. Like many start up companies, CCC's indebtedness is to owners whose vested interest is to continue to finance operations through to profitability. A statement describing the stockholder financing commitment is attached to the financials. CCCFL will not require deposits in Florida, therefore there is a very low risk associated with approval of CCCFL's operations in Florida. The direct holding company, CHC, has no income or revenue to report and, therefore, has no financial statements prepared to date. All financial bookkeeping is maintained according to GAAP.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

Please see response to question #1.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

Please see response to question #1.

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.

CONNECT COMMUNICATIONS CORPORATION
BALANCE SHEET
DECEMBER 31, 1998

ASSETS

Current Assets	
Cash	3,373
Accounts receivable	368,263
Interest receivable	108,775
Prepays	247,472
	<u>727,883</u>
Fixed Assets	
Telephony equipment	595,715
Office equipment	214,804
Furniture & fixtures	28,637
Accumulated depreciation	(118,074)
	<u>721,082</u>
Other Assets	
Advances to stockholder	2,431,993
Advances to affiliate companies	191,750
Organization costs, net	7,577
Deposits	800
	<u>2,632,120</u>
	<u><u>4,081,085</u></u>

LIABILITIES & EQUITY

Current Liabilities	
Accounts payable	213,189
Accrued expenses	108,024
Accrued interest	178,004
Bank note	349,999
	<u>849,216</u>
Note payable to stockholder	3,294,319
Equity	
Common stock	300
Capital contribution	257,879
Retained earnings	(78,710)
Current earnings	(241,919)
	<u>(62,450)</u>
	<u><u>4,081,085</u></u>

CONNECT COMMUNICATIONS CORPORATION
STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 1998

Revenues	481,209
Facilities Charges	
Recurring	119,655
One-time	52,691
	<u>172,345</u>
Gross Profit	308,863
Expenses	
Employee costs	205,230
Travel	6,514
Office supplies & expenses	22,664
Taxes, licenses & fees	8,487
Equipment rental	19,943
Legal fees	48,703
Professional services	46,702
Miscellaneous	254
	<u>358,497</u>
Operating Loss	(49,633)
Other Expenses	
Interest expense, net	80,865
Depreciation	109,444
Amortization	1,976
	<u>192,285</u>
Net Loss	<u>(241,919)</u>

CONNECT COMMUNICATIONS CORPORATION
STATEMENT OF OPERATIONS
FOR THE MONTH ENDED DECEMBER 31, 1998

Revenues	41,398
Facilities Charges	
Recurring	16,917
One-time	<u>0</u>
	<u>16,917</u>
Gross Profit	24,481
Expenses	
Employee costs	(88,732)
Travel	267
Telephone	864
Shop supplies	35
Office supplies & expense	568
Postage & freight	381
Licenses & fees	6,090
Equipment rental	8,890
Legal fees	1,531
Professional services	918
Dues & subscriptions	0
Bank service charges	30
Miscellaneous	<u>9</u>
	<u>(69,149)</u>
Operating Loss	93,630
Other	
Interest expense, net	10,849
Depreciation	9,689
Amortization	<u>165</u>
	<u>20,703</u>
Net Loss	<u><u>72,927</u></u>

CCCFL, INC., D/B/A CONNECTI

EXHIBIT III

EXECUTIVE BIOGRAPHIES

**TED L. SNIDER, Jr. CHIEF EXECUTIVE OFFICER, SOLE STOCKHOLDER AND
CHAIRMAN**

Mr. Snider has fifteen years of management experience, mostly in telecommunications. While building a company (sold in 1997) that operated radio stations, he also developed Snider Communications Corporation from a start-up to a company which serves over 10,000 customers with state-of-the-art technology and the largest paging system in Arkansas.

He received a Bachelor of Science degree in Systems Engineering from the U.S. Naval Academy as well as a Master of Business Administration degree from UCLA.

BILL JESTER – VICE PRESIDENT

Mr. Jester has twenty years experience in the business sector, with an emphasis on Business Development and Marketing/Sales. He spent eleven years as president for two companies and has nine years experience in management. He also served 42 years in the U.S. Army and retired as a Major General.

He holds a Bachelor of Science in Business Administration, along with a MBA in management and finance from the University of Arkansas.

R D SAENZ – CHIEF FINANCIAL OFFICER

Mr. Saenz has twenty-five years of business experience consisting of eleven years with Price Waterhouse, eight years as a senior financial officer (for a regional retail chain and for a company serving the telecommunications industry), three years in senior management positions with a financial services firm, and several years of independent business consulting.

He received a bachelor's degree in accounting, with honors, from the University of West Florida. Professional certifications include Certified Public Accountant and Certified Fraud Examiner.

RICHARD SPAVINS – DIRECTOR OF NETWORK ENGINEERING

Mr. Spavins has worked in the telecommunications field for the last 34 years. He has extensive experience in installation of office and plant PBX systems, cable networks, and installation of

Powertel switches. Mr. Spavins was employed at APCo for fifteen years, American Mobilphone for thirteen years, Metrex Communications Group for three years, and Powertel for two years. He is in charge of installation as well as maintenance of the Harris switches nation-wide.

He was granted a bachelor's degree in Electrical Engineering from Auburn University March 1971. He is a registered Professional Engineer in the States of Alabama and Louisiana with a General Radiotelephone License With Radar Endorsement. He has certification for Rolm CBX and GTD 1000 & 120 PBX.

ED MOORE – DIRECTOR OF REGULATORY AFFAIRS

Mr. Moore has spent twenty-eight years in the telecommunications industry, fourteen each with Southwestern Bell and AT&T. He worked primarily in the area of network design, planning and administration for Southwestern Bell, and in regulatory and legislative management for AT&T.

He received a bachelor's degree in mathematics and physics from the University of Central Arkansas.

SHANNON LIGON– HUMAN RESOURCES DIRECTOR

Ms. Ligon has eight years experience in Human Resources. She served as the Vice President of Human Resources for a 500 person manufacturing company and spent over three years with Anderson Consulting as a Manager in the Change Management Group in a variety of industries, including telecom.

She received a Bachelor of Arts degree in Political Science and Business Administration from Vanderbilt University and has her Professional of Human Resource certification from SHRM.

CAL ARNOLD – DIRECTOR OF MARKETING

Mr. Arnold spent 26 years managing commercial radio stations including fifteen years as an owner. Most recently he served as General Manager of a ten radio station cluster plus a state radio network for Citadel Communications. His overall experience has been in planning, problem solving, operations and sales.

He received a Bachelor of Arts in Radio and Television, and a Master of Arts in Mass Communications, both from Baylor University.

PHILLIP KENNEDY – NETWORK OPERATIONS MANAGER

Mr. Kennedy has spent eighteen years in the telecommunications industry. He has experience managing Network Operations, Switching Center Operations, and LAN management. He has been a Supervisor of operating facilities that processed data for invoicing of all calls switched, collected, rated, and billed. Mr. Kennedy worked for Universal Network Services, Inc. for nine years, Metromedia/LDS Long Distance for six years, Infra-Pak, Inc., for three years, and was a Telecommunications Technician for the Army National Guard Reserves for seven years.

He has received Certification of Database, Maintenance, and MSP40 form DSC and Certification on MVP Operations and Maintenance from Glenayre.

DAVE GRANERE – WESTERN REGIONAL MANAGER

Mr. Granere has spent eighteen years in the telecommunications industry. He has managed all aspects of daily operations that include: field services, switch management, provisioning, dispatch circuit design, network design, and traffic management. He has worked closely with the Regulatory Agencies located in the Western Regions of the United States. Mr. Granere has also worked within the Supervisory Sphere; hiring and staffing, training and resource development, administrative action and personnel budgets. He has extensive knowledge of switching technologies and network systems, design and ordering of voice and data network services, installation and implementation of systems and network components from start to finish, and establishment of "customer care" call centers. He worked closely with major long distance companies, negotiating service agreements, terms and conditions, and developed a thorough understanding of the local and federal (FCC) tariffs that govern the extent and methods to which services can be applied.

Mr. Granere received a Bachelor of Science in History from the University of Utah.

CCCFL, INC., D/B/A CONNECT!

EXHIBIT IV

TECHNICAL CAPABILITY

CCCFL, INC., D/B/A CONNECT!
TECHNICAL CAPABILITY

As indicated in Exhibit III, the senior management team has extensive business, technical, operational and regulatory experience, and has been instrumental in the design, implementation and operation of several telecommunications networks. Every level of CCCFL, Inc.'s management team consists of individuals who have significant communications experience and who are dedicated to providing the highest quality service to meet customer needs. CCCFL, Inc. possesses considerable telecommunications expertise and is well qualified to provide both data and voice local exchange services in Florida.

As a switched based reseller, CCCFL, Inc. will rely on its facilities-based underlying carrier for the operation and maintenance of the local exchange distribution network. The company will install its own switch, a Harris 20/20 model, in Florida. CCCFL, Inc. will then purchase unbundled network elements from the incumbent, BellSouth, or will lease facilities from other competitive providers.



DEPOSIT DATE
D150 JUN 28 1999

June 24, 1999
Overnight

210 N. Park Ave.
Winter Park, FL
32789

Mr. Walter D'Haeseleer
Director of Communications
Florida Public Service Commission
2450 Shumard Oak Boulevard
Gerald L. Gunter Building, Room 270
Tallahassee, FL 32399-0850

990828-78

P.O. Drawer 200
Winter Park, FL
32790-0200

RE: Initial Alternative Local Exchange Carrier Application of CCCFL, Inc., d/b/a Connect!

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Dear Mr. D'Haeseleer:

Enclosed for filing are the original and six copies of the above referenced application of CCCFL, Inc., d/b/a Connect!.

Also enclosed is a check in the amount of \$250 for the filing fee. Questions pertaining to this application should be directed to my attention at (407) 740-8575.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Thank you for your assistance.

Sincerely,

Carey Roesel
Consultant to CCCFL, Inc. d/b/a Connect!

07782-99
June 28

TECHNOLOGIES MANAGEMENT, INC. P.O. BOX 200 210 N. PARK AVE. WINTER PARK, FL 32789-0200 (407) 740-8575	NATIONSBANK WINTER PARK, FL 32789	23121
PAY TO THE ORDER OF <u>Florida Public Service Commission</u>		5/21/1999
Two Hundred Fifty and 00/100*****		\$ **250.00
Florida Public Service Commission Records & Reporting 2540 Shumard Oaks Blvd. Tallahassee, Fl 32302-1500	DOCUMENT NUMBER - DATE 07782 JUN 28 99	DOLLARS Security features included. Details on back.
MEMO <u>Florida Public Service Commission</u>		