

**COMPETITIVE COMMUNICATIONS GROUP**

December 14, 1999

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


991935-TX

Re: Application to Provide Local Exchange Telecommunications Service for  
Metropolitan Telecommunications of Florida, Inc. d/b/a MetTel

On behalf of Metropolitan Telecommunications of Florida, Inc. d/b/a MetTel, enclosed  
please find an original and six (6) copies of the above referenced application along with  
the required \$250.00 filing fee.

Please date stamp the enclosed extra copy of this letter and return it in the envelope  
provided. Should you have any questions concerning this filing, please contact Terri  
Firestein at 301-842-1437.

Respectfully submitted,



MiShaunti Jarrett  
Regulatory Specialist

Enclosure

RECEIVED  
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## APPLICATION

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 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:

Metropolitan Telecommunications of Florida, Inc.

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

Met Tel

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

44 Wall Street, 14th Floor

New York, New York 10005

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

N/A; Applicant does not have a Florida address.

6. Structure of organization:

- ( ) Individual (X) Corporation  
( ) Foreign Corporation ( ) Foreign Partnership  
( ) General Partnership ( ) Limited Partnership  
( ) Other \_\_\_\_\_

7. **If individual**, provide:

Name: N/A; Applicant is a Corporation

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:

N/A; Applicant is incorporated in Delaware.

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:

G99336900009

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

(a) The Florida Secretary of State registration number:

N/A; Applicant is not a limited liability partnership.

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

Name: N/A; Applicant is not a partnership

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: N/A; Applicant is not a foreign limited partnership.

14. Provide **F.E.I. Number**(if applicable): N/A

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.

No officers, directors or stockholders have been adjudged bankrupt, mentally incompetent, or found guilty of any felony.

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

No officers, directors or stockholders have been  
an officer, director, partner or stockholder in any  
other Florida certificated telephone company.

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

(a) The application:

Name: Terri Firestein

Title: Director

Address: 10806 Garrison Hollow Road

City/State/Zip: Clear Spring, MD 21722

Telephone No.: 301-842-1437 Fax No.: 301-842-1439

Internet E-Mail Address: tfiraccg@aol.com

Internet Website Address: \_\_\_\_\_

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

Name: Andoni Economou

Title: Executive Vice President

Address: 44 Wall Street, 14th Floor

City/State/Zip: New York, New York 10005

Telephone No.: 212-607-2000 Fax No.: 212-635-5074

Internet E-Mail Address: aeconomou@aol.com

Internet Website Address: \_\_\_\_\_

(c) Complaints/Inquiries from customers:

Name: Andoni Economou

Title: Executive Vice President

Address: 44 Wall Street, 14th Floor

City/State/Zip: New York, New York 10005

Telephone No.: 212-607-2000 Fax No.: 212-635-5074

Internet E-Mail Address: aeconomou@aol.com

Internet Website Address: \_\_\_\_\_

17. List the states in which the applicant:

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

Applicant's parent corporation is currently operating as a competitive local exchange carrier in New York.

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

Applicant has applications pending in the states of CT, NJ, MA and TX.

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

Applicant's parent corporation is certificated to operate as a competitive local exchange company in the state of New York.

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

Applicant has not been denied authority to operate as an alternative local exchange company in any state.

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

Applicant has no regulatory penalties imposed for violations of telecommunications statutes.

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

Applicant has not been involved in civil court proceedings with a telecommunications service provider.

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: See Exhibit 1

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. *See Exhibit 2*
  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. *See Exhibit 3*
- 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 4*



**\*\* 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:**

	<u>12/9/99</u>
Signature <u>Andoni Economou</u>	Date
<u>Executive Vice President</u>	<u>212-607-2000</u>
Title	Telephone No.
Address: <u>44 Wall Street, 14th Fl.</u>	<u>212-635-5074</u>
<u>New York, New York 10005</u>	Fax No.

**ATTACHMENTS:**


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

**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."**

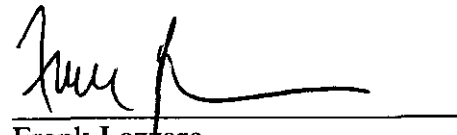
UTILITY OFFICIAL:

  
Signature Andoni Economou Date 12/9/99  
Title Executive Vice President Telephone No. 212-607-2000  
Address: 44 Wall Street, 14th Fl. Fax No. 212-635-5074  
New York, New York 10005

**Exhibit 1**  
**Financial Information**

The undersigned, Marshall Aronow as Co-President and Frank Lazzara as Chief Financial Officer of Manhattan Telecommunications Corporation d.b.a. Metropolitan Telecommunications ("MetTel"), state that to the best of our information and belief, the attached financial statements are true and correct.

  
Marshall Aronow  
Co-President

  
Frank Lazzara  
Chief Financial Officer

Dated: November 4, 1999

**Manhattan Telecommunications Corporation**

**Balance Sheet**

**ASSETS**

	12/31/98	12/31/97	12/31/96
<b>Current Assets:</b>			
Cash & Cash Equivalents	\$160,347	\$0	\$5,000
Accounts Receivable, net - Trade	\$1,482,858	\$46,359	\$0
Accounts Receivable - CABs	\$370,300	\$0	\$0
Accounts Receivable - USAC	\$180,014	\$0	\$0
Accounts Receivable - Other	\$278	\$0	\$0
Other Current Assets	<u>(\$8,429)</u>	<u>\$280</u>	<u>\$0</u>
<b>Total Current Assets</b>	<b>\$2,185,368</b>	<b>\$46,639</b>	<b>\$5,000</b>
<b>Property and Equipment:</b>			
Computer Equipment, net	\$95,312	\$6,973	\$3,001
Leasehold Improvements, net	\$26,488	\$19,590	\$9,300
Billing System, net	\$329,991	\$37,624	\$0
Telephone System, net	\$67,587	\$13,126	\$0
Other, net	<u>\$20,739</u>	<u>\$966</u>	<u>\$0</u>
<b>Total Property and Equipment</b>	<b>\$540,117</b>	<b>\$78,279</b>	<b>\$12,301</b>
<b>Other Assets:</b>			
Deferred Licensing Costs, net	\$776,191	\$121,841	\$24,000
Deferred Financing Costs, net	\$26,514	\$0	\$0
Other Intangibles, net	\$6,646	\$8,691	\$0
Security Deposits	<u>\$53,672</u>	<u>\$46,597</u>	<u>\$0</u>
<b>Total Other Assets</b>	<b>\$863,023</b>	<b>\$177,129</b>	<b>\$24,000</b>
<b>Total Assets</b>	<b><u>\$3,588,508</u></b>	<b><u>\$302,047</u></b>	<b><u>\$41,301</u></b>

## LIABILITIES AND CAPITAL

### Current Liabilities:

Accounts Payable - Trade	\$2,324,155	\$63,503	\$0
Accounts Payable - Other	\$252,633	\$155,939	\$0
Current Portion of Lease Payment	\$40,917	\$0	\$0
Revolving Line of Credit	\$646,970	\$0	\$0
Taxes Billed	\$679,672	\$10,171	\$0
Accrued Expenses	<u>\$167,667</u>	<u>\$78,740</u>	<u>\$45,877</u>

<b>Total Current Liabilities</b>	<b>\$4,112,014</b>	<b>\$308,353</b>	<b>\$45,877</b>
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### Long-Term Liabilities:

Equipment Lease Obligation	<u>\$35,257</u>	<u>\$0</u>	<u>\$0</u>
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<b>Total Long-Term Liabilities</b>	<b><u>\$35,257</u></b>	<b><u>\$0</u></b>	<b><u>\$0</u></b>
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<b>Total Liabilities</b>	<b>\$4,147,271</b>	<b>\$308,353</b>	<b>\$45,877</b>
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### Capital

Common Stock	\$0	\$0	\$0
Paid-in Capital	\$2,054,955	\$810,664	\$74,000
Retained Earnings	(\$816,971)	(\$78,576)	(\$78,576)
Net Income	<u>(\$1,796,747)</u>	<u>(\$738,394)</u>	<u>\$0</u>

<b>Total Capital</b>	<b>(\$558,763)</b>	<b>(\$6,306)</b>	<b>(\$4,576)</b>
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<b>Total Liabilities &amp; Capital</b>	<b><u>\$3,588,508</u></b>	<b><u>\$302,047</u></b>	<b><u>\$41,301</u></b>
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Unaudited - For Management Purposes Only

**Manhattan Telecommunications Corporation**

**Statement of Operations  
Period Ended December 31**

Telecommunications Services:	1998	1997	1996
Operating Revenues	\$5,114,610	\$45,341	\$0
Cost of Operating Revenues	<u>\$3,924,963</u>	<u>\$66,704</u>	<u>\$0</u>
Gross Profit (Loss)	\$1,189,647	(\$21,363)	\$0
Operating Expenses:			
Selling, General and Administrative	\$2,756,365	\$698,477	\$78,576
Depreciation and Amortization	<u>\$230,029</u>	<u>\$18,554</u>	<u>\$0</u>
	<u>\$2,986,394</u>	<u>\$717,031</u>	<u>\$78,576</u>
Loss from Operations	<u>(\$1,796,747)</u>	<u>(\$738,394)</u>	<u>(\$78,576)</u>

**Unaudited - For Management Purposes Only**

**Manhattan Telecommunications Corporation**

**Statement of Cash Flows  
Period Ended December 31**

	1998	1997	1996
Cash Flow from Operating Activities			
Net Income	(\$1,796,747)	(\$738,394)	(\$78,576)
Adjustments to Reconcile Net Income to net cash provided by Operating Activities:			
Depreciation	\$32,333	\$10,608	\$0
Amortization	\$197,696	\$7,946	
Accounts Receivable-Trade	(\$1,436,499)	(\$46,359)	
Accounts Receivable-CABs	(\$370,300)		
Accounts Receivable-USAC	(\$180,014)		
Accounts Receivable-Other	(\$278)		
Other Assets	\$8,709	\$280	
Accounts Payable-Trade	\$2,260,652	\$63,503	
Accounts Payable-Other	\$96,694	\$155,939	
Current Portion of Lease Payment	\$40,917		
Revolving Line of Credit	\$646,970		
Taxes Billed	\$669,501	\$10,171	
Accrued Expenses	\$88,927	\$32,213	\$45,877
<b>Total Adjustments</b>	<b>\$2,055,308</b>	<b>\$234,301</b>	<b>\$45,877</b>
<b>Net Cash Provided By Operations</b>	<b>\$258,561</b>	<b>(\$504,093)</b>	<b>(\$32,699)</b>
Cash Flows from Investing Activities:			
Computer Equipment	(\$107,065)	(\$6,960)	(\$3,001)
Leasehold Improvements	(\$12,520)	(\$14,669)	(\$9,300)
Billing System	(\$292,368)	(\$37,624)	
Telephone System	(\$60,402)	(\$16,074)	
Other Property & Equipment	(\$21,818)	(\$1,168)	
Deferred Organization Costs		(\$2,016)	
Trademark/Tradename		(\$8,209)	
Deferred Liscensing Costs	(\$850,000)	(\$104,254)	(\$24,000)
Deferred Financing Costs	(\$26,514)		
Security Deposits	(\$7,075)	(\$46,597)	
<b>Net Cash Provided by Investing</b>	<b>(\$1,377,762)</b>	<b>(\$237,571)</b>	<b>(\$36,301)</b>
Cash Flows from Financing Activities:			
Equipment Lease Obligation	\$35,257		
Paid-in-Capital	\$1,244,291	\$736,664	\$74,000
<b>Net Cash Provided by Financing</b>	<b>\$1,279,548</b>	<b>\$736,664</b>	<b>\$74,000</b>
<b>Net Change In Cash</b>	<b>\$160,347</b>	<b>(\$5,000)</b>	<b>\$5,000</b>

Unaudited - For Management Purposes Only



**Manhattan Telecommunications Corporation**

**Balance Sheet**

**ASSETS**

**03/31/99**

**Current Assets:**

Cash & Cash Equivalents	\$147,627
Accounts Receivable, net - Trade	\$1,909,606
Accounts Receivable - CABs	489,039.31
Accounts Receivable - USAC	43,235.55
Accounts Receivable - Other	\$36,501
Other Current Assets	<u>(\$36,809)</u>

**Total Current Assets** \$2,589,200

**Property and Equipment:**

Computer Equipment, net	\$123,315
Leasehold Improvements, net	\$24,663
Billing System, net	\$382,001
Telephone System, net	\$65,582
Other, net	<u>\$21,706</u>

**Total Property and Equipment** \$617,268

**Other Assets:**

Deferred Liscensing Costs, net	\$727,278
Deferred Financing Costs, net	\$26,514
Other Intangibles, net	\$7,722
Security Deposits	<u>\$77,296</u>

**Total Other Assets** \$838,810

**Total Assets** \$4,045,278

## LIABILITIES AND CAPITAL

### Current Liabilities:

Accounts Payable - Trade (Due in 25 days)	\$705,420
Accounts Payable - Trade (Due in 10 monthly installments)	\$1,384,346
Accounts Payable - Trade (Due in 18 monthly installments)	\$285,418
Accounts Payable - Other	\$405,374
Current Portion of Lease Payment	\$44,230
Revolving Line of Credit	\$844,410
Taxes Billed	\$1,127,816
Accrued Expenses	<u>\$197,326</u>

**Total Current Liabilities** \$4,994,341

### Long-Term Liabilities:

Equipment Lease Obligation \$44,824

**Total Long-Term Liabilities** \$44,824

**Total Liabilities** \$5,039,164

### Capital

Common Stock	\$0
Paid-in Capital	\$2,054,955
Retained Earnings	-\$2,613,718
Net Income	-\$435,123

**Total Capital** -\$993,886

**Total Liabilities & Capital** \$4,045,278

Unaudited - For Management Purposes Only

**Manhattan Telecommunications Corporation**

**Statement of Operations  
First Quarter Ended March 31, 1999**

Telecommunications Services:

Operating Revenues	\$3,212,610
Cost of Operating Revenues	\$2,253,702
Gross Profit (Loss)	\$958,909

Operating Expenses:

Selling, General and Administrative	\$1,328,026
Depreciation and Amortization	<u>\$66,005</u>

\$1,394,031

Loss from Operations -\$435,123

**Unaudited - For Management Purposes Only**

# Manhattan Telecommunications Corporation

## Balance Sheet

### ASSETS

06/30/99

#### Current Assets:

Cash & Cash Equivalents	\$65,185
Accounts Receivable, net - Trade	\$2,882,875
Accounts Receivable - CABs	502,568
Accounts Receivable - USAC	163,560
Accounts Receivable - Other	\$46,886
Other Current Assets	<u>(\$71,823)</u>

**Total Current Assets** \$3,589,251

#### Property and Equipment:

Computer Equipment, net	\$216,904
Leasehold Improvements, net	\$52,737
Billing System, net	\$431,612
Telephone System, net	\$100,140
Other, net	<u>\$34,515</u>

**Total Property and Equipment** \$835,908

#### Other Assets:

Deferred Liscensing Costs, net	\$678,365
Deferred Financing Costs, net	\$125,834
Other Intangibles, net	\$51,189
Security Deposits	<u>\$293,637</u>

**Total Other Assets** \$1,149,025

#### Total Assets

\$5,574,184

## LIABILITIES AND CAPITAL

### Current Liabilities:

Accounts Payable - Trade (Due in 25 days)	\$1,083,474
Accounts Payable - Trade (Due in 8 monthly installments)	\$969,042
Accounts Payable - Trade (Due in 18 monthly installments)	\$594,462
Accounts Payable - Other	\$561,410
Current Portion of Lease Payment	\$64,173
Revolving Line of Credit	\$100
Credit Facility	\$2,330,079
Taxes Billed	\$1,503,247
Accrued Expenses	<u>\$95,248</u>

**Total Current Liabilities** \$7,201,235

### Long-Term Liabilities:

Equipment Lease Obligation \$89,464

**Total Long-Term Liabilities** \$89,464

**Total Liabilities** \$7,290,699

### Capital

Common Stock	\$0
Paid-in Capital	\$2,054,955
Retained Earnings	-\$2,613,718
Net Income	-\$1,157,752

**Total Capital** -\$1,716,515

**Total Liabilities & Capital** \$5,574,184

Unaudited - For Management Purposes Only

**Manhattan Telecommunications Corporation**

**Statement of Operations  
For the Period Ended June 30, 1999**

	Current Month	Year-to-Date
Telecommunications Services:		
Operating Revenues	\$1,702,516	\$7,788,839
Cost of Operating Revenues	\$1,258,674	\$5,485,571
Gross Profit (Loss)	\$443,842	\$2,303,268
Operating Expenses:		
Selling, General and Administrative	\$660,622	\$3,268,187
Depreciation and Amortization	<u>\$79,082</u>	<u>\$192,833</u>
	<u>\$739,704</u>	<u>\$3,461,020</u>
Loss from Operations	<u><u>-\$295,862</u></u>	<u><u>-\$1,157,752</u></u>

**Unaudited - For Management Purposes Only**

**Exhibit 2**

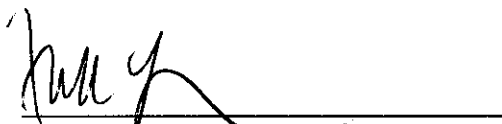
**Financial Capabilities Statement**

Financial Capabilities Statement of  
Metropolitan Telecommunications of Florida, Inc.

Metropolitan Telecommunications of Florida, Inc. (Company) will launch service utilizing Unbundled Network Element (UNE) Platform service purchased from the Incumbent. The use of UNE Platform service will not require a large initial plant investment. The funds to provide service in this manner will be provided by the Company's parent, Manhattan Telecommunications Corporation d.b.a. Metropolitan Telecommunications.

The Company will launch full facilities based service requiring the installation of a Company switch, collocation and ancillary equipment in Florida when customer volumes support it. At such time, the Company anticipates that the majority of the investment dollars necessary for the transition will be obtained through vendor financing with the remainder provided by its parent. The Company has a \$500,000 dollars commitment from its parent, and estimates a total expenditure of \$10 million, combined vendor and parent financing, for facilities.

I, Frank Lazzara, Chief Financial Officer for Metropolitan Telecommunications, state the financial information given in this statement is true and correct.

  
\_\_\_\_\_  
Frank Lazzara, Chief Financial Officer



**Exhibit 3**

**Managerial Capability**

Marshall Aronow, Co-President: Mr. M. Aronow, one of the company's founders, is Co-Chief Operating Officer of MetTel. Prior to the formation of MetTel, Mr. M. Aronow, a financing specialist, was a Managing Partner of JDK Partners, a Manhattan-based hedge fund. In addition to overseeing MetTel's daily operations, Mr. M. Aronow is primarily responsible for obtaining third party financing for future expansion of MetTel's New York operations. Most recently, these efforts resulted in the \$5 million credit facility from MCG.

David Aronow, Co-President: Mr. D. Aronow, another of the company's founders, heads MetTel's Regulatory Affairs Department and supervises the development and implementation of MetTel's ISP service. In 1995, along with Mr. J. Aronow, Mr. D. Aronow successfully petitioned the New York State Public Service Commission for approval of MetTel's Certificate of Public Convenience and Necessity granting MetTel's CLEC license. Messrs. Aronow also successfully negotiated the Interconnection Agreement with NYNEX (now Bell Atlantic) in 1997 that positioned MetTel as the first operational CLEC within the State of New York to utilize the UNE Platform. Mr. D. Aronow's efforts have also led to the recent launch of Metconnect, MetTel's ISP service in New York.

Joseph Aronow: Mr. J. Aronow, an attorney and co-founder of MetTel, serves as its General Counsel.

Andoni Economou, Executive Vice President: Mr. Economou is Co-Chief Operating Officer of MetTel. As a student at Rutgers University, School of Law – Newark, Mr. Economou was the Managing Research Editor of the *Rutgers Computer and Technology Law Journal*. Upon graduation in 1992, Mr. Economou served as a law clerk for the Honorable Geoffrey Gaulkin, P.J.A.D., Superior Court of New Jersey, Appellate Division, and then was associated with the New Jersey Law firm, Nashel & Nashel. In 1996, he joined MetTel as a regulatory attorney. In this capacity, Mr. Economou and Mr. D. Aronow represent MetTel before the New York Public Service Commission in both general regulatory proceedings and individual actions involving Bell Atlantic as well as directly negotiate the terms of UNE platform services provided by Bell Atlantic. As MetTel's New York operations grew, Mr. Economou was named Co-Chief Operating Officer, taking on primary responsibility for the refinement and implementation of MetTel's customer account management systems.

Frank Lazzara, C.P.A.: Mr. Lazzara is the Chief Financial Officer of MetTel. Before joining MetTel's management team in 1997, Mr. Lazzara was an internal auditor for Goldman Sachs & Co. and a Senior Staff Accountant at Coopers & Lybrand. In addition to working with outside accounting firms in maintaining appropriate corporate financial and tax records, Mr. Lazzara has been instrumental in the development of the retail billing and collections elements of MetTel's customer account management systems.

**Exhibit 4**

**Technical Capability**

Aizik Leibovitch: Mr. Leibovitch is MetTel's Chief Information Technology Officer. He is also as a professor of computer science at Yeshiva University and is the Chief Operating Officer of SABRE Computer Systems, Inc., a hardware and software consulting firm. His client list includes: AT&T, Bankers Trust, Morgan Guarantee Trust Co., New York Telephone, Con Edison, and Societe Generale. As MetTel's Chief Technology Officer, Mr. Leibovitch created and supervises the execution of its comprehensive in-house customer account management and billing systems.

William Hans: Mr. Hans, with 20 years of programming experience, joined MetTel's team as a Senior Programming Consultant. He developed the majority of his expertise as a programmer/developer with IBM. In addition to developing and refining applications for MetTel's customer account management systems, Mr. Hans is responsible for quality assurance documentation and Y2K compliance.

Frank Lazzara, C.P.A.: Mr. Lazzara is the Chief Financial Officer of MetTel. Before joining MetTel's management team in 1997, Mr. Lazzara was an internal auditor for Goldman Sachs & Co. and a Senior Staff Accountant at Coopers & Lybrand. In addition to working with outside accounting firms in maintaining appropriate corporate financial and tax records, Mr. Lazzara has been instrumental in the development of the retail billing and collections elements of MetTel's customer account management systems.

Steven L. Gart: Mr. Gart, who has a B.A. from the University of Pennsylvania and a M.B.A. from Columbia University Graduate School of Business, joined MetTel as a Senior Financial Analyst in 1998. Before joining MetTel's team, Mr. Gart was an associate at Towers Perrin, a global financial consulting firm, and a research associate at Arnhold & S. Bleichroeder, an investment banking boutique. Mr. Gart works closely with Mr. M. Aronow in analyzing internal operational financials and industry trends in the telecommunications sector. In addition, Mr. Gart currently manages Opportunistic Value Investors, a financial services and telecommunications sector hedge fund.

Oleksandr Citkin: Mr. Citkin is MetTel's Chief Information Officer. With over 30 years of experience, Mr. Citkin has a demonstrated record of custom software and system design. Most recently before joining MetTel's management team, has was a Vice President of Research and Development at EDI Corporation, where he successfully planned and developed automatic document generation software systems for banks and manufacturing companies. As MetTel's Chief Information Officer, Mr. Citkin is responsible for implementing the company's operational strategy by managing the development of new technology and the refinement of its operating infrastructure, computer systems and applications.

**Exhibit 5**

**Certificate of Incorporation**

CERTIFICATE OF INCORPORATION

METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC.

FIRST: The name of the corporation is METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC.

SECOND: Its Registered Office is to be located at 15 East North Street, Dover, Delaware 19901 in the county of Kent. The Registered Agent in charge thereof is W/K Incorporating Services, Inc.

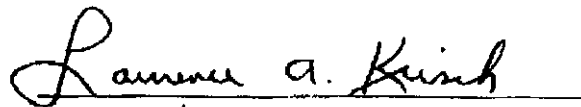
THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of this corporation is Two Thousand, Five Hundred (2,500), common shares all of which shall be without par value.

FIFTH: The name and mailing address of the incorporator is as follows:

Lawrence A. Kirsch  
90 State Street  
Albany, New York 12207

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein are true, and I have accordingly hereunto set my hand this 14th day of June, 1999.

  
\_\_\_\_\_  
Incorporator  
LAWRENCE A. KIRSCH  
90 State Street  
Albany, New York

**Exhibit 6**

**Authorization to Transact Business in Florida**



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

October 4, 1999

**GERALD WEINBERG, P.C.**  
**90 STATE STREET**  
**ALBANY, NY 12207**

Qualification documents for METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC. were filed on September 24, 1999 and assigned document number F99000005032. 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.

**Tammi Cline**  
**Document Specialist**  
**Division of Corporations**

**Letter Number: 699A00047589**





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

September 29, 1999

**GERALD WEINBERG, P.C.**  
90 STATE STREET  
ALBANY, NY 12207

Qualification documents for METROPOLITAN TELECOMMUNICATION OF FLORIDA INC. were filed on September 24, 1999 and assigned document number F99000005032. Please refer to this number whenever corresponding with this office.

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

Agnes Lunt  
Document Specialist  
Division of Corporations

Letter Number: 699A00047589

**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:**

1. METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. DELAWARE

(State or country under the law of which it is incorporated)

3. JUNE 14, 1999

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. applied for

(Federal Employer Identification number, if applicable)

6. Upon the filing of this application

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 44 WALL STREET, 14th FLOOR, NEW YORK, NEW YORK 10005

(Current mailing address)

TO PROVIDE TELECOMMUNICATION SERVICES AND TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED IN FLORIDA.

8. (Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 24 PM 11:45

**B. Officers:**

President: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: ANDONI ECONOMOU  
Address: METTEL  
44 WALL STREET, 14th FLOOR, NEW YORK, NY 10005

Secretary: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_

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DIVISION OF CORPORATIONS  
99 SEP 24 PM 1:45

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: NationsCorp Registered Agents, Inc.  
Office Address: 526 E. Park Avenue  
Tallahassee, Florida 32301  
Zip Code

**11. 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.

Registered agent's signature: *Betty Gaus*

12. 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.

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. ANDONI ECONOMOU, VICE PRESIDENT  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "METROPOLITAN TELECOMMUNICATIONS OF FLORIDA INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP 24 PM 1:45



*Edward J. Freel*

Edward J. Freel, Secretary of State

3056323 8300

991387892

AUTHENTICATION: 9973742

DATE: 09-17-99

**Exhibit 7**

**Florida Secretary of State Fictitious Name Certificate**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 2, 1999

METTEL  
44 WALL STREET  
14TH FLOOR  
NEW YORK, NY 10005

Subject: **METTEL**

REGISTRATION NUMBER: **G99336900009**

This will acknowledge the filing of the above fictitious name registration which was registered on December 2, 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.

/gw  
Division of Corporations

Letter No. 699A00056971

# APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

Section 1

1. MetTel  
Fictitious Name to be Registered

2. 44 Wall Street  
Mailing Address of Business  
14th Floor  
City New York, NY XXXX 10005  
Florida Zip Code

3. Florida County Multiple  
N/A

4. FEI Number: \_\_\_\_\_

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 attachment if necessary):**

1. Metropolitan Telecommunications  
Florida Inc.  
Entity Name  
44 Wall St. 14th Floor  
Address  
New York, NY 10005  
City State Zip Code  
Florida Registration Number \_\_\_\_\_  
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)

Andoni Economou, V.P.  
Signature of Owner Date \_\_\_\_\_  
Phone Number: 212-607-2000

Signature of Owner Date \_\_\_\_\_  
Phone Number: \_\_\_\_\_

Section 4

**FOR CANCELLATION COMPLETE SECTION 4 ONLY:  
FOR FICTITIOUS NAME OR 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: Acknowledgements/certificates will be sent to the address in Section 1 only. CR4E-001 (3/95)