

APPLICATION OF DV2, INC.
FOR AUTHORITY TO PROVIDE 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 non-certificated company purchases an existing company and desires to retain the original certificate of authority.
- Approval of Assignment of existing certificate (To a noncertificated company).
Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.
- 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 company

DV2, Inc.

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

Not Applicable.

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

DV2, Inc.
2116 Kinsmon Drive
Marietta, Georgia 30062
Tel: 770-643-9371
Fax: 770-643-9535

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

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324
Tel: 954-473-5503

DOCUMENT NUMBER-DATE
03965 MAR 30 8
FPSC-RECORDS/REPORTING

6. Structure of organization;

- Individual Corporation
 Foreign Corporation Foreign Partnership
 General Partnership Limited Partnership
 Other _____

7. If Individual, provide: **Not Applicable.**

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:

Not Applicable.

9. If foreign corporation, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State corporate registration number:

F00000001473

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:

Not Applicable.

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

(a) The Florida Secretary of State registration number:

Not Applicable.

12. If a partnership, provide name, title and address of all partners and a copy of the partnership agreement. **Not Applicable.**

Name:

Title:

Address:

City/State/Zip:

Telephone No.:

Fax No.:

Internet E-Mail Address:

Internet Website Address:

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number:

Not Applicable.

14. Provide F.E.I. Number, (if applicable)

58-2426392

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 of Applicant's officers, directors, or stockholders has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. Further, no such proceedings are pending against any of Applicant's officers, directors, or stockholders.

(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.

(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 of Applicant's officers, directors, or stockholders is 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:

**Charles A. Hudak
Timothy L. Geraghty
Gerry, Friend & Saprnov, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346-2131
Tel: 770-399-9500
Fax: 770-395-0000**

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

**Jeffrey W. Hinkle
President
DV2, Inc.
2116 Kinsmon Drive
Marietta, Georgia 30062
Tel: 770-643-9371
Fax: 770-643-9535**

(c) Complaints/Inquiries from customers:

**Jeffrey W. Hinkle
President
DV2, Inc.
2116 Kinsmon Drive
Marietta, Georgia 30062
Tel: 770-643-9371
Fax: 770-643-9535**

17. List the states in which applicant:

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

At this time, Applicant is not providing alternative local exchange services in any state.

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

Applicant has filed an application to become certificated as a facilities-based alternative local exchange company in the State of Georgia. Additionally, Applicant intends to file applications for facilities-based alternative local exchange service authority in the States of Alabama, Louisiana, North Carolina, Tennessee and Texas.

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

Applicant is not yet certificated to operate as an alternative local exchange company in any state.

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

Applicant has not been denied authorization 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 not been assessed regulatory penalties for violations of any state or federal 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 is currently involved in litigation with Sun Data, Inc. ("Sun Data") in the Superior Court of Cobb County, Georgia (Case No. 99-1-3735-33). Among other things, Sun Data claims that Applicant has solicited former employees and customers of Sun Data and has misappropriated trade secrets. Although the outcome of the litigation is uncertain, Applicant is vigorously defending the claims of Sun Data, and has filed counterclaims against Sun Data seeking damages. Applicant believes that Sun Data's claims are without merit.

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.

Applicant is a newly-created telecommunications carrier. Applicant will submit to the Commission financial information and business projections specific to the Applicant's operations, which further demonstrate Applicant's ability to provide the services proposed herein, under trade secret protection. See Exhibit "B".

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.

Applicant intends to file financial information regarding DV2, which further demonstrates Applicant's ability to provide the services proposed herein, under trade secret protection. See Exhibit "B".

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

Applicant intends to file financial information regarding DV2, which further demonstrates Applicant's ability to provide the services proposed herein, under trade secret protection. See Exhibit "B".

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

Applicant intends to file financial information regarding DV2, which further demonstrates Applicant's ability to provide the services proposed herein, under trade secret protection. See Exhibit "B".

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

A summary of Applicant's Managerial and Technical Qualifications is attached hereto at Exhibit "C".

- 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.

A summary of Applicant's Managerial and Technical Qualifications is attached hereto at Exhibit "C".

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in the foregoing 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 **DV2, Inc.** and agree that the company will 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".

DV2, INC.

By:

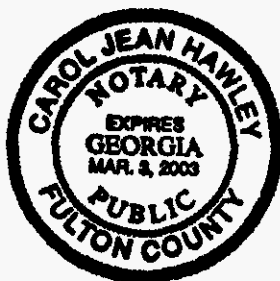


Jeffrey W. Hinkle
President

2116 Kinsmon Drive
Marietta, Georgia 30062
Tel: 770-643-9371
Fax: 770-643-9535

Sworn to before me this 8th
day of February, 2000.

Carol Jean Hawley
Notary Public



My Commission expires: Mar. 3, 2003

EXHIBIT "A"

**APPLICANT'S CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 17, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

Qualification documents for DV2, INC. were filed on March 17, 2000 and assigned document number F00000001473. 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.

The certification you requested is enclosed.

A corporation annual report/uniform business 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) 487-6051, the Foreign Qualification/Tax Lien Section.

Buck Kohr
Corporate Specialist
Division of Corporations

Letter Number: 300A00014942

State of Florida



Department of State

I certify from the records of this office that DV2, INC., is a corporation organized under the laws of Georgia, authorized to transact business in the State of Florida, qualified on March 17, 2000.

The document number of this corporation is F00000001473.

I further certify that said corporation has paid all fees due this office through December 31, 2000, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventeenth day of March, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 17 PM 5:06

1. DV2, 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. Georgia 3. 58-2426392
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/26/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A Upon Demand
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2116 Kinsmon Drive
Marietta, GA 30062
(Current mailing address)

8. Communication services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: C T 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.

C T Corporation System
Mary R Adams
(Registered agent's signature)

MARY R. ADAMS
ASSISTANT SECRETARY

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: Jeffrey W. Hinkle

Address: 2116 Kinsmon Drive
Marietta, GA 30062

Vice Chairman: _____

Address: _____

Director: Deborah Bass Hinkle

Address: 2116 Kinsmon Drive
Marietta, GA 30062

Director: _____

Address: _____

RECEIVED
FACED
SINCE
CORPORATIONS
MAR 17 PM 3:05

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

President: Jeffrey W. Hinkle

Address: 2116 Kinsmon Drive
Marietta, GA 30062

Vice President: Deborah Bass Hinkle

Address: 2116 Kinsmon Drive
Marietta, GA 30062

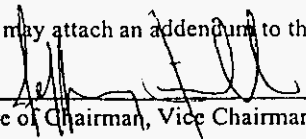
Secretary: Deborah Bass Hinkle

Address: 2116 Kinsmon Drive
Marietta, GA 30062

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. Jeffrey W. Hinkle, President
(Typed or printed name and capacity of person signing application)

EXHIBIT "B"

FINANCIAL QUALIFICATIONS

Applicant is a newly-created telecommunications carrier. Applicant will submit to the Commission financial information and business projections specific to the Applicant's operations, which further demonstrate Applicant's ability to provide the services provided herein, under trade secret protection.


The financial statements of DV2, Inc. constitute proprietary business information within the meaning of Florida Statute 364.183(1). Accordingly, Applicant has requested confidential treatment for such information pursuant to Florida Statute 364.183(1) and Section 25-22.006(5)(a) of the Florida Public Service Commission's Rules.

[*****TO ACCOMPANY UNAUDITED FINANCIAL STATEMENTS*****]

AFFIDAVIT

By my signature below, I attest to the accuracy of the information contained in the attached unaudited financial statements for **DV2, Inc.** I have read the attached financial statements and declare that to the best of my knowledge and belief, the information is true and correct.

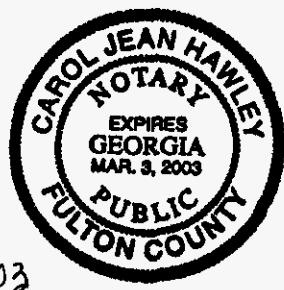
DV2, Inc.



Jeffrey W. Hinkle
President

Sworn to before me this 8th
day of February, 2000.

Carol Jean Hawley
Notary Public



My Commission expires: Mar. 3, 2003

EXHIBIT "C"

MANAGERIAL AND TECHNICAL QUALIFICATIONS

Applicant's management team possesses the necessary technical and managerial ability to provide facilities-based and resold intrastate, local exchange, voice and data communications services. Applicant's key personnel, along with a description of their technical and managerial capabilities, are attached hereto.

MANAGEMENT

Jeff Hinkle *President*

Profile Summary:

Mr. Hinkle's industry experience includes an extensive background in IT strategy and network infrastructure development. His career experiences have included clients in the financial, manufacturing, telecommunications, and service industries. He also has extensive functional experience in business planning, sales engineering, and organizational planning.

Mr. Hinkle has been involved in the startup and creation of business units in four multinational Fortune 500 companies including BellSouth, General Electric, Sun Data, and Air Liquide America. He is able to visualize coming trends, articulate them into a need, and guide the business from a leadership and p&l basis. He is familiar with the trials and tribulations of a startup and working to create an image.

Mr. Hinkle joined Sun Data, Inc. from General Electric ITS where he was the US Director of Engineering for LAN / WAN Communications. Prior to GE, Mr. Hinkle was a director with BellSouth in their data communications group. These were all new focus units within these organizations.

QUALIFYING EXPERIENCES IN:

- LAN / WAN Infrastructure Design and Implementation
- Network Management Design and Implementation - Private as well as large scale NMC projects
- LAN / WAN Protocol Analysis
- Information and Technology Strategy
- Business Process Design and Implementation
- Business Solution Selection, Design and Implementation
- Line of business creation and management
- Personnel management

SELECTED ACCOMPLISHMENTS:

- Performed complete infrastructure audit and planning review for major US Bank. Included all aspects of data communications infrastructure today as well as in the near future.
- Built line of business in high tech company and produced measurable profit in 1 year. Became largest Cisco volume reseller in SouthEast US in 1.5 years.
- Designed and installed ATM / Ethernet infrastructure for 1200 node headquarters building of two different Fortune 100 companies.

- Designed and implemented Frame Relay networks for over 50 separate clients.
- Designed a fully redundant ATM / Ethernet infrastructure for a 900 node LAN that included a private ATM over SONET (OC3) data center interconnect with circuit emulated extension of the PBX between sites.
- Participated in the design and installation of a Network Management Center for a major RBOC's Internet service offering.
- Analyzed, Selected managed implementation of a flexible MRPII system including new network infrastructure for an electronics manufacturer in Silicon Valley.
- Lead a Business Process Reengineering project for a Fortune 500 company that led to a data center consolidation and major accounting and manufacturing systems redesign.

EDUCATION AND PROFESSIONAL TRAINING:

- BSBA Operations Management Auburn University Auburn, AL
- MBA Marketing Saint Mary's San Francisco, CA

- Multi-Protocol / Multi-Vendor Internetworking
- Bridge / Router Installation Training
- Hands On T-Carrier Components and Operation
- Frame Rely / SONET / ATM / ISDN
- Comprehensive Knowledge of: CSU/DSU, Hubs, Bridges, Routers, Switches, Muxes, I-Muxes, Channel Banks
- Comprehensive product line knowledge of: Ascend, Bay Networks, Cisco, 3Com, Osicom, Motorola, USR, Kentrox, Larscom.

EXHIBIT "D"

FLORIDA PRICE LIST

Applicant will file a price list with the Florida Public Service Commission at least one day prior to Applicant initiating operations in Florida.

DV2, INC.

Jeffrey W. Hinkle
President

A handwritten signature in black ink, appearing to read "Jeffrey W. Hinkle", written over a horizontal line.

GERRY, FRIEND & SAPRONOV, LLP

ATTORNEYS AT LAW
SUITE 1450
THREE RAVINIA DRIVE
ATLANTA, GEORGIA 30346-2117

(770) 399-9500
FACSIMILE (770) 395-0000
EMAIL: gflaw@gflaw.com

March 28, 2000

DEPOSIT

DATE

D 2 7 2 00

MAR 31 2000

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

000384-TX

Re: Application of DV2, Inc. for a Certificate of Authority to Provide Local Exchange Service ("Application")

Dear Sir or Madam:

Enclosed are the original and seven (7) copies of the Application. Please file the Application in your usual fashion and return one (1) file-stamped copy to us in the enclosed envelope.

Also enclosed is a check in the amount of \$250.00 to cover the cost of filing the Application.

If you have any questions or comments, please call the undersigned.

Sincerely,

GERRY, FRIEND & SAPRONOV, LLP
CLIENT TRUST ACCOUNT
(770) 399-9500
THREE RAVINIA DRIVE, SUITE 1450
ATLANTA, GA 30346-2131

SUNTRUST BANK, ATLANTA
ATLANTA, GA
64-10/610

2245

3/27/2000

PAY TO THE ORDER OF Florida Public Service Commission*****

\$ **250.00

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

Florida Public Service Commission*****

DOLLARS
Security features included.
Details on back.

DOCUMENT NO.
03965-00
3-30-00

Filing Fee

MEMO

002245