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Monica R. Borne
EllenAnn G. Sands

May 22, 2000

Via Overnight Delivery

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, FL 32399-0850

000625-TI

RE: **Cybertel, Communications Corp.**

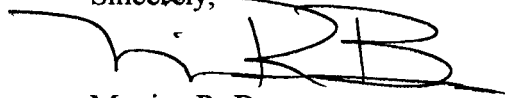
Dear Ms. Hawkins:

Enclosed please find an original and six (6) copies of Application Form for authority to provide interexchange telecommunications service within the State of Florida, submitted on behalf of Cybertel, Communications Corp. The requisite \$250.00 filing fee is also enclosed.

Please acknowledge receipt of this filing by returning a date stamped copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. Please call with any questions.


Sincerely,



Monica R. Borne

Enclosure
cc: Richard Schmidt, Cybertel
(cover only)

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check:


2000 MAY 23 AM 11:34
FLORIDA
DIVISION OF
ADMINISTRATION

DOCUMENT NUMBER-DATE

06361 MAY 23 88

FPSC-RECORDS/REPORTING

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

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600**

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

**Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251**

1. Select what type of business your company will be conducting (check all that apply):

- Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregqator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. This is an application for (check one):
- Original Authority** (New company).
 - Approval of Transfer** (To another certificated company).
 - Approval of Assignment of existing certificate** (To an uncertificated company).
 - Approval for transfer of control** (To another certificated company).
3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:
Cybertel, Communications Corp.
4. Name under which the applicant will do business (fictitious name, etc.):
Same as 3 above.
5. National address (including street name & number, post office box, city, state and zip code).
**4320 La Jolla Village Drive
Suite 205
San Diego, CA 92122**
6. Florida address (including street name & number, post office box, city, state and zip code):
None.
7. Structure of organization:
- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited partnership |
| <input type="checkbox"/> Other, _____ | |
8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.
- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS) , if applicable.
 - (b) Indicate if the individual or any of the partners have previously been:

- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.
- (2) 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.

9. If incorporated, please give:

(a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida. **Exhibit A.**
 Corporate charter number: F00000000394.

(b) Name and address of the company's Florida registered agent.

**NRAI Services, Inc.
 526 E. Park Avenue
 Tallahassee, FL 32301**

(c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: _____

(d) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. **No.**

(2) 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.**

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):
- (a) The application;
 - Monica R. Borne, Attorney**
 - 3500 N. Causeway Blvd., Suite 1442**
 - Metairie, LA 70002**
 - Ph. (504) 832-1984; Fx. (504) 831-0892**
 - (b) Official point of contact for the ongoing operations of the company;
 - Richard Schmidt, C.F.O.**
 - 4320 La Jolla Village Dr., Suite 205**
 - San Diego, CA 92122**
 - Ph. (858) 646-7410; Fx. (858) 646-7414**
 - (c) Tariff;
 - Monica R. Borne, Attorney**
 - 3500 N. Causeway Blvd., Suite 1442**
 - Metairie, LA 70002**
 - Ph. (504) 832-1984; Fx. (504) 831-0892**
 - (d) Complaints/Inquiries from customers;
 - Jim Boring, Sr. Vice President**
 - 4320 La Jolla Village Dr., Suite 205**
 - San Diego, CA 92122**
 - Ph. (858) 646-7410; Fx. (858) 646-7414**
11. List the states in which the applicant:
- (a) Has operated as an interexchange carrier.
 - See Exhibit B.**
 - (b) Has applications pending to be certificated as an interexchange carrier.
 - See Exhibit B.**
 - (c) Is certificated to operate as an interexchange carrier.
 - See Exhibit B.**
 - (d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.
 - None.**
 - (e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.
 - None.**
 - (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
 - None.**

12. What services will the applicant offer to other certificated telephone companies: **None.**
- () Facilities. () Operators.
 () Billing and Collection. () Sales.
 () Maintenance.
 () Other: _____
13. Do you have a marketing program?
Yes.
14. Will your marketing program:
 (✓) Pay commissions?
 () Offer sales franchises?
 () Offer multi-level sales incentives?
 () Offer other sales incentives?
15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).
Commissions are paid based on volume of sales.
16. Who will receive the bills for your service (Check all that apply)?
- (✓) Residential customers. (✓) Business customers.
 () PATS providers. () PATS station end-users.
 () Hotels & motels. () Hotel & motel guests.
 () Universities. () Univ. dormitory residents.
 () Other: (specify) _____
17. Please provide the following (if applicable):
- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?
Yes.
- (b) Name and address of the firm who will bill for your service.
None. The Company bills its customers directly.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability. **Exhibit C.**

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

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

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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

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

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

B. Managerial capability. **Exhibit D.**

C. Technical capability. **Exhibit E.**

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed). **Exhibit F.**

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FOD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

- MTS for pay telephone service providers**
- Block-of-time calling plan (Reach out Florida, Ring America, etc.).**
- 800 service (Toll free)**
- WATS type service (Bulk or volume discount)**
 - Method of access is via dedicated facilities
 - Method of access is via switched facilities
- Private Line services (Channel services)**
(For ex. 1.544 mbs., DS-3, etc.)
- Travel service**
 - Method of access is 950
 - Method of access is 800
- 900 service**
- Operator services**
 - Available to presubscribed customers
 - Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals. Available to inmates

Services included are:

- Station assistance
- Person to Person assistance
- Directory assistance
- Operator verify and interrupt
- Conference Calling

21. What does the end user dial for each at the interexchange carrier services that were checked in services included (above)

22. Other:

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.

2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one half percent on all intra and interstate business.

3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.

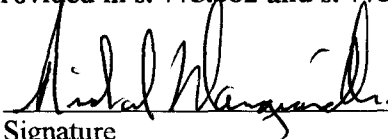
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.

5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.

6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

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

4-11-00
Date

Richard Mangiarelli
President
Title

(858) 646-7410
Telephone No.

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

I, (TYPE NAME) _____,
(TITLE) _____, of (NAME or COMPANY)
_____, and current
holder of certificate number _____, have reviewed
this application and join in the petitioner's request for a
transfer of the above-mention certificate.

UTILITY OFFICIAL::

Signature

Date

Title

Telephone No.

**** APPENDIX B ****

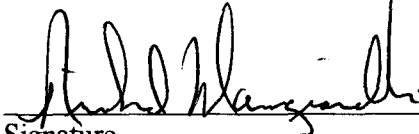
CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- () The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application. }

UTILITY OFFICIAL::


Signature

Richard Mangiarelli

President
Title

4-11-00
Date

(858) 646-7410
Telephone No.

** APPENDIX C **

INTRASTATE NETWORK

The Company is a pure reseller and will not own or operate any facilities.

1. **POP:** Addresses where located, and indicate if owned or leased.

1) 2)

3) 4)

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

1) 2)

3) 4)

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

	<u>POP-to-POP</u>	<u>TYPE</u>	<u>OWNERSHIP</u>
1)			

2)

4. **ORIGINATING SERVICE:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate (Appendix D).

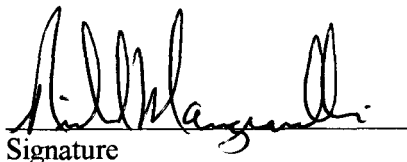
5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

The Company will utilize the services of only Commission certificated underlying carriers which are in compliance with all EAEA requirements contained in Rule 25.24.471(4)(a).

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not () previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

- a) What services have been provided and when did these services begin?
- b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL::


Signature

4-11-00
Date

Richard Mangiarelli

President
Title

(858) 646-7410
Telephone No.

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES
AND
EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

All service areas statewide.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGES ****

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachuar Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.

OCALA: Belleview, Citra, Dunnellon,
Forest Lady Lake (B21),
McIntosh, Oklawaha,
Orange Springs, Salt Springs and
Silver Springs Shores.

DAYTONA BEACH: New Smyrna Beach.

TAMPA: Central None
East Plant City
North Zephyrhills
South Palmetto
West Clearwater

CLEARWATER: St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG: Clearwater.

LAKELAND: Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO: Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere,
Winter Garden,
Winter Park, Montverde, Reedy
Creek, and Oviedo-Winter
Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista,
Orlando, Oviedo, Sanford, Windermere,
Winter Garden, Oviedo-Winter Springs
Reedy Creek, Geneva and Montverde.

TITUSVILLE: Cocoa and Cocoa Beach.

COCOA: Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE: Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA: Bradenton, Myakka and Venice.

FT. MYERS: Cape Coral, Ft. Myers Beach, North Cape Coral, North Ft. Myers, Pine Island, Lehigh Acres and Sanibel-Captiva Islands.

NAPLES: Marco Island and North Naples.

WEST PALM BEACH: Boynton Beach and Jupiter.

POMPANO BEACH: Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale.

FT. LAUDERDALE: Coral Springs, Deerfield Beach, Hollywood and Pompano Beach.

HOLLYWOOD: Ft. Lauderdale and North Dade.

NORTH DADE: Hollywood, Miami and Perrine.

MIAMI: Homestead, North Dade and Perrine.

**** APPENDIX E ****

**** GLOSSARY ****

ACCESS CODE: The term denotes a uniform five or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

BYPASS: Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXCs only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

- Feature Group A:** Line side connections presently serving specialized common carriers.
- Feature Group B:** Trunk side connections without equal digit or code dialing.
- Feature Group C:** Trunk side connections presently serving AT&T-C.
- Feature Group D:** Equal trunk access with subscription.

INTEREXCHANGE COMPANY: Means any telephone company as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of sane subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25- 24.480(2).

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

ATTACHMENTS:

A - CERTIFICATE TRANSFER STATEMENT

B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

C - INTRASTATE NETWORK

D - FLORIDA TELEPHONE EXCHANGES and EAS ROUTES

E - GLOSSARY

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

EXHIBIT A

CERTIFICATE OF AUTHORITY



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2000

REBECCA J. ANTICO
C/O R.J. ANTICO, INC.
5922 LAS COLINAS CIRCLE
LAKE WORTH, FL 33463

Qualification documents for CYBERTEL, COMMUNICATIONS CORP. were filed on January 18, 2000 and assigned document number F0000000394. 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) 487-6091, the Foreign Qualification/Tax Lien Section.

Diane Cushing
Corporate Specialist
Division of Corporations

Letter Number: 600A00003120

State of Florida



Department of State

I certify from the records of this office that CYBERTEL, COMMUNICATIONS CORP., is a corporation organized under the laws of Nevada, authorized to transact business in the State of Florida, qualified on January 18, 2000.

The document number of this corporation is F00000000394.

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
Twenty-fourth day of January, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

EXHIBIT B

The Company is currently certified or registered, as applicable, and operating in Iowa, Montana, Utah and Virginia.

The Company currently has applications pending in Alabama, Arkansas, Colorado, Georgia, Indiana, Kansas, North Carolina and Oregon. The Company is in the process of obtaining certification in all remaining states.

EXHIBIT C

FINANCIAL DOCUMENTATION

The Company's 1998 and 1999 year-end audited financial statements are attached.

STATEMENT OF FINANCIAL CAPABILITY

The Company is financially capable to provide the requested service in the geographic areas proposed and will be able to maintain such services and meet any and all lease or ownership obligations as evidenced by its audited financial statements submitted with this Application.

The Company submits as credit references:

MCI WorldCom
6929 North Lakewood Ave.
Tulsa, OK 74117

Bank of America
6900 Westcliff Drive, 4th Floor
Las Vegas, NV 89145

CERTIFIED PUBLIC ACCOUNTANTS

Malone & Bailey, PLLC

5444 WESTHEIMER SUITE 2080
HOUSTON, TEXAS 77056
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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Cybertel Communications Corp.
La Jolla, California

We have audited the accompanying consolidated balance sheets of Cybertel Communications Corp. as of December 31, 1999 and 1998, and the related statements of consolidated income, stockholders' equity and cash flows for each of the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cybertel Communications Corp. as of December 31, 1999 and 1998, and the results of its operations and its cash flows for each of the years then ended.

MALONE & BAILEY, PLLC

February 25, 2000
Houston, Texas

Malone & Bailey, PLLC

CYBERTEL COMMUNICATIONS CORP.
 CONSOLIDATED BALANCE SHEETS
 December 31, 1999 and 1998

	<u>1999</u>	<u>(restated) 1998</u>
ASSETS		
Current Assets		
Cash	\$ 643,952	\$ 146,209
Accounts receivable	41,542	105,583
Other current assets	<u>25,000</u>	<u>34,500</u>
Total Current Assets	<u>710,494</u>	<u>286,292</u>
Equipment, net of \$195,931 and \$108,116 accumulated depreciation	138,038	108,116
Deposits	<u>4,500</u>	<u>5,155</u>
TOTAL ASSETS	<u><u>853,031</u></u>	<u><u>399,563</u></u>
LIABILITIES & STOCKHOLDERS' EQUITY		
Current Liabilities		
Current portion of long-term debt	3,774	31,271
Notes payable	485,754	47,676
Accounts payable	211,105	107,282
Accounts payable to shareholders		146,946
Accrued expenses	240,805	80,582
Deferred revenue		<u>144,500</u>
Total Current Liabilities	941,438	558,257
Long-term Debt	<u>2,332</u>	<u>2,575</u>
Total Liabilities	<u>943,770</u>	<u>560,832</u>
STOCKHOLDERS' EQUITY		
Preferred stock, no par value, 5,000,000 shares authorized, no shares issued or outstanding		
Common stock, \$.001 par value, 20,000,000 shares authorized, 4,515,659 and 3,506,659 shares issued and outstanding, respectively	4,515	3,507
Paid in capital	3,646,318	1,326,531
Retained (deficit)	<u>(3,741,571)</u>	<u>(1,491,306)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>(90,738)</u>	<u>(161,269)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 853,032</u></u>	<u><u>\$ 399,563</u></u>

See accompanying accounting policies
 and notes to financial statements.

CYBERTEL COMMUNICATIONS CORP.
 CONSOLIDATED INCOME STATEMENTS
 For the Years Ended December 31, 1999 and 1998

	<u>1999</u>	<u>(restated) 1998</u>
Revenues	\$ 3,105,570	\$ 2,572,731
Cost of sales	<u>2,391,843</u>	<u>1,770,864</u>
	713,727	801,867
Operating Expenses		
Selling	119,661	166,593
General and administrative		
- paid in cash or accrued	1,443,215	670,417
- paid in stock	1,045,500	976,218
Research and development	145,848	144,000
Depreciation	59,855	50,084
Interest (income)	(11,503)	(2,875)
Interest expense	<u>161,416</u>	<u>14,222</u>
Total Operating Expenses	<u>2,963,992</u>	<u>2,018,659</u>
NET INCOME (LOSS)	<u>\$ (2,250,265)</u>	<u>\$ (1,216,792)</u>
Net (loss) per common share	\$ (0.56)	\$ (0.48)
Weighted average common shares outstanding	4,010,984	2,558,025

See accompanying accounting policies
and notes to financial statements.

CYBERTEL COMMUNICATIONS CORP.
 STATEMENTS OF CONSOLIDATED STOCKHOLDERS' EQUITY
 For the Years Ended December 31, 1999 and 1998

	Common Stock		Stock		Paid in	Retained	
	<u>Shares</u>	<u>\$</u>	<u>Rec.</u>		<u>Capital</u>	<u>Deficit</u>	<u>Totals</u>
Balances, December 31, 1997	1,716,050	\$1,716	\$(25,000)		\$304,686	\$(274,515)	\$ 6,887
Shares issued for purchase of							
Telenomics:	600,000	600			(206,143)		(205,543)
Like Dat Music:	100,000	100			19,361		19,461
Stock issued							
- for cash	393,750	394			376,606		377,000
less:							
subscriptions receivable			(88,500)				(88,500)
- for services	696,859	697			1,393,021		1,393,718
- less costs of fundraising							
- in cash paid					(30,000)		(30,000)
- in stock issued					(417,500)		(417,500)
Net income (loss)							
- Cybertel						(1,164,640)	(1,164,640)
- Telenomics						128,819	128,819
- Like Dat Music						(180,970)	(180,970)
Balances, December 31, 1998 (as restated)	3,506,659	3,507	(113,500)		1,440,031	(1,491,306)	(161,269)
Stock issued							
- for cash	654,550	654			1,160,646		1,161,300
less:							
subscriptions receivable			(6,000)				(6,000)
- for services	229,100	229			1,145,271		1,145,500
- for debt interest	125,000	125			116,870		116,995
- less costs of fundraising							
- in stock issued					(97,000)		(97,000)
Net (loss)							
- Cybertel						(2,237,854)	(2,237,854)
- Telenomics						(121,682)	(121,682)
- Like Dat Music						109,271	109,271
Balances, December 31, 1999	<u>4,515,309</u>	<u>\$4,515</u>	<u>\$(119,500)</u>		<u>\$3,765,818</u>	<u>\$(3,741,571)</u>	<u>\$(90,738)</u>

See accompanying accounting policies
and notes to financial statements.

CYBERTEL COMMUNICATIONS CORP.
STATEMENTS OF CONSOLIDATED CASH FLOWS
For the Years Ended December 31, 1999 and 1998

	<u>1999</u>	<u>(restated)</u> <u>1998</u>
CASH FLOWS USED BY OPERATING ACTIVITIES		
Net income (loss)	\$(2,250,265)	\$(1,216,792)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	59,855	50,084
Stock issued for services & interest	1,165,495	992,218
Changes in:		
Accounts receivable	64,041	18,907
Other current assets	(25,000)	800
Accounts payable	128,655	11,255
Amounts payable to shareholders	(12,100)	(17,169)
Accrued expenses	29,303	(1,334)
Deferred revenue	<u>(144,500)</u>	<u>144,500</u>
NET CASH USED BY OPERATING ACTIVITIES	<u>(984,516)</u>	<u>(17,531)</u>
CASH FLOWS USED BY INVESTING ACTIVITIES		
Purchase of equipment	(89,776)	(3,073)
Deposit refund	<u>655</u>	<u> </u>
NET CASH USED BY INVESTING ACTIVITIES	<u>(89,121)</u>	<u>(3,073)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term private debt placement	390,238	
Repurchase of stock		(35,000)
Payments on installment debt	(27,043)	(29,146)
Net change in credit lines	22,285	
Sales of common stock, net of costs of fundraising	<u>1,185,900</u>	<u>224,000</u>
NET CASH FLOWS FROM FINANCING ACTIVITIES	<u>1,571,381</u>	<u>159,854</u>
NET INCREASE IN CASH	497,743	139,250
CASH BALANCES		
- Beginning of period	<u>146,209</u>	<u>6,959</u>
- End of period	<u>\$ 643,952</u>	<u>\$ 146,209</u>
SUPPLEMENTAL DISCLOSURES		
Interest paid	\$ 16,591	\$ 13,460
Income taxes paid	0	0

See accompanying accounting policies
and notes to financial statements.

CYBERTEL COMMUNICATIONS CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - ACCOUNTING POLICIES

Nature of Business. Cybertel Communications Corp. ("Company") was incorporated in Nevada in June, 1996. The Company sells telecommunications services to commercial customers and began operations in 1997. In early 2000, the Company ceased buying long-distance capacity from large carriers, and signed contracts with MCI-Worldcom, Bell Atlantic, and Level (3) Communications, LLC to install and support leased switches, to carry long-distance traffic. In December 1999, the Company acquired Telenomics, Inc. ("Telenomics") and Like Dat Music, Inc. ("LDM") by exchanging stock in transactions recorded using the pooling-of-interests method of accounting (see Note 2).

Telenomics sells Hewlett-Packard HP3000 minicomputers and develops and markets telephone productivity management and accounting software, principally using the Oracle and Informix databases running on the HP3000.

LDM is a full-service digital music producer and licensing agent for post-scoring, lyrics and sound design. LDM sells to ad agencies, networks, and multi-media companies.

1999 and 1998 financial statements are prepared on a consolidated basis, and have been restated to show the acquisitions of Telenomics and LDM as if they occurred on January 1, 1998, with consolidated operations since that date.

Estimates and assumptions. Preparing financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses at the balance sheet date and for the period then ended. Actual results could differ from these estimates.

Revenue recognition occurred when products or services are delivered. The Company earns a fractional portion of long-distance charges as a referral fee. Beginning May 1999, the Company began purchasing time from carriers and reselling it to its customers.

Equipment is computer-related and is stated at cost. Depreciation is computed by the straight-line method using rates based on estimated 3- to 5-year lives of the related assets.

Income taxes are computed using the tax liability method of accounting, whereby deferred income taxes are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates that will be in effect when the differences reverse.

Loss per share is reported under Statement No. 128 of the Financial Accounting Standards Board ("FAS 128"). FAS 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share exclude any dilutive effects of options, warrants, and convertible securities. Diluted earnings per share are very similar to the previously reported fully diluted earnings per share. All earnings per share amounts for all periods have been presented and, where appropriate, restated to conform to the FAS 128 requirement. For 1998, warrants outstanding are not included in the earnings calculation because their effect in a loss year would be antidilutive.

CYBERTEL COMMUNICATIONS CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - ACQUISITIONS OF TELENOMICS AND LDM

Telenomics was formed in 1982 and was acquired by the Company on December 23, 1999, by exchanging 600,000 shares of Company stock for 100% of the outstanding shares of Telenomics. LDM was formed in 1995 and was acquired by the Company on December 28, 1999, by exchanging 100,000 shares of Company stock for 100% of the outstanding shares of LDM. These two acquisitions were accounted for as poolings of interests and accordingly prior period financial statements have been restated to include the combined results of operations, financial position and cash flows of Telenomics and LDM.

There were no material transactions between the Company, Telenomics and LDM prior to the acquisitions. All accounting policies used are consistent.

SFAS No. 131, "Disclosures about Segments of an Enterprise" require disclosures of information about operating segments in annual financial statements. Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker(s) in deciding how to allocate resources and in assessing performance. Here, both Telenomics and LDM were closely held prior to their acquisition by the Company. The owners of both continue to manage each business, and each is a distinctly different business. Telenomics and LDM will continue to be managed as separate business segments.

There are no foreign sales of any entity.

The following information presents certain balance sheet and income statement data as required by both SFAS No. 131 and APB Opinion No. 16:

	<u>Cybertel</u>	<u>Telenomics</u>	<u>LDM</u>	<u>Totals</u>
As of December 31, 1999:				
Current assets	\$ 411,940	\$ 297,542	\$ 1,013	\$ 710,495
Fixed assets				
Balances, 12-31-97	11,912	114,921	33,449	160,282
Additions, 1998	3,073			3,073
Additions, 1999	89,776			89,776
Depreciation, '98 & '99	<u>(28,029)</u>	<u>(54,116)</u>	<u>(28,449)</u>	<u>(110,594)</u>
Total fixed assets	<u>76,732</u>	<u>60,805</u>	<u>5,000</u>	<u>142,537</u>
Total assets	<u>\$ 488,671</u>	<u>\$ 358,347</u>	<u>\$ 6,013</u>	<u>\$ 853,032</u>
As of December 31, 1998:				
Total assets	<u>\$ 98,706</u>	<u>\$ 259,505</u>	<u>\$ 41,352</u>	<u>\$ 399,563</u>
Year Ended December 31, 1999:				
Revenues	\$1,601,689	\$1,084,916	\$ 418,965	\$3,105,570
Cost of sales	1,612,855	705,667	73,321	2,391,843
Selling, general and administrative	2,059,695	324,110	224,571	2,608,376
Research and development		145,848		145,848
Depreciation	25,629	23,121	11,105	59,855
Interest (income)	(11,503)			(11,503)
Interest expense	<u>152,866</u>	<u>7,853</u>	<u>697</u>	<u>161,416</u>
Net income (loss)	<u>\$ (2,237,853)</u>	<u>\$ (121,683)</u>	<u>\$ 109,271</u>	<u>\$ (2,250,265)</u>

CYBERTEL COMMUNICATIONS CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2 - ACQUISITIONS OF TELENOMICS AND LDM (continued)

Year Ended December 31, 1998:	<u>Cybertel</u>	<u>Telenomics</u>	<u>LDM</u>	<u>Totals</u>
Revenues	\$ 16,004	\$2,302,209	\$ 254,518	\$2,572,731
Cost of sales		1,579,313	191,551	1,770,864
Selling, general and administrative	1,177,909	409,135	226,184	1,813,228
Research and development		144,000		144,000
Depreciation	2,400	30,995	16,689	50,084
Interest (income)	(1,926)	(949)		(2,875)
Interest expense	<u>2,262</u>	<u>10,896</u>	<u>1,064</u>	<u>14,222</u>
Net income (loss)	<u>\$ (1,164,641)</u>	<u>\$ 128,819</u>	<u>\$ (180,970)</u>	<u>\$ (1,216,792)</u>

Major customers (> 10% of individual segment sales revenues) include Telenomics (Clark County, Washington, 36% in 1999; Gregg Appliances, Inc., 15% in 1998), and LDM (Prolong Super Lubricants, Inc., 69% in 1999). Telenomics buys substantially all of its Hewlett-Packard computer equipment from a single distributor, but has the right to buy from other authorized distributors. No other single customers nor any vendors comprise more than 10% of any single segment's total revenues or costs.

NOTE 3 - NOTES PAYABLE

In November and December 1999, the Company obtained net proceeds of \$390,238 in loans with a face value of \$500,000, due 6 months from origination. Total interest costs include the \$109,762 discount, face interest at 14% and the value of 125,000 shares issued in connection with this transaction. The interest is accrued along the 6-month life of the loans. As of December 31, 1999, total interest charges of \$769,762 is allocated \$144,093 to 1999 and \$625,669 to 2000. The carrying amount of \$417,336 includes the \$390,238 principal plus \$27,098 in accrued interest.

Telenomics has a \$50,000 line of credit with Bank of America, N.A. This account allows for the extension of credit on demand, and is not collateralized. The credit line accrues interest at Bank's prime rate plus 4.525%. The balance as of December 31, 1999, is \$47,388.

Other notes payable total \$21,030 to various banks and credit cards, is unsecured, and bears interest at 12% - 18%.

NOTE 3 - INSTALLMENT DEBT

The Company capitalized three equipment leases payable in 16 to 26 equal remaining monthly installments totaling \$370, using a 10% discount factor. The debt is secured by the equipment, with a net book value as of December 31, 1999, of \$6,069. The total remaining principal portion of \$6,106 is due \$3,774 in 2000, \$2,044 in 2001, and \$288 in 2002.

NOTE 3 - ACCOUNTS PAYABLE TO SHAREHOLDERS

In 1997, a Company founding shareholder loaned \$12,700 to the Company. This loan was repaid in 1999. The founding shareholder of Telenomics was owed

CYBERTEL COMMUNICATIONS CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 3 - ACCOUNTS PAYABLE TO SHAREHOLDERS (continued)

accrued salary of \$145,746 as of December 31, 1997. Portions were paid in 1998 and 1999, with the balance remaining at \$130,946 as of December 31, 1999.

NOTE 4 - INCOME TAXES

As of December 31, 1999, the Company has approximately \$3,600,000 in unused unconsolidated net operating loss carryforwards which expire \$250,000 in 2014, 1,150,000 in 2018 and \$2,200,000 in 2019. Internal Revenue Code Section 382 restricts the ability to use these carryforwards whenever an ownership change as defined occurs. The Company incurred such an ownership change on September 28, 1998, when the total of cash sales to the public and stock issued for services exceeded this 50% level. As a result of this ownership change, \$800,000 of the Company's net operating loss available to offset future profits is restricted to \$140,000 per year.

Net prior operating losses of Telenomics are not available to offset future income as the ownership of the Company changed 100% when it was acquired by the Company. LDM was an S Corporation, with all income and losses passing through to its shareholders until its acquisition by the Company.

NOTE 5 COMMON STOCK

During 1999 and 1998, the Company sold 651,550 and 393,750 shares of stock for net proceeds of \$1,154,646 and \$376,100, respectively, pursuant to two placement offerings exempt from registration under Rule 504 of the Securities and Exchange Commission. "Subscriptions receivable" represents shares issued for cash in 1998 and collected in early 1999. The \$88,500 balance is shown as a reduction in Stockholders' Equity.

General and administrative expenses paid in stock were \$1,045,500 and \$976,218 in 1999 and 1998, respectively.

NOTE 6 - PRIOR STOCK REPURCHASE BY SUBSIDIARY

At formation in 1995, LDM had a 90% majority shareholder and a California couple as 10% minority shareholders. The 10% minority shareholders loaned the Company \$240,000 in 1995 and 1996. As partial consideration for the loan, an additional 10% of LDM was transferred by the majority to the minority shareholders. One of the minority shareholders died in early 1998. LDM negotiated a settlement with the surviving spouse whereby the \$240,000 loan and accrued interest was contributed to capital and the stock was repurchased by LDM for \$35,000, which was paid March 27, 1998.

NOTE 7 - OPERATING LEASES

The Company maintains office space in La Jolla and Temecula, California. Total rent obligations are \$10,536 per month for up to 36 months. Minimum lease payments due are \$107,896 in 2000, \$126,432 in 2001, \$30,432 in 2002, and \$2,536 in 2003.

CYBERTEL COMMUNICATIONS CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 8 - SUBSEQUENT EVENTS

The Company received net proceeds of \$2,830,125 in February 2000 in connection with a private placement of \$3 million in 6% Convertible Preferred Stock. This preferred stock is convertible to Company common stock at any time at a formula approximating market value. 225,000 warrants were issued to investors in connection with this funding, and these have an exercise price of \$17.40 per share.

On February 14, 2000, the Company began another private placement to sell up to 1 million common shares at \$8 per share. As of February 25, 2000, 15,000 shares have been sold in this offering for \$120,000 gross proceeds.

EXHIBIT D

MANAGEMENT PROFILES

Cybertel, Communications, L.L.C. Management Profiles

Paul J. Mills:

Mr. Mills has served as Chairman of the Board since June 1996. Mr. Mills has been a principal in Mills and Associates, a management and consulting firm since 1985. Prior thereto, he founded and served as President of a marketing company called Southwest Solar Products, Inc. from 1980 to 1986.

Richard Mangiarelli:

Mr. Mangiarelli has serviced as President, Chief Executive Officer and a Director of the Company since June 1996. Mr. Mangiarelli has been in the field of energy conservation for almost twenty years. In 1985 Mr. Mangiarelli founded USA Energy Corporation, a licensed general and electrical contractor dedicated to energy conservation contracting. Mr. Mangiarelli served as the President and Chief Executive Officer. Prior thereto, he founded Socalso, Inc., a solar energy-contracting firm in 1983. Mr. Mangiarelli holds a BA degree from the University of Connecticut and an MBA degree from Pepperdine University. Mr. Mangiarelli is a licensed general contractor and licensed electrical contractor. Mr. Mangiarelli retired from the United States Marine Corps at the rank of Colonel.

James D. Boring:

Mr. Boring has been actively involved in telecommunications for fourteen (14) years. Most recently he served as President of TRITEL Communications, Inc. From 1991-1996, Mr. Boring worked at Access America Telemanagement, Inc. as Vice President of Field Operations. Mr. Boring facilitated the sale of Access America to GE Capital. Previously, he was associated with Futuretek Communications Inc. Mr. Boring holds a BA from Kansas State University.

John E. Jordan:

Mr. Jordan has served as a Director of the Company since June 1996. In 1959, Mr. Jordan founded Jordan Companies, a group of privately held, diversified companies engaged in energy related engineering, manufacturing and marketing activities, defense and aerospace consulting and international negotiations and representation and has served as Chief Executive Officer of Jordan Companies for over 20 years. Mr. Jordan is a graduate of Stanford University, the Marine Corps Command and Staff College, the National Defense University-Industrial College of the Armed Force program, the Naval War College, and served as an Officer in both the U.S. Air Force and the Marine Corps.

EXHIBIT E

TECHNICAL CAPABILITY

The Company will provide service on a pure resale basis. Therefore, its technical capability is reliant on that of its underlying service provider whose technical capability has been proven to this Commission. The Company will utilize the underlying services of MCI/WorldCom.

EXHIBIT F

PROPOSED TARIFF

Cybertel, Communications Corp.

Florida Tariff No. 1
Original Sheet 1

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Cybertel, Communications Corp. with principal offices at 4320 La Jolla Village Drive, Suite 205, San Diego, CA 92122. This tariff applies for services furnished within the state of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

ISSUED: May 22, 2000

EFFECTIVE:

By:

Richard Mangiarelli, President
4320 La Jolla Village Dr., Suite 205
San Diego, CA 92122

CHECK SHEET

The sheets listed below, which are inclusive of this tariff, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date of the bottom of this page.

SHEET	REVISION
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original

ISSUED: May 22, 2000

EFFECTIVE:

By:

Richard Mangiarelli, President
4320 La Jolla Village Dr., Suite 205
San Diego, CA 92122

TABLE OF CONTENTS

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Check Sheet..... 2
Table of Contents..... 3
Symbols Sheet..... 4
Tariff Format Sheets..... 5
Section 1 - Technical Terms and Abbreviations..... 6
Section 2 - Rules and Regulations..... 7
Section 3 - Description of Service..... 12
Section 4 - Rates..... 16

ISSUED: May 22, 2000

EFFECTIVE:

By:

Richard Mangiarelli, President
4320 La Jolla Village Dr., Suite 205
San Diego, CA 92122

SYMBOLS SHEET

The following are the only symbols used for the purposes indicated below:

D - Delete Or Discontinue

I - Change Resulting In An Increase To A Customer's Bill

M - Moved From Another Tariff Location

N - New

R - Change Resulting In A Reduction To A Customer's Bill

T - Change in Text Or Regulation But No Change In Rate Or Charge

ISSUED: May 22, 2000

EFFECTIVE:

By:

Richard Mangiarelli, President
4320 La Jolla Village Dr., Suite 205
San Diego, CA 92122

TARIFF FORMAT SHEETS

A. Sheet Numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc, the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.

C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1.
2.1.1.
2.1.1.A.
2.1.1.A.1.
2.1.1.A.1.(a).
2.1.1.A.1.(a).I.
2.1.1.A.1.(a).I.(i).
2.1.1.A.1.(a).I.(i).(1).

D. Check Sheets - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

ISSUED: May 22, 2000

EFFECTIVE:

By:

Richard Mangiarelli, President
4320 La Jolla Village Dr., Suite 205
San Diego, CA 92122

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the Company's network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Company or Carrier - Cybertel, Communications Corp.

Customer - the person, firm, corporation or other entity which orders service and is responsible for payment of charges due and compliance with the Company's tariff regulations.

Day - From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.

Evening - From 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

Holidays - The Company's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

Night/Weekend - From 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

ISSUED: May 22, 2000

EFFECTIVE:

By:

Richard Mangiarelli, President
4320 La Jolla Village Dr., Suite 205
San Diego, CA 92122

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company.

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

The Company installs, operates, and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. It may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Company's network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

The selling of IXC telecommunication service to uncertificated IXC resellers is prohibited.

2.2 Limitations.

2.2.1 Service is offered subject to the availability of facilities and provisions of this tariff.

2.2.2 The Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control: or when the customer is using service in violation of the law or the provisions of this tariff.

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SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

- 2.2.3 All facilities provided under this tariff are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an interexchange carrier for the Florida Public Service Commission.

2.3 Liabilities of the Company.

- 2.3.1 The Company's liability arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur, unless ordered by the Commission.
- 2.3.2 The Company shall be indemnified and held harmless by the customer against:
 - (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

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SECTION 2 - RULES AND REGULATIONS continued

2.4 Interruption of Service.

- 2.4.1 Credit allowance for the interruption of service which is not due to The Company's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.
- 2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.
- 2.4.3 The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

$$\text{Credit} = A/B \times C$$

"A" - outage time in hours

"B" - total hours in month (720 hours)

"C" - total monthly charge for affected facility

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SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier.

The Company, upon five (5) working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- 2.5.1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2.5.2 A violation of any regulation governing the service under this tariff.
- 2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2.5.4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.

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SECTION 2 - RULES AND REGULATIONS continued

2.6 **Deposits**

The Company does not require a deposit from the customer.

2.7 **Advance Payments**

For customers whom the Company feels an advance payment is necessary, the Company reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month.

2.8 **Taxes**

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.9 **Billing of Calls**

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and End For Phone Calls

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party answers (i.e. when 2 way communication, often referred to as "conversation time" is possible.). When the called party answers is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

The billing increments for each service is set forth in the individual product rate section.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

ISSUED: May 22, 2000

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SECTION 3 - DESCRIPTION OF SERVICE continued

3.2 **Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square
root of:

$$\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}$$

3.3 **Minimum Call Completion Rate**

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all FG D services ("1+" dialing).

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SECTION 3 - DESCRIPTION OF SERVICE continued

3.4 Service Offerings

3.4.1 1+ Long Distance Service

Long Distance service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a thirty second minimum call duration.

The Company offers switched Long Distance Service to residential and business customers under the plans set forth in Section 4.1. The plans offered to customers are based upon prior actual usage or reasonable estimated usage at the time of subscription. If the customers usage commitment is not met after the first 3 months of service, the customers rates may be raised to the rate plan associated with the customers actual usage.

3.4.2 Inbound 800/888 Long Distance Service

Inbound 800/888 Long Distance Service permits inbound 800/888 calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a thirty second minimum call duration.

The Company offers Inbound 800/888 Long Distance Service to residential and business customers under the plans set forth in Section 4.2. The plans offered to customers are based upon prior actual usage or reasonable estimated usage at the time of subscription. If the customers usage commitment is not met after the first 3 months of service, the customers rates may be raised to the rate plan associated with the customers actual usage.

3.4.3 Travel Card Service

Travel Card Service is a calling card service offered to residential and business customers who subscribe to the Company's Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a 1-800 number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls are billed in one (1) minute increments after the initial minimum period of one (1) minute. The plans offered to customers are based upon prior actual usage or reasonable estimated usage at the time of subscription. If the customers usage commitment is not met after the first 3 months of service, the customers rates may be raised to the rate plan associated with the customers actual usage.

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SECTION 3 - DESCRIPTION OF SERVICE continued

3.4.4 **Operator Services**

The Company does not provide operator services at this time.

3.4.5 **Directory Assistance**

Listed telephone numbers will be provided to requesting customers at the per call charge set forth in Section 4. Customers may request up to 2 numbers per call.

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SECTION 4 - RATES

4.1 **Long Distance Outbound Service**

\$0.099 per minute

Billed in six second increments.

4.2 **Inbound Service**

\$0.099 per minute.

Billed in six second increments.

4.3 **Travel Card Rates**

\$0.1900 per minute.

Billed in six (6) second increments.

Per call surcharge: None.

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SECTION 4 - RATES continued

4.4 **Directory Assistance**

\$0.85 per call. (Up to 2 requests per call.)

4.5 **Payment of Calls**

4.5.1 **Late Payment Charges**

Charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.5.2 **Return Check Charges**

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value of the check, which ever is greater.

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SECTION 4 - RATES continued

4.6 Special Promotions

The company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates and will be made part of this tariff.

4.7 Special Rates For The Handicapped

4.7.1. Directory Assistance

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle.

4.7.2. Hearing and Speech Impaired Persons

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.7.3. Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

4.8 Pay Telephone (Payphone) Dial-Around Surcharge

A \$0.24 surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

ISSUED: May 22, 2000

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NOWALSKY, BRONSTON & GOTHARD

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Facsimile: (504) 831-0892

Monica R. Borne
EllenAnn G. Sands

May 22, 2000

Via Overnight Delivery

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, FL 32399-0850

000625-TI

DEPOSIT
D2 98
DATE
MAY 25 2000

RE: **Cybertel, Communications Corp.**

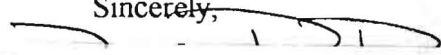
Dear Ms. Hawkins:

Enclosed please find an original and six (6) copies of Application Form for authority to provide interexchange telecommunications service within the State of Florida, submitted on behalf of Cybertel, Communications Corp. The requisite \$250.00 filing fee is also enclosed.

Please acknowledge receipt of this filing by returning a date stamped copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. Please call with any questions.

Sincerely,



1706

CYBERTEL COMMUNICATIONS CORPORATION
1-800-645-5557

BANK OF AMERICA
06984 NV
94-72-1224

5/18/2000

PAY TO THE ORDER OF Florida Public Service Commission

\$ **250.00

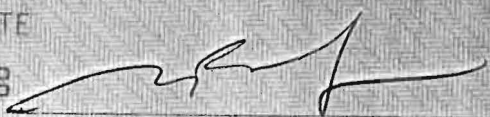
Two Hundred Fifty and 00/100*****

DOLLARS

Florida Public Service Commission

DOCUMENT NUMBER-DATE

06361 MAY 23 8



MEMO

Security features included. Details on back.