

XSPEDIA CORP.

ORIGINAL

Post Office Box 3709
Lake Charles, LA 70602
318-436-9000 Telephone

One Lakeshore Drive, Suite 1495
Lake Charles, LA 70629
318-497-3479 Facsimile

June 15, 2000

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

Via UPS Next Day Air Delivery

1000724-TX

RECORDS AND REPORTING

00 JUN 16 AM 10:28

RECEIVED-FPSC

Re: Application of XSPEDIA Corp. for authority to provide
Alternative Local Exchange Service within the state of Florida

Dear Sir or Madam:

Please find enclosed an original and six (6) copies of the Application for Authority to Provide Alternative Local Exchange Service to be filed on behalf of XSPEDIA Corp. in the state of Florida, as well as the required \$250.00 application fee. Also, one extra copy of the application is enclosed which we would appreciate your date stamping and returning in the self-addressed, stamped envelope provided herein.

We would appreciate having this matter set down for hearing immediately following a review of the Application by the Commission Staff.

We appreciate your courtesy and cooperation in this matter. Should any questions arise, please do not hesitate to call.

Sincerely,

Melanie Mulcahy

Melanie Mulcahy
Legal Counsel

RECEIVED & FILED

mm
FPSC-BUREAU OF RECORDS

MM/ndp
Enclosures

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 07342-00. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

Application
DOCUMENT NUMBER-DATE
07341 JUN 16 8
FPSC-RECORDS/REPORTING

Confidential
DOCUMENT NUMBER-DATE
07342 JUN 16 8
FPSC-RECORDS/REPORTING

XSPEDIA CORP.

Post Office Box 3709
Lake Charles, LA 70602
318-436-9000 Telephone

One Lakeshore Drive, Suite 1495
Lake Charles, LA 70629
318-497-3479 Facsimile

June 15, 2000

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

006724-TR

Via UPS Next Day Air Delivery

Re: Application of XSPEDIA Corp. for authority to provide
Alternative Local Exchange Service within the state of Florida

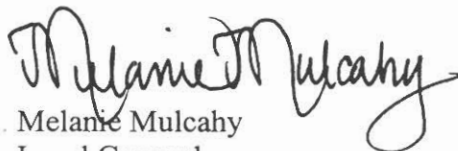
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Sincerely,



Melanie Mulcahy
Legal Counsel

MM/ndp
Enclosures

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 above:



DOCUMENT NUMBER-DATE

07341 JUN 16 00

FPSC-RECORDS/REPORTING

MAIL ROOM
00 JUN 16 AM 10:29
FLORIDA PUBLIC
SERVICE COMMISSION

APPLICATION

Original

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

Original certificate (new company).

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the original certificate of authority.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

XSPEDIA Corp.

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

same

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

One Lakeshore Drive, Suite 1495

Lake Charles, Louisiana 70629

P. O. Box 3709, Lake Charles, LA 70602

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

CT Corporation System

1200 S. Pine Island Road

Plantation, Florida 33324

ORIGINAL

APPLICATION

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

000724-TX

Original certificate (new company).

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Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of company:

XSPEDIA Corp.

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

same

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

One Lakeshore Drive, Suite 1495

Lake Charles, Louisiana 70629

P. O. Box 3709, Lake Charles, LA 70602

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

CT Corporation System

1200 S. Pine Island Road

Plantation, Florida 33324

6. Structure of organization:

- () Individual (xx) Corporation
() Foreign Corporation () Foreign Partnership
() General Partnership () Limited Partnership
() Other _____

7. **If individual**, provide:

Name: N/A _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

8. **If incorporated in Florida**, provide proof of authority to operate in Florida:

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

N/A

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

SEE ATTACHED EXHIBIT D

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

F00000002989

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:**

N/A

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

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

N/A

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

Name: N/A

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) **The Florida registration number:** N/A

14. Provide **F.E.I. Number**(if applicable): 72-1473654

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.**

N/A

(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.

N/A

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

(a) The application:

Melanie Mulcahy

Name: _____

Legal Counsel

Title: _____

Address: One Lakeshore Drive, Suite 1900

City/State/Zip: Lake Charles, Louisiana 70629

Telephone No.: (337) 436-9000 **Fax No.:** (337) 497-3479

Internet E-Mail Address: _____

Internet Website Address: _____

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

Name: Rob Sauser

Title: Vice President / General Manager

Address: One Lakeshore Drive, Suite 1495

City/State/Zip: Lake Charles, Louisiana 70629

Telephone No.: (337) 436-9000 **Fax No.:** (337) 310-3442

Internet E-Mail Address: _____

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Same

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

Internet E-Mail Address: _____

Internet Website Address: _____

17. List the states in which the applicant: SEE ATTACHED EXHIBIT A

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

Louisiana

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

Alabama, Mississippi, North Carolina, Tennessee

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

Louisiana, Texas

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

No

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

No

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

No

18. Submit the following: SEE ATTACHED EXHIBIT B
(see also the explanation in Exhibit A)
- A. Financial capability. [All items listed below are filed under separate cover and marked confidential.]

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

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

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

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

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

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


SEE ATTACHED EXHIBIT C

- B. **Managerial capability:** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. **Technical capability:** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

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

UTILITY OFFICIAL:

	<u>6-15-00</u>
Signature	Date
Vice President & General Manager	(337) 436-9000
Title	Telephone No.
Address: <u>One Lakeshore Drive, Suite 1495</u>	<u>(337) 310-3442</u>
<u>Lake Charles, Louisiana 70629</u>	Fax No.

ATTACHMENTS:

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

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name)____ **N/A** _____,
(Title)_____ _____ of (Name of Company)

and current holder of Florida Public Service Commission Certificate Number # _____

_____, have reviewed this application and join in the petitioner's request for
a:

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

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature _____ Date _____

Title _____ Telephone No. _____
Address: _____ Fax No. _____

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

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

NOT YET AVAILABLE

1) _____ 2) _____

3) _____ 4) _____

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

NOT YET AVAILABLE

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.

NOT YET AVAILABLE

POP-to-POP OWNERSHIP

1) _____

2) _____

3) _____

4) _____

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:


	<u>6-15-00</u>
Signature	Date
Vice President & General Manager	(337) 436-9000
Title	Telephone No.
Address: One Lakeshore Drive, Suite 1495	(337) 310-3442
Lake Charles, Louisiana 70629	Fax No.
_____	_____
_____	_____
_____	_____

EXHIBIT A

Business Plan of XSPEDIA Corp.

**Memorandum of Understanding between
XSPEDIA Corp. and LEC Unwired, L.L.C.**

Business Plan of XSPEDIA Corp.

The applicant is XSPEDIA Corp., although references will be made herein and information will be provided with respect to an entity named LEC Unwired, L.L.C. XSPEDIA Corp. is in the process of acquiring ownership of all the outstanding membership interests of LEC Unwired, L.L.C., which is an affiliate of XSPEDIA Corp. LEC Unwired, L.L.C. will thereby become a wholly owned subsidiary of XSPEDIA Corp. and eventually all assets of LEC Unwired, L.L.C. will be transferred to XSPEDIA Corp. XSPEDIA Corp. and LEC Unwired, L.L.C. have entered into an agreement to move forward with consummation of this transaction, a copy of which is attached entitled Memorandum of Understanding. As the above-referenced transaction will be completed prior to any telecommunications service being provided in the State of Florida, this application is being filed on behalf of XSPEDIA Corp. However, at this time XSPEDIA Corp. has no meaningful operational or financial information, therefore some of the information provided herein is with reference to LEC Unwired, L.L.C.

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding made and entered into as of May 1, 2000 (the "Memorandum") by and among LEC Unwired, L.L.C. ("LEC"), US Unwired Inc. ("Unwired"), Cameron Communications Corporation ("Cameron"), Mercury Information Technologies, Inc. ("Mercury") and XSPEDIA Corp., a Delaware corporation ("XSPEDIA," and, together with all of the other parties, the "Parties") provides as follows:

RECITALS

WHEREAS, Unwired, Cameron and Mercury (collectively the "Members") comprise all of the holders of membership units of LEC.

WHEREAS, XSPEDIA was formed by the Members of LEC for the purpose of assuming the role of LEC as a provider of telecommunications services. To this end, the Parties intend that all of LEC's membership units will be transferred to XSPEDIA, such that LEC will become a wholly owned subsidiary of XSPEDIA, in exchange for shares of XSPEDIA. Eventually, it is anticipated that all of the assets and liabilities of LEC will be transferred to XSPEDIA and LEC will be dissolved; and

WHEREAS, upon consummation of the transfer or contribution to XSPEDIA described above, XSPEDIA will assume the role, initially through LEC, as a provider of telecommunications services in various markets, which primarily consists of competitive local exchange, Internet and digital subscriber line services.

WHEREAS, the Parties desire to enter into this Memorandum to confirm in writing the understanding of the Parties concerning the foregoing and the matters set forth below and to further agree to expeditiously undertake good faith efforts to enter into definitive agreements to consummate this understanding.

NOW THEREFORE, in consideration of the benefits to be derived hereby, the Parties do hereby agree as follows:

Section 1. Recitals. The Recitals set forth hereinafter are incorporated herein.

Section 2. Transfer of Membership Units of LEC. The Parties have begun and agree to continue negotiation in good faith of an agreement whereunder, inter alia, all of the membership units of LEC will be contributed to XSPEDIA and LEC shall thereby become a wholly owned subsidiary of XSPEDIA. In exchange for their contribution of membership units of LEC to XSPEDIA, the Members shall be issued shares of XSPEDIA.

Section 3. Definitive Agreements. The Parties hereto agree that the definitive agreement(s) regarding the foregoing shall be as set forth in a contribution agreement, or such other agreement as the Parties may designate, the terms of which are currently being negotiated by the Parties, and that the rights and obligations of the Parties with respect thereto shall only be as set forth in such definitive agreement(s).

Section 4. Closing; Effectiveness. The Parties agree to use commercially reasonable efforts to finalize and execute definitive agreements regarding the transfers, changes and other matters contemplated by this Memorandum no later than July 1, 2000, or such other date as the Parties may mutually agree (the "Closing"), at which time definitive agreements required to effectuate such transactions shall be executed and delivered by the various parties thereto and shall become effective.

Section 5. Counterpart Execution. The Parties agree that this Memorandum may be executed in multiple counterparts, each of which shall be considered a single instrument.

Section 6. Expenses. All costs and expenses incurred in connection with this Memorandum and the transactions contemplated hereby shall be paid by the Party incurring such costs and expenses, whether or not the Closing shall have occurred.

Section 7. Public Announcements. No Party to this Memorandum shall make, or cause to be made, any press release or public announcement in respect of this Memorandum or the transactions contemplated hereby or otherwise communicate with any news media without prior notification to the other Parties, and the Parties shall cooperate as to the timing and contents of any such press release or public announcement.


Section 8. Headings; Construction. The descriptive headings contained in this Memorandum are for convenience of reference only and shall not affect in any way the meaning or interpretation of this Memorandum. The provisions of this Memorandum were negotiated by the Parties hereto and this Memorandum shall be deemed to have been drafted by all the Parties hereto.

Section 9. Amendment. This Memorandum may not be amended or modified except by an instrument in writing signed by, or on behalf of, the Parties hereto.

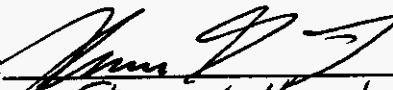
Section 10. Governing Law. This Memorandum shall be governed by, and construed in accordance with, the laws of the State of Louisiana, notwithstanding its conflicts of law rules.

WHEREFORE, the parties have executed this Memorandum as of the date first set forth hereinabove by their respective undersigned duly authorized officers.

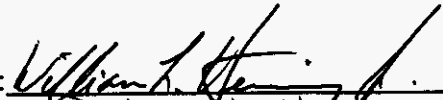
US UNWIRED INC.

By: 
Name: Robert Piger
Title: CEO + President

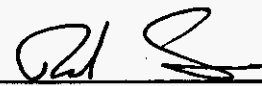
CAMERON COMMUNICATIONS CORPORATION

By: 
Name: Thomas G. Henning
Title: Vice President

MERCURY INFORMATION TECHNOLOGIES, INC.

By: 
Name: William L. Henning, Jr.
Title: President

LEC UNWIRED, L.L.C.

By: 
Name: Robert Sausen
Title: Vice President

XSPEDIA CORP.


By: 
Name: Thomas G. Henning
Title: Secretary

EXHIBIT B

**Financial Statements of LEC Unwired, L.L.C.
CONFIDENTIAL TREATMENT REQUESTED
[filed under separate cover marked confidential]**

Statement of Financial Capability

Statement of Financial Capability

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

EXHIBIT C

**XSPEDIA Corp.'s
Executive Management Team**

Managerial and Technical Capabilities

**XSPEDIA Corp.'s
Executive Management Team**

All officers and directors may be contacted through the corporate offices at
One Lakeshore Drive, Suite 1495, Lake Charles, Louisiana 70629 [(337) 436-9000].

Name	Position
William L. Henning, Jr.	Chief Executive Officer/ Director
Rob Sauser	Vice President and General Manager
Bob Miller	Vice President of Advanced Data Services
Dan Neufeld	Vice President of Switch Operations
C.J. LeJeune	Vice President of Network Operations
Bryan Stanley	Vice President of Sales
Tom Brynko	Director of Provisioning & Customer Service
Robert W. Piper	Director/President – US Unwired, Inc.
Jerry Vaughn	Chief Financial Officer – US Unwired, Inc.

**Summary of Managerial Experience and Qualifications
Executive Management Team**

William L. Henning, Jr., Chief Executive Officer/Director

William L. "Dub" Henning, Jr. presently serves as a Director and Chief Executive Officer of US Unwired, positions held since 1988. Prior to 1988, he was the General Manager of US Unwired. He has been involved in the senior management of Cameron Telephone Company and US Unwired since 1976. Senior management positions at US Unwired have also included Chairman, President, and Vice-President. He served as President of Mercury Information Technologies, Inc., which has owned and operated a cable television franchise, a voice mail service and Internet access service for over five years. From 1991 to 1998, he served as a director of First National Bank of Lake Charles.

Rob Sauser, Vice President and General Manager

Rob Sauser has served as Vice President and General Manager since October, 1999. Previous to that he spearheaded the sales and marketing organization as Vice President of Sales. He joined US Unwired in September of 1998 from Brooks Fiber / Worldcom. In less than two years at Brooks Fiber, his sales organization increased revenues from \$1.2 million per year to in excess of \$20 million. Prior to joining Brooks Fiber in 1995, Rob held various management responsibilities within MCI Communications. His six year tenure at MCI Communications included six promotions.

Bob Miller, Vice President of Advanced Data Services

Bob Miller has served as Director of Internet/Data Operations since August, 1998. He is responsible for the designing, deployment, and maintenance of Internet operations. He is a proven technology leader with over 12 years industry experience. Bob has a strong background in software development. He started his career as a Contract Senior Programmer/Analyst with Atlantic Research Corporation. He partnered in a successful computer consulting business for six years. He was instrumental in the development and startup of LDS/IAmerica's Internet company. He joined Frontier Communications to assist the sales organization as a regional Data Engineer. He has spearheaded the research and development of US Unwired's DSL serving strategy.

Dan Neufeld, Vice President of Switch Operations

Dan Neufeld has served as Director of Switch and Voice Operations since March 1, 1999. He has a diverse background in the management of various telecommunications disciplines through ten years of experience as an Operations Manager, Switch Manager, Fiber Optic Communications Consultant, and Switch Technician. He has held these positions for several of the leading national CLEC's such as; e.spire Communications, Brooks Fiber Communications, MCI Communications, and Telus Communications (Canada). Mr. Neufeld is a graduate of Southern Alberta Institute of Technology where he was certified in Telecommunications Engineering Technology.

C.J. LeJeune, Vice President of Network Operations

C.J. LeJeune has served as Director of Network Planning since 1998. He is responsible for the network design and installation. He has been with the US Unwired family since 1975 in various capacities such as Operations Manager and Special Projects Manager of Cameron Telephone Company, General Manager of Carlyss Cablevision, and Director of Network Services of Mercury, Inc. Responsibilities in these various positions have included operation of voice mail service, development of Internet offering, adherence to tariffs, and installation of key systems, PBXs, and long distance dialing equipment.

Bryan Stanley, Vice President of Sales

Bryan Stanley was promoted to Director of Sales in October, 1999. Prior to that, he served as a Regional Sales Manager from January, 1999 to October, 1999. Bryan has extensive management and sales experience in corporate business as well as the telecommunications industry. Various telecommunications positions include Corporate Communications Consultant with Qwest Communications, Sales Manager with Capital Telecommunications, and Regional Sales and Operations Manager with NTS Communications. While at NTS, he was responsible for new sales, operations, and personnel for the South Texas region. He maintained a \$2.5 million customer base while reducing churn 75%. He increased new sales 500%.

Tom Brynko, Vice President of Provisioning & Customer Service

Tom Brynko has been involved in Telecommunications in various capacities in the USA and Canada for almost 30 years. Before joining US Unwired CLEC, Tom was actively involved in the growth of several CLEC's in Texas and Oklahoma. He was Texas Regional Operations Manager for e.spire Communications, Facilities Project Manager/Operations Manager with ICG/ChoiceCom in Dallas and Operations Manager/Outside Plant Engineer with Brooks Fiber/WorldCom in Tulsa, Oklahoma. Prior to that time, he was a long-time employee of Telus, a Canadian Telco, where he had extensive roles in Network Engineering, Construction and Program/Project Management.

Robert W. Piper, Director/President – US Unwired, Inc.

Robert Piper has been the President and Chief Operating Officer of all our wireless businesses, including US Unwired, since 1995. He served as Chief Financial Officer of US Unwired from 1994 to 1995 and as Vice President and General Manager of US Unwired's long distance operations from 1987 to 1990 and the wireless business from 1987 until 1994. He joined US Unwired in 1985 as comptroller. He served on the Board of Directors of Cellular Telecommunications Industry Association from 1992 to 1994 and from 1998 to 1999.

Jerry E. Vaughn, Chief Financial Officer – US Unwired, Inc.

Jerry Vaughn has served as Chief Financial Officer of US Unwired since June 7, 1999. He has over twenty years of diversified financial management experience, the last eleven years of which were focused in the telecommunications industry. Before joining US Unwired, he was President of NTFC Capital Corporation, a subsidiary of GE Capital. Prior to that time, he was Treasurer of Northern Telecom Finance Corporation and Vice President of Mellon Bank Corporation. He is a graduate of Indiana State University and holds a MBA from the University of Michigan.

EXHIBIT D

**Florida Certificate of Authority
for XSPEDIA Corp.**



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 26, 2000

MELANIE MULCAHY
XSPEDIA CORP. - LEGAL DEPARTMENT
P.O. BOX 3709
LAKE CHARLES, LA 70602

Qualification documents for XSPEDIA CORP. were filed on May 18, 2000 and assigned document number F0000002989. 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.

Diane Cushing
Corporate Specialist
Division of Corporations

Letter Number: 900A00030131

State of Florida



Department of State

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

The document number of this corporation is F00000002989.

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-sixth day of May, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

LEC UNWIRED, LLC

CHECK DATE 06/15/2000

VENDOR NO 106933 VENDOR NAME Division of
Records &

5679

Doc. No	Invoice Date	Invoice No	Description	Invoice Amount	Discount	Net Amount
19004361	06/15/2000	061500-CKRQ	APPLICATION FEE	250.00	0.00	250.00
Total				250.00	0.00	250.00

LEC UNWIRED, LLC

P.O. BOX 3104
LAKE CHARLES, LA 70602
PH. (318) 436-9000 FAX (318) 497-3134

CAMERON STATE BANK
LAKE CHARLES, LOUISIANA 70601
84-134-652

5679

DATE AMOUNT
06/15/2000 \$ *****250.00*

PAY
TO THE
ORDER
OF

TWO HUNDRED FIFTY DOLLARS and 00/100

Division of Records &
Reporting
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