



SWIDLER BERLIN SHEREFF FRIEDMAN, LLP ORIGINAL

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WASHINGTON, DC 20007-5116
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NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
(212) 973-0111 FAX (212) 891-9598

September 25, 2000

VIA OVERNIGHT DELIVERY

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

Check received with funds
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.
Initials of person who forwarded check

**Re: Application of TalkingNets Holdings, LLC
for Authority to Provide Alternative Local Exchange
Telecommunications Services Within the State of Florida**

001462-TX

Dear Ms. Bayo:

On behalf of TalkingNets Holdings, LLC ("TalkingNets") or ("Applicant"), attached please find an original and six (6) copies of the above-referenced Application along with a \$250.00 check payable to the Florida Public Service Commission.

Please note that TalkingNets is submitting confidential and proprietary financial information as Exhibit 1 of this filing. Disclosure of such information could be harmful to TalkingNets' business operations. Accordingly, the aforementioned information is enclosed in a sealed envelope labeled "Confidential." TalkingNets respectfully requests confidential treatment of such information pursuant to Section 364.183 of the Florida Statutes.

Please date-stamp the enclosed extra copy of this filing and return in the self-addressed, stamped envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact Ben Arizmendi at (202) 295-8455.

Respectfully submitted,

Russell M. Blau

Counsel for
TalkingNets Holdings, LLC

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 12109-00. 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.

Enclosures

cc: Steve Goodman (TalkingNets)
Benjamin L. Arizmendi

DOCUMENT NUMBER-DATE

12108 SEP 26 8

FPSC-RECORDS/REPORTING

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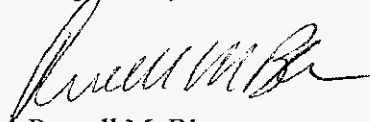
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Respectfully submitted,


Russell M. Blau

Counsel for
TalkingNets Holdings, LLC

Enclosures

cc: Steve Goodman (TalkingNets)
Benjamin L. Arizmendi

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FPSC-RECORDS/REPORTING

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

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

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ 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 Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

- ◆ If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Telecommunications
Bureau of Certification and Service Evaluation
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

APPLICATION

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

Original certificate (new company).

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

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

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

2. Name of company:

TalkingNets Holdings, LLC ("TalkingNets" or "Applicant")

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

TalkingNets

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

1111 Military Cutoff Rd., Suite 221

Wilmington, NC 28405

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

TalkingNets' registered agent in Florida is CT Corporation System, 1200 South Pine

Island Road, Plantation, FL 33324.

6. 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 _____ | |

7. **If individual, provide:**

Name: Not Applicable.

Title: _____

Address: _____

City/State/Zip: _____

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

Internet E-Mail Address: _____

Internet Website Address: _____

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

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

Not Applicable.

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

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

M00000001285

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:**

TalkingNets will not use a fictitious name or d/b/a.

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

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

Not Applicable.

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

Name: Not Applicable.

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____

Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) **The Florida registration number:** Not Applicable.

14. Provide **F.E.I. Number** (if applicable): 52-2203440

15. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(a) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. Provide explanation.

None of TalkingNets' officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or crime nor are any such proceedings pending.

(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.

Not Applicable

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

(a) The application:

Name: Russell M. Blau

Title: Counsel for the Applicant; Swidler Berlin Shereff Friedman, LLP

Address: 3000 K Street, N.W., Suite 300

City/State/Zip: Washington, DC 20007-5116

Telephone No.: (202) 424-7500 **Fax No.:** (202) 424-7645

Internet E-Mail Address: rmbrau@swidlaw.com;

Internet Website Address: http://www.swidlaw.com

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

Name: Steve Goodman

Title: Vice President – Regulatory and Marketing

Address: 1111 Military Cutoff Rd., Suite 221

City/State/Zip: Wilmington, NC 28405

Telephone No.: (910) 256-0770 **Fax No.:** (910) 256-6979

Internet E-Mail Address: sgoodman@talkingnets.com

Internet Website Address: www.talkingnets.com

(c) Complaints/Inquiries from customers:

Name: Steve Goodman

Title: Vice President – Regulatory and Marketing

Address: 1111 Military Cutoff Rd., Suite 221

City/State/Zip: Wilmington, NC 28405

Telephone No.: (910) 256-0770

Fax No.: (901) 256-6979

Internet E-Mail Address: sgoodman@talkingnets.com

Internet Website Address: www.talkingnets.com

17. List the states in which the applicant:

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

Not applicable, as Applicant has not yet initiated operations as an alternative local exchange company in any state.

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

Applicant is currently in the process of obtaining certification to provide local exchange services in Maryland, Virginia, Ohio and Illinois. Applicant plans to file applications for purposes of obtaining certification in numerous other states in the near future.

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

Applicant is certificated to operate as an alternative local exchange company in Massachusetts, New York, Colorado, and the District of Columbia.

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

No, Applicant has not been denied authority to operate as an alternate local exchange company in any state.

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

No, Applicant has not had regulatory penalties imposed for violations of statutes in any state.

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

No, Applicant has not been involved in any civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity in any state.

18. Submit the following:

A. Financial capability.

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

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

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

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.

Please see Exhibit 1.

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

Please see Exhibit 1.

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

Please see Exhibit 1.

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

Please see Exhibit 2.

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.

Please see Exhibit 2.

APPENDICES

APPENDIX A	Certificate Sale, Transfer, or Assignment Statement
APPENDIX B	Intrastate Network (if available)
APPENDIX C	Affidavit

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

**** NOT APPLICABLE. TALKINGNETS HOLDINGS, LLC. IS APPLYING FOR ORIGINAL AUTHORITY.**

I, (Name) Not Applicable.

(Title) Not Applicable of _____

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:

Not Applicable.
Signature _____ Date _____

Not Applicable
Title _____ Telephone No. _____

Address: Not Applicable
_____ 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.

1) <u>To be determined</u>	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

1) <u>To be determined</u>	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>OWNERSHIP</u>
1) <u>To be determined</u>	_____
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:



Signature

September 18, 2000

Date

President and CEO

Title

910-256-0770

Telephone No.

Address:
1111 Military Cutoff Road, Suite 221

910-256-6979

Fax No.

Wilmington, NC 28405

EXHIBITS

EXHIBIT 1

Financial Statements

EXHIBIT 2

Managerial and Technical Qualifications

EXHIBIT 3

Certificate of Authority to Transact Business

EXHIBIT 1

(Confidential Treatment Requested)

FINANCIAL STATEMENTS

EXHIBIT 2

MANAGERIAL AND TECHNICAL QUALIFICATIONS

**MANAGERIAL AND TECHNICAL QUALIFICATIONS OF
TALKINGNETS HOLDINGS, LLC**

JOHN PHILIPS, PRESIDENT & CEO

John Philips co-founded TalkingNets in November 1999 and leads the company as President and CEO. John brings 13 years of telecom expertise and guidance to TalkingNets. He is experienced in serving the needs of a variety of telecom industry players, including competitive local exchange carriers (CLECs), regional Bell operating companies and long-distance carriers.

Prior to joining TalkingNets, John was Vice President of Business Development at Telco Systems/World Access, a leading supplier of international telecommunications services, switching equipment and transmission/access equipment used by CLECs, Internet service providers (ISPs), and long-distance carriers. During his tenure at Telco Systems/World Access he was charged with leading their strategic partnerships, OEMs, mergers and acquisitions. Prior to this role, John was a founder of Synaptyx Corporation (Synaptyx), which developed equipment that allowed CLECs to deliver integrated voice and data services across emerging networks. During his leadership of Synaptyx, John helped orchestrate the sale of Synaptyx to Telco Systems (see above) in October 1998 for \$15 million – after only one year of product development and a marketing investment of \$500,000. Prior to Synaptyx, John spent nine years at TTC, a subsidiary of Dynatech Corporation, and the leading provider of operational test and analysis tools and systems for the telecom service provider market. His experience at TTC included serving as leader of the marketing team for the T-BERD products, the leading revenue producer for the company.

John graduated Summa Cum Laude from Duke University with a B.S. in Electrical Engineering.

TONY SURAK, EXECUTIVE VICE PRESIDENT OF MARKETING AND SALES

Tony Surak, co-founder of TalkingNets, directs marketing, sales, and business development activities including product strategy, marketing communications, competitive analysis, sales management, channel strategy and sales team development. He is a 17-year veteran of the telecom arena. Most recently, Tony was Vice President of Distribution and OEM Sales for Telco Systems/World Access, where he was responsible for all indirect sales through partners. An early investor in Synaptyx, Tony joined the firm to lead the customer trial and sales activities as Vice President of Sales and was instrumental in establishing Telco Systems' acquisition of Synaptyx. Prior to this, Tony held a variety of senior marketing management, sales management and corporate strategy development roles at TTC. In his last role at TTC, Tony lead the development and execution of a plan to sell operational support systems to competitive access providers (CAPs), CLECs, and wireless service providers.

Tony holds a B.S. Electrical Engineering from Virginia Tech, an M.S. in Electrical Engineering from the University of Southern California and a M.B.A. from the Wharton School, University of Pennsylvania.

MITCH BLACK, DIRECTOR OF NETWORK PLANNING

Mitch Black, co-founder of TalkingNets, is responsible for architecting and engineering TalkingNets' next-generation local exchange network. Mitch has six years of experience in the telecom equipment design arena. Prior to joining TalkingNets, he was a senior software engineer at Telco Systems/World Access. Prior to this role, Mitch was a key contributor to the definition and implementation of the EdgeLink300 – a product that had sales in excess of \$8 million within the first six months of shipment. Through his experience, Mitch has gained key industry knowledge of both emerging and traditional equipment architectures for delivering integrated voice and data services. Mitch's in-depth experience in this area will be key as he leads the design and implementation of the TalkingNets network.

Mitch graduated from Pennsylvania State University with a B.S. in Electrical Engineering.

CODY SUTHERLAND, SENIOR VICE PRESIDENT, WESTERN REGION OPERATIONS

Cody Sutherland brings over fourteen years of telecom experience to his position. Based in the company's Denver area offices, Cody is tasked with deploying the TalkingNets network and operating personnel across the western half of the United States. Prior to joining TalkingNets, Cody served as Founder and President of Allegis Communications, a provider of advanced phone systems and services. Earlier in his career, Cody served as Vice President and General Manager for Teligent, Inc.'s Colorado market from the inception of that market. In addition, he served as Business Director of Teligent's Los Angeles market as it launched. Other key positions Cody has held include Founder and President of NewLine Services, a provider of cellular fixed network design services and computer telephony programming and products; Director of Switching, Interconnect and Product Development at Nextel; and Manager of Advanced Technology at PacTel Cellular (now the AirTouch portion of Verizon wireless.)

Cody holds a B.S. in Mechanical Engineering from the University of Oklahoma and a M.B.A. from the Harvard Business School.

SCOTT HENRY, CHIEF INFORMATION OFFICER

Scott Henry has over 15 years of information technology experience, and is tasked with developing and maintaining the back office systems and corporate IT infrastructure for TalkingNets. In his prior position as Vice President in the Information Systems (IS) Division of Bell Atlantic, he was in charge of Software Application Development, maintenance and production support/operations for Business Systems – a diverse portfolio of applications including wholesale billing and customer care systems, marketing data warehouse, DSL ordering systems, sales & commissioning systems, federal systems, and public & operator services systems. Prior to joining Bell Atlantic, Mr. Henry was a Director with Price Waterhouse in their Consulting Division, and was a Senior Manager at Andersen Consulting where he was involved in projects for the telecommunications, electric and gas industries.

Scott earned an undergraduate degree in Economics from the College of William & Mary and has completed significant coursework toward obtaining a Masters in Information Systems at George Mason University.

BRUCE BAKER, VICE PRESIDENT, NETWORK INFRASTRUCTURE (STARTS 9/15/00)

With 10 years of engineering and business development experience in the telecommunications industry, Bruce will leverage his extensive experience in the VoIP and Softswitch arena to manage all corporate engineering functions for TalkingNets. Most recently, Bruce was Director of Technology Development in the Global Softswitch group for Level 3 Communications. Prior to this role, Bruce was one of the early members of the engineering team that deployed the world's first softswitch in Level 3's network. Before joining Level 3, Bruce was a senior engineer at MCI's Advanced Intelligent Network lab based in Colorado Springs, where he worked on development and deployment of numerous advanced call center services.

Bruce earned a B.S. degree in Computer Science from Baylor University.

MARK CORTNER, VICE PRESIDENT OF MARKETING

With over fourteen years of experience in the telecommunications industry, Mark provides the leadership for all TalkingNets' marketing efforts. Prior to joining the company, Mark held several positions at Winstar Communications, the first as Director of Transport Services Product Marketing and most recently as the Director of Strategic Partners Marketing. Mark's responsibilities included the definition and product management of Winstar's packet and IP data services as well as the marketing efforts associated with defining and supporting the company's carrier and enhanced service provider wholesale service offerings. Prior to joining Winstar, Mark held several product marketing positions at TTC where his key accomplishments included leading the marketing efforts of a internal startup team that resulted in a national deployment by one of the largest wireless service providers in the world, and the conceptualization of a new product platform that successfully expanded the company's leadership position for it's broadband voice and data service product offerings.

Mark holds a BSEE from the University of Tennessee and a M.B.A. from the University of Miami.

ED LYNN, VICE PRESIDENT, FINANCE AND ADMINISTRATION

With over 11 years experience in the Internet and satellite communications arena, Edward is responsible for all aspects regarding financing and accounting for the company. Most recently, Edward was the Vice-President/CFO of North America for Primus, a publicly traded global Internet and voice services provider. While at Primus, Edward negotiated the acquisition of several ISPs. Prior to Primus, Edward held several positions within General Electric including CFO of Nahuelsat S.A, a Latin American satellite communications provider co-owned by GE. From 1994 through 1997, Edward was Vice President of Finance for GE Capital Spacenet Services where he was responsible for negotiating several acquisitions in addition to managing day-to-day financial operations. From 1989 through 1984, Edward was Manager, Financial Planning and Analysis at GE Information Services in San Francisco.

Ed received his B.S. in Accounting from the University of North Carolina at Chapel Hill.

STEVEN GOODMAN, VICE PRESIDENT OF REGULATORY AND MARKET PLANNING

Steven Goodman is a 20-year veteran of the telecommunications industry, specifically regulatory, pricing, marketing and product development. In his role as Vice President of Regulatory and Market Planning, Steven handles TalkingNets' regulatory filings, interconnection agreements, and tariff filings. Prior to joining TalkingNets he was Director of Regulatory and Carrier Services for CFW Communications in Virginia, where he was responsible for all regulatory operations for a three-state region for both wireline and wireless communications companies, as well as the sales and marketing of wholesale services with total billings of \$15 million annually. While at CFW, Steven served as Project Manager for the company's entry into new businesses including Competitive Local Exchange and Long Distance. Previous to CFW, Steven was Regulatory Senior Analyst at Sprint-Centel in Charlottesville, Virginia and owned his own telecommunications consulting business that provided telephone special circuit training to telephone companies in Virginia and North Carolina.

Steven graduated from Lynchburg College in Lynchburg, Virginia with a BA in Sociology.

JIM SANDERS, DIRECTOR, MARKET DEPLOYMENT

With more than 14 years of business development experience in the telecommunications industry, Jim will manage deployment of the TalkingNets' network in each new market. Most recently, Jim served as the Director of Business Development for CT Communications Inc., overseeing the growth of newly established CT Exchange Services (CLEC). In an earlier position at CTC, Jim managed the establishment of the separate CLEC business unit, including partnership development and facility construction. At initial development, Jim was responsible for the deployment of 1500 access lines to 200 businesses. His extensive involvement eventually led to partnership agreements that accounted for 20,000 new CLEC lines over the next five years. Before joining CTC, Jim was Marketing Manager, then National Account Manager for Time Warner Communications, Inc. Jim's other prior positions include District Sales Manager and Sales Engineer for Telecommunications Techniques Corporation in Maryland, a manufacturer of telecommunications testing equipment.

Jim received his BS in Electrical Engineering from North Carolina State University.

STAN SENDRAKOWSKI, DIRECTOR OF SALES

Stan brings more than 15 years of telecommunications industry experience to his new role as Director of Sales. His responsibilities include prospecting and closing contracts with Channel Partners nationwide, as well as, expanding the sales organization to meet TalkingNets growth objectives. Stan comes to TalkingNets directly from EQUANT Network Services where he was Business Development Director responsible for successful launch of a Convergent Voice Services Sales Organization selling integrated voice and data products in the Americas region. Before joining EQUANT, Stan enjoyed a successful fourteen-year career with AT&T; most recently as General Manager for Carrier and ISP markets for the fifteen state Southeast Region. Other positions included 800 Services Product Management during 800 Number Portability; Branch Sales Manager in NYC for the Banking, Brokerage and International Finance; Customer Care; and Strategic Pricing.

Stan graduated from SUNY Albany with a BA degree in Economics and Computer Science.

348670

EXHIBIT 3

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS



FLORIDA DEPARTMENT OF STATE

**Katherine Harris
Secretary of State**

June 30, 2000

**CT SYSTEM
ATTN: CAROL CLARK**

Qualification documents for TALKINGNETS HOLDINGS, LLC were filed on June 30, 2000, and assigned document number M00000001285. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

A limited liability company 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 limited liability company 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 Registration and Qualification Section.

**Lee Rivers
Document Specialist
Division of Corporations**

Letter Number: 400A00037045

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

- 1. TalkingNets Holdings, LLC
(Name of foreign limited liability company)
- 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. Applied For
(FEI number, if applicable)
- 4. June 1, 2000
(Date of Organization)
- 5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
- 7. 1213 Culbreth Drive, Wilmington, NC 28405
(Street address of principal office)

- 8. If limited liability company is a manager-managed company, check here
- 9. The usual business addresses of the managing members or managers are as follows:
1213 Culbreth Drive, Wilmington, NC 28405

FILED
00 JUN 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- 10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
- 11. Nature of business or purposes to be conducted or promoted in Florida: telecommunication services

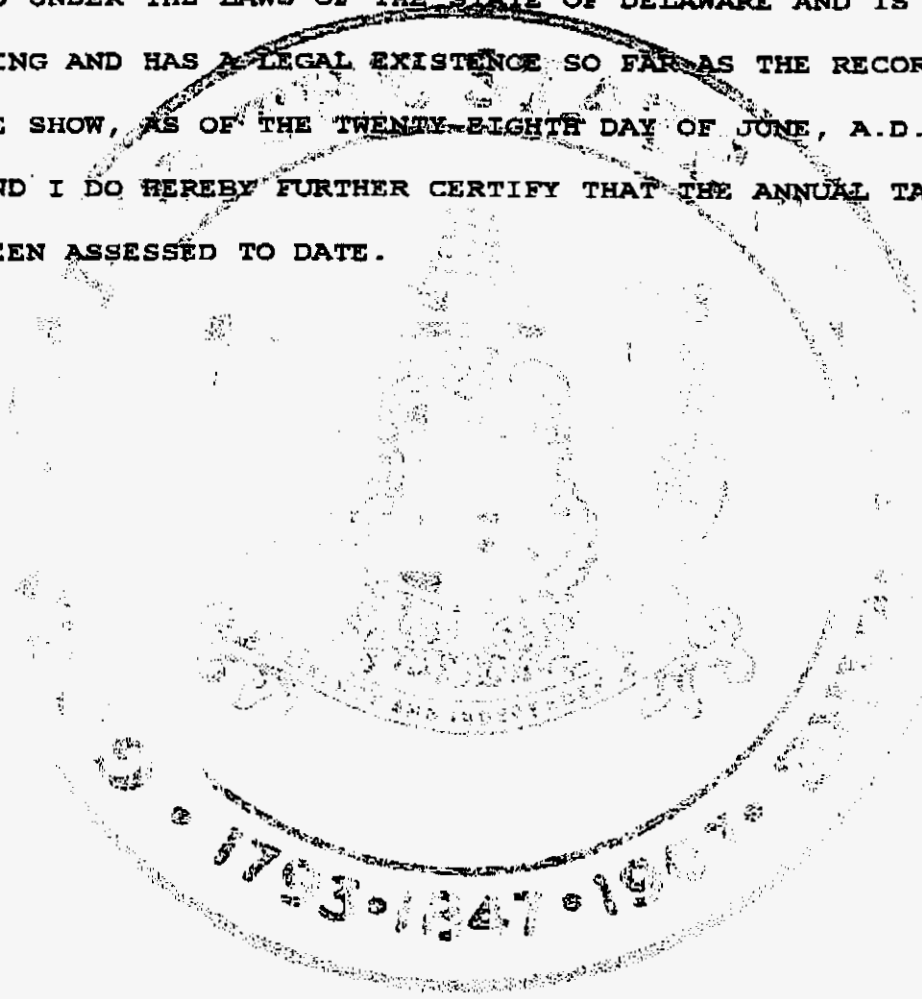
John A. Philips, III
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
JOHN A. PHILIPS, III
Typed or printed name of signee

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALKINGNETS HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0527409

DATE: 06-28-00