

EARLY, LENNON, PETERS & CROCKER, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (616) 381-8844
FAX (616) 349-8525

GEORGE H. LENNON
DAVID G. CROCKER
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
BLAKE D. CROCKER
ROBERT M. TAYLOR
PATRICK D. CROCKER
ANDREW J. VORBRICH†
ROBERT G. LENNON††

† Also admitted in Iowa
†† Also admitted in New York, Illinois and Washington, D.C.

OF COUNSEL
VINCENT T. EARLY
THOMPSON BENNETT
JOHN T. PETERS, JR.
JOSEPH J. BURGIE
(1926 - 1992)

001679-TX

November 6, 2000

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

DEPOSIT DATE
D385 NOV 08 2000

Re: Pacific Centrex Services, Inc.

Dear Sir:

Enclosed herewith for filing with the Commission, please find an original and 6 (six) copies of the above captioned corporation's APPLICATION FOR AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE WITHIN THE STATE OF FLORIDA, along with a check in the amount of \$250.00 to cover filing fees relating to same.

Also enclosed is an exact duplicate of this filing. Please stamp the duplicate received and return same in the self-addressed stamped envelope attached thereto.

Please contact the undersigned if you have additional questions or concerns.

PACIFIC CENTREX SERVICES, INC.
6855 TUJUNGA AVE
N HOLLYWOOD, CA 91605-6312
818-623-2300

BANK OF AMERICA
NATIONAL ASSOCIATION
AGOURA HILLS, CA 91301-4598
16-66/1220

2624

6/30/2000

PAY TO THE ORDER OF Florida Public Service Commission

\$ **250.00

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

Florida Public Service Commission

DOLLARS
Security features included.
Details on back.

DOCUMENT NUMBER-DATE

14388 NOV-78

MEMO

FPSC-RECORDS/REPORTING

EARLY, LENNON, PETERS & CROCKER, P.L.C.

ORIGINAL

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Division of Records and Reporting
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001679-TX
DEPOSIT
DATE
NOV 08 2000
D3854

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Also enclosed is an exact duplicate of this filing. Please stamp the duplicate received and return same in the self-addressed stamped envelope attached thereto.

Please contact the undersigned if you have additional questions or concerns.

Very truly yours,

EARLY, LENNON, PETERS & CROCKER, P.L.C.

Patrick D. Crocker
PLC/pas

RECEIVED & FILED

Mes
FPSC BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

14388 NOV-78

FPSC-RECORDS/REPORTING

**BEFORE THE
STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

Application of Pacific Centrex Services, Inc.
for Authority to Provide Alternative
Local Exchange Service Statewide

)
)
)

001679-TX

APPLICATION

Patrick D. Crocker
Early, Lennon, Peters & Crocker, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007

DOCUMENT NUMBER-DATE

14388 NOV-78

FPSC-RECORDS/REPORTING

APPLICATION

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

Original certificate (new company).

Approval of transfer of existing certificate: Example, a 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 approved the new controlling entity.

2. **Name of Company:**

Pacific Centrex Services, Inc.

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

Pacific Centrex Services, Inc.

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

6855 Tujunga Avenue

North Hollywood, California 91605

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

None

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: _____

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:**

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

_____ F00000005273 _____ See Exhibit A _____

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: _____

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):** _____

15. **Indicate of any of the officers, director, 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 have been adjudged bankrupt, mentally incompetent, or guilty of any felony or crime.

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

No

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

(a) The application:

Name: Patrick D. Crocker

Title: Attorney

Address: 900 Comerica Building

City/State/Zip: Kalamazoo, MI 49007

Telephone No.: 616-381-8844 Fax No.: 616-349-8525

Internet E-Mail Address: pdcrocker@telecomattorney.com

Internet Website Address: www.telecomattorney.com

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

Name: Joshua Ploude

Title: Network Specialist

Address: 6855 Tujunga Avenue

City/State/Zip: North Hollywood, California 91605

Telephone No.: 818-623-2300 *1128 Fax No.: 818-612-2301

Internet E-Mail Address: joshp@pacific-centrex.com

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Robert Grant

Title: Operations Supervisor

Address: 6855 Tujunga Avenue

City/State/Zip: North Hollywood, California 91605

Telephone No.: 818-623-2300 *1108 **Fax No.:** 818-623-2301

Internet E-Mail Address: robertg@pacific-centrex.com

Internet Website Address: _____

17. List the states in which the applicant:

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

California

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

Applicant is applying for authority in Arizona, Colorado, Illinois, Nevada, New Jersey,
New Mexico, New York, and Texas

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

California

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

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

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

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

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

Applicant has not been involved in any civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity.

3. **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 included 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 Exhibit B.

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

See Exhibit C.

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

See Exhibit C.

**** APPLICANT ACKNOWLEDGMENT OF 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

_____	11-06-00
Signature	Date
Patrick D. Crocker, Attorney	(616) 381-8844
Title	Telephone No.
Address: 900 Comerica Building	(616) 349-8525
	Fax No.
_____ Kalamazoo, Michigan 49007	

ATTACHMENTS:

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

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

Not applicable

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) _____
_____ | 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.

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:

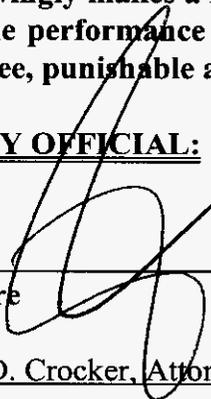
_____ Signature		_____ Date	11-06-00
Patrick D. Crocker, Attorney Title		_____ Telephone No.	(616) 381-8844
Address: 900 Comerica Building		_____ Fax No.	(616) 349-8525
_____ Kalamazoo, Michigan 49007			

EXHIBIT A

Certificate of Authority to Transact Business

State of Florida



Department of State

I certify from the records of this office that PACIFIC CENTREX SERVICES, INC., is a corporation organized under the laws of California, authorized to transact business in the State of Florida, qualified on September 18, 2000.

The document number of this corporation is F00000005273.

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
Twentieth day of September, 2000



CR2EO22 (1-99)

Katherine Harris
Katherine Harris
Secretary of State

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PACIFIC CENTREX SERVICES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA 3. 95-4725850
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/2/1999 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 6855 TUJUNGA AVENUE
NORTH HOLLYWOOD, CA 91605
(Current mailing address)

8. TO PROVIDE TELECOMMUNICATION SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: EDWIN F. BLANTON, ESQ.

Office Address: 825 THOMASVILLE ROAD

TALLAHASSEE, Florida, 32303
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
00 SEP 18 AM 8 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: SEE ATTACHED LIST

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: SEE ATTACHED LIST

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

00 SEP 18 PM 8 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. M. DEVIN SEMLER PRESIDENT & DIRECTOR (Typed or printed name and capacity of person signing application)

PACIFIC CENTREX SERVICES, INC.**LIST OF OFFICERS & DIRECTORS**

<u>Name & SSN</u>	<u>Title</u>	<u>Residential Address</u>	<u>Business Address</u>
M. Devin Semler 569-51-1975	President & Director	15143 Hartsook Street Sherman Oaks, CA 91403	6855 Tujunga Ave N. Hollywood, CA 91605
Terry Beckman 555-31-9110	Vice-Pres	16804 La Veda Ave. Santa Clarita, CA 91351	6855 Tujunga Ave N. Hollywood, CA 91605
Stani Butler 545-55-8211	Secretary & Treasurer	4633 Avenida Rio del Oro Yorba Linda, CA 92886	6855 Tujunga Ave N. Hollywood, CA 91605
Subash Khurana 145-48-7460	COO	17924 Tuscan Ct. Granada Hills, CA 91344	6855 Tujunga Ave N. Hollywood, CA 91605

FILED
00 SEP 18 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT B

Financial Capability

Pacific Centrex Services, Inc.
Balance Sheet
 As of May 31, 2000

	May 31, '00	% of Column
ASSETS		
Current Assets		
Checking/Savings		
1000 · Petty Cash	520.00	0.0%
1046 · Corp Acct - General	96,734.58	2.6%
1047 · Corp Acct - Payroll	59,486.98	1.6%
1050 · Glendale Federal - General	-1,745.36	-0.0%
1055 · Washington Mutual - Savings	2,021.52	0.1%
Total Checking/Savings	157,017.72	4.2%
Accounts Receivable		
1200 · Accounts Receivable	1,987,628.35	53.2%
Total Accounts Receivable	1,987,628.35	53.2%
Other Current Assets		
1250 · Notes Receivable		
1251 · Univoz	731,139.92	19.6%
Total 1250 · Notes Receivable	731,139.92	19.6%
1400 · Trade Account Exchange	608.42	0.0%
1401 · Employee Advances		
1404 · Payroll Advance	12,318.68	0.3%
1406 · Employee Computer Program	11,036.54	0.3%
1408 · Atra Fiemons	8,125.00	0.2%
Total 1401 · Employee Advances	31,478.22	0.8%
1490 · Prepaid Expenses		
1495 · Prepaid Taxes	4,919.27	0.1%
1497 · Prepaid General Liability Insur	864.54	0.0%
Total 1490 · Prepaid Expenses	5,783.81	0.2%
Total Other Current Assets	769,010.37	20.6%
Total Current Assets	2,913,656.44	78.0%
Fixed Assets		
1600 · Furniture & Fixtures	11,870.20	0.3%
1605 · Computer Equipment	79,305.08	2.1%
1610 · Office Equipment	32,357.09	0.9%
1615 · Phone Equipment	174,864.43	4.7%
1620 · Leasehold Improvements	1,586.14	0.0%
1700 · Accumulated Depreciation	-18,983.00	-0.5%
Total Fixed Assets	280,999.92	7.5%
Other Assets		
1910 · Deposits		
1915 · Security Deposits	19,000.00	0.5%
1910 · Deposits - Other	1,148.00	0.0%
Total 1910 · Deposits	20,148.00	0.5%
1930 · Acquisitions		
1931 · Acquisition - Furst Group C.B.	500,000.00	13.4%
Total 1930 · Acquisitions	500,000.00	13.4%
1935 · Due From Auditor	20,000.00	0.5%
Total Other Assets	540,148.00	14.5%
TOTAL ASSETS	3,734,804.38	100.0%
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
2000 · Accounts Payable	2,111,445.89	56.5%
Total Accounts Payable	2,111,445.89	56.5%
Credit Cards		
2050 · Credit Cards		
2052 · Citibank - MDS	-10,000.00	-0.3%
Total 2050 · Credit Cards	-10,000.00	-0.3%
Total Credit Cards	-10,000.00	-0.3%
Other Current Liabilities		
2001 · Accts Payable	-15,183.00	-0.4%
2100 · Accrued Liabilities		

Pacific Centrex Services, Inc.
Balance Sheet
 As of May 31, 2000

	May 31, '00	% of Column
2105 · Accrued Payroll	46,360.49	1.2%
Total 2100 · Accrued Liabilities	46,360.49	1.2%
2250 · Garnishments Payable	277.00	0.0%
Total Other Current Liabilities	31,454.49	0.8%
Total Current Liabilities	2,132,900.38	57.1%
Long Term Liabilities		
2300 · Notes Payable		
2305 · RH Semler	10,000.00	0.3%
2310 · Rondolini Corp	10,500.00	0.3%
2315 · Valley Industrial Property	18,000.00	0.5%
2320 · Due to Univoz	422.34	0.0%
Total 2300 · Notes Payable	38,922.34	1.0%
2700 · Loans Payable		
2705 · Associated Ind.	55,000.00	1.5%
2710 · A.J. Semler	15,000.00	0.4%
2715 · D.K. Semler	15,000.00	0.4%
2720 · D.T. Semler	80,000.00	2.1%
2735 · R.H. Semler	317,015.37	8.5%
2740 · S.R. Semler	15,000.00	0.4%
2745 · T.L. Semler	50,000.00	1.3%
2750 · Valley Industrial Properties	43,772.75	1.2%
Total 2700 · Loans Payable	590,788.12	15.8%
2800 · Leases Payable		
2805 · Wentworth Leasing	105,168.00	2.8%
Total 2800 · Leases Payable	105,168.00	2.8%
Total Long Term Liabilities	734,878.46	19.7%
Total Liabilities	2,867,778.84	76.8%
Equity		
3000 · Opening Bal Equity	10,364.00	0.3%
3100 · Retained Earnings	-774,762.22	-20.7%
3150 · Equity - Ronald Semler	755,181.32	20.2%
3160 · Equity- M Devin Semler	729,240.89	19.5%
Net Income	147,001.53	3.9%
Total Equity	867,025.52	23.2%
TOTAL LIABILITIES & EQUITY	3,734,804.36	100.0%

06/30/00

Pacific Centrex Services, Inc.
Profit & Loss
May 2000

	May '00	Jan - May '00	% YTD
Ordinary Income/Expense			
Income			
4000 · Sales			
4001 · Full Service Sales	549,935.46	2,837,650.57	19.4%
4003 · Sales - Finance Charges	11,333.70	70,146.10	16.2%
4004 · Sales - Sectional Bills	221,242.98	1,209,639.46	18.3%
4010 · Write-offs/Refunds	0.00	-10,211.53	0.0%
4015 · Integretel Revenue	4,892.14	24,866.82	19.7%
4020 · Credits Allowed	-61,475.65	-395,635.04	15.5%
4021 · Debit Adjustments	17,305.01	90,308.43	19.2%
4022 · Other Sales	0.00	5,300.00	0.0%
Total 4000 · Sales	743,233.64	3,832,064.81	19.4%
4050 · Interest Income	2.55	15.00	17.0%
Total Income	743,236.19	3,832,079.81	19.4%
Cost of Goods Sold			
5000 · Purchases			
5005 · Sectional Charges	221,242.98	1,209,639.46	18.3%
5006 · Usage Charges	339,410.48	2,111,303.84	16.1%
5007 · Integretel Fees	2,120.00	33,195.82	6.4%
5009 · Voice Messaging	2,848.87	11,974.60	23.8%
5010 · Internet Services	0.00	2,439.99	0.0%
Total 5000 · Purchases	565,622.33	3,368,553.71	16.8%
5050 · Disputes			
5052 · Disputes - Pacific Bell	-70,024.18	-460,409.56	15.2%
Total 5050 · Disputes	-70,024.18	-460,409.56	15.2%
Total COGS	495,598.15	2,908,144.15	17.0%
Gross Profit	247,638.04	923,935.66	26.8%
Expense			
6000 · Salaries			
6002 · Billing	16,583.32	90,984.30	18.2%
6003 · Commissions	3,480.00	33,018.13	10.5%
6004 · Customer Service	18,528.63	92,416.00	20.0%
6006 · Management	12,076.64	60,258.20	20.0%
6007 · Office	13,508.85	46,449.21	29.1%
6010 · Sales	15,534.24	54,743.08	28.4%
6011 · Technician	555.00	555.00	100.0%
6013 · Collections	8,283.19	26,993.44	30.7%
6014 · Provisioning	6,153.54	28,225.67	21.8%
Total 6000 · Salaries	94,703.41	433,643.03	21.8%
6100 · Operating Expenses			
6101 · Accounting Services	730.00	730.00	100.0%
6105 · Agent Commissions	0.00	1,994.89	0.0%
6115 · Automobile Expense	1,891.38	8,483.36	19.9%
6120 · Bad Debts	2,000.00	4,388.92	45.6%
6125 · Bank Charges	0.00	372.80	0.0%
6130 · Business Development	200.00	20,068.29	1.0%
6135 · Casual Labor	0.00	1,735.89	0.0%
6136 · Cash Over/Short	0.00	15.00	0.0%
6145 · Computer Expense			
6146 · Software	9,486.12	48,275.90	19.6%
6145 · Computer Expense - Other	8.64	1,318.44	0.7%
Total 6145 · Computer Expense	9,494.76	49,594.34	19.1%
6150 · Data Processing/Billing	949.72	17,711.61	5.4%
6160 · Dues & Subscriptions	0.00	1,626.34	0.0%
6165 · Legal Fees	6,915.67	19,373.75	35.7%
6175 · Office Supplies	112.73	2,859.32	4.2%
6176 · Credit Card Discount	528.69	528.69	100.0%
6180 · Outside Services			
6181 · Janitorial	268.17	1,441.28	18.6%
6184 · Security	0.00	562.00	0.0%
Total 6180 · Outside Services	268.17	2,003.28	13.4%
6185 · Postage & Delivery	2,291.98	7,045.21	32.5%
6186 · Penalties	536.68	536.68	100.0%
6190 · Telephone	144.50	6,319.02	2.3%
Total 6100 · Operating Expenses	25,864.28	145,185.39	17.8%
6200 · Employee Benefits			
6210 · Employee Incentives	341.13	1,195.79	28.5%

Pacific Centrex Services, Inc.
Profit & Loss
 May 2000

	May '00	Jan - May '00	% YTD
6215 · Payroll Expenses	348.85	1,784.60	19.5%
6220 · Payroll Taxes	10,811.72	45,486.85	23.8%
6225 · Training	0.00	2,373.00	0.0%
6230 · Health Insurance	3,932.44	23,031.90	17.1%
Total 6200 · Employee Benefits	15,434.14	73,872.14	20.9%
6300 · Insurance			
6310 · Liability	144.09	720.45	20.0%
6320 · Workers Compensation	324.09	2,931.99	11.1%
Total 6300 · Insurance	468.18	3,652.44	12.8%
6600 · Occupancy Cost			
6601 · Rent	5,025.00	25,125.00	20.0%
6605 · Utilities	1,175.98	3,814.39	30.8%
6610 · Signage- Exterior	0.00	300.00	0.0%
6615 · Decorations	0.00	620.74	0.0%
Total 6600 · Occupancy Cost	6,200.98	29,860.13	20.8%
6650 · Repairs and Maintenance			
6651 · Building Repairs	2,137.45	3,982.66	53.7%
6652 · Equipment Repairs	3,359.96	18,472.61	18.2%
6655 · Equipment Rental	72.59	422.95	17.2%
Total 6650 · Repairs and Maintenance	5,570.00	22,878.22	24.3%
6800 · Taxes & Licenses			
6805 · Fees and Licenses	795.00	6,725.58	11.8%
6810 · Corporate Taxes	0.00	6,190.06	0.0%
Total 6800 · Taxes & Licenses	795.00	12,915.64	6.2%
7200 · Marketing & Advertising			
7250 · Advertising & Promotion	794.81	5,459.32	14.6%
7251 · Printing	1,720.40	9,132.81	18.8%
7255 · Exhibit Fees	0.00	7,040.45	0.0%
Total 7200 · Marketing & Advertising	2,515.01	21,632.58	11.6%
7300 · Entertainment & Travel			
7310 · Entertainment	5,214.24	7,743.84	67.3%
7350 · Travel			
7352 · Airfares	0.00	3,604.82	0.0%
7353 · Miscellaneous Travel	0.00	101.08	0.0%
7354 · Hotels	524.70	4,940.45	10.6%
7355 · Meals	596.20	1,475.59	40.4%
7356 · Auto Rental	0.00	300.00	0.0%
Total 7350 · Travel	1,120.90	10,421.94	10.8%
7300 · Entertainment & Travel - Other	0.00	51.06	0.0%
Total 7300 · Entertainment & Travel	6,335.14	18,216.84	34.8%
Total Expense	157,866.14	761,856.41	20.7%
Net Ordinary Income	89,751.90	162,079.25	55.4%
Other Income/Expense			
Other Expense			
9100 · Prior Period Expenses	8,616.19	14,568.19	59.1%
9150 · Finance Charges	0.00	154.05	0.0%
9400 · Interest Expense	66.90	355.48	18.8%
Total Other Expense	8,683.09	15,077.72	57.6%
Net Other Income	-8,683.09	-15,077.72	57.6%
Net Income	81,068.81	147,001.53	55.1%

1. Applicant has sufficient financial capability to provide the requested service in the geographic areas proposed to be served. Applicant's operating revenue will provide Applicant with sufficient financial resources to provide service in the proposed areas.
2. Applicant has sufficient financial capability to maintain the requested service in the geographic areas proposed to be served. Applicant's operating revenue will provide Applicant with sufficient financial resources to maintain service in the proposed areas.
3. Applicant will operate as a facilities-based and resold provider. Applicant has sufficient financial capability to meet lease or ownership obligations in the geographic areas proposed to be served. Applicant's operating revenue will provide Applicant with sufficient financial resources to meet lease or ownership obligations in the proposed areas.

EXHIBIT C

Management Resumes

M. Devin Semler, CEO and President of Pacific Centrex

Monte Devin Semler is the co-founder and President of Pacific Centrex, the 3rd largest Shared Service Provider in California and the fastest growing as recognized by Pacific Bell. His involvement and knowledge of telecommunications spans more than 10 years. From cellular service to pre-paid calling cards...from provisioning to finance... Mr. Semler has in-depth knowledge of this industry, its players, and its major trends.

Mr. Semler brings to Pacific Centrex a sustained backroom insight into the telecommunications industry, relationships with major players and partners, and sales and marketing savvy.

Since its founding in 1996 Mr. Semler has served as chief executive officer and co-founder of Pacific Centrex Services.

From 1996 to 1997 Mr. Semler was the founder and president of Direct Link Telecommunications, Inc., a wholesale prepaid calling card telecommunications provider located in Los Angeles.

From 1994 to 1996, Mid-Com Communications, Inc., a Seattle, Washington headquartered facilities-based long distance carrier, employed Mr. Semler. At Mid-Com Communications he held various staff positions including customer care, provisioning, sales compensation, and finance.

From 1991 to 1994, Mr. Semler was employed as a sales representative for Secure Net, Inc., a wireless telecommunications services provider.

Subash Khurana, COO

Mr. Khurana bring to Pacific Centrex over 15 years of project management and business operations for major corporation with over 200 million dollars in revenue. His wealth of experience covers the successful implementation of business startups, as well as established major international companies. He bring to the team organizational expertise required to run and maintain the complexities of telecommunications companies.

From 1997 to 1998 Mr. Khurana was Director of Hospitality Systmes for SmarTalk Teleservices, Inc. His responsibilities included the development of P.O.S. activation systems for prepaid phone card sales and the managing and developing of a web based managing and reporting system to support and track millions of calling cards around the world.

He is a holder of a BS in Electrical Engineering and an MBA from the University of Hartford in Connecticut.

Stani Butler, Treasurer

Ms. Butler brings to Pacific Centrex Services a wealth of knowledge and experience within the finance industry as well as corporate experience in handling human resources and all accounting matters. Prior to joining PCS Ms. Butler was the Head Accountant at West Coast Productions – a Semler Group holding Company for several leading restaurants located in Newport Beach, California. From 1990-1998 Ms. Butler held the post of Comptroller for infrastructure and construcion ventures.

Manzu Rahman, Database Engineer

Mr. Rahman has been with Pacific Centrex since its beginning in 1996. He has worked extensively with various billing databases, including construction, setup and maintenance of all billing systems. Mr. Rahman in conjunction with Mr. Khurana was responsible for implementing the most recent billing database used by Pacific Centrex to track inventory, services and usage.

Prior to joining Pacific Centrex Mr. Rahman worked as an accountant for FirstServeNet, an internet startup company where he provided accounting services for 4 years.

Mr. Rahman graduated with a BS in Accounting from the University of North Carolina, Chapel Hill.

Orlando Balladares, Senior Information Specialist/ Systems Engineer

Mr. Balladares recently joined Pacific Centrex with the specific mission of developing the Company information systems and its Intranet. Mr. Balladares comes to Pacific Centrex Services from "Teledyne Electronic Technologies" with over 5 years of work experience in PC software/hardware and over 3 years in Network Administration. For the past 2 years, Mr. Balladares also worked to develop custom software. Within these applications he created different types of forms, reports, modules, and all of the other ingredients necessary to build and maintain a complete application. At Teledyne Electronic Technologies, Mr. Balladares specialized in:

- Ethernet LAN of approximately 240 PC users and over 200 AS400 users
Installing Network version software of NT Servers
- Writing code in VBA or VB 5.0 for different Departments
- User support of AS400 Terminal Emulation software (Client Access)

Joshua Ploude, Network Specialist

Mr. Ploude brings to Pacific Centrex a fresh outlook and detailed knowledge of the technologies that are driving the telecommunications revolution today. Mr. Ploude has been aggressively planning the rollout of a facilities-based CLEC network. Since the Company has become committed to the technology that will drive the network, Mr. Ploude has begun to supervise interconnection of Pacific Centrex Services network with all relevant ILECs. Mr. Ploude is a trained SMS/800 Engineer. He has helped Pacific Centrex become a Responsible Organization and establish their new SMS/800 department.

Prior to joining Pacific Centrex Services, Mr. Ploude worked as a computer consultant and research manager for Richard Dinell of R.H. Dinell Investment Counsel in Brentwood, California. During this experience Mr. Ploude became adept in the methods used to research companies that showed investment potential. He was also responsible for generating portfolio performance statistics on a quarterly basis. Mr. Ploude has recently graduated from UCLA with a BA in Political Science.

Maureen Collins, Provisioning Manager

Ms. Collins is responsible for supervising the provisioning department for Pacific Centrex Services. Ms. Collins has extensive order fulfillment experience with various ILECs, IXCs and other service providers. Ms. Collins heads up a team of 5 provisioners whose sole responsibility is ordering and maintenance of the services that Pacific Centrex Services.

Prior to joining Pacific Centrex Ms. Collins worked for Integrated Telemangement Services for two years. While at ITS Ms. Collins learned and honed her understanding of telecommunications and associated order processes.