



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@telfile.com

001683-71

November 7, 2000

VIA FEDERAL EXPRESS

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

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

Re: RapTel Communications, LLC

Initials of person who forwarded check:

Dear Sir or Madam:

Enclosed for filing, please find one original and six (6) copies of RapTel Communications, LLC's application form for authority to provide interexchange telecommunications service between points within the State of Florida. In addition, please find check number 005051 in the amount of Two Hundred Fifty Dollars (\$250.00) to cover the application fee.

At your earliest convenience, please date stamp the copy of this cover letter and return to the above-referenced address in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

AR/2112-03/39645

00039645;1

DOCUMENT NUMBER-DATE

14478 NOV-88

FPSC-RECORDS/REPORTING

001683-J7
ORIGINAL

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

DIVISION OF TELECOMMUNICATIONS
BUREAU OF CERTIFICATION AND SERVICE EVALUATION

**Application Form for Authority to Provide
Interexchange Telecommunications Service
Between Points Within the State of Florida**

Instructions

- ◆ This form is used as an application for an original certificate and for approval of 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**

Note: No filing fee is required for an assignment or transfer of an existing certificate to another certificated company.

- ◆ 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**

DOCUMENT NUMBER-DATE

14478 NOV-88

FPSC-RECORDS/REPORTING

1. This is an application for $\sqrt{\quad}$ (check one):

Original certificate (new company).

Approval of transfer of existing certificate:

Example, a certificated company purchases an existing certificated company and desires to retain the authority of both certificates.

Approval of assignment of existing certificate:

Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

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:

RapTel Communications, LLC

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

RapTel Communications, LLC

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

111 South Broadway, Suite 301

Rochester, MN 55904

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

6. Select type of business your company will be conducting \checkmark (check all that apply):

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

7. Structure of organization;

- | | |
|--|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u> | |

8. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) **The Florida Secretary of State Corporate Registration number:**

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

(a) **The Florida Secretary of State Corporate Registration number:**

M00000001110

11. **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:** _____

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

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

13. **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: _____

14. **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: _____

15. Provide **F.E.I. Number** (if applicable): 41-1956959

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
() Yes () No

(b) If not, who will bill for your services?

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

(c) How is this information provided?

17. Who will receive the bills for your service?

() Residential Customers
() PATs providers
() Hotels & motels

() Business Customers
() PATs station end-users
() Hotel & motel guests

() Universities () Universities dormitory residents
() Other: (specify) _____

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

(a) The application:

Name: David O. Klein

Title: COO, Telecom Certification & Filing, Inc.

Address: 485 Madison Avenue, 15th Floor

City/State/Zip: New York, New York 10022-5803

Telephone No.: 212-546-9090 **Fax No.:** 212-753-8101

Internet E-Mail Address: dklein@telfile.com

Internet Website Address: www.telfile.com

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

Name: Scott Bergs

Title: Attorney

Address: 150 South Fifth Street, Suite 2300

City/State/Zip: Minneapolis, MN 55402

Telephone No.: 612-335-1419 **Fax No.:** 612-335-1657

Internet E-Mail Address: scott.bergs@leonard.com

Internet Website Address: www.leonard.com

(c) Complaints/Inquiries from customers:

Name: RapTel Issue Resolution Team

Title: Customer Service

Address: 111 South Broadway, Suite 301

City/State/Zip: Rochester, MN 55904

Telephone No.: (888) 876-8508 **Fax No.:** (507) 282-5915

Internet E-Mail Address: _____

Internet Website Address: _____

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

(b) has applications pending to be certificated as an interexchange telecommunications company.

All states in the Union, excluding Nevada, Iowa, North Dakota,
South Dakota, Texas and Wisconsin.

(c) is certificated to operate as an interexchange telecommunications company.

Iowa, Nevada, North Dakota, South Dakota, Texas and Wisconsin

(d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

None.

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

None.

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

None.

20. 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. If so, please explain.

No.

(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.

21. The applicant will provide the following interexchange carrier services \checkmark (check all that apply):

a. _____ **MTS with distance sensitive per minute rates**

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

b. _____ **MTS with route specific rates per minute**

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

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

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

d. _____ **MTS for pay telephone service providers**

e. _____ **Block-of-time calling plan (Reach Out Florida, Ring America, etc.).**

f. _____ **800 service (toll free)**

g. _____ **WATS type service (bulk or volume discount)**

- Method of access is via dedicated facilities
- Method of access is via switched facilities

h. **Private line services (Channel Services)
(For ex. 1.544 mbs., DS-3, etc.)**

i. _____ **Travel service**

- Method of access is 950
- Method of access is 800

j. _____ **900 service**

k. _____ **Operator services**

- Available to presubscribed customers
- Available to non presubscribed customers (for example, to patrons of hotels, students in universities, patients in hospitals).
- Available to inmates

I. **Services included are:**

Services are provided by RapTel's Underlying Carrier.

- Station assistance
- Person-to-person assistance
- Directory assistance
- Operator verify and interrupt
- Conference calling

22. Submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See Application Exhibit 5.

23. 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. RapTel was incorporated on December 9, 1999 and does not have audited financial statements. 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.

See Application Exhibit 4.

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. **A written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

See Attachment

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

See Attachment

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

See Attachment.

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

See Application Exhibit 3.


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 Application Exhibit 3.

**** APPLICANT ACKNOWLEDGMENT STATEMENT ****

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

UTILITY OFFICIAL:

 Signature	<u>9-11-</u> 2000 Date
<u>President</u> Title	<u>(507) 292-5959</u> Telephone No.
Address: <u>111 South Broadway, Suite 301</u> <u>Rochester, MN 55904</u>	<u>(507) 282-5915</u> Fax No.

ATTACHMENTS:

- A - CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - CURRENT FLORIDA INTRASTATE NETWORK
- D - AFFIDAVIT

**** APPENDIX A ****

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____

(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:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

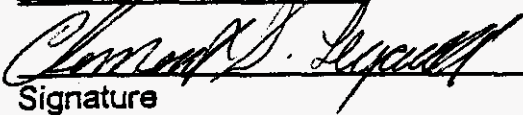
CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

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

- () The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payments in excess of one month.
(The bond must accompany the application.)

UTILITY OFFICIAL:


Signature

9/12, 2000
Date

President
Title

(507) 292-5959
Telephone No.

Address: 111 South Broadway, Suite 301
Rochester, MN 55904

(507) 282-5915
Fax No.

**** APPENDIX C ****

CURRENT FLORIDA INTRASTATE SERVICES

Applicant has () or has not () previously provided intrastate telecommunications in Florida.

If the answer is has, fully describe the following:

a) What services have been provided and when did these services begin?

b) If the services are not currently offered, when were they discontinued?

UTILITY OFFICIAL:


Signature

9-11 2000
Date

President
Title

(507) 292-5959
Telephone No.

Address: 111 South Broadway, Suite 301
Rochester, MN 55904

(507) 282-5915
Fax No.

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 Interexchange telecommunications 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><i>Donald J. Legault</i></u>	<u>8/31</u>	<u>, 2000</u>
Signature	Date	
<u>President</u>	<u>(507) 292-5959</u>	
Title	Telephone No.	
Address: <u>111 South Broadway, Suite 301</u>	<u>(507) 282-5915</u>	
<u>Rochester, MN 55904</u>	Fax No.	

ATTACHMENT

1. **A written explanation** that the Applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

In demonstration of RapTel Communications, LLC's financial qualifications, a copy of RapTel Communications, LLC's Profit and Loss Statement covering the period of February, 2000 through March, 2001, is attached to the Application as Exhibit 4. This financial statement demonstrates that RapTel Communications, LLC has the financial capability to provide interexchange service in the State of Florida.

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

Beyond the attached financial statement, any and all inquiries in reference to RapTel's, LLC's financial capabilities can be directed to the following:

Starling State Bank - Denzil McNeilus, President/Owner
102 South Broadway
Rochester, MN 55904
(507) 282-2900

U.S. Bank - Greg Layton, V.P.
155 1st Ave SW
Rochester, MN 55902
(507) 285-7933

- Paul Barton, President
155 1st Ave SW
Rochester, MN 55902
(507) 285-7901

Also, Billing Concepts provides factoring capabilities of seventy percent (70%) of collectables.

- Yvette Shipley
7411 John Smith Drive, Ste. 200
San Antonio, TX
(210) 949-7123

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

Beyond the attached financial statement, any and all inquiries in reference to RapTel's, LLC's financial capabilities can be directed to the following:

Starling State Bank - Denzil McNeilus, President/Owner
102 South Broadway
Rochester, MN 55904
(507) 282-2900

U.S. Bank - Greg Layton, V.P.
155 1st Ave SW
Rochester, MN 55902
(507) 285-7933

- Paul Barton, President
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Rochester, MN 55902
(507) 285-7901

Also, Billing Concepts provides factoring capabilities of seventy percent (70%) of collectables.

- Yvette Shipley
7411 John Smith Drive, Ste. 200
San Antonio, TX
(210) 949-7123

**STATE OF FLORIDA
PUBLIC SERVICE COMMISSION**

In the Matter of the Application of)
) Docket No. _____
RapTel Communications, LLC)
for a Certificate of Public Convenience)
and Necessity to Provide Resold Long)
Distance Telecommunications Services)

**APPLICATION FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY**

RapTel Communications, LLC (hereinafter "RapTel") hereby requests that the Florida Public Service Commission ("PSC") issue a Certificate of Public Convenience and Necessity granting RapTel authority to provide resold interexchange telecommunications services in the State of Florida. In support thereof, the following information is provided:

1. Name and Address of Applicant

The full name of the Applicant and its business address is:

RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904
Telephone Number: (507) 292-5959
Facsimile Number: (507) 282-5915

The Representative of the Applicant to whom the PSC is requested to direct correspondence is:

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Telephone Number: (212) 546-9090
Facsimile Number: (212) 753-8101
E-mail Address: dklein@telfile.com

The Representative of the Applicant to whom the PSC is requested to direct other correspondence is:

Scott Bergs, Esq.
c/o Leonard, Street and Deinard
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
Telephone Number: (612) 335-1419
Facsimile Number: (612) 335-1657
E-mail Address: scott.bergs@leonard.com

The Registered Agent in the State of Florida is:

C T Corporation System
c/o C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

2. Certificate of Organization

RapTel was incorporated in the State of Minnesota under the name of Galaxy Telecommunications, LLC on December 9, 1999. An amendment to the Articles of Organization of Galaxy Telecommunications, LLC was filed with the Secretary of State of the State of Minnesota on February 2, 2000, amending the name from Galaxy Telecommunications, LLC to RapTel, Communications, LLC. A copy of its Certificate of Organization, Articles of Organization and Amendment to the Articles of Organization are collectively attached hereto as Exhibit 1. RapTel is certified to do business as a foreign corporation in the State of Florida. A copy of RapTel's authorization is attached hereto as Exhibit 2.

3. Shareholders and Officers

RapTel's Officers and Directors are as follows:

A.E. Birdseye - Governor/Member
Donald Soderberg - Governor/Member
Andrew Chafoulias - Secretary/Treasurer
Carl George - Governor/Member
Michael Blake - Chairman of the Board
Al Carlberg - Vice President
Clement Legault - President

RapTel has the technical and managerial resources necessary to provide customers in the State of Florida with high-quality resold long distance telecommunications services. RapTel's management possesses extensive management and technical experience in the telecommunications industry. A list of the Officers and Directors of RapTel, together with their managerial qualifications is attached hereto as Exhibit 3. The relevant operational and managerial experience of RapTel's Executive Management staff is set forth in Exhibit 3 attached hereto.

Customer complaints can be addressed by calling RapTel's Customer Service toll-free number available 24 hours a day, seven days a week (888) 876-8508 or by writing to:

RapTel's Issue Resolution Team
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

4. Financial Qualifications

In demonstration of its financial qualifications, copies of RapTel's Profit and Loss Statement covering the period of February, 2000 through March, 2001, is attached hereto as Exhibit 4. This financial statement demonstrates that RapTel has the financial ability to provide the services that it hereby requests authority to offer to the public.

5. Current Business Transactions

RapTel has received resold interexchange telecommunications authorization in the states of Iowa, Nevada, North Dakota, South Dakota, Texas and Wisconsin.

RapTel is in the process of petitioning all of the remaining states of the Union for resold interexchange telecommunications authority. In no instance has an application been denied or rejected.

6. The Services to be Offered by Applicant

RapTel intends to provide service indiscriminately to both residential and business class customers throughout the entire State of Florida. RapTel proposes to acquire and resell various voice and data communications services offered by interexchange carriers, and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying interexchange carriers at bulk rates and will be resold to Applicant's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the RapTel team will enable RapTel to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

In addition to reduced pricing, the introduction of RapTel services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of telephone service. Thus, PSC grant of this application will significantly serve the public interest through enhanced competition in the market for interexchange services through the addition of a well managed new entrant into the market.

7. Proposed Tariff

RapTel's proposed tariff is attached hereto as Exhibit 5.

CONCLUSION

In view of the foregoing, RapTel Communications, LLC respectfully submits that the Public Convenience and Necessity would be served by grant of its petition for certification to operate as resold non-facilities-based provider of long distance telecommunications services within the State of Florida.

Respectfully submitted,

RapTel Communications, LLC

By: 

David O. Klein, COO

Telecom Certification & Filing, Inc.

485 Madison Avenue, 15th Floor

New York, NY 10022-5803

Representative of RapTel Communications, LLC

STATE OF MINNESOTA


COUNTY OF _____

VERIFICATION

I, Clement Legault, declare that I am the President of RapTel Communications, LLC. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application and I declare that they are true and correct. In addition, I hereby assert my willingness to comply with all applicable federal and state laws, and the rules and orders of the Commission. Furthermore, I attest that for each area or exchange(s) that RapTel Communications, LLC proposes to serve, RapTel Communications, LLC agrees to offer the provisioning of service to all end-users within that area or exchange(s) on a non-discriminatory basis.


Clement Legault

Sworn to me before, the undersigned Notary Public on this the 31 day of August, 2000.


Notary Public

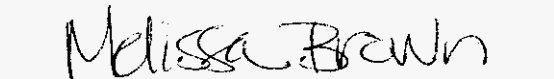

Print or Type Name



EXHIBIT 1

ARTICLES OF ORGANIZATION OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned organizer, being a natural person of 18 years of age or older, in order to form a limited liability company under the provisions of Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

NAME AND REGISTERED OFFICE

je

1.01 **Name.** The name of this limited liability company is GALAXY TELECOMMUNICATIONS, LLC.

1.02 **Registered Office.** The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

ARTICLE II

MEMBERS AND MEMBERSHIP INTERESTS

2.01 **Membership Interests.** The membership interests of this limited liability company shall be ordinary membership interests entitled to vote as provided by law consisting of one class, without series, with equal rights and preferences in all matters unless and until separate classes and/or series of membership interests are authorized by the Board of Governors pursuant to Section 2.02 of these Articles of Organization.

2.02 **Classes and Series of Membership Interests.** The Board of Governors of this limited liability company may, from time to time, establish by resolution different classes and/or series of membership interests and may fix the rights and preferences of said membership interests in any class or series.

2.03 **Preemptive Rights.** No member of this limited liability company shall have any of the preemptive rights provided in Minn. Stat. Section 322B.33.

2.04 **Cumulative Voting.** No member of this limited liability company shall have the right to cumulate his, her or its votes in the election of governors or for any other purpose whatsoever.

2.05 **Transfer of Governance Rights.** A member may assign and transfer his, her or its governance rights with less than unanimous consent of the members of this limited liability company if and to the extent permitted in a member control agreement.

MINUTES OF THE FIRST MEETING OF
THE BOARD OF GOVERNORS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the Governors of GALAXY TELECOMMUNICATIONS, LLC, a Minnesota limited liability company, who are named as first Governors in the Record of Action of the Organizer of the company dated December 9, 1999, which has been placed in the minute book preceding these minutes, and constituting a quorum of the Board of Governors of said Company, held the first meeting at the offices of the Company in Rochester, Minnesota, on the 9th day of December, 1999 at 10:00 A.M.

The following Governors of the Company were present:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault

Upon motion and by unanimous vote, _____ was elected temporary Chairman and _____ was elected temporary Secretary of the meeting.

The Chairman announced that the meeting was held pursuant to a Written Consent and Waiver of Notice signed by the Board of Governors of the Company named as such in the Record of Action of the Organizer; such Waiver and Consent was presented to the meeting and, upon motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the minute book of the Company.

The Chairman stated that the original Articles of Organization of the Company had been filed in the office of the Minnesota Secretary of State on December 9, 1999. The Chairman presented to the meeting a certified copy of said Articles of Organization which were unanimously approved by the Board of Governors and the Secretary was instructed to insert the Articles in the minute book of the Company.

The matter of the adoption of the Operating Agreement for the regulation of the Company was next considered. The Secretary presented to the meeting a form of Operating Agreement which Operating Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Operating Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Operating Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Operating Agreement and to insert said Operating Agreement as so certified in the minute book of the Company in the place provided therefor.

The matter of the adoption of the Member Control Agreement was next considered. The Secretary presented to the meeting a form of Member Control Agreement which Member Control Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Member Control Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Member Control Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Member Control Agreement and to insert said Member Control Agreement as so certified in the minute book of the Company in the place provided therefor.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the Company hereby accepts the Contribution Agreements of A. E. Birdseye, Donald Soderberg, Andrew Chafoulias, Carl George, Michael Blake, Al Carlberg and Clement LeGault and that the Company issue units of one class, common, and one series, voting, to the aforementioned persons in the following amounts:

A. E. Birdseye	100 units
Donald Soderberg	100 units
Andrew Chafoulias	100 units
Carl George	100 units
Michael Blake	100 units
Al Carlberg	250 units
Clement LeGault	250 units

RESOLVED FURTHER, that the Financial Rights and Governance Rights of the Members shall be as specified in Schedule A of the Member Control Agreement, to-wit:

	<u>Financial Rights</u>	<u>Governance Rights</u>	<u>Units</u>
A. E. Birdseye	10%	10%	100
Donald Soderberg	10%	10%	100
Andrew Chafoulias	10%	10%	100
Carl George	10%	10%	100
Michael Blake	10%	10%	100
Al Carlberg	25%	25%	250
Clement LeGault	25%	25%	250

RESOLVED FURTHER, that the value of the contribution of each Member shall be as stated in the Contribution Agreement of each member and/or as valued on Schedule "A" to the Member Control Agreement.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the acts and contracts of the organizer of this Company pertaining to the organization of this Company are hereby ratified and approved, and the Managers of this Company are authorized and directed to pay the expenses of organization and to reimburse the persons advancing funds to the Company for this

purpose.

The meeting proceeded to the election of Managers of the Company.

The following persons were duly elected to the offices indicated after their names, and their salaries were set as follows:

_____	President (Chief Manager)	\$
_____	Vice President	\$
_____	Secretary	\$
_____	Treasurer	\$

Each accepted their respective office, and thereafter the President presided at the meeting as Chairman and the Secretary recorded the minutes.

The Chairman stated that it would be desirable to authorize a Company bank account with

_____. After discussion, upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that this organization establish one or more deposit accounts with _____ upon such terms as may be agreed upon with that bank and that the President and Treasurer of this organization are authorized to establish such an account.

RESOLVED FURTHER, that _____ are authorized to draw checks on that account, signed, as provided herein with signatures certified to the bank by the Secretary of this organization. The bank is authorized to honor and pay all checks so signed, including those drawn to the order of any manager or any person authorized to sign them.

The President next proposed that it would be advisable for the Company to establish the Company's fiscal year. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the fiscal year of this Company shall end on December 31 of each year.

The President then stated that it would be appropriate to establish the date the Company would commence doing business. After noting that everything appeared to be in order to commence business, and after further discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that this Company commence doing business the 9th day of December, 1999.

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned, being all of the Governors of the Company, hereby subscribe their names.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

Al Carlberg

Clement LeGault

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

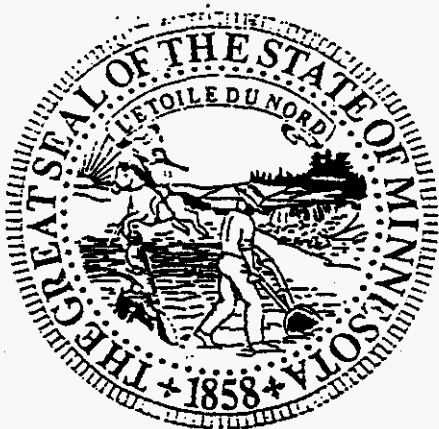
This limited liability company is now legally organized under the laws of Minnesota.

Name: GALAXY TELECOMMUNICATIONS, LLC

Charter Number: 14190-LLC

Chapter Formed Under: 322B

This certificate has been issued on 12/08 1999.



Mary Kiffmeyer
Secretary of State.

RECORD OF ACTION OF THE ORGANIZER

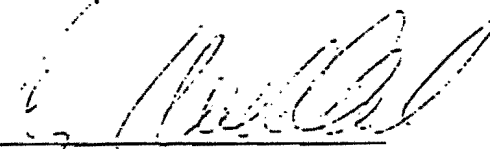
OF

GALAXY TELECOMMUNICATIONS, LLC

INASMUCH as Minnesota Statutes, Section 322B.60 provides that the organizer of a limited liability company may, by written action, elect the first board of governors of the company,

NOW, THEREFORE, the undersigned, being the organizer of GALAXY TELECOMMUNICATIONS, LLC records that effective the 9th day of December, 1999, he hereby elects the following persons as governors of the company to serve until the next regular meeting of members and until their successors shall have been elected and shall have qualified:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault



Craig W. Wendland

14190-LLC

AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
GALAXY TELECOMMUNICATIONS, LLC

I, the undersigned Organizer of GALAXY TELECOMMUNICATIONS, LLC, a limited liability company subject to the provisions of Chapter 322B Minnesota Statutes, do hereby certify that the resolutions as hereinafter set forth were adopted by the unanimous written authorization of the members and governors of this Company on January 31, 2000.

"RESOLVED, that Article I. of the Articles of Organization of this Company dated December 8, 1999, as same may have been amended from time to time, be amended vacated, abrogated and repealed and replaced with amended Article I. to read as follows:

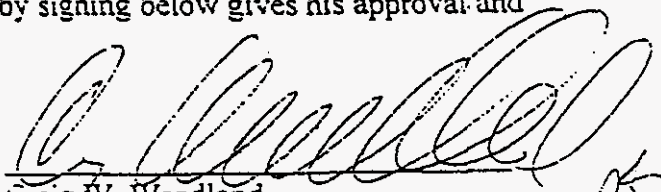
ARTICLE I.

NAME AND REGISTERED OFFICE

1.01 Name. The name of this limited liability company is RapTel Communications, LLC. ✓

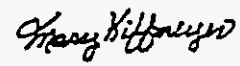
1.02 Registered Office. The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

IN WITNESS WHEREOF, the undersigned by signing below gives his approval and ratification to such action.


Craig W. Wendland PK

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB - 2 2000


Secretary of State

JOINT WRITTEN RECORD OF ACTION IN LIEU OF
A MEETING OF THE GOVERNORS AND MEMBERS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the governors and members of GALAXY TELECOMMUNICATIONS, LLC do hereby certify that the following is a written record of action as permitted by Minnesota Statutes effective as of January 31, 2000.

1. RESOLVED, that the governors and members of this Company hereby recommend, approve and adopt the proposed Amendment to the Articles of Organization of this Company ("Amendment") and hereby authorize and direct Craig W. Wendland, as attorney for the Company and as organizer of the Company, to execute the Amendment and send same to the appropriate office for filing.

IN WITNESS WHEREOF, the undersigned by signing below give their approval and ratification to such action.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

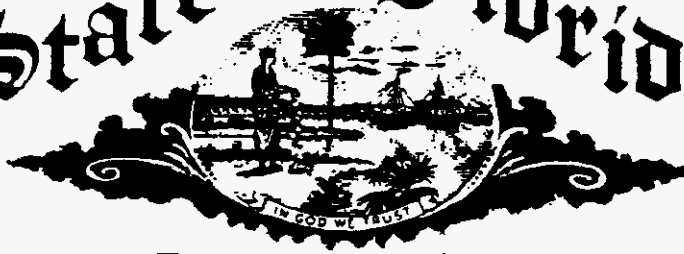
Michael Blake

Al Carlberg

Clement LeGault

EXHIBIT 2

State of Florida



Department of State

I certify the attached is a true and correct copy of the application by RAPTEL COMMUNICATIONS, LLC, a Minnesota limited liability company, authorized to transact business within the state of Florida on June 5, 2000, as shown by the records of this office.

The document number of this limited liability company is M00000001110.

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



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

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

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

1. RapTel Communications, LLC
(Name of foreign limited liability company)

2. Minnesota
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 41-1956959
(FEI number, if applicable)

4. 12/09/1999
(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. 111 South Broadway, Suite 301
Rochester, MN 55904
(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:

See attachment.

00 JUN -5 AM 9 41
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: to engage in the
wholesale purchase and resale of telecommunication services and activities
related thereto.

Clement A. Legault
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.)

Clement Legault, Member
Typed or printed name of signee

RapTel Communications, LLC

List of Managing Members and Governors

Clement Legault
P.O. Box 249
Rochester, MN 55903

Al Carlberg
2381 Pickwick Drive
Henderson, NV 89014

Mike Blake
910 Folwell Drive SW
Rochester, MN 55902

Carl George
2212 Olive Avenue South
Minneapolis, MN 55405

Art Birdseye
Rochester International Airport
Rochester, MN 55902

Don Soderberg
P.O. Box 7101
Rochester, MN 55903

Andy Chafoulias
P.O. Box 249
Rochester, MN 55903

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RapTel Communications, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

C T Corporation System

Michelle R. Justesen, Asst Secy
(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

EXHIBIT 3

PARTNERS

Clement Legault
P.O. Box 1074
Fairbault, MN 55021
507-292-5959
fax 507-282-5915

Al Carlberg
2381 Pickwick Drive
Henderson, NV 89014
702-454-5703

Mike Blake
910 Folwell Drive SW
Rochester, MN 55902
507-252-5300
fax 507-252-5511

Carl George
2212 Olive Ave South
Minneapolis, MN 55405
612-381-1283
fax 612-333-3299

Art Birdseye
Rochester Intern. Airport
Rochester, MN 55902
507-288-5969
fax 941-498-1229 (FL)

Don Soderberg
P.O. Box 7101
Rochester, MN 55903
507-288-4213
fax 507-288-8208

Andy Chafoulias
P.O. Box 249
Rochester, MN 55903
507-289-5556
fax 507-282-5915

Clement D. Legault

PROFESSIONAL EXPERIENCE:

1992 to Present **Independent Consultant**

Clement D. Legault develops, implements, and consults to a variety of clients focusing on enhancing present distribution and developing new channels of distribution, focusing on sales and marketing development.

Offers comprehensive, modular marketing approach to various distribution channels.

1988 to 1992

CAMBRIDGE CELLULAR, INC.
Vice President, Sales and Marketing

Reported directly to the President. Responsible for local, regional, and national marketing and sales activities.

Directed strategic forces of Ameritech Mobile Communications, Inc. via Agent Program to balance sales/marketing approach focusing on retailers.

Introduced new channels of distribution. Personally developed the Tru Value and Ace Hardware programs making them the largest channels of distribution in the country.

1984 to 1988

SALES DYNAMICS, INC.
President

Sales and Marketing firm specializing in developing channels of distribution and implementing the system designed. Developed sales training system for various companies. Focused on planning, directing, and coordinating the efforts of marketing and sales personnel toward the accomplishment of corporate objectives. Clients included Fortune 100, Fortune 500, and various small companies. Responsible for the *800 Doctor Program* - teaching doctors how to increase patient base.

1980 to 1984

GALAXY FURNITURE, INC.
President

Coordinated and directed the activities of the corporation in accordance with the policies and objectives established by the directors. Specific functions included assisting in the development of policies regarding all corporate functions and directing management in all business activities. Responsibilities also included directing the buying and merchandising activities of the corporation.

1975 to 1980

**INTERNATIONAL HOME MARKETING, INC.
INTERNATIONAL HOME FURNISHINGS, INC.
Sales Manager, Store Manager
Director of Marketing**

Responsibilities included the operation and profitability of the retail stores. Duties included controlling operating costs; implementing merchandising/sales programs; supervising store management; and supervising all other store related activities.

Responsibilities grew to marketing the company's products and services in compliance with such corporate objectives as maximizing sales volume, profitability, and market share. Developed sales programs and appraised their results against planned objectives and approved the expense budgets for sales personnel for all stores. Increased sales for international home marketing ten fold.

1972 to 1975

**STEED INDUSTRIES, INC.
Sales Representative, Sales Manager, Sales Trainer**

Responsibilities included the sales and marketing of the company's products to the automotive after market dealer. Responsibilities grew to include managing sales force within that market. Reported, tracked, and developed sales goals for regional area. Areas of responsibility grew to include all sales training and developing sales training programs. Became the company's youngest national sales trainer and established all new sales performance records.

1970 to 1972

**STATE LIFE INSURANCE
Sales Representative**

Responsibilities included sales effort in marketing various insurance benefits to clients. Attained Million Dollar Round Table within four months and by first year end ranked sixth nationwide.

EDUCATIONAL CREDENTIALS:

**Bachelor of Arts and Science
Southern Illinois University, Carbondale, Illinois**

In an effort to develop and grow both personally as well as professionally, I have actively participated in sales and marketing seminars such as Zig Ziglar, J. Douglas Edwards, and Dale Carnegie Institute.

AL CARLBERG

2331 Pickwick Dr.
Henderson, Nevada 89014
Phone: (702) 454-5703

MANAGEMENT QUALIFICATIONS

- Twenty five (25) plus years of successful experience in marketing, sales, management.
- Sound organization skills.
- Superior ability to select, hire, train, supervise and build a successful marketing and sales team.
- Excellent speaker, motivator and leader
- Success in exceeding goals for marketing and sales.
- Outstanding interpersonal skills.

EDUCATIONAL ACHIEVEMENTS

WHITWORTH COLLEGE, Spokane, Washington
M.A. in Education 1969

THE COLLEGE OF IDAHO, Caldwell, Idaho
B.A. in English and Social Studies 1963

WORK EXPERIENCE

RAPTEL COMMUNICATIONS, Inc., (1999-Present)
Co-Owner

- Designed national marketing program.
- Worked jointly with owners and board members to complete required phases to obtain national re-seller agreement from Qwest Communications.
- Assist with budget.
- Design marketing tools.

NOS COMMUNICATIONS, 1998-1999
Manager

- Supervised Long Distance Sales team.
- Trained Sales Representatives.
- Assisted sales staff with final closings.
- Provided routine management reports.

U S WEST COMMUNICATIONS, 1997-1998

Marketing Representative.

- Successfully completed three month training program of information regarding all products and services offered to residential and business customers of U S West.
- Initiated, processed and follow-up work provided for orders requesting: local and long distance services, market expansion lines, roll over numbers, set up of 800 numbers, voice mail, all variations of call forwarding, dual service, internet, wireless, all variations of fax lines and services, pagers, centers...

MARKETING AND SALES CONSULTANT, Scottsdale, AZ (1992-1996)

Self employed as a Marketing/Sales Consultant for retirement communities, assisted living and skilled nursing facilities.

SPRING MANAGEMENT COMPANY, Phoenix, AZ (1989-1992)

Vice President of Marketing.

RETIREMENT CENTERS OF AMERICA, Phoenix, AZ (1983-1989)

Regional Marketing Director.

Retirement Centers of America developed and operated CCRC and life-care retirement communities. My responsibilities included all aspects of the marketing of Retirement Communities and Health Care Centers throughout the United States.

EVERGREEN REALTY, Coeur d'Alene, Idaho (1972-1983)

Owner and Broker.

- owned and operated real estate firm.
- Listed, sold, developed and managed all forms of real property.

MIDDLETON HIGH SCHOOL, Middleton, Idaho (1963-1972)

- Teacher for Government and History.
- Head Basketball Coach and Athletic Director.

References Available Upon Request

Jonathan R. Ewing

1322 E. Sheena Dr.
Phoenix, Az 85022

Tel # (602) 789-1110
Fax # (602) 789-1010

Summary of Qualifications

Proven Professional offering more than 20 years of highly successful Sales and Management experience reflecting demonstrated performance and recognized accomplishment in the following significant areas:

Sales / Marketing

- > Strong prospecting, territory development, and cold calling
- > Solid account management, client relations, customer service and satisfaction
- > Developing and implementing successful sales programs and marketing strategies

Operations

- > Providing leadership, motivation and direction
- > Instituting standards of quality and service
- > Controlling costs and increasing profitability

Personal Development

- > Promoting teamwork with emphasis on communication and customer service
- > Recruiting, selection, training and motivation of quality staff
- > Assisting in employee development and advancement

Quickly establish positive client rapport and beneficial ongoing relations.
Personably and intuitively relate to customers across socio-economic levels.

Exceptional, intuitive negotiation and closing skills. Profit oriented, assertive and persuasive, yet flexible when meeting changing needs of customers.

Excellent oral and written communicator with a strong phone presence. Carefully listen to quality potential client, assess needs, and influentially recommend products and services.

Extremely organized. Efficiently set and achieve energetic schedules and agendas. Productively perform independently or as a contributing member of a group.
Proven Team Player!

Attention to detail and thorough follow through enhance ability to render prompt, knowledgeable decisions and diplomatic, cost-effective resolution to problems and client concerns.

Conscientious, confident, and extremely dependable producer. Voluntarily put forth extra effort to achieve goals and objectives.

Professional Overview:

Mar. 1999- Team Manager

Present

N.O.S. Communications

Successfully manage team of employees cold calling in a nationwide telecommunications industry. Teach and develop opening prospects and closing skills.

April 1997- Sales Consultant-

Jan. 1998 US West Communications

1993- Sales Consultant-

1997 MCI Communications

1989- Directory Assistance Operator-

1993 US West Communications

1980- General Manager /President

1989 Jonathan Ewing Company, Phoenix, Arizona

Successfully manage all aspects of this profitable home improvement and residential remodeling concern including all sales, personnel, administrative and accounting functions.

Effectively conduct market research and territory development. Create and implement sales strategies and promotions, as well as write and purchase advertising. Develop sales goals and quotas, plus initiate sales programs and direct the activities of five sales closing specialists.

Successfully prospect and cold call potential clients; perform account management and continued customer service to achieve maximum customer satisfaction. Established and sustain a highly productive referral / networking system and beneficial client relations base.

Recruit, interview and hire telemarketing, production and support personnel. Provide ongoing training, motivation and supervision for up to 30 employee prepare project and staff schedules.

Serve as principal liaison with manufacturers, conduct vendor negotiations and all production material purchases. Review invoicing to ensure agreement terms and billing accuracy.

Monitor office operations, institute incentive programs, evaluate, assist and advance staff to ensure a positive, motivated working environment. Observe onsite progress, troubleshoot and resolve problems, conduct final inspection of complete projects.

> Profitably developed and cultivated \$40-thousand in weekly sales and an overall multi-million dollar sales portfolio.

1975-

Independent Manufacturer's Representative

EXHIBIT 4

RAPTEL COMMUNICATIONS
Profit & Loss Statement

	2000 Feb	2000 Mar	2000 Apr	2000 May	2000 Jun	2000 Jul	2000 Aug	2000 Sep	2000 Oct	2000 Nov	2000 Dec	2001 Jan	2001 Feb	2001 Mar	Total
Revenues:															
Number of new Mels	-	-	-	500	1,000	2,000	4,000	6,000	10,000	15,000	25,000	25,000	50,000	50,000	188,500
Profit per Mel	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00
Mel Profits	\$ -	\$ -	\$ -	\$ 2,500	\$ 5,000	\$ 10,000	\$ 20,000	\$ 30,000	\$ 50,000	\$ 75,000	\$ 125,000	\$ 125,000	\$ 250,000	\$ 250,000	\$ 942,500
Number of new inmates															
Average phone bill	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00
	\$ -	\$ -	\$ -	\$ 9,000	\$ 18,000	\$ 36,000	\$ 72,000	\$ 108,000	\$ 180,000	\$ 270,000	\$ 450,000	\$ 450,000	\$ 900,000	\$ 900,000	\$ 3,393,000
Prior month revenues	\$ -	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 172,500	\$ 280,600	\$ 460,690	\$ 730,710	\$ 1,180,705	\$ 1,630,700	\$ 2,530,690	\$ 7,113,095
Less: Customer loss prior mo.	-	-	-	-	-	-	-	(29,900)	(49,910)	(74,980)	(125,005)	(125,005)	(250,010)	(274,988)	(929,798)
Carry over from prior month	\$ -	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 142,600	\$ 230,690	\$ 385,710	\$ 605,705	\$ 1,055,700	\$ 1,380,690	\$ 2,255,702	\$ 6,183,297
Gross Revenues	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 172,500	\$ 280,600	\$ 460,690	\$ 730,710	\$ 1,180,705	\$ 1,630,700	\$ 2,530,690	\$ 3,405,702	\$ 10,518,700
DOS:															
# of Customers	-	-	-	500	1,500	3,500	7,500	12,200	20,030	31,770	51,335	70,900	110,030	148,074	
Ave # minutes	120	120	120	120	120	120	120	120	120	120	120	120	120	120	
Total minutes	-	-	-	60,000	180,000	420,000	900,000	1,464,000	2,403,600	3,812,400	6,160,200	8,508,000	13,203,600	17,768,880	54,880,680
Cost per minute	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085
	\$ -	\$ -	\$ -	\$ 5,100	\$ 15,300	\$ 35,700	\$ 76,500	\$ 124,440	\$ 204,306	\$ 324,054	\$ 523,617	\$ 723,180	\$ 1,122,306	\$ 1,510,355	\$ 4,664,858
Billing Charge (\$2/stmt)	-	-	-	1,000	3,000	7,000	15,000	24,400	40,060	63,540	102,670	141,800	220,060	296,148	914,878
Gross Profit	\$ -	\$ -	\$ -	\$ 7,400	\$ 22,200	\$ 51,800	\$ 111,000	\$ 180,560	\$ 296,444	\$ 470,196	\$ 759,758	\$ 1,049,320	\$ 1,628,444	\$ 2,191,495	\$ 6,768,817
Expenses:															
Sales Salaries(Clem/Al)	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 151,620
P/R Employer Costs	-	-	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	16,920
Sales Commissions(\$0.15/pm)	-	-	-	900	2,700	6,300	13,500	21,960	36,054	57,186	92,403	127,620	198,054	266,533	823,210
Billing Service (\$1.85/customer)	-	-	-	925	2,775	6,475	13,875	22,570	37,056	58,775	94,970	131,165	203,556	273,937	846,077
Legal/Accounting	2,479	5,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	19,479
Legal-Tariffs	-	8,750	7,300	7,300	36,650	10,000	-	-	-	-	-	-	-	-	70,000
Insurance	-	-	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Travel/Lodging	1,000	2,500	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	87,500
Postage/Shipping	-	-	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	45,600
Rent	-	-	-	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	13,200
Office Supplies	-	300	300	300	300	300	300	300	300	300	300	300	300	300	3,900
Printing	-	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	32
Telephone 800#	-	500	500	750	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	11,000
Telephone	-	350	125	125	125	125	125	125	125	125	125	125	125	125	1,850
Cell Phones	-	400	400	800	800	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	11,400
Telemarketing/customer support/admi	-	-	1,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	92,600
Outside Consultants	3,100	1,900	1,000	-	-	-	-	-	-	-	-	-	-	-	6,000
Miscellaneous	500	500	500	500	500	500	500	500	500	500	500	500	500	500	7,000
Administrative salaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advertising	1,300	500	5,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	34,300
Equip. leases	-	-	-	300	300	300	300	300	300	300	300	300	300	300	3,300
Utilities	-	-	-	75	75	75	75	75	75	75	125	125	150	150	1,150
	\$ 19,209	\$ 34,030	\$ 43,265	\$ 50,815	\$ 84,065	\$ 64,915	\$ 69,515	\$ 86,670	\$ 115,250	\$ 158,151	\$ 229,563	\$ 301,000	\$ 443,825	\$ 582,685	\$ 2,282,957
Net Profit	\$ (19,209)	\$ (34,030)	\$ (43,265)	\$ (43,415)	\$ (61,865)	\$ (13,115)	\$ 41,485	\$ 93,890	\$ 181,195	\$ 312,046	\$ 530,195	\$ 748,320	\$ 1,184,620	\$ 1,608,810	\$ 4,485,661

Additional items requiring cash:
3 computers / printers
Office furnishings

6000 April
10000 May

EXHIBIT 5

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of long distance telecommunications services provided by RapTel Communications, LLC, through its Underlying Carrier(s). RapTel Communications, LLC 's principal offices are located at 111 South Broadway, Suite 301, Rochester, MN 55904. This tariff applies to services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: November 8, 2000

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

CHECK SHEET

Sheet 1 through 29 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original

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Section 2 -- Rules and Regulations 8

Section 3 -- Description of Service 17

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SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting in an Increase to a Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting in a Reduction to a Customer's Bill
- T - Change in Text or Regulation but no Change in Rate or Charge

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TARIFF FORMAT

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the FPSC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).
- D. Check Sheets** - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a RapTel's Underlying Carriers network switching center.

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

Company or Carrier - RapTel Communications, LLC

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

Calling Card - A card issued by the Company, the customer's Local Exchange Company, authorized vendor, or other common carrier which allows the customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on the Calling Card, which may also be referred to in this tariff as a PIN.

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

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

FPSC - Florida Public Service Commission.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Holidays - RapTel Communications, LLC's recognized holidays are New Year's Day (January 1), Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day (July 4), Labor Day, Columbus Day, Thanksgiving Day, and Christmas Day (December 25).

Local Exchange Company - A company which furnishes local exchange telephone service.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

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

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a customer to use with a designated 800 number, or other access number, to access the Underlying Carrier's network.

Underlying Carriers - Those FPSC approved telecommunications service providers whose services the Company resells to its customers under the provisions of this tariff.

Issued: November 8, 2000
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SECTION 2 - RULES AND REGULATIONS

2.1 Contact Information

2.1.1 Customer complaints, bill inquiry, new service or disconnect requests:

RapTel Issue Resolution Team
Customer Service Department
111 South Broadway, Suite 301
Rochester, MN 55904

2.1.2 Commission contact - tariff information:

Mr. Clement Legault
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

2.1.3 Commission Contact Complaints:

Mr. Clement Legault
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

2.1.4 Arizona Agent:

C T Corporation System
c/o C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Issued: November 8, 2000

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111 South Broadway, Suite 301
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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.2 Undertaking of RapTel Communications, LLC

RapTel Communications, LLC's facilities are furnished for communications originating at specified points within the State of Florida under terms of this tariff.

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

The Company's services are provided, through its Underlying Carrier, on a monthly basis unless ordered on a longer time basis, and are available 24 hours per day, seven days per week.

2.3 Limitations

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

2.3.2 RapTel Communications, LLC reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.

2.3.3 All services provided under this tariff are directly controlled by RapTel Communications, LLC and the customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.3 Limitations (contd.)

2.3.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.4 Liabilities of the Company

2.4.1 RapTel Communications, LLC's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.4.2 RapTel Communications, LLC shall be indemnified and held harmless by the customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Underlying Carrier's facilities.
- (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by RapTel Communications, LLC, through its Underlying Carrier.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.5 Interruption of Service

2.5.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the customer within the customer's control, or is not due to the wiring or equipment, if any, furnished by the customer and connected to the Underlying Carrier's facilities.

2.5.2 For the purposes of credit computation, every month shall be considered to have 720 hours.

2.5.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

2.5.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.6 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer obtained service fraudulently; or
- 2) A safety hazard is found on the customer's premises.

2.7 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.8 Billing Periods

The Customer will receive an itemized statement of account after the 30-day cycle.

2.9 Understanding Your Statement of Account

Your statement will outline specific charges or adjustments for RapTel Communications, LLC's services incurred and paid for during the preceding 30-day period.

2.10 Questions About Your Bill

If the customer has questions about RapTel Communications, LLC's charges that may appear on its bill, the customer may call the RapTel Communications, LLC service representative toll free at (888) 876-8508 or RapTel Communications, LLC's designated billing agent.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.11 Pay By Mail

A return envelope is included with each customer's bill. If the return envelope is unavailable, customers should contact the customer service telephone number indicated on the bill for the appropriate address.

2.12 Lost Bills

If a bill is lost, the customer should call the RapTel Communications, LLC service representative or RapTel Communications, LLC's designated billing agent for the amount due. Customers should be sure to include their account number, name, address and telephone number with payment.

2.13 Forms of Payment

For the protection of the customer, customers should send checks or money orders payable in United States dollars with their account number, area code, and telephone number included. Cash should not be sent. Unless otherwise required by law, tariff or Commission order, partial payments received without customer direction will be prorated by RapTel Communications, LLC.

2.14 Return Check Charges

If a customer's check is returned by the bank, a charge will be added to the customer's next monthly telephone bill. A fee of \$25.00, or five percent of the amount of the check, whichever is greater, will be charged for each check returned for insufficient funds.

2.15 Late Payments

RapTel Communications, LLC's service representative or RapTel Communications LLC's designated billing agent should be contacted if a bill cannot be paid on time; special payment arrangements may be possible in case of illness or other circumstances beyond one's control. Late payments may be subject to a late charge and/or may result in telephone service being suspended. A late fee of 1.5% monthly will be charged on any past due balances.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.16 Requirements for Service Restoral After Suspension for Non-Payment

In most cases, all charges billed for service must be paid before service will be restored. This would include any amount which may have been received on a new bill. There is also a charge to restore service, which will be billed to the customer's account.

2.17 Responsibility of the Company

The Company endeavors to provide the best long distance service possible, through its Underlying Carrier, at a fair and competitive price. In turn, the customer is responsible for paying his bills on time and must report any problems in a timely manner so that they can be corrected.

2.18 Frequency Restrictions

There are no frequency restrictions.

2.19 Cancellations

Customers may cancel their service at any time through written instruction.

2.20 Nonpayment

The Company's designated billing agent will contact a customer when their payment is late. At the point where payment exceeds 60 days late, the customer may be turned over to a collection agency and the customer's service may be terminated. Suspension or termination of service shall not be made without five (5) working days' written notice to the customer, except in extreme cases. The written notice shall be separate and apart from the regular monthly bill for service.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.21 Credit for Incomplete Calls

When a customer calls in and identifies that specific calls were incomplete, the Company's Customer Service department has the capability to credit the Customer's account. In the event that the call was incomplete, the Company will automatically credit the customer's account.

2.22 Deposits

The Company does not require a deposit from the customer.

2.23 Advanced Payments

The Company does not require advance payments.

2.24 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.25 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make a complaint to the FPSC for review and disposition of the matter.

2.26 Minimum Call Completion Rate

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

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.27 Taxes

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

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SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

The Company's charges are based on the actual usage of the Company's services, through its Underlying Carrier, in addition to any special features and/or service options, utilized by the customer. Charges begin when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the Underlying Carrier sends a signal to the switch. Charges cease when either party (called or calling) hangs up, unless chained calling is permitted and, in such case, the charges will cease when the calling party hangs up.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the non-facilities based, switchless resale services offered by various Underlying Carriers. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State.

Each service customer is charged individually for each call on a conversation minute basis. Each call is measured and charged at the applicable rate for the initial six (6) second period or fraction thereof, and then at the applicable rate for each additional six (6) second period or fraction thereof. The minimum length of a call is six (6) seconds. See Section 4, Rates, for the applicable rate schedule.

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SECTION 3 - DESCRIPTION OF SERVICE

3.2 Long Distance Network Service (contd.)

Dedicated access circuits may be provided and billed by the Underlying Carrier. Dedicated access channels may be purchased from carriers other than the Underlying Carrier(s) only in accordance with FPSC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

3.3 Calling Card Service

3.4.1 This service permits use of a Calling Card to access and pay for the Company's telecommunications services.

3.4.2 Customers obtain the service by dialing an 800 number or other Access Codes to access the Underlying Carrier(s) network. The customer is prompted by an automated voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when the called party hangs-up.

3.4 Directory Assistance Service

Directory Assistance Service is provided by RapTel's Underlying Carrier(s) to assist subscribers in obtaining telephone numbers.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.5 Accessing Service

The service provided by the Company, through its Underlying Carrier (s), is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carrier(s). Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carrier(s).

3.6 Availability of Service

The services provided through the Company, are available where equal access and the Underlying long distance Billing Systems are provided.

3.7 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carrier(s) are available. The services offered by the Company are not intended to be limited geographically.

3.8 Timing of Calls

3.8.1 The customer's long distance usage charge is based on the actual usage of RapTel Communications, LLC's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.

3.8.2 The minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.

3.8.3 There is no charge applied for incomplete calls.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.9 Market Expansion Line Service

A remote call forwarding feature which enables Customers to forward their extensions to outside interstate long distance telephone lines. The Company's telephone system supports this feature offered by the local exchange carrier ("LEC") in the city where the local number is established without offering the enhanced call forwarding features. The Company provides the interstate long distance line that ports the call from the LEC central office to the terminating station located in an outside calling area.

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SECTION 4 - RATES

4.1 Long Distance Network Usage Rates

4.1.1 The calls placed through the Company are rated using one of the following schedules.

4.1.2 Day, Evening and Night rate periods apply to Long Distance Network usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including, 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

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SECTION 4 - RATES (contd.)

4.2 Long Distance Network And Calling Card Usage Rates

4.2.1 Florida Intrastate Intralata Rates (Switchless Resale)

4.2.1.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min
Silver <i>No minimum</i>	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min

4.2.1.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min
Silver <i>No minimum</i>	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min

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SECTION 4 - RATES (contd.)

4.2 Long Distance Network And Calling Card Usage Rates (contd.)

4.2.1 Florida Intrastate Intralata Rates (Switchless Resale) (contd.)

**4.2.1.C Schedule C
(dedicated to dedicated service)**

	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min
Silver <i>No minimum</i>	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min

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SECTION 4 - RATES (contd.)

4.2 Long Distance Network And Calling Card Usage Rates

4.2.2 Florida Intrastate Interlata Rates (Switchless Resale)

4.2.2.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min
Silver <i>No minimum</i>	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min

4.2.2.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min
Silver <i>No minimum</i>	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min

Issued: November 8, 2000

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

SECTION 4 - RATES (contd.)

4.2 Long Distance Network And Calling Card Usage Rates (contd.)

4.2.2 Florida Intrastate Interlata Rates (Switchless Resale) (contd.)

4.2.2.C Schedule C
(dedicated to dedicated service)

	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min	\$0.145/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min	\$0.155/min
Silver <i>No minimum</i>	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min	\$0.165/min

4.2.3. Inbound 800 Service

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min
Silver <i>No minimum</i>	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min

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RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

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SECTION 4 - RATES (contd.)

4.2 Long Distance Network And Calling Card Usage Rates (contd.)

4.2.4 Calling Card Service

4.2.4.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

4.2.4.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

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111 South Broadway, Suite 301
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SECTION 4 - RATES (contd.)

4.2 Long Distance Network And Calling Card Usage Rates (contd.)

4.2.4 Calling Card Service (contd.)

4.2.4.C Schedule C
(dedicated to dedicated service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

4.3 Directory Assistance Service

4.3.1 RapTel Communications, LLC's customers will be charged the following per call charge for each directory assistance call, provided by its Underlying Carrier(s). The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge \$0.99

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RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.4 Calling Card Service

4.4.1 Customers will be billed the following operator handling charge for each automated operator assisted Calling Card call, provided by its Underlying Carrier(s).

Per Call Charge	\$1.50
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4.4.2 Customers will be billed the following per call surcharge for Calling Card services.

Per Call Charge	\$1.25
-----------------	--------

4.5 Monthly Service Charge

4.5.1 Customers will be billed the following monthly service charge for all services, excluding Market Expansion Service.

Monthly Service Charge	\$4.95
------------------------	--------

4.6 Market Expansion Line Service Charges

*Cost per Minute	\$0.15
*Set up Fee	\$5.00
*Monthly Service Charge	\$5.00

* Does not include, and is made subject to, any charges imposed by the Local Exchange Carrier.

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RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.7 Exemptions and Special Rates

4.7.1 Discount for Hearing Impaired Customers:

A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, calls placed between TDDs. The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period. Discounts do not apply to surcharges or per call add on charges for operator service when the call is placed by a method that would normally incur the surcharge.

4.7.2 Operator Assistance for Handicapped Persons:

Operator station surcharges will be waived for operator assistance provided to a caller who identified him or herself as being handicapped and unable to dial the call because of a handicap.

4.7.3 Directory Assistance for Handicapped Persons:

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

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By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@telfile.com

November 7, 2000

VIA FEDERAL EXPRESS

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

DEPOSIT
D386

DATE
NOV 13 2000

Re: RapTel Communications, LLC

Dear Sir or Madam:

Enclosed for filing, please find one original and six (6) copies of RapTel Communications, LLC's application form for authority to provide interexchange telecommunications service between points within the State of Florida. In addition, please find check number 005051 in the amount of Two Hundred Fifty Dollars (\$250.00) to cover the application fee.

At your earliest convenience, please date stamp the copy of this cover letter and return to the above-referenced address in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

AR/2112-03/39645

00039645;1



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090
FAX (212) 753-8101
e-mail: dklein@telfile.com

November 7, 2000

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

DEPOSIT DATE
D380 NOV 13 2000

001683-TI

Re: RapTel Communications, LLC

Dear Sir or Madam:

Enclosed for filing, please find one original and six (6) copies of RapTel Communications, LLC's application form for authority to provide interexchange telecommunications service between points within the State of Florida. In addition, please find check number 005051 in the amount of Two Hundred Fifty Dollars (\$250.00) to cover the application fee.

At your earliest convenience, please date stamp the copy of this cover letter and return to the above-referenced address in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your

GALAXY TELECOMMUNICATIONS, INC.

P.O. BOX 249
ROCHESTER, MN 55903
PH. (507) 289-5556

US BANK
24-HOUR BANKING
1-800-673-3555

17-2/910

005051

5051

May 16, 2000 *****\$250.00

CHECK NO.

DATE

AMOUNT

Memo:

PAY TO THE Two Hundred Fifty and 0/100 Dollars

OF: Florida Public Service Commission

DOCUMENT NO.
14478-00
11-8-00

[Signature]
AUTHORIZED SIGNATURE

005051 0910000221 104755815610

THIS DOCUMENT HAS A COLORED BACKGROUND

MICROPRINTING IN THE SIGNATURE LINE

MP