

# Visiology, Inc.

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ORIGINAL

December 1, 2000

Ms. Blanca S. Bayo  
Director of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, Florida 32399

001754-TX

RECEIVED FPSC  
00 DEC -5 PM 3:20  
RECORDS AND  
REPORTING

Re: Joint Application of TeleConex, Inc. and Pre-Cell Solutions, Inc. for Transfer of Control of TeleConex and Cancellation of the Certificate of Pre-Cell Solutions d/b/a Family Phone Service, Inc.

Dear Ms. Bayo:

TeleConex, Inc. ("TeleConex") and Pre-Cell Solutions, Inc. ("Pre-Cell") ("Applicants") hereby request that the Florida Public Service Commission ("Commission") approve the transfer of control ("Transfer") of TeleConex to Pre-Cell. This Transfer is currently scheduled to be consummated on December 30, 2000. Verifications by the Applicants are enclosed at Attachment A.

TeleConex, with its principal offices located at 4100 Barrancas Avenue, Pensacola, Florida 32507, was granted authority to provide competitive local exchange services by the Commission on August 13, 1997 and holds ALEC Certificate No. R-5207. Pre and post transfer lists of the officers and directors of TeleConex are enclosed at Attachment B.

Pre-Cell Solutions, Inc. is a corporation organized under the laws of Colorado with its principal place of business at 385 East Drive, Melbourne, Florida 32904. A list of the officers and directors of Pre-Cell are enclosed at Attachment B. Pre-Cell, a publicly traded company, is a leading provider of prepaid wireless technology and prepaid services. Pre-Cell intends to merge the Florida operations of its subsidiary Pre-Cell

RECEIVED & FILED

DOCUMENT NUMBER-DATE

*MW*

16061 Carmel Bay Drive • Northport, Alabama 35475

15564 DEC-5 00

FPSC-BUREAU OF RECORDS

FPSC-RECORDS/REPORTING

Solutions d/b/a Family Phone Service, Inc. ("Family Phone Service") with and into TeleConex, with TeleConex as the surviving entity. Family Phone Service was granted authority to provide competitive local exchange services by the Commission on October 20, 1997 and holds ALEC Certificate No. R-5265.

Under the terms of the agreement, the shareholders of TeleConex will exchange their existing shares of TeleConex for approximately 683,334 shares of Pre-Cell Solutions, Inc. After the Transfer, TeleConex will become a wholly owned subsidiary of Pre-Cell. Pre-Transfer and Post-Transfer charts are enclosed at Attachment C.

The Applicants respectfully request that the Commission concurrently cancel Certificate No. R-5265 and the tariff of Family Phone Service. Family Phone Service currently has less than 100 customers in Florida. These customers have all been notified regarding these transactions. TeleConex is in the process of securing new letters of agency in the name of TeleConex from each of these customers. These customers will pay the same or lower rates as a result of this transaction.

This Transfer will not in any way disrupt service nor cause inconvenience or confusion to TeleConex's customers. Indeed, the transaction will be virtually transparent to customers in terms of the services they receive since there will be no change in underlying carrier, tariffs, services, rates, charges, or customer service numbers. TeleConex will continue operating under its current name and approved tariffs, and no certificate holder name will change. Current company data for TeleConex is enclosed at Attachment D.

This Transfer serves the public interest in promoting competition in the telecommunications market by providing the Applicants the opportunity to strengthen their competitive position by combining their financial resources and complementary services, facilities, and expertise as well as improving operational and management efficiencies and providing greater flexibility to obtain financing for continuing expansions thereby enhancing their competitive position in the marketplace. The Transfer will also exploit the cultural and synergistic fit of the management teams of TeleConex and Pre-Cell. Accordingly, the proposed Transfer will benefit customers through improved services and an increased diversity of products, thereby promoting competition in Florida.

In summary, TeleConex and Pre-Cell respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application for approval of the Transfer contained in this Application.

For Commission use, we've enclosed an original and six copies of this Application. Please date-stamp and return the extra copy of the transmittal letter provided as proof of filing. An envelope with the return address and the appropriate postage is attached for this purpose. Any questions regarding this notification should be referred to me at (205) 330-1703.

Yours truly,



Bobbi Ferguson  
Regulatory Consultant to  
TeleConex, Inc.  
Pre Cell Solutions, Inc.

Enclosures

**ATTACHMENT A**

**VERIFICATIONS**

VERIFICATION OF APPLICANT

STATE OF FLORIDA )  
 ) ss.  
COUNTY OF BREVARD )

I, Thomas E. Biddix, upon being duly sworn, depose, and state as follows:

- 1. I am currently Chief Executive Officer of Pre-Cell Solutions, Inc., 385 East Drive, Melbourne, Florida, 32904.
- 2. I am familiar with the contents of this Joint Application.
- 3. I, as Chief Executive Officer, have the authority to file this Joint Application on behalf of Pre-Cell Solutions, Inc. as its official act & deed.
- 4. I hereby attest to and adopt all filings submitted with this Joint Application, the contents of which are true and correct to the best of my knowledge, information, and belief.

Executed this 19 day of October, 2000.

Pre-Cell Solutions, Inc.

By [Signature]  
Thomas E. Biddix  
Chief Executive Officer

SUBSCRIBED AND SWORN TO before me on this 19 day of  
October, 2000.

[Signature]  
Notary Public

NOTARY PUBLIC - STATE OF FLORIDA  
NORMA A FERRIS  
COMMISSION # CC718364  
EXPIRES 2/9/2002  
BONDED THRU ASA 1-888-NOTARY1

My commission expires:

2/9/02

**VERIFICATION OF APPLICANT**

STATE OF FLORIDA     )  
  ) ss.

COUNTY OF ESCAMBIA )

I, Steven T. Watson, on being duly sworn, depose, and state as follows:

- 1. I am currently President of TeleConex, Inc., 4100 Barrancas Avenue, Pensacola, Florida, 32507.
- 2. I am familiar with the contents of this Joint Application.
- 3. I, as President, have the authority to file this Joint Application on behalf of TeleConex, Inc. as its official act & deed.
- 4. I hereby attest to and adopt all filings submitted with this Joint Application, the contents of which are true and correct to the best of my knowledge, information, and belief.

Executed this 19 day of October, 2000.

TeleConex, Inc.

By Steven T. Watson  
Steven T. Watson  
President *FLDRLIC W325798502010*

SUBSCRIBED AND SWORN TO before me on this 19 day of  
October, 2000.

Francis F. Hodge  
Notary Public

My commission expires:

**FRANCES F. HODGE**  
Notary Public, State of Florida  
My comm. expires Oct. 13, 2004  
Comm. No. CC 971742

10-13-2004

## ATTACHMENT B

### OFFICERS AND DIRECTORS

#### TELECONEX, INC.

##### Pre-Transfer

Steven T. Watson	President
Paul T. Watson	Vice President of Operations
Michael J. Mura	Vice President of Finance & Development
Marilyn J. Watson	Secretary
Diana L. Watson	Treasurer

##### Post-Transfer

Thomas Biddix	Director & CEO
Tom Fricks	Director & Secretary-Treasurer
Chris Watson	President
Paul Watson	Director & Vice President
Steve Watson	Director & Vice President

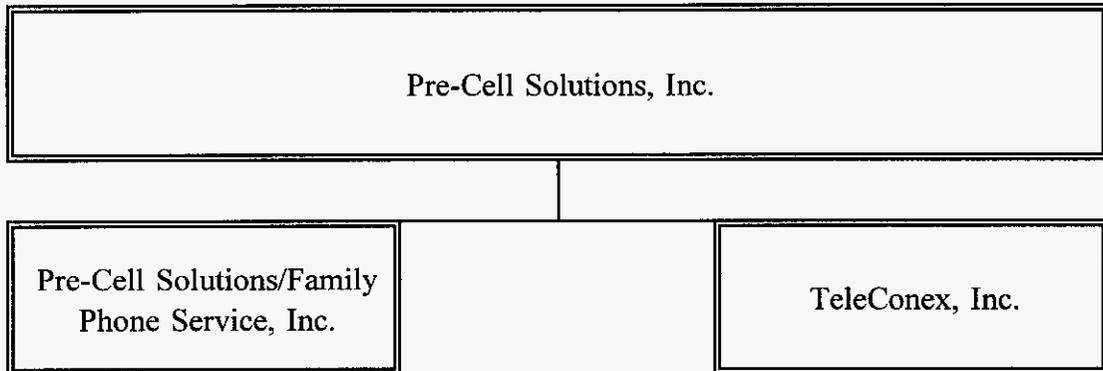
#### PRE-CELL SOLUTIONS, INC.

Thomas E. Biddix	CEO & Director
Thomas E. Fricks	President
Timothy F. McWilliams	Executive Vice President & Director
Harry Christenson	CFO
Mark Krentzman	Director

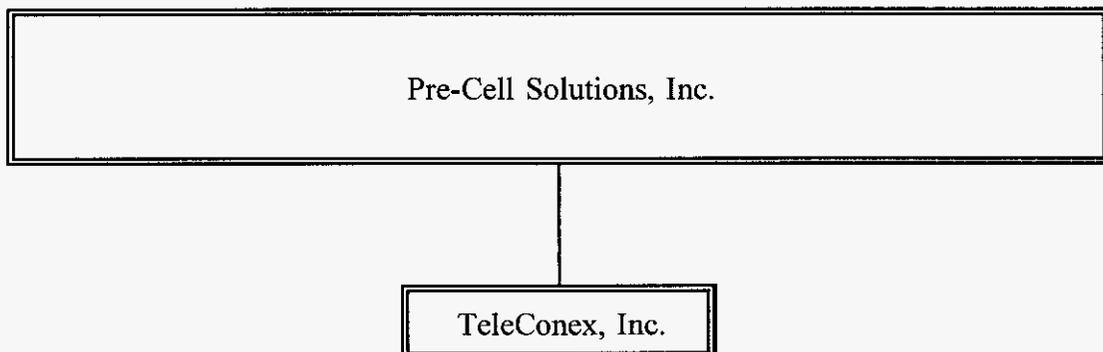
# ATTACHMENT C

## PRE AND POST REORGANIZATION CHART

### PRE-REORGANIZATION



### POST-REORGANIZATION



## **Attachment D**

### **COMPANY DATA**

#### **TELECONEX, INC.**

1. Principal address and telephone numbers:

TeleConex, Inc.  
4100 Barrancas Avenue  
Pensacola, Florida 32507  
(850) 455-8898 Fax (850) 455-8411

2. Regulatory contact for the Transfer:

Bobbi Ferguson  
Visiology, Inc.  
16061 Carmel Bay Drive  
Northport, AL 35475  
(205) 330-1703, FAX (205) 330-1705, Email: bobbi@visiology.com

3. Company contact for on-going Commission notifications and orders

Steven T. Watson, Vice President, Operations  
4100 Barrancas Avenue  
Pensacola, Florida 32507  
(850) 455-8898, ext. 204 Fax (850) 455-8411 Email: swatson@dotstar.net

4. Principal address, telephone number, and fax number of Pre-Cell Solutions, Inc:

Pre-Cell Solutions, Inc.  
385 East Drive  
Melbourne, Florida 32904  
(321) 308-2900 Fax (321) 729-8484