

1. Name of company or name of individual (not fictitious name or d/b/a):

SkyTalkwest Telecom, LLC

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

Same

3. Official mailing address:

DEPOSIT DATE  
D3 96 ■ DEC 12 2000

Street: 425 W. 4th St.

P.O. Box: 5192

City: Ketchikan

State: AK Zip: 99901

4. Florida address:

Street: 234 Almond Ave

P.O. Box: \_\_\_\_\_

City: Ft Lauderdale

State: FL Zip: 33316

5. Structure of organization:

( ) Individual

( ) Corporation

( ) General Partnership

Limited Partnership

Other: limited liability company

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

Florida Secretary of State  
Corporate Registration Number: NO 0000002401

7. If using fictitious name d/b/a (doing business as), provide proof of compliance with the fictitious name statute (Chapter 865.09, Florida Statutes) to operate in Florida:

**Florida Fictitious Name**

**Registration Number:** \_\_\_\_\_

8. F.E.I. Number (if applicable): EIN 92-0167139

9. If individual, provide:

**Name:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**City/State/Zip:** \_\_\_\_\_

**Telephone No.:** \_\_\_\_\_ **Fax No.:** \_\_\_\_\_

**Internet E-Mail Address:** \_\_\_\_\_

**Internet Website Address:** \_\_\_\_\_

**10**

If partnership, provide name, title and address of all partners and a copy of the partnership agreement:

1. Name: Limited Liability Company

Title: See attached sheet next.

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_

Internet E-Mail Address: \_\_\_\_\_

Internet Website Address: \_\_\_\_\_

**10. Partnership (continued)**

2. Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
City/State/Zip: \_\_\_\_\_  
Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_  
Internet E-Mail Address: \_\_\_\_\_  
Internet Website Address: \_\_\_\_\_

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

1. The application:

Name: Joe C. ASHCRAFT  
Title: President  
Address: 425 Waken Street  
City/State/Zip: Ketchikan AK 99901  
Telephone No.: 907-247-9191 Fax No.: 907-247-5193  
Internet E-Mail Address: joe@soapy5.com  
Internet Website Address: SKytalkwest.com

2. Official Point of Contact for ongoing company operations including complaints and inquiries:

Name: Dale Larson  
Title: COO  
Address: 5106 Fuller St.  
City/State/Zip: Schofield WI 54476  
Telephone No.: 715-355-4678 Fax No.: \_\_\_\_\_  
Internet E-Mail Address: dllworte1@aol.com  
Internet Website Address: SKytalkwest.com

**AMENDED AND RESTATED OPERATING AGREEMENT  
OF  
SKYTALKWEST TELECOM, LLC.,  
AN ALASKAN LIMITED LIABILITY COMPANY  
ORGANIZED UNDER ALASKA STATUTES 10.50.010 et. seq.  
(March 15, 2000)**

THAT BY UNANIMOUS CONSENT of the Members of SKYTALKWEST  
TELECOM, LLC (Company), the Members did amend and restate the initial Operating  
Agreement as of March 15, 2000, as stated herein:

**ARTICLE I**

**Parties, Authorization, And Purpose of This Agreement**

1.1 Parties - Consideration. This Operating Agreement (Agreement) is amended and restated by Skytalkwest Telecom, LLC (Company) and all persons who on the Effective Date are Members of the Company, namely Joe Conway Ashcraft, Brian Karl Mathison, Diana Lee Mathison, Dale L. Larson, Kevin Mathison, Tuan Mathison, and Charles Hoffman. The parties reaffirm, ratify and agree as follows:

1.2 Subsequent Parties: Assent as a Precondition to Becoming a Member or to Obtaining Rights to Become a Member.

1.2.1 No person may become a Member of the Company without first assenting to this Agreement and signing a writing evidencing such assent. Any act by the Company to offer or provide Member status, or reflect that status in the Company's Required Records, automatically includes the condition that the person becoming a Member first assent to this Agreement and sign a writing evidencing such assent.

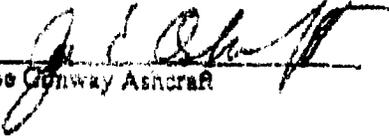
1.2.2 If:

1.2.2.1 the Company offers, makes, or signs a Contribution Agreement or Contribution Allowance Agreement, or any other agreement that permits or requires a person to make a contribution and become a Member; and

ACCEPTED AND AGREED TO BY:

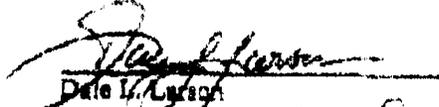
Skytalkwest Telecom, LLC (Company)

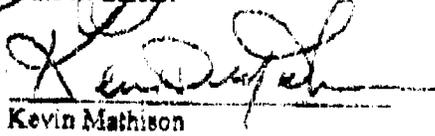
BY:

  
Joe Conway Ascraft

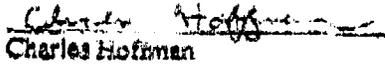
  
Brian Karl Mathison

  
Diana Lee Mathison

  
Dale L. Larson

  
Kevin Mathison

  
Tuan Mathison

  
Charles Hoffman

# **SkyTalkwest Telecom**

**425 Water Street**

**PO Box 5192**

**Ketchikan AK 99901**

**Phone: 907-247-9191**

**Fax: 907-247-5193**

**email: [skytalk@ptialaska.net](mailto:skytalk@ptialaska.net)**

**Dec. 6, 2000**

**The partners of SkyTalkwest Telecom LLC are as follows:**

**Joe Ashcraft President  
Stall 45 Flt. 6 Bar Harbor  
POB 5192  
Ketchikan AK 99901**

**Phone: 907-247-9191  
Fax 907-247-9191  
Cell 907-723-5092 Cell  
[joe@soapys.com](mailto:joe@soapys.com)**

**Brian (Diana) Mathison CEO  
715 Buren  
POB 5192  
Ketchikan AK 99901**

**Phone: 907-225-4789  
Fax: 907-225 4787  
[brian@soapys.com](mailto:brian@soapys.com)**

**Dale Larsono COO  
5106 Fuller St.  
Schofield WI 54476**

**phone: 715-355-4678  
[dllnortel@aol.com](mailto:dllnortel@aol.com)**

**Kevin Mathison CTO  
234 Almond Ave  
Ft. Lauderdale FL 33316**

**phone: 954-524-8310  
fax: 954-524-6746  
[skytalk@isla.net](mailto:skytalk@isla.net)**

**Charles Hoffman  
1132 Bradcliff Drive  
Santa Ana CA 92705**

**phone: 714-669-9711**

**[www.skytalkwest.com](http://www.skytalkwest.com)**

**email contact is: [joe@soapys.com](mailto:joe@soapys.com) or [dllnortel@aol.com](mailto:dllnortel@aol.com)**

12. Indicate if applicant or any subsidiary, partner, officers, directors, or any stockholder has been previously 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, provide explanation:

N/A

13. Has the applicant or any subsidiary, partner, officer, director, or any stockholder ever been granted or denied a pay telephone certificate in the State of Florida? (This includes active and canceled pay telephone certificates.) If yes, provide explanation and list the certificate holder and certificate number.

No

14. Is the applicant or any subsidiary, partner, officer, director, or any stockholder a subsidiary, partner, or officer in any other Florida certificated pay telephone company? If yes, give name of company and relationship. If no longer associated with company, give reason why not.

No

15. List other states in which the applicant:

1. Is currently providing pay telephone service.

ALASKA, MONTANA

2. Has applications pending to be certified as a pay telephone provider.

N/A

3. Has been denied authority to operate as a pay telephone provider. Explain circumstances.

N/A

4. Has had regulatory penalties imposed for violations of telecommunications statutes, rules, or orders. Explain circumstances.

N/A

16. Please check (✓) the services that will be provided:

(✓) LOCAL

(✓) LONG DISTANCE

(✓) COIN

(✓) CALLING CARD

(✓) CREDIT CARD

(✓) OTHER (Describe) Data Ports for computers

17. Proposed number of pay telephone instruments the applicant plans to install/operate in the first year: 25

18. How does the applicant intend to service and maintain each payphone? Check (✓) all that apply.

- PERSONALLY
- FULL-TIME TECHNICIAN
- PART-TIME TECHNICIAN
- SERVICE/REPAIR/MAINTENANCE CONTRACT
- OTHER (Describe) \_\_\_\_\_

*Payphone in 1<sup>st</sup> year will be limited to those in our location.*

19. Will each of the installed pay telephones provide access to all locally available long distance carriers via 10XXX+0, 10XXXX+0, 101XXXX+0, 950, and toll free (e.g. 800, 877, and 888)? See Rule 25-24.515(10), Florida Administrative Code.

Yes  
 No Explain: \_\_\_\_\_

20. Will each of the installed pay telephones conform to subsections 4.28.8.4 and 4.29 of the American National Standard (CABO/ANSI A117.1-1992), Accessible and Usable Buildings and Facilities, approved December 15, 1992 by the American National Standards Institute, Inc.? See Rule 25-24.515(18), Florida Administrative Code.

Yes  
 No Explain: \_\_\_\_\_

## \*\*APPLICANT FEE/TAX STATEMENT\*\*

1. REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee in the amount of 0.15 of one percent of the 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 the 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 **\$100.00** must be submitted with the application.

### UTILITY OFFICIAL:

Joe C. Ashcroft  
Print Name

J C Ashcroft  
Signature

President  
Title

11-3-00  
Date

907-247-9191  
Telephone No.

907-247-5193  
Fax No.

Address: 425 Water Street  
PO Box 5192  
Ketchikan AK 99901

**\*\*ACKNOWLEDGMENT\*\***

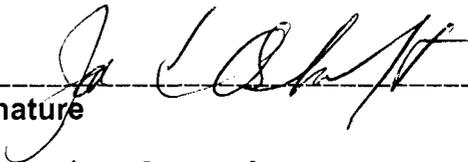
By my signature below, I, the undersigned owner/officer, have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

I will comply with all current and future Commission requirements regarding pay telephone service. I understand that I am required to pay a regulatory assessment fee (minimum of \$50.00 per calendar year), file an annual pay telephone service report, pay applicable sales tax, and pay gross receipts tax. Furthermore, I agree to keep the Commission advised of any changes in the names and addresses listed in the application within 10 days of the change.

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:**

Joe C. ASHCRAFT  
Print Name

  
Signature

President  
Title

11-3-00  
Date

907-247-9191  
Telephone No.

907-247-5193  
Fax No.

Address: 425 Water St.  
PO Box 5192  
Ketchikan AK 99901

**\*\*APPLICANT ACKNOWLEDGMENT\*\***

Applicant: Joe C. Ashcraft for SkyTalker's  
Telecom LLC

*I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.*

Joe C. Ashcraft  
Print Name

[Signature]  
Signature

President  
Title

11-3-00  
Date

907-247-9191  
Telephone No.

907-247-5193  
Fax No.

Address: 425 Waku St.  
PO Box 5192  
Ketchikan AK 99901

**THIS ACKNOWLEDGMENT FORM MUST BE COMPLETED AND RETURNED AS PART OF THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.**

**State of Alaska  
Department of Community and Economic  
Development  
Division of Banking, Securities and Corporations**

**CERTIFICATE  
OF  
AMENDMENT  
Limited Liability Company**

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, hereby certifies that Articles of Amendment to the Articles of Organization, duly signed and verified pursuant to the provisions of the Alaska Limited Liability Act, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Community and Economic Development, and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment to the Articles of Organization of

**SKYTALKWEST, LLC**

and attaches hereto the original copy of the Articles of Amendment changing the limited liability company name to

**SKYTALKWEST TELECOM, LLC**

IN TESTIMONY WHEREOF, I execute this certificate and  
affix the Great Seal of the State of Alaska on  
**JANUARY 6, 2000**

*Deborah B. Sedwick*  
Deborah B. Sedwick  
Commissioner of Community  
and Economic Development

2797-0

JAN 06 2000

Department of Community  
And Economic Development

AMENDED ARTICLES OF ORGANIZATION

OF

SKYTALKWEST, LLC

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

The undersigned persons acting as organizers of a limited liability company under the Alaska Limited Liability Act (AS 10.50) hereby amend Article I and III of the Articles of Organization:

ARTICLE I

The name of the limited liability company (LLC) SkyTalkwest, LLC is amended as follows: SkyTalkwest Telecom, LLC.

ARTICLE III

The name and address of the LLC's registered agent, Joseph Conway Ashcraft, 316 Front Street, Ketchikan, Alaska 99901 is amended as follows: ~~Joe~~ Conway Ashcraft, 425 Water Street, Ketchikan, Alaska 99901.  
*Suite 2*

Signed this 29<sup>th</sup> day of Dec, 1999.

*Joe Conway Ashcraft*  
Joe Conway Ashcraft

425 Water Street, Ketchikan, Alaska 99901.

*Brian Karl Mathison*  
Brian Karl Mathison

425 Water Street, Ketchikan, Alaska 99901.

*Diana Lee Mathison*  
Diana Lee Mathison

425 Water Street, Ketchikan, Alaska 99901.

A. FRED MILLER  
ATTORNEYS AT LAW  
A Professional Corporation  
426 MAIN STREET  
KETCHIKAN, ALASKA 99901  
907 235-0666 • Fax 907 235-8857

\*\*\*\*\*

\*\*\*\*\*

11/30/00 CORPORATE DETAIL RECORD SCREEN 9:09 AM  
 NUM: M00000002401 STATE RECEIVED/REG. LIM LIAB FLD: 11/23/2000  
 TOTAL CONTR: 0.00 FEI#: 92-1067139  
 NAME : SKYTALKWEST TELECOM, LLC  
 PRINCIPAL: 425 WATER STREET, P O BOX 5192  
 ADDRESS KETCHIKAN, AK 99901  
 RA NAME : ASHCRAFT, JOE  
 RA ADDR : 234 ALMOND AVENUE  
 FORT LAUDERDALE, FL 33316 US  
 ANN REP : \* NONE FILED \*

11/30/00 MANAGER/MEMBER DETAIL SCREEN 9:10 AM  
 CORP NUMBER: M00000002401 CORP NAME: SKYTALKWEST TELECOM, LLC  
 TITLE: MGRM NAME: ASHCRAFT, JOE  
 425 WATER STREET, P.O. BOX 5192  
 KETCHIKAN, AK 99901  
 TITLE: MGRM NAME: MATHISON, BRIAN  
 425 WATER STREET, P.O. BOX 5192  
 KETCHIKAN, AK 99901  
 TITLE: MGRM NAME: LARSON, DALE  
 5106 FULLER STREET  
 SOUTHFIELD, WI 54476  
 TITLE: MGRM NAME: MATHISON, KEVIN  
 234 ALMOND AVENUE  
 FORT LAUDERDALE, FL

----- THIS IS NOT OFFICIAL RECORD. SEE DOCUMENTS IF QUESTION OR CONFLICT -----

001782-TC

1. Name of company or name of individual (not fictitious name or d/b/a):

SkyTalkwest Telecom, LLC

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

same

3. Official mailing address:

DEPOSIT DATE  
D3 96 ■ DEC 12 2000

Street: 425 W. 4th St.

P.O. Box: 5192

City: Ketchikan

State: AK Zip: 99901

4. Florida address:

Street: 234 Almond Ave

P.O. Box: \_\_\_\_\_

City: Ft Lauderdale

State: FL Zip: 33316

5. Structure of organization:

- Individual
- Corporation
- General Partnership



SKYTALKWEST TELECOM, LLC  
P.O. BOX 5192  
KETCHIKAN, AK 99901  
(907) 247-9191

ALASKA PACIFIC  
89-7004/3252

5541

12-6-00

PAY TO THE ORDER OF

Florida Public Service Commission

\$ 100<sup>00</sup>

one hundred and no

DOLLARS  
Security features included. Details on back.

DOCUMENT NUMBER DATE

15877 DEC 12 8

[Signature]