



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@teffile.com

December 18, 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.

Initials of person who forwarded check.
[Handwritten initials]
001805-TI

Re: Mercury Long Distance, Inc.

Dear Sir or Madam:

Enclosed for filing, please find one original and six (6) copies of Mercury Long Distance, Inc.'s Application form for authority to provide interexchange telecommunications service between points within the State of Florida. In addition, please find check number 1373 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 the undersigned at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

2112-06/40425

00040425;1

DOCUMENT NUMBER-DATE

16148 DEC 19 8

FPSC-RECORDS/REPORTING



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485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

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

001805-TI

DEPOSIT DATE
D398 DEC 20 2000

Re: Mercury Long Distance, Inc.

Dear Sir or Madam:

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Sincerely,

Alice Rodriguez
Project Manager

Enc.

2112-06/40425

00040425;1

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

Original certificate (new company).

Approval of transfer of existing certificate:
Example, a certificated company purchases an existing 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:

Mercury Long Distance, Inc.

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

Mercury Long Distance, Inc.

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

240 Arch Street, Suite 2000

Philadelphia, PA 19106

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;

- | | |
|-------------------------|---|
| () Individual | (<input checked="" type="checkbox"/>) Corporation |
| () Foreign Corporation | () Foreign Partnership |
| () General Partnership | () Limited Partnership |
| () Other _____ | |

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:**

F00000005624

Attached hereto as Exhibit 1.

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): 23-2913509

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 G. 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: Neal D. Saferstein

Title: President and Chief Executive Officer

Address: 240 Arch Street, Suite 2000

City/State/Zip: Philadelphia, PA 19106

Telephone No.: 215-629-0928 **Fax No.:** 215-413-7710

Internet E-Mail Address: ceo@gointernet-corp.net

Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Tyrone Barr

Title: Customer Service Support Director

Address: 240 Arch Street, Suite 2000

City/State/Zip: Philadelphia, PA 19106

Telephone No.: 888-948-1930 **Fax No.:** 215-413-7710

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.

New York, Oregon, Pennsylvania, Washington and Wyoming,

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

California, Michigan, New Jersey and Texas

(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 (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:**

- 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).

Attached hereto as Exhibit 2.

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.

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:

Attached hereto as Exhibit 3

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

NOTE: *This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.*

Further, the following (which includes supporting documentation) should be provided:

1. **A written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served. Attached hereto as Exhibit 4

2. **A written explanation** that the applicant has sufficient financial capability to maintain the requested service. Attached hereto as Exhibit 4

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

Attached hereto as Exhibit 4

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

Attached hereto as Exhibit 5


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.

Attached hereto as Exhibit 5

**** 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	December <u>14</u> , 2000 _____ Date
_____ President and CEO Title	_____ 215-629-0928 Telephone No.
Address: <u>240 Arch Street, Suite 2000</u> _____ Philadelphia, PA 19106	_____ 215-413-7710 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:

RM

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

**** APPENDIX B ****

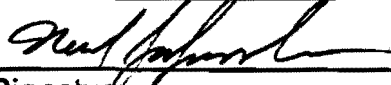
CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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 check one):

- () 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	December <u>14</u> , 2000 _____ Date
_____ President and CEO Title	_____ 215-629-0928 Telephone No.
Address: <u>240 Arch Street, Suite 2000</u> _____ Philadelphia, PA 19106 _____ _____ _____	_____ 215-413-7710 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

December 14, 2000

Date

President and CEO

215-629-0928

Title

Telephone No.

Address: 240 Arch Street, Suite 2000

215-413-7710

Fax No.

Philadelphia, PA 19106

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the State of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that, pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083."

UTILITY OFFICIAL:


 _____ Signature	December <u>14</u> , 2000 _____ Date
_____ President and CEO Title	_____ 215-629-0928 Telephone No.
Address: <u>240 Arch Street, Suite 2000</u> _____ <u>Philadelphia, PA 19106</u> _____ _____ _____	_____ 215-413-7710 Fax No. _____ _____ _____

EXHIBIT 1



FLORIDA DEPARTMENT OF STATE
Katharine Harris
Secretary of State

October 9, 2000

UCC FILING & SEARCH
TALLAHASSEE, FL

Qualification documents for MERCURY LONG DISTANCE, INC. were filed on October 6, 2000 and assigned document number F00000005624. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6051, the Foreign Qualification/Tax Lien Section.

Buok Kohr
Corporate Specialist
Division of Corporations

Letter Number: 400A00053198

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

FILED
00 OCT -6 M 10 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 20, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 20 N. 3rd Street
Philadelphia, PA 19106
(Current mailing address)

8. Telecommunication Services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: NRAI Services, Inc.
Office Address: 526 East Park Avenue
Tallahassee, Florida, 32301
(Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
NRAI Services, Inc.
Teresa Mayor, Teresa Mayor, Secretary
(Registered agent's signature)

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

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

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Neal Saferstein

Address: 20 N. 3rd Street

Philadelphia, PA 19106

Director: _____

Address: _____

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

President: Neal Saferstein

Address: 20 N. 3rd Street

Philadelphia, PA 19106

Vice President: _____

Address: _____

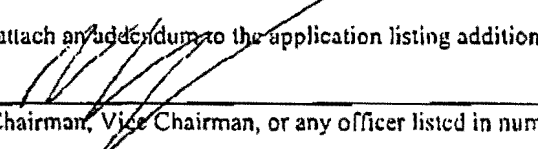
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Neal Saferstein, President
(Typed or printed name and capacity of person signing application)

00 OCT -6 AM 10:45
 FILLIED
 SECRETARIAT OF STATE
 TALLAHASSEE, FLORIDA

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/20/2000
001368015 - 3262699

CERTIFICATE OF INCORPORATION
OF
MERCURY LONG DISTANCE, INC.

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that:

-FIRST: The name of this corporation is **MERCURY LONG DISTANCE, INC.**

SECOND: Its Registered Office in the State of Delaware is to be located at 9 East Loockerman Street, in the City of Dover, County of Kent, 19901. The Registered Agent in charge thereof is National Registered Agents, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of the corporation is 200 all of which are of no par value and classified as Common stock.

FIFTH: The name and mailing address of the incorporator are as follows:

NAME	MAILING ADDRESS
David O. Klein	Telcoom Certification & Filing, Inc. 485 Madison Avenue New York, NY 10022

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: When a compromise or arrangement is proposed between the corporation and its creditors or any class of them or between the corporation and its shareholders or any class of them, a court of equity Jurisdiction within the state, on application of the corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation pursuant to the provisions of Section 291 of Title 8 of the Delaware Code or on application of trustees in dissolution or of any receiver or receivers appointed for the corporation pursuant to provisions of Section 279 of Title 8 of the Delaware Code may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or


[MLD:1]00037640;1

arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of the corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on the corporation.

EIGHTH: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Delaware General Corporation Law, as the same may be supplemented and amended.

NINTH: The corporation shall, to the fullest extent legally permissible under the provisions of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated on this 19th day of July 2000.


David O. Klein, Incorporator

{MLD;1}00037640;1

EXHIBIT 2

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Mercury Long Distance, Inc. with principal offices at 240 Arch Street, Suite 2000, Philadelphia, PA 19106. This tariff applies for 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: December 19, 2000

Effective: _____

By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
Philadelphia, PA 19106

CHECK SHEET

Sheet 1 through 20 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
3	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

Issued: December 19, 2000

Effective: _____

By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
Philadelphia, PA 19106

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Issued: December 19, 2000

Effective: _____

By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
Philadelphia, PA 19106

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

Issued: December 19, 2000

Effective: _____

By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
Philadelphia, PA 19106

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 FLAPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FLAPSC follows in their tariff approval process, the most current sheet number on file with the FLAPSC 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 FLAPSC, 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 FLAPSC.

Issued: December 19, 2000

Effective: _____

By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
Philadelphia, PA 19106

PRELIMINARY STATEMENT

Applicability

Applicable to business and residential, individual and party line, flat rate exchange service.

Territory

Within the base rate areas of all exchanges serviced between and within all latas located in the State of Florida.

Issued: December 19, 2000

Effective: _____

By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
Philadelphia, PA 19106

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a Mercury Long Distance, Inc. 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 - Mercury Long Distance, Inc.

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.

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.

FLAPSC - Florida Public Service Commission.

Holidays - Mercury Long Distance, Inc. 's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day, and Christmas Day.

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.

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By: Neal D. Saferstein, President
240 Arch Street, Suite 2000
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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

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 Company's network.

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

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of Mercury Long Distance, Inc.

Mercury Long Distance, Inc. 's facilities are furnished for telecommunications originating at specified points within the State of Florida under terms of this tariff.

Mercury Long Distance, Inc. 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 Mercury Long Distance, Inc. network. The customer shall be responsible for all charges due for such service arrangement.

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

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.
- 2.2.2 Mercury Long Distance, Inc. 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.
- 2.2.3 All services provided under this tariff are directly controlled by Mercury Long Distance, Inc. 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.)

2.2 Limitations (contd.)

2.2.4 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.

2.2.5 Mercury Long Distance, Inc.'s resellers and rebillers must be certified.

2.3 Liabilities of the Company

2.3.1 Mercury Long Distance, Inc.'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, unless ordered by the Commission.

2.3.2 Mercury Long Distance, Inc. 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 Company'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 Mercury Long Distance, Inc.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.4 Interruption of Service

2.4.1 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 Company's facilities.

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

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

2.4.4 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.)

2.5 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.

2.6 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.

2.7 Billing Periods

If the Customer is being billed for service to the home or office, the Customer will receive an itemized statement of account after the 30-day cycle.

2.8 Understanding Your Bill

Your statement will outline specific charges or adjustments for Mercury Long Distance, Inc.'s services.

2.9 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.

2.10 Lost Bills

If a bill is lost, the Customer should call the Mercury Long Distance, Inc. service representative or Mercury Long Distance, Inc.'s designated billing agent for the amount due. Customers should be sure to include their account number, name, address and telephone number with payment.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.11 Special Promotional Offerings

The Company may, from time to time, engage in special promotional trial service offerings of a limited duration (not to exceed ninety (90) days on a per Customer basis, for non-optional, recurring charges) designed to attract new Customers or to increase existing Customer awareness of the service. Special promotional trial service offerings will be offered on a non-discriminatory basis. Such offerings may be limited to certain dates, times and locations.

2.12 Billing Dispute

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

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 Mercury Long Distance, Inc.

2.14 Advanced Payments

The Company does not require an advanced payment from the Customer.

2.15 Responsibility of the Company

The Company endeavors to provide the best long distance service possible at a fair and competitive price.

2.16 Returned Check Charge

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.

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SECTION 2 - RULES AND REGULATIONS (contd.)

2.17 Frequency Restrictions

There are no frequency restrictions.

2.18 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

2.19 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.

2.20 Deposits

The Company does not require a deposit from the customer.

2.21 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.

2.22 Late Payments

Mercury Long Distance, Inc.'s service representative or Mercury Long Distance, Inc.'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.

2.23 Group Billing Service

Group Billing Service allows the Customer with more than one location to consolidate billing. Group Billing provides enhanced Customers bills with call summaries by NPA, time period and location.

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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, 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 Local Exchange Company sends a signal to the switch. Charges cease when either party (called or calling) hangs up. There is no charge for an incomplete call.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the non-facilities based, switchless resale of the tariffed Software Defined Network (SDN) Service 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. The method of mileage calculation utilized by the Company mirrors that of Bell Communications Research and NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

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 sixty (60) second period or fraction thereof, and then at the applicable rate for each additional sixty (60) second period or fraction thereof. The minimum length of a call is sixty (60) seconds. See Section 4, Rates, for the applicable rate schedule.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.2 Long Distance Network Service (contd.)

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

3.3 Directory Assistance Service

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

3.4 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). Customers may originate calls only in the city or cities where they have an active account. 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).

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.5 Availability of Service

The services provided through the Company, are available where equal access and the Billing Systems of its Underlying Carriers are provided.

3.6 Locations of Service

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

3.7 Timing of Calls

3.7.1 Long distance usage charges are based on usage of Mercury Long Distance, Inc.'s service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when the either party "hangs up" thereby releasing the network connections.

3.7.2 Minimum call duration and usage measurement and rounding for debiting purposes is specified on a per-product basis in the rate section of this tariff.

3.7.3 There is no charge applied for incomplete calls.

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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. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).

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 Card Usage Rates

4.2.1 Florida Intrastate Interlata Rates

Monthly Charge: \$20.00
Minutes: 1000
Additional Minutes: \$0.10/minute

4.2.2 Florida Intrastate Intralata Rates

Monthly Charge: \$20.00
Minutes: 1000
Additional Minutes: \$0.10/minute

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SECTION 4 - RATES (contd.)

4.3 Exemptions and Special Rates

4.3.1 Discount for Hearing Impaired Customers:

A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing and speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing and 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.

4.3.2 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.

4.3.3 Directory Assistance for Handicapped Persons:

There is no charge for Directory Assistance for calls from handicapped persons. Such persons must contact the Company for credit on their directory assistance calls.

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Philadelphia, PA 19106

EXHIBIT 3

MERCURY LONG DISTANCE SERVICES, INC.
 FORCASTED STATEMENT OF INCOME
 FOR FIVE YEARS

IN THOUSANDS
 000'S OMMITTED

	Year 2001	Year 2002	Year 2003	Year 2004	Year 2005
Telcom Service Revenue	\$ 2,280	\$ 11,040	\$ 26,640	\$ 43,926	\$ 61,200
Direct Costs:					
Costs of Sales	1,140	5,520	13,320	21,963	30,600
Billing & Collection Fees	410	1,987	4,795	7,907	11,016
Commissions	228	1,104	2,664	4,393	6,120
Total Direct Costs	1,778	8,611	20,779	34,262	47,736
Gross Profit	502	2,429	5,861	9,664	13,464
Gross Profit Percentage	22%	22%	22%	22%	22%
Marketing & Advertising	23	110	266	439	612
General & Administrative Costs	114	552	1,332	2,196	3,060
EBITDA	365	1,766	4,262	7,028	9,792
Interest	23	110	266	439	612
Depreciation & Amortization	12	24	38	48	60
Total Other Expenses	35	134	302	487	672
Pretax Income From Operations	330	1,632	3,960	6,541	9,120
Provision For Income Taxes	132	652.8	1584	2616.36	3648
Net Income	\$ 198	\$ 979	\$ 2,376	\$ 3,925	\$ 5,472

MERCURY LONG DISTANCE SERVICES, INC.
FORCASTED STATEMENT OF INCOME
FOR FIVE YEARS

IN THOUSANDS
 000'S OMMITTED

	January 2001	February 2001	March 2001	April 2001	May 2001	June 2001	July 2001	August 2001	September 2001	October 2001	November 2001	December 2001	Total 2001
SALES FORCE	10	20	30	40	50	100	150	200	250	300	350	400	400
Telcom Services Revenue	\$ 12	\$ 24	\$ 36	\$ 48	\$ 60	\$ 120	\$ 180	\$ 240	\$ 300	\$ 360	\$ 420	\$ 480	\$ 2,280
Direct Costs:													
Cost of Sales	6	12	18	24	30	60	90	120	150	180	210	240	1,140
Billing and Collection Fees	2	4	6	9	11	22	32	43	54	65	76	86	410
Commissions	1	2	4	5	6	12	18	24	30	36	42	48	228
Total Direct Costs	9	19	28	37	47	94	140	187	234	281	328	374	1,778
Gross Profit	3	5	8	11	13	26	40	53	66	79	92	106	502
Gross Profit Percentage	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%
Marketing & Advertising	0	0	0	0	1	1	2	2	3	4	4	5	23
General Administrative Expense	1	1	2	2	3	6	9	12	15	18	21	24	114
EBITDA	2	4	6	8	10	20	31	41	51	61	71	82	388
Interest	0	0	0	0	1	1	2	2	3	4	4	5	23
Depreciation & Amortization	1	1	1	1	1	1	1	1	1	1	1	1	12
Total Other Expenses	1	1	1	1	2	2	3	3	4	5	5	6	35
Pretax Operation Income	1	3	5	7	9	18	28	37	47	57	66	76	353
Provision for Taxes	0	1	2	3	3	7	11	15	19	23	26	30	141
Net Income	\$ 1	\$ 2	\$ 3	\$ 4	\$ 5	\$ 11	\$ 17	\$ 22	\$ 28	\$ 34	\$ 40	\$ 45	\$ 212

MERCURY LONG DISTANCE SERVICES, INC.
FORCASTED STATEMENT OF INCOME
FOR FIVE YEARS

IN THOUSANDS
 000'S OMMITTED

	January 2002	February 2002	March 2002	April 2002	May 2002	June 2002	July 2002	August 2002	September 2002	October 2002	November 2002	December 2002	Total 2002
SALES FORCE	450	500	550	600	650	700	750	800	900	1,000	1,100	1,200	1,200
Telecom Service Revenue	\$ 540	\$ 600	\$ 660	\$ 720	\$ 780	\$ 840	\$ 900	\$ 960	\$ 1,080	\$ 1,200	\$ 1,320	\$ 1,440	\$ 11,040
Direct Costs:													
Cost of Sales	270	300	330	360	390	420	450	480	540	600	660	720	5,520
Billing and Collection Fees	97	108	119	130	140	151	162	173	194	216	238	259	1,987
Commissions	54	60	66	72	78	84	90	96	108	120	132	144	1,104
Total Direct Costs	421	468	515	562	608	655	702	749	842	936	1,030	1,123	8,611
Gross Profit	119	132	145	158	172	185	198	211	238	264	290	317	2,429
Gross Profit Percentage	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%
Marketing & Advertising	5	6	7	7	8	8	9	10	11	12	13	14	110
General Administrative Expense	27	30	33	36	39	42	45	48	54	60	66	72	552
EBITDA	92	102	112	122	133	143	153	163	184	204	224	245	1,877
Interest	5	6	7	7	8	8	9	10	11	12	13	14	110
Depreciation & Amortization	2	2	2	2	2	2	2	2	2	2	2	2	24
Total Other Expenses	7	8	9	9	10	10	11	12	13	14	15	16	134
Pretax Operation Income	84	94	104	113	123	132	142	152	171	190	209	228	1,742
Provision for Taxes	34	38	41	45	49	53	57	61	68	76	84	91	697
Net Income	\$ 51	\$ 56	\$ 62	\$ 68	\$ 74	\$ 79	\$ 85	\$ 91	\$ 102	\$ 114	\$ 126	\$ 137	\$ 1,045

MERCURY LONG DISTANCE SERVICES, INC.
FORCASTED STATEMENT OF INCOME
FOR FIVE YEARS

IN THOUSANDS
 000'S OMMITTED

	January 2003	February 2003	March 2003	April 2003	May 2003	June 2003	July 2003	August 2003	September 2003	October 2003	November 2003	December 2003	Total 2003
SALES FORCE	1,300	1,400	1,500	1,600	1,700	1,800	1,900	2,000	2,100	2,200	2,300	2,400	2,400
Telecom Services Revenue	\$ 1,560	\$ 1,680	\$ 1,800	\$ 1,920	\$ 2,040	\$ 2,160	\$ 2,280	\$ 2,400	\$ 2,520	\$ 2,640	\$ 2,760	\$ 2,880	\$ 26,640
Direct Costs:													
Cost of Sales	780	840	900	960	1,020	1,080	1,140	1,200	1,260	1,320	1,380	1,440	13,320
Billing and Collection Fees	281	302	324	346	367	389	410	432	454	475	497	518	4,795
Commissions	156	168	180	192	204	216	228	240	252	264	276	288	2,664
Total Direct Costs	1,217	1,310	1,404	1,498	1,591	1,685	1,778	1,872	1,966	2,059	2,153	2,246	20,779
Gross Profit	343	370	396	422	449	475	502	528	554	581	607	634	5,861
Gross Profit Percentage	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%
Marketing & Advertising	16	17	18	19	20	22	23	24	25	26	28	29	266
General Administrative Expense	78	84	90	96	102	108	114	120	126	132	138	144	1,332
EBITDA	265	286	306	326	347	367	388	408	428	449	469	490	4,529
Interest	16	17	18	19	20	22	23	24	25	26	28	29	266
Depreciation & Amortization	3	3	3	3	3	3	3	3	3	3	3	3	36
Total Other Expenses	19	20	21	22	23	25	26	27	28	29	31	32	302
Pretax Operation Income	247	266	285	304	323	343	362	381	400	419	439	458	4,226
Provision for Taxes	99	106	114	122	129	137	145	152	160	168	175	183	1,691
Net Income	\$ 148	\$ 159	\$ 171	\$ 183	\$ 194	\$ 206	\$ 217	\$ 229	\$ 240	\$ 252	\$ 263	\$ 275	\$ 2,536

MERCURY LONG DISTANCE SERVICES, INC.
FORCASTED STATEMENT OF INCOME
FOR FIVE YEARS

IN THOUSANDS
 000'S OMMITTED

	January 2004	February 2004	March 2004	April 2004	May 2004	June 2004	July 2004	August 2004	September 2004	October 2004	November 2004	December 2004	Total 2004
SALES FORCE	2,500	2,600	2,700	2,800	2,900	3,000	3,100	3,200	3,300	3,400	3,500	3,600	3,600
Telecom Services Revenue	\$ 3,000	\$ 3,120	\$ 3,240	\$ 3,360	\$ 3,480	\$ 3,600	\$ 3,720	\$ 3,840	\$ 3,960	\$ 4,080	\$ 4,200	\$ 4,320	\$ 43,920
Direct Costs:													
Cost of Sales	1,500	1,560	1,620	1,680	1,740	1,800	1,860	1,920	1,980	2,040	2,100	2,160	21,960
Billing and Collection Fees	540	562	583	605	626	648	670	691	713	734	756	778	7,906
Commissions	300	312	324	336	348	360	372	384	396	408	420	432	4,392
Total Direct Costs	2,340	2,434	2,527	2,621	2,714	2,808	2,902	2,995	3,089	3,182	3,276	3,370	34,258
Gross Profit	660	686	713	739	766	792	818	845	871	898	924	950	9,662
Gross Profit Percentage	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%
Marketing & Advertising	30	31	32	34	35	36	37	38	40	41	42	43	439
General Administrative Expense	150	156	162	168	174	180	186	192	198	204	210	216	2,196
EBITDA	510	530	551	571	592	612	632	653	673	694	714	734	7,466
Interest	30	31	32	34	35	36	37	38	40	41	42	43	439
Depreciation & Amortization	4	4	4	4	4	4	4	4	4	4	4	4	48
Total Other Expenses	34	35	36	38	39	40	41	42	44	45	46	47	487
Pretax Operation Income	476	495	514	534	553	572	591	610	630	649	668	687	6,979
Provision for Taxes	190	198	206	213	221	229	236	244	252	260	267	275	2,792
Net Income	\$ 286	\$ 297	\$ 309	\$ 320	\$ 332	\$ 343	\$ 355	\$ 366	\$ 378	\$ 389	\$ 401	\$ 412	\$ 4,188

MERCURY LONG DISTANCE SERVICES, INC.
FORCASTED STATEMENT OF INCOME
FOR FIVE YEARS

IN THOUSANDS
 000'S OMMITTED

	January 2005	February 2005	March 2005	April 2005	May 2005	June 2005	July 2005	August 2005	September 2005	October 2005	November 2005	December 2005	Total 2005
SALES FORCE	3,700	3,800	3,900	4,000	4,100	4,200	4,300	4,400	4,500	4,600	4,700	4,800	4,800
Telecom Services Revenue	\$ 4,440	\$ 4,560	\$ 4,680	\$ 4,800	\$ 4,920	\$ 5,040	\$ 5,160	\$ 5,280	\$ 5,400	\$ 5,520	\$ 5,640	\$ 5,760	\$ 61,200
Direct Costs:													
Cost of Sales	2,220	2,280	2,340	2,400	2,460	2,520	2,580	2,640	2,700	2,760	2,820	2,880	30,600
Billing and Collection Fees	799	821	842	864	886	907	929	950	972	994	1,015	1,037	11,016
Commissions	444	456	468	480	492	504	516	528	540	552	564	576	6,120
Total Direct Costs	3,463	3,557	3,650	3,744	3,838	3,931	4,025	4,118	4,212	4,306	4,399	4,493	47,736
Gross Profit	977	1,003	1,030	1,056	1,082	1,109	1,135	1,162	1,188	1,214	1,241	1,267	13,464
Gross Profit Percentage	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%	22%
Marketing & Advertising	44	46	47	48	49	50	52	53	54	55	56	58	612
General Administrative Expense	222	228	234	240	246	252	258	264	270	276	282	288	3,060
EBITDA	755	775	796	816	836	857	877	898	918	938	959	979	10,404
Interest	44	46	47	48	49	50	52	53	54	55	56	58	612
Depreciation & Amortization	5	5	5	5	5	5	5	5	5	5	5	5	60
Total Other Expenses	49	51	52	53	54	55	57	58	59	60	61	63	672
Pretax Operation Income	705	725	744	763	782	801	821	840	859	878	897	917	9,732
Provision for Taxes	282	290	298	305	313	321	328	336	344	351	359	367	3,893
Net Income	\$ 423	\$ 435	\$ 446	\$ 458	\$ 469	\$ 481	\$ 492	\$ 504	\$ 515	\$ 527	\$ 538	\$ 550	\$ 5,839

EXHIBIT 4

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 Mercury Long Distance, Inc.'s financial qualifications, a copy of Mercury Long Distance, Inc.'s Mercury's Forecasted Statement of Income covering the fiscal years of 2001 through 2005, is attached hereto as Exhibit 3. This financial statement demonstrates that Mercury Long Distance, Inc. 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.

Mercury Long Distance, Inc. has a Five Million Dollar (\$5,000,000.00) Line of Credit available to it.

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

Mercury Long Distance, Inc. has a Five Million Dollar (\$5,000,000.00) Line of Credit available to it.

EXHIBIT 5

NEAL D. SAFERSTEIN
President, Chief Executive Officer
Member, Board of Directors
GoInternet.Net, Inc.

As President, Chief Executive Officer (CEO) and member of the Board of Directors for GoInternet.Net, Inc., Neal D. Saferstein has overseen the daily operations of the company since June 1997.

Before joining GoInternet.Net, Saferstein co-founded one of MCI's largest independent agencies/distributors. There, he was responsible for developing and implementing telecom billing, a system for providing interlocking billing between telephone companies. From 1993 to 1997 he worked as CFO and helped develop Habla Facil, a Hispanic 800 operator dial-around service product.

Saferstein attended Temple University. His technical experience and proven success in corporate development are vital to the growth of GoInternet.Net, Inc.

ERNIE MICCICHE
Treasurer and Chief Financial Officer
GoInternet.Net, Inc.

Ernie Micciche joined GoInternet.Net, Inc. on November 4, 1999 as Treasurer and Chief Financial Officer (CFO). Before taking this position, Micciche worked as a financial officer for several publicly traded engineering and engineering-related companies, most recently serving as Treasurer and CFO of Certified Environmental Group, Inc.

In addition, since October of 1995, he has attended and completed a KPMG-hosted seminar, "Going Public"; designed to structure the financial reporting requirements of publicly traded companies and companies filing registration statements with the Securities and Exchange Commissions.

Micciche graduated from The University of Pennsylvania's Wharton School of Business with a Bachelor of Science degree in accounting. His experience in Mergers and Acquisitions, and reporting of financial data for publicly traded companies brings an expertise and vision to the development of the GoInternet.Net, Inc. financial strategy.

FRANK L. TESTA
Chief Operating Officer
GolInternet.Net, Inc.

Prior to taking on the role of Chief Operating Officer (COO) at GolInternet.Net in October of 1999, Frank L. Testa garnered experience from a long career in sales, marketing and operations. From 1979 to 1984, Testa worked at the Gannett Company, where, as Regional Marketing Manager he helped launch USA Today in the Philadelphia Metropolitan market.

Next, he moved to Group Marketing Communications where he served as Executive Vice President and COO from 1984 to 1996. There, Testa's responsibilities included developing and implementing sales, marketing and operational strategies for the national, multi-location telemarketing firm.

Finally, before joining GolInternet.Net, Inc., Testa served as Vice President Sales & Marketing at USA Phone Centers, a leading provider of telecommunications services in the Tri-State region. Now, as COO of GolInternet.Net Inc., he is responsible for the daily operations of the company, including sales, marketing, production, administration and finance. He also serves as a member on the Board of Directors.

Vickie L. Davis
Vice President of Sales
And Marketing

GoInternet.Net, Inc.

As the Vice-President of Sales And Marketing Vickie L. Davis has been overseeing the development and implementation of marketing, sales and training strategies for the entire sales staff since its inception.

Prior to joining GOINTERNET.NET, Ms. Davis served as Executive VP at a leading telemarketing company, where her duties included management of marketing and sales besides overseeing human relations for the entire sales staff.

With her extensive knowledge Ms. Davis entered the world of entrepreneurship by investing in several start up businesses. She ran five separate locations successfully for over 15 years.

After graduating from the Rhode Island School of Design, Vicki joined Barbizon School of Modeling Baltimore & Wilmington as Senior VP to oversee and manage operations including sales, marketing, training, personnel and finance for the entire strength of employees and students.

BILLY D. LIGHT
Chief Information Officer
GolInternet.Net, Inc.

GolInternet.Net's Chief Information Officer, Billy D. Light, is responsible for the company's entire information system, including the design, implementation and maintenance of LAN, WAN, web servers and peripherals.

Prior to joining the GolInternet.Net team, Light served as VP Technical Sales/Marketing for Reiter Associates Web Hosting. There, he oversaw the daily operations of the sales team, as well as the customer and technical support staff.

Light has also worked as Sales Manager and member of the software development team for the G-VOX Company, helping to design, test and market the Guitar 101 CD-ROM. This title, distributed by Fender Music Sales, has sold more than two million copies to date. His extensive knowledge of Internet systems has also led him to do various consulting projects in Internet Implementation and Systems Development.

Light is certified MCSE+I, A+ and MCP. He attended Rowan University.



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

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December 18, 2000

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

DEPOSIT DATE
D398 DEC 20 2000
001805-TI

Re: Mercury Long Distance, Inc.

Dear Sir or Madam:

Enclosed for filing, please find one original and six (6) copies of Mercury Long Distance, Inc.'s Application form for authority to provide interexchange telecommunications service between points within the State of Florida. In addition, please find check number 1373 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 the undersigned at your convenience.

ORIGINAL DOCUMENT IS PRINTED ON CHEMICAL REACTIVE PAPER & HAS A MICROPRINTED BORDER

TELECOM CERTIFICATION & FILING, INC

485 MADISON AVE.
NEW YORK, NY 10022

EXPLANATION	AMOUNT

1-777/260

1373

PAY AMOUNT OF

Two hundred fifty and 00/100

DOLLARS

CHECK AMOUNT

DATE	TO THE ORDER OF	DESCRIPTION	CHECK NUMBER
12/18/00	Florida Public Service Commission	Mercury Long Distance Filing Fee	1373

\$ 250.00

119.07(1)(z), Florida Statutes: Bank account numbers or debit, charge, or credit card numbers given to an agency for the purpose of payment of any fee or debt following are confidential and exempt from subsection (1) and s.24(a), Art. 1 of the State Constitution . . .

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